



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

29/05/2024

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

Sub: Secretarial Compliance Report under Regulation 24A (2) of SEBI (LODR) Regulations, 2015 for the financial year ended on 31st March, 2024

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

Dear Sir/ Madam,

We are enclosing herewith the Secretarial Compliance Report dated 29.05.2024, issued by Priyanka Yadav & Associates, Practicing Company Secretaries, Navi Mumbai, for the financial year ended on 31st March, 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



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



**SECRETARIAL COMPLIANCE REPORT OF KONKAN RAILWAY CORPORATION LIMITED FOR THE
YEAR ENDED 31ST MARCH, 2024.**

To,
The Members,
KONKAN RAILWAY CORPORATION LIMITED
(CIN: U35201MH1990GOI223738)
Registered Office: Belapur Bhavan, Sector 11, C.B.D. Belapur,
Navi Mumbai-400614, Maharashtra, India

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by (hereinafter referred as 'the listed entity'), having its Registered Office at Konkan Railway Corporation Limited, Belapur Bhavan Sector-11, CBD Belapur Navi Mumbai Maharashtra 400614. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, CS Priyanka Yadav have examined:

- All the documents and records made available to us and explanation provided by **Konkan Railway Corporation Limited** ("the listed entity")
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period)**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) (other regulations as applicable) and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- I. (a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/Remarks of the practicing Company Secretary | Management Response | Remarks |
|---------|---|--------------------------|------------|-----------------|----------------|----------------------|-------------|--|---------------------|---------|
| NONE | | | | | | | | | | |



(a) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS) | Observations made in the secretarial compliance report for the year ended 2023) | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|---------|--|--|---|---|---|---|
| 1. | There is violation of Regulation 50(1) and Fine was imposed by National Stock Exchange (NSE) , the fine amount is paid by the company and the same is informed to NSE vide letter dated 16/12/2022 | There is violation of Regulation 50(1) and Fine was imposed by National Stock Exchange (NSE) , the fine amount is paid by the company and the same is informed to NSE vide letter dated 16/12/2022 | Regulation 50 (1) | violation of Regulation 50(1) | The company has made the payment of fine and will follow the regulation | There was violation of Regulation 50(1) and Fine was imposed by National Stock Exchange (NSE) , the fine amount is paid by the company and the same is informed to NSE vide letter dated 16/12/2022 |

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

| Sr. No. | Particulars | Compliance Status (Yes/No/ NA) | Observations/ Remarks by PCS* |
|---------|---|--------------------------------|-------------------------------|
| 1. | Compliances with the following conditions while appointing/ re-appointing an auditor | | |



| | | | |
|-----------|--|----|----|
| | <p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p> | NA | NA |
| 2. | Other conditions relating to resignation of statutory auditor | | |
| | i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: | NA | NA |
| | <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non- cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the</p> | NA | NA |



| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS* |
|---------|--|-------------------------------|-------------------------------|
| | <p>proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p> | <p>NA</p> <p>NA</p> <p>NA</p> | <p>NA</p> <p>NA</p> <p>NA</p> |
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019. | NA | NA |

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

III. hereby report that, during the review period the compliance status of the listed entity with the following requirements:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS* |
|---------|-------------|-------------------------------|------------------------------|
| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS* |



| | | | |
|----|--|-----|----|
| 1. | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | Yes | NA |
| 2. | Adoption and timely updation of the Policies: <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI | YES | NA |
| 3. | Maintenance and disclosures on Website: <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website | YES | NA |
| 4. | Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. | YES | NA |
| 5. | Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries | YES | NA |



| | | | |
|-----|--|--|-------------------------------------|
| 6. | Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | YES | NA |
| 7. | Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations. | YES | NA |
| 8