

NOTICE

NOTICE is hereby given that 39th 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 November, 2022 at 02.00 P.M. at the registered office of the Company 12-5-32/8, Bhatukammakunta Vijapuri, South Lallaguda Secunderabad Hyderabad TG 500017 IN, 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 2022 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), who retires by rotation and, being eligible, offers himself for re-appointment.

3. APPOINTMENT OF SUKESH KUMAR SHARMA DIN: 07956766 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 152, 161 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) Sukesh Kumar Sharma DIN: 07956766, who was appointed as Additional Director in the Board Meeting held on 04th October, 2021 to hold office up to the date of this Annual General meeting be and is hereby elected and 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.”

4. APPOINTMENT OF MIRZA MOHAMMED BAIG DIN: 9462065 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 152, 161 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) Mirza Mohammed Baig DIN: 9462065, who was appointed as Additional Director (Non-Executive Non-Independent) in the Board Meeting held on 15th June, 2022 to hold office up to the date of this Annual General meeting be and is hereby elected and 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.”

5. APPOINTMENT OF SURESH SOLANKI (DIN: 02550445) 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 152, 161 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) Suresh Solanki DIN: 02550445, who was appointed as Additional Director – Executive in the Board Meeting held on 22nd August, 2022 to hold office up to the date of this Annual General meeting be and is hereby elected and 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

6. TO APPOINTMENT MR. RABINDRA KUMAR BARIK (DIN: 08773785) 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, and 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with Article 60 to 66 of Articles of Association of the Company Mr. Rabindra Kumar Barik (DIN: **08773785**), whose designation was changed to Independent Director of the Company by the Board of Directors at its meeting held on 15th June 2022 pursuant to Section 161 of the Act and as recommended by the Nomination & Remuneration Committee and whose term of office expires at this Annual General Meeting (AGM) be and is hereby appointed as an Independent Director of the Company to hold the office for a term upto five consecutive years commencing from 15th June 2022, whose period of office will not be liable to determination by retirement of directors by rotation.

“**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the consent of the Shareholders be and is hereby accorded for continuation of directorship Mr. Rabindra Kumar Barik (DIN: **08773785**), as a Non-Executive Independent Director of the Company.

“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.”

7. TO PASS THE RESOLUTION PURSUANT TO SECTION 180 (1)(c):

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

“RESOLVED THAT the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company under Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (which shall include any statutory modification or re-enactment thereof), for borrowing from time to time, any sum or sums of money for the purposes of the Company from the Company’s bank or any other bank, financial institutions or any other lending institutions or persons on such terms and conditions and with or without security as the Board of Directors may in its discretion think fit, notwithstanding, that the money or monies to be borrowed by the Company (apart from the Temporary loans obtained or to be obtained from time to time from the Company’s Bankers in the ordinary course of business) together with the money already borrowed, may exceed the aggregate of the Paid-up share Capital of the Company, its free reserves that is to say, reserves not set apart for any specific purpose(s), and Security Premium amount, provided however that the money or monies to be borrowed by the Company together with the money already borrowed shall not, at any time exceed Rs.150 Crores (Rupees One Hundred and Fifty Crores only)”.

8. TO PASS THE RESOLUTION PURSUANT TO SECTION 180 (1)(a):

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

“RESOLVED THAT the consent of the shareholders of the Company be and is hereby accorded under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (which shall include any statutory modification or re-enactment thereof) to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such Charges, Mortgages and Hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events in favour of Banks/Financial Institutions and other investing agencies to secure Rupee/foreign currency Loans and Working capital facilities availed or proposed to be availed by the Company, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said Loans, shall not, at any time exceed the limit of Rs.150 Crores (Rupees One Hundred and Fifty Crores only)

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as well as to execute all such documents, instruments and writings as may be required in order to give effect to the above resolution”.

Date: 01.11.2022
Place: Hyderabad

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

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 39th 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 AARTHI CONSULTANTS PVT. LTD 1-2-285, DOMALGUDA, HYDERABAD – 500 029 Phone: 040-27638111, 27634445 Email: info@arthiconsultants.com.
 - 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 2021-22 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 2021-22 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 AARTHI CONSULTANTS PVT. LTD 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 24-11-2022 to 30-11-2022 (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 28-10-2022, in the register of members or beneficial owner as received from M/s Aarthi Consultants 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 November 23, 2022, 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 November, 2022.
- 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 November, 27,2022
End of remote e voting	05:00 p.m. (IST) on November, 29, 2022

- 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 November 23rd 2022, 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 Form should 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 first time 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 November, 2022 to 5.00 PM on Tuesday, the 29th November 2022. 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 November, 2022, 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/Krrailengineering@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- 6

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 15th June, 2022, has changed the Designation of Mr. Rabindra Kumar Barik (DIN: **08773785**), to Independent Director, pursuant to Section 161 of the Companies Act, 2013. As per the provisions of said section, Mr. Rabindra Kumar Barik (DIN: **08773785**), holds office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term up to five years.

The Company has received a declaration of independence from Mr. Rabindra Kumar Barik (DIN: **08773785**), as per the provisions of the Companies (Amendment) Act, 2017 as well as the SEBI (Listing Obligations and Disclosure Requirements), (Amendment), Regulations, 2018. In the opinion of the Board, Mr. Rabindra Kumar Barik (DIN: **08773785**), fulfils the conditions specified in the Companies Act, 2013 read with requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (Listing Regulations), for his appointment as an Independent Director of the Company.

Mr. Rabindra Kumar Barik (DIN: **08773785**), is aged 62 years. In view of the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, for the appointment/continuation of Mr. Rabindra Kumar Barik (DIN: **08773785**), as a Non- Executive Independent Director from 15th June, 2022 to 15th June, 2027, consent of the Members is required by way of a Special Resolution.

The Company has received Notice under Section 160 of the Companies Act, 2013 from a member proposing 15th June, 2022 as a candidate for office of Director of the Company. A brief profile of Mr. Rabindra Kumar Barik (DIN: **08773785**) as required under Regulations 36(3) of the Listing Regulations with the Stock Exchanges, is given in Annexure A to this Explanatory Statement.

Having regard to his qualifications, knowledge and rich experience, his appointment on the Board of the Company as an Independent Director will be in the interest of the Company.

Except Mr. Rabindra Kumar Barik (DIN: **08773785**, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested (financially or otherwise) in the resolution.

Copy of draft letter for appointment of Mr. Rabindra Kumar Barik (DIN: **08773785**) as an Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the company during normal business hours on any working day, excluding Saturday and Sunday. The Board recommends the resolutions for the approval of the Members.

Brief profile of the Mr. Rabindra Kumar Barik (DIN: **08773785**), Independent Director (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) is as under:

Name of the Director	Mr. Rabindra Kumar Barik (DIN: 08773785)
Date of Birth	12/09/1959
Date of Appointment	15 th June, 2022
Qualification	Post 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
Terms & conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	Mr. Rabindra Kumar Barik (DIN: 08773785) will be entitled to receive the Sitting Fees for attending each meeting of the Directors and the Committees thereof, of which he is a Member and profit related commission, as may be decided by the Board of Directors every year in accordance with the approval granted by the shareholders.
Number of shares held in the Company	NIL
Disclosure of relationship between directors inter-se, Manager and Key Managerial Personnel	NA
Number of Board Meetings attended during the year as Independent Director	1

Item No. 7 & 8

Section 180 of the Companies Act, 2013 requires the consent of the shareholders of the company accorded by way of a special resolution is required to borrow money in excess of the company's paid up share capital. Free reserves and Security Premium. It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) read with Section 180 (1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 7 & 8 of the Notice. The Board proposes these resolutions for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the SPECIAL Resolution at item 7 & 8 of this notice for shareholder's approval.

Date: 01.11.2022
Place: Hyderabad

By order of the Board of Directors
for K&R Rail Engineering Limited
(Formerly known as AXIS RAIL INDIA LIMITED)
Sd/-
Maniza Khan
Chairperson