



कोकण रेलवे कॉर्पोरेशन लिमिटेड
KONKAN RAILWAY CORPORATION LTD.
(भारत सरकार का उपक्रम / A Government of India Undertaking)
कॉर्पोरेट पहचान संख्या/Corporate Identity Number: U35201MH1990GOI223738



No. KR/CO/S/BONDS/NSE

12/04/2024

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

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

Dear Sir / Madam,

Please find enclosed herewith the Compliance Report on Corporate Governance under Regulation 27 (2) of the SEBI(LODR) Regulations, 2015 as per the format of Annx.4 of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July,2023 for the year ended 31.03.2024.

It is kindly requested to take it on your record.

Thanking you,

Yours faithfully,
For Konkan Railway Corporation Limited

Encl: As stated

(Rajendra C. Parab)
Company Secretary & Compliance Officer



भारत 2023 INDIYA
ONE EARTH - ONE FAMILY - ONE FUTURE

पंजीकृत कार्यालय: बेलापुर भवन, सेक्टर 11, सी.बी.डी. बेलापुर, नवी मुंबई - 400614
Regd. Office: Belapur Bhavan, Sector 11, C.B.D. Belapur, Navi Mumbai 400614. Tel: 91-22-27572015; Fax: 022-27572420
ई-मेल (E-mail): general@krcl.co.in • वेबसाइट (Website): www.konkanrailway.com
LEI No.335800CK2UZ7PG7WLL79

Format for Compliance Report on Corporate Governance to be submitted by a listed entity at the end of the financial year (for the financial year 2023-24)

| 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/1704708344_Various%20Committees%20of%20BoD(2).pdf |
| d) Code of conduct of board of directors and senior management personnel | Yes | https://konkanrailway.com/uploads/editor_images/1689232998_Revised%20Code%20of%20conduct.pdf |
| e) Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | https://konkanrailway.com/uploads/editor_images/1661254499_whistle%20blower%20-23-08-2022.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%20programme%20of%20IDs.pdf |
| j) Email address for grievance redressal and other relevant details | Yes | https://konkanrailway.com/uploads/editor_images/1667200185_Details%20of%20CS.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/1667200185_Details%20of%20CS.pdf |
| l) Financial results | Yes | https://konkanrailway.com/pages/viewpage/unaudited_financial_results |
| 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/1705560032_CreditRating170124.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 |
| <i>it is certified that these contents on the website of the listed entity are correct.</i> | | |
| II. Annual Affirmations | | |
| Particulars | Regulation Number | Compliance status (Yes/No/NA) refer note below |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| 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 directorships | 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 Subsidiary | 24(1) | NA |
| 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 |
| <p>Note</p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p> | | |
| <p>III Affirmations:</p> <p>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.</p> | | |
| <p>(Rajendra C. Parab) Company Secretary & Compliance Officer</p> | | |