

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001.

Date: 08.12.2025

Dear Sir/ Madam,

Sub: Submission of 42nd AGM notice which is dispatched to shareholders of the Company-reg.

Unit: K&R Rail Engineering Limited (BSE Scrip Code: 514360)

In terms of Regulations of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 as amended we are forwarding the notice of 42nd Annual General Meeting of the Company, which is being dispatched to our Shareholders on 06th December, 2025. The 42nd Annual General Meeting of the company is scheduled to be held on Monday, the 29th Day of December 2025 at 2.00 P.M through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”).

Please find the enclosed the Notice of the 42nd AGM for the financial year 2025. Same will be made available on the company’s website, at www.krrailengg.com

This is for the information and records of the Exchange, please.

Thanking you.

Yours faithfully
For K&R Rail Engineering Limited

Amit Bansal
Whole Time Director
(DIN: 06750775)

K&R RAIL ENGINEERING LIMITED
42ND ANNUAL REPORT

2024-2025

CORPORATE INFORMATION

BOARD OF DIRECTORS:

| | |
|-------------------------|--|
| Mr. Ashwani Kumar Soni | - Non-Executive - Independent Director (DIN: 11194767) |
| Mr. Sanjay Kotthapalli | - Non-Executive - Independent Director (DIN: 00001401) |
| Mr. Sukesh Kumar Sharma | - Executive Director (DIN: 08449196) |
| Mr. Amit Bansal | - Whole-time Director & Chief Executive Officer (DIN: 06750775) |
| Mr. Shaik Suhail Nasir | - Executive Director (DIN: 06866848) |
| Mrs. Rahmath Unnisa | - Non-Executive & Independent Director (DIN: 10945055) |
| Mr. Prahallada Rao | - Chief Financial Officer (AKMPR1779B) |
| Mr. Chandrakanth | - Company Secretary-cum-Compliance Officer (Membership No: 63132) |

REGISTERED OFFICE:

3rd Floor, Sai Krishna, Plot No.797a, Road No.36,
Jubilee hills, Jubilee Hills, Hyderabad, Shaikpet,
Telangana, India, 500033
CIN: L45200TG1983PLC082576

STATUTORY AUDITORS:

M/s. J Singh & Associates.,
Chartered Accountants
Address: TC 94/988, Vadayacaud, Vanchiyoor P.O,
Thiruvananthapuram - 695035, Kerala

INTERNAL AUDITORS:

M/s. M G S Reddy and Co,

Chartered Accountants

Address: Flat No -507, Everest Block, 'C' Block,
5th Floor, Aditya Enclave, Mythrivanam,
Beside Ameerpet Metro Station,
Hyderabad-500038

SECRETARIAL AUDITORS:

Sanjeev Dabas

Dabas S & Co.

Address: Office 110, B08, GD ITL Tower NSP
Pitampura, Delhi- 110034

BANKERS:

Kotak Mahindra Bank Limited

ICICI Bank Limited

Citi Bank

AUDIT COMMITTEE:

| | | | | |
|------------------------|---|------------------------|---|-------------|
| Ms. Rahmath Unnisa | - | Independent Director | - | Chairperson |
| Mr. Ashwani Kumar Soni | - | Independent Director | - | Member |
| Mr. Sanjay kothapalli | - | Non Executive Director | - | Member |

NOMINATION & REMUNERATION COMMITTEE:

| | | | | |
|------------------------|---|------------------------|---|-------------|
| Mr. Ashwani Kumar Soni | - | Independent Director | - | Chairperson |
| Ms. Rahmath Unnisa | - | Independent Director | - | Member |
| Mr. Sanjay kothapalli | - | Non Executive Director | - | Member |

STAKEHOLDERS RELATIONSHIP COMMITTEE:

| | | | | |
|------------------------|---|------------------------|---|-------------|
| Ms. Rahmath Unnisa | - | Independent Director | - | Chairperson |
| Mr. Ashwani Kumar Soni | - | Independent Director | - | Member |
| Mr. Sanjay kothapalli | - | Non Executive Director | - | Member |

