



कोकण रेलवे कॉर्पोरेशन लिमिटेड Konkan Railway Corporation Limited

(भारत सरकार का उपक्रम / A Government of India Undertaking)



No. KRCL/CO/S/BONDS/NSE

01/09/2022

To,
The Manager (Compliance Section)
National Stock Exchange of India Ltd.,
Exchange Plaza
Bandra Kurla Complex,
Mumbai – 400 051.

Sub: Compliance Report on Corporate Governance under Regulation 27 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on 31st March, 2022.

Ref: ISIN - INE139F07048, INE139F07055, INE139F07063, INE139F07089, INE139F07097, INE139F07105, INE139F07113

Dear Sir / Madam,

Please find enclosed herewith the Compliance Report on Corporate Governance under Regulation 27 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2022 as per the required format prescribed under SEBI Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated MAY 31, 2021.

It is kindly requested to take the above information on record.

Thanking you,

Yours faithfully,
For Konkan Railway Corporation Ltd.

(Rajendra C Parab)
Company Secretary

वनीता प्रजाप

Encl: As stated



कॉर्पोरेट पहचान संख्या (Corporate Identity Number) : U35201MH1990GOI223738

बेलापुर भवन सेंक्टर 11, सी.बी.डी. बेलापुर, नवी मुंबई - 400614 / Belapur Bhavan, Sector 11, C.B.D. Belapur, Navi Mumbai 400614

Tel.: 91-22-27572015-18 • Fax: 022-2757 2420 /ई-मेल (E-mail): general@krcl.co.in • वेबसाइट (Website): www.konkanrailway.com

ANNEX II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://konkanrailway.com/pages/viewpage/in_brief
b) Terms and conditions of appointment of independent directors	Yes	https://konkanrailway.com/uploads/editor_images/1655365105_Terms%20&%20Conditions%20of%20appointment%20of%20IDs.pdf
c) Composition of various committees of board of directors	Yes	https://konkanrailway.com/uploads/editor_images/1637825987_Details%20of%20Various%20Committees%20BOD.pdf
d) Code of conduct of board of directors and senior management personnel	Yes	https://konkanrailway.com/uploads/editor_images/1550560293_Revised%20Code%20of%20conduct%20-%20%20Approved%20-%2015%20BoD%20-%2018-01-2019.pdf
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://konkanrailway.com/uploads/editor_images/1606713261_whistle%20blower%20-21-11-18.pdf
f) Criteria of making payments to non-executive directors	NA	Except payment of sitting fees to Independent Directors, no sitting fee is paid to Non-Executive Directors.
g) Policy on dealing with related party transactions	Yes	https://konkanrailway.com/uploads/editor_images/1646383182_Policy%20on%20RPT-02.03.22.pdf
h) Policy for determining 'material' subsidiaries	NA	KRCL doesn't have any subsidiary company
i) Details of familiarization programmes imparted to independent directors	Yes	https://konkanrailway.com/uploads/editor_images/1655365021_Details%20of%20Familiarisation%20programe%20of%20IDs.pdf



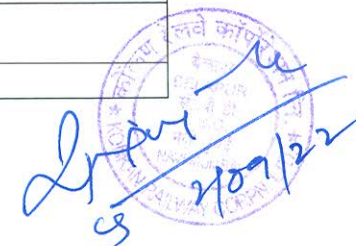
j) Email address for grievance redressal and other relevant details	Yes	https://konkanrailway.com/uploads/editor_images/1637825926_Details%20of%20Investor%20Grievance%20official.pdf
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://konkanrailway.com/uploads/editor_images/1637825926_Details%20of%20Investor%20Grievance%20official.pdf
l) Financial results	Yes	https://konkanrailway.com/uploads/editor_images/1660299322_4UFR30062022.pdf
m) Shareholding pattern	NA	Company's Equity Shares are not listed in any Stock Exchanges.
n) Details of agreements entered into with the media companies and/or their associates	NA	Regulation 30 is not applicable to KRCL
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	Regulation 30 is not applicable to KRCL
p) New name and the old name of the listed entity	NA	There is no change of name since inception of the Company
q) Advertisements as per regulation 47 (1)	NA	Regulation 47 (1) is not applicable to KRCL
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://konkanrailway.com/uploads/editor_images/1642744945_IntimationofCreditRating.pdf
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	KRCL doesn't have any subsidiary Company
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	NA	Regulation 46 (2) is not applicable to KRCL
b) Materiality Policy as per Regulation 30	NA	Regulation 30 is not applicable to KRCL
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	Regulation 43A is not applicable to KRCL

it is certified that these contents on the website of the listed entity are correct.

II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in	16(1)(b) & 25(6)	refer note below Yes



terms of specified criteria of 'independence' and / or 'eligibility'		
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party Transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material	24(1)	NA



 21/07/22

Subsidiary		
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	NA
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	NA
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

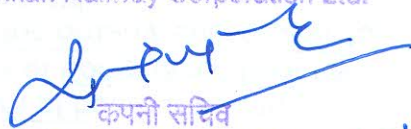
Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied. **Not Applicable.**

कोंकण रेलवे कॉर्पोरेशन लिमिटेड
Konkan Railway Corporation Ltd.



कंपनी सचिव
Company Secretary
वेजीता फोफे

29/12



Name & Designation

Company Secretary / Compliance Officer / Managing Director / CEO / CFO