



K&R RAIL Engineering Limited
(Formerly Axis Rail India Ltd.)

Corporate office

#12-5-34-35/1, Vijaypuri
South Lallaguda
Secunderabad - 500 017,
Telangana, INDIA.

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krrailengg@gmail.com

1st September, 2020

**To,
The General Manager
Corporate Relationship Department
The BSE Limited
P. J. Towers,
Dalal Street, Fort
Mumbai- 400 001**

Subject: Intimation for fixation of date, time and venue of Annual General Meeting and Book closure date.

In terms of Regulation 30 of SEBI Listing Regulations, 2015, we wish to inform your good office that 37th Annual General Meeting (AGM) of the Company is scheduled to be held on Wednesday, September 30, 2020 at 02 :00 PM at the Registered Office of the Company at 12-5-34 & 35/1, VIJAPURI, SOUTH LALAGUDA, SECUNDERABAD, RANGAAREDDI, ANDHRA PRADESH- 500017. For this purpose, Register of Members & Share Transfer Books of the Company will remain closed from September 24, 2020 to September 30, 2020 (both days inclusive)

You are requested to kindly take the same on your records.

Thanking You,

Yours faithfully,

**For & on behalf of the board
M/S K&R RAIL ENGINEERING LIMITED
(FORMERLY KNOWN AS AXIS RAIL INDIA LIMITED)**


**AMIT BANSAL
CEO**

NOTICE

NOTICE is hereby given that 37th Annual General Meeting of the shareholders of M/s K&R RAIL ENGINEERING LIMITED (Formerly known as AXIS RAIL INDIA LIMITED) will be held on Wednesday, the 30th day of September, 2020 at 02.00 P.M. at the registered office of the Company 12-5-34 & 35/1, Vijapuri, South Lalaguda, Secunderabad, Rangaareddi, Andhra Pradesh- 500017, to transact the following businesses:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS, DIRECTORS AND AUDITORS REPORTS:

To receive, consider and adopt the Audited Financial Statement for the financial year ended 31st March 2020 and the Reports of the Board of Directors and Auditor's thereon.

2. To appoint a Director in place of Mr. Amit Bansal, (DIN: 06750775) Director, who retires by rotation and being eligible offers himself for re-appointment in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT Mr. Amit Bansal (DIN: 06750775), who retire by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation”.

3. Appointment of Rabindra Kumar Barik DIN: 08773785 as a Director:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Rabindra Kumar Barik DIN: 08773785, who was appointed as Additional Director on 01st July, 2020 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

SPECIAL BUSINESS

4. Re-Appointment of Mrs. Maniza Khan (DIN: 07146123) as Independent Director of the Company

To Consider and, if thought fit, to pass with or without modification(s), the following resolution as Special resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, **Mrs. Maniza Khan (DIN: 07146123)**, who holds office of Independent Director up to 31st March, 2020 and who has submitted a declaration that she meets the criteria for

independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying her intention to propose Mrs. Maniza's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 1st April, 2020 upto 31st March, 2025."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Date: 01.09.2020
Place: Hyderabad

By order of the Board of Directors
For K&R Rail Engineering Limited
(Formerly known as AXIS RAIL INDIA LIMITED)
Sd/-
Amit Bansal
CEO

NOTES:

- (1) A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and to vote on a poll instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy in form no. MGT 11 is attached herewith and, if intended to be used, it should be returned duly completed and signed at the registered office of the company not less than (48) forty eight hours before the scheduled time of the commencement of 37th Annual General Meeting.
- (2) A person can act as proxy on behalf of members not exceeding (50) fifty in number and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. However, a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- (3) Every member entitled to vote at the meeting, or on any resolution to be moved there at, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days notice in writing of the intention so to inspect is given to the company.
- (4) **A.** Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company M/s BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LIMITED, Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi, Delhi 110062 (INDIA) Ph No. : 011 2996 1281:-
 - a. their bank account details in order to receive payment of dividend, whenever declared, through electronic mode
 - b. their email id, in case the same have not been sent earlier, for the purpose of receiving the communication electronically
 - c. any change in their address/e-mail id/ECS mandate/ bank details
 - d. share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account**B.** Members holding shares in dematerialized form are requested to notify to their Depository Participant :-
 - a. their email id
 - b. all changes with respect to their address, email id, ECS mandate and bank details.
- (5) The Securities and Exchange Board of India has notified that the shareholders/ transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders/ transferees of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.
- (6) In terms of notification issued by the Securities Exchange Board of India (SEBI), the shares of the Company are under compulsory Demat trading. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience purpose.
- (7) In accordance with Section 20 of the Companies Act, 2013 service of documents on members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Annual Report 2019-20 is being sent to all the members whose email address (es) are registered with the Company/ Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in accordance with Listing Agreement and Section 136 of the Companies Act, 2013 including Rule 10 of the Company (Accounts) Rules,

2014 the hard copies of Abridged Annual Report 2019-20 is being sent to all other members who have not registered their email address(es). Members can also submit their form along with Attendance Slip at the Registration Counter at AGM. Members holding shares in dematerialized form are requested to register their email address with their Depository Participant only. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, free of cost.

- (8) In case any Member has any query relating to the Annual Accounts he/she is requested to send the same to Mr. AMIT BANSAL at the Registered Office of the Company at least 10 days before the date of AGM so as to enable the management to keep the information ready for replying at the meeting.
- (9) All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 am to 1.00 pm up to the date of AGM. The Register of Directors and Key Managerial Personnel & their Shareholding and the Register of Contracts & Arrangements in which Directors are interested shall be open for inspection at the Annual General Meeting to any person having right to attend the meeting.
- (10) Members holding shares in physical form and desirous of making a nomination or cancellation/variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the RTA of the Company M/s Beetal Financial & Computer services Private Limited the prescribed Form SH.13 for nomination and Form SH.14 for cancellation/ variation as the case may be.
- (11) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 24-09-2020 to 30-09-2020 (both days inclusive) for the purpose of AGM.
- (12) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (13) Members are advised to refer to the Shareholders Referencer provided in the Annual Report.
- (14) (a) This Notice is being sent to all the members whose name appears as on 23-08-2020, in the register of members or beneficial owner as received from M/s Beetal Computer & Financial Services Private Limited, the Registrar and Transfer Agent of the Company.
- (15) (b) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on September 23, 2020, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- (16) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution/power of attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- (17) In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on a show of hands at the Meeting.
- (18) Members holding shares in multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholdings into one folio.
- (19) **E-VOTING:**
 - a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (New Listing Obligations & Disclosure Requirements) Regulations 2015, a member of the Company holding shares either in physical form or in dematerialized form may exercise his right to vote by electronic means in respect of the resolution(s) contained in this notice.
 - b. The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility

(i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).

- c. The Company shall also provide facility for voting through Ballot or polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- d. The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- e. The Board of Directors have delegated the power required to give effect to the AGM to Miss. Yavanika Singh (Company Secretary) and Mr. Amit Bansal (CEO) to do all acts, deeds, agreements etc including but not limited to appointment of scrutinizer
- f. The cut-off date for the purpose of voting (including remote e-voting) is 23rd September, 2020.
- g. Members are requested to carefully read the instructions for remote e-voting before casting their vote.
- h. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

Commencement of remote e-voting	09:00 a.m. (IST) on September, 27,2020
End of remote e voting	05:00 p.m. (IST) on September, 29, 2020

- i. Any member, who have caste his/ her/ its vote through remote e-voting, may participate in the general meeting but shall not be allowed to vote at the AGM.
- j. Persons who have acquired shares and became members of the Company after dispatch of the Notice of AGM but before the cut-off date of September 23rd 2020, may obtained their user ID and password for e-voting from the Company’s Registrar and share transfer Agent or NSDL/CDSL.
- k. The procedure and instructions for remote e-voting are as under:
 - i. Log on to the e-voting website www.evotingindia.com.
 - ii. Click on “Shareholders” tab.
 - iii. Select “K&R RAIL ENGINEERING LIMITED” from the dropdown menu and click on “SUBMIT”
 - iv. Enter your User ID - For CDSL: 16 digits beneficiary ID,Members holding shares in Physical Formshould enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- v. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a firsttime user follow the steps given below

Fill up the following details in the appropriate boxes:

PAN*	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

- *Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number (available in the Address Label pasted in the cover and/ or in the e-mail sent to members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Vasudevan with sequence number 1 then enter VA00000001 in the PAN field.
- # Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
- vi. If you are already registered with CDSL for e-voting, then you can use your existing User ID and Password for Login.
 - vii. If you are logging in for the first time, please follow the steps provided in this document.
 - viii. After entering these details appropriately, click on "SUBMIT" tab.
 - ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Set Password' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.
 - x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - xi. Click on the Name of the Company i.e. K&R RAIL ENGINEERING LIMITED.
 - xii. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - xiii. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
 - xiv. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
 - xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - xvii. If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code, click on Forgot Password & enter the details as prompted by the system.
 - xviii. Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to www.evotingindia.com and register themselves as Corporate. A scanned copy of the Registration Form bearing the stamp and signature of the entity should be emailed to helpdesk.evoting@cdslindia.com. After receiving the login details, a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
 - xix. The facility for remote e-voting shall remain open from 9.00 AM on Sunday the 27th September, 2020 to 5.00 PM on Tuesday, the 29th September 2020. During this period, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, viz. Wednesday, the 23rd September, 2020, may opt for remote e-voting. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at

www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- xx. If any member has any problem/ query regarding e-voting then he may contact to the below person:

Name :AMIT BANSAL

Designation :CEO

Address :1-7-110, FLAT NO.301, KESHAVANAGAR COLONY SMR VINAY HEIGHTS, METTUGUDA SECUNDERABAD 500017

E-mail id : axisrailindia@gmail.com/Krailengineering@gmail.com

Phone No : 040-27000499

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No-4

Mrs. Maniza Khan, was appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the General Meeting held on 29th September, 2015 to hold office upto 31st March, 2020 (“first term” as per the explanation to Section 149(10) and 149(11) of the Act.)

The Nomination & Remuneration Committee at its Meeting held on 17th March, 2020 after taking into account the performance evaluation of the Independent Director, during her first term of five years and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by her during her tenures as an Independent Director since her appointment, has recommended to the Board that continued association of her as an Independent Director would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of her as Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from 1st April, 2020 upto 31st March, 2025 and not liable to retire by rotation. The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mrs. Maniza Khan for her appointment to the office of Independent Director.

Brief profile of the Mrs. Maniza Khan, Independent Director (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) is as under:

Name of the Director	Mrs. Maniza Khan
Date of Birth	31-08-1984
Date of Appointment	01-04-2020
Qualification	Graduate
Directorship in other Public Limited Companies/excluding Private Companies which are subsidiary of Public Company	0
Member/Chairman of Committee of the Board of the Public Limited Companies on which he is Director	0

Date: 01.09.2020
Place: Hyderabad

**By order of the Board of Directors
for K&R Rail Engineering Limited
(Formerly known as AXIS RAIL INDIA LIMITED)**

**Sd/-
Amit Bansal
CEO**