CORPORATE SOCIAL RESONSIBILITY COMMITTEE:

| | | | | |
|------------------------|---|------------------------|---|-------------|
| Ms. Rahmath Unnisa | - | Independent Director | - | Chairperson |
| Mr. Ashwani Kumar Soni | - | Independent Director | - | Member |
| Mr. Sanjay kothapalli | - | Non-Executive Director | - | Member |

REGISTRAR & SHARE TRANSFER AGENTS:

Aarthi Consultants Private Limited

1-2-285, Domalguda, Hyderabad – 500 029

Phone: 040-27638111, 27634445

Email: info@aarthiconsultants.com

LISTED AT: Bombay Stock Exchange Limited

DEMAT ISIN NUMBER IN NSDL& CDSL: INE078T01026

WEBSITE: www.krrailengg.com

INVESTOR SERVICES E-MAIL ID: krrail1994@gmail.com

NOTICE

Notice is hereby given that the 42nd Annual General Meeting of members of M/s. K&R Rail Engineering Limited will be held on Monday, the 29th Day of December 2025 at 2.00 P.M to be held through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following businesses:

Ordinary Business:

1. To receive, consider, approve and adopt

- a. the Standalone Audited Balance Sheet as at March 31, 2025, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors and Directors thereon.
 - b. the Consolidated Audited Balance Sheet as at March 31, 2025, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors thereon.
2. To appoint a director in place of Mr. Sanjay kothapalli (DIN: 08449196), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. To Appoint M/s. Dabas S & Co., Practicing Company Secretaries as secretarial auditors for a term of upto 5 (five) consecutive years.

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

"RESOLVED THAT pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act"), M/s. Dabas S & Co., Practicing Company Secretaries be and is hereby appointed as Secretarial Auditor of the Company for a period of 5 consecutive years, from April 1, 2025 to March 31, 2030 ('the Term'), on such terms & conditions, including remuneration as may be determined by the Board of Directors."

"RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports

which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.”

“RESOLVED FURTHER THAT the Board be and is 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 and for matters connected therewith or incidental thereto.”

4. To Appointment of Mr. Ashwani Kumar Soni (DIN: 11194767) as an Independent Director of the Company.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“Rules”), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, as amended from time to time, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), Mr. Ashwani Kumar Soni, who was appointed as an Additional Director of the Company in the Independent category at the Board meeting held on 21.07.2025 and who holds office up to the date of the ensuing Annual General Meeting or within three months from the date of his appointment, whichever is earlier, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of five (5) years with effect from July 01, 2025 to June 30, 2030, and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give

For and on behalf of the Board of Directors
K&R Rail Engineering Limited

Sd/-
Rahmath Unnisa
Chairperson

Place: Hyderabad
Date: 04.12.2025

Notes:

1. In view of the continuing Covid-19 pandemic and consequential restrictions imposed on the movements of people, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, Circular No. 03/2022 dated 05.05.2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, circular no. SEBI/ HO/ CFD/ PoD-2/P/ CIR/ 2023/ 4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024. Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the MCA Circulars granted certain relaxations and thus permitted the holding of Annual General Meeting ("AGM") of the companies through VC/OAVM viz. without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA / SEBI Circulars, as applicable, the AGM of the Company is being held through VC / OAVM (e-AGM).
2. The Deemed Venue of the 42nd AGM of the Company shall be its Registered Office.
3. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility for/during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes.
4. Since the AGM will be held through VC, the Route Map is not annexed to this Notice. The registered office of the Company shall be deemed to be the venue for the AGM.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum of the AGM under Section 103 of the Act.
6. Compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the AGM along with the Annual Report (viz. Financial Statement) for Financial Year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/R&T Agent. Members may note that the Notice and Annual Report for Financial Year 2024-25 will also

be available on the Company's website www.krrailengg.com website of the BSE Limited at www.bseindia.com and on the website of R&T Agent of the Company viz. Aarthi Consultants Private Limited.

Alternatively, Member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy, DP ID (in case of electronic mode shares), folio No (in case of physical mode shares) via e-mail at the Email Id – info@arthiconsultants.com for obtaining the Annual Report and Notice of e-AGM of the Company electronically.

7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. The facility of joining the e-AGM through VC / OAVM will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the e-AGM, and will be available for 1000 members on a first-come first-served basis. This rule would however not apply to participation in respect of large Shareholders (Shareholders holding 2% or more shares of the Company), Promoters, Institutional Investors, Auditors, Key Managerial Personnel and the Directors of the Company including Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 23.12.2025 to 29.12.2025 (both days inclusive) for the purpose of AGM.
10. Mrs. Aakansha Sachin Duby, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-Voting/e-Voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman, or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. The result will also be displayed on the website of the Company at www.bseindia.com, (where the Company is listed) and www.evotingindia.com (agency providing e-Voting facility).
11. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by e-mail at aakanksha.shuklacs@gmail.com and the same should also be uploaded on the VC portal / e-Voting portal of CDSL.

12. Members who have not yet registered their e-mail addresses are requested to register the same with their DP in case the shares are held by them in demat mode and with RTA in case the shares are held by them in physical mode.
13. To register e-mail address for all future correspondence and update the bank account details, please follow the below process:
 - a. Members holding shares in Demat mode can get their details registered/updated only by contacting their respective DP.
 - b. Members holding shares in physical mode may register their email address and mobile number with the RTA by sending an e-mail request to the email ID info@aarthiconsultanst.com along with signed scanned copy of the request letter providing the email address and mobile number, self-attested copy of Permanent Account Number Card ("PAN") and copy of a share certificate for registering their email address. Additional details like name and branch of Bank along with bank account type, bank account number, 9-digit MICR code, 11-digit IFSC code and scanned copy of cancelled cheque will be required for updating bank account details.
14. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in demat mode are, therefore, requested to submit their PAN to their DP. Members holding shares in physical mode are required to submit their PAN details to the RTA.
15. As per the provisions of Section 72 of the Companies Act, 2013 ("the Act"), the facility for submitting nomination is available for Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same with their DP in case the shares are held by them in demat mode, and to the RTA, in case the shares are held in physical mode.

16. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:

A. Voting Through Electronic Means

- i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and applicable circulars, the Members are provided with the facility to cast their vote electronically (through remote e-Voting as well as the e-Voting system on the date of the AGM), through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice.
- ii. The remote e-Voting period commences on Friday, **the 26th day of December, 2025 (9.00 A.M. IST)** and ends on Sunday, **The 28th day of December, 2025 (5.00 P.M. IST)**. During

this period, Members holding shares either in physical mode or in demat mode, as on **Monday, the 22nd day of December, 2025 i.e. cut-off date**, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. A person who is not a Member as on the Cut-off date should treat Notice of this Meeting for information purposes only.

- iii. The Members who have cast their vote by remote e-Voting prior to the AGM may attend/ participate in the AGM through VC but shall not be entitled to cast their vote again.
- iv. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e., Monday, the 22nd day of December, 2025.
- v. Any person or non-individual Shareholders (in physical mode/ demat mode) who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow the steps mentioned below.
- vi. **Login method for e-Voting and voting during the meeting for Individual Shareholders holding securities in demat mode.**

In terms of the SEBI circular dated December 9, 2020 on the e-Voting facility provided by listed companies and as part of increasing the efficiency of the voting process, e-Voting process has been enabled to all individual Shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility. Login method for Individual Shareholders holding securities in demat mode is given below:

| Type of Shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | <p>Users who have opted for Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting</p> |

| | |
|---|--|
| | <p>page of the e-Voting service provider (“ESP”) i.e. CDSL, for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all ESP i.e. CDSL/NSDL/, so that the user can visit the ESP website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. CDSL where the e-Voting is in progress.</p> |
| Individual Shareholders holding securities in Demat mode with NSDL | <p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com.</p> <p>Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</p> <p>Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider- CDSL and you will be re-directed to the CDSL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services,</p> |

| | |
|---|---|
| | <p>option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>A new screen will open. You will have to enter your User ID (i.e. your 16 digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider- CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| Individual Shareholders (holding securities in Demat mode) login through their Depository Participants | <p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on Company name or e-Voting service provider name -CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

vii. **Login method for e-Voting and voting during the meeting for Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in Demat mode.**

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on Shareholders tab/ module.
- c) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) 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.
- f) If you are a first-time user follow the steps given below:

| | |
|------------|--|
| Login type | For Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode. |
|------------|--|

| | |
|--|---|
| PAN | Enter your 10-digit alpha-numeric “PAN” issued by Income Tax Department. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by RTA or contact RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii). |

- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, Shareholders holding shares in Demat mode will now reach ‘Password Creation’ 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 account 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- k) 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.
- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) 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.

- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q) If a Demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot password and enter the details as prompted by the system.
- r) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-Voting only.**
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign 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.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (“POA”) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz; aakanksha.shuklacs@gmail.com if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

B. Instructions for shareholders attending the AGM through VC and e-voting during the AGM:

- i. The procedure for attending AGM and e-Voting on the day of AGM is same as the instructions mentioned above for e-Voting.
- ii. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- iii. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM.
- iv. The link for VC to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
- v. Shareholders who have voted through remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- vi. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
- vii. Further Shareholders will be required to allow Camera (in case of speakers) and use Internet with a good speed to avoid any disturbance during the AGM.
- viii. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- ix. Members (holding shares as on Cut-off date) who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request, on or before Tuesday, the 23rd day of September, 2025, from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at krailengineering@gmail.com. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- x. Only those Shareholders, who are present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

- xi. If any Votes are cast by the Shareholders through the e-Voting available during the AGM and if the same Shareholders have not participated in the meeting through VC facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the Shareholders attending the AGM.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

17. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act, shall be available for inspection during the AGM at e-Voting portal.
18. Statement pursuant to Section 102(1) of the Act, in respect of the Special Business to be transacted at the AGM along with details pursuant to SEBI Regulations and other applicable laws are annexed hereto. All documents referred to in the accompanying Notice and the Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to krailengineering@gmail.com
19. The term 'Members' or 'Shareholders' has been used to denote Shareholders of K&R Rail Engineering Limited
20. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.krailengg.com** and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

For and on behalf of the Board of Directors
K&R Rail Engineering Limited

Place: Hyderabad
Date: 04.12.2025

Sd/-
Rahmath Unnisa
Chairperson

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

Item No.3: To Appoint M/S. Dabas S & Co., Practicing Company Secretaries as secretarial auditors for a term of upto 5 (five) consecutive years.

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on May 13, 2025 have approved and recommended the appointment of Dabas S & Co., Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: S2017RJ503800) as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years to hold office from Financial Year 2025-26 to Financial Year 2029-30 and issue Secretarial Audit Report for Financial Years ending 31st March 2026, 31st March 2027, 31st March 2028, 31st March 2029 and 31st March 2030:

- a. **Term of appointment:** Upto 5(Five) consecutive years from Financial Year 2025-26 to Financial Year 2029-30.
- b. **Proposed Fee:** Rs.1,00,000/- p.a. (Rupees One Lakh Only), plus applicable taxes and other out-of-pocket costs incurred in connection with the audit for Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee.

The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

- c. **Basis of recommendations:** The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.
- d. **Credentials:** Dabas S & Co., (Firm Registration Number: S2017RJ503800) ('Secretarial Audit Firm'), established in the year 2025, is a newly registered firm with Ms. Sanjeev

Dabas being the proprietor specialized in Secretarial Audit and other corporate law matters. The firm is registered with the Institute of Company Secretaries of India. The Firm also holds a valid Peer Review Certificate.

Dabas S & Co., have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI LODR Regulations.

- e. **Any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:** There is no material change in the fee payable to M/s. Dabas S & Co., compared to that of the outgoing auditor and the reason for change is based on eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

The Board recommends the **Ordinary Resolution** as set out in Item No. 3 of this Notice for approval of the Members.

Item No.4: Appointment of Mr. Ashwani Kumar Soni (din: 11194767) as an Independent Director of the company:

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 21.07.2025 appointed Mr. Ashwani Kumar Soni (DIN: 11194767) as an Additional Director who shall hold office up to the date of the ensuing Annual General Meeting or within three months from his appointment, whichever is earlier, pursuant to the provisions of Section 161 of the Act and rules made thereunder and the Articles of Association of the Company. The Nomination and Remuneration Committee (NRC), taking into consideration the skills, expertise, and competencies required for the Board in the context of the Company's business and sectors, and based on the performance evaluation, concluded and recommended to the Board that Mr. Ashwani Kumar Soni qualifications and extensive experience meet the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Ashwani Kumar Soni continues to possess the identified core skills, expertise, and competencies fundamental for effective functioning in his role as an Independent Director of the Company.

The Company has received a declaration from Mr. Ashwani Kumar Soni confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of the Listing Regulations, Mr. Ashwani Kumar Soni has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated, which could impair or impact his ability to discharge his duties. Mr. Ashwani Kumar Soni has confirmed that he is not debarred from holding the office of Director of the Company by virtue of any SEBI order or any other such authority.

Further, Mr. Ashwani Kumar Soni is not disqualified from being appointed as a Director under Section 164 of the Act and has given his consent to act as a Director. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA). Mr. Ashwani Kumar Soni has also passed the online proficiency self-assessment test conducted by the IICA.

Accordingly, it is proposed to appoint Mr. Ashwani Kumar Soni as an Independent Director of the Company, who shall not be liable to retire by rotation. The Board recommends a Special Resolution set out at item number 4 of the accompanying notice for approval of Members.

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

For and on behalf of the Board of Directors
K&R Rail Engineering Limited

Place: Hyderabad
Date: 04.12.2025

Sd/-
Rahmath Unnisa
Chairperson

Details of Directors seeking appointment at the 42nd Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

| | |
|---|--|
| Name of the Director | Mr. Ashwani Kumar Soni |
| DIN | 11194767 |
| Date of Birth | 22.05.1975 |
| Date of first appointment on the Board | 01.07.2025 |
| No. of Board Meetings Held/ Attended | NA |
| Qualification(s) | Diploma in Mechanical Engineering |
| Brief Resume, Qualification and Experience | Mr. Ashwani Kumar Soni is accomplished professional with 22 years of extensive experience in Commercial Operations, Purchase and Management, and Materials Inventory Management. Seeking to leverage my expertise in infrastructure projects and strategic management as an independent director on the board of a listed company. |
| Expertise in specific functional area | Commercial Operations, Purchase and Management, and Materials Inventory Management. |
| Terms and conditions of appointment/ re-appointment | Terms and conditions of the appointment of Mr. Ashwani Kumar Soni are duly elaborated in the explanatory statement as annexed to this Notice |
| No. of Shares held in the Company | Mr. Ashwani Kumar Soni is not holding any equity shares of the Company as on date. |
| Remuneration drawn, if any | NIL |
| Relationships between Directors inter se | Mr. Ashwani Kumar Soni is not related to any Director or KMP and Promoters of the company. |
| Name of the Listed entities in which the person also holds the directorship and the membership of the committees of the Board along with the Listed entities from which the person has resigned in the past three years* | NIL |
| Other Directorships, Membership/ Chairmanship of Committees of other Boards | Nil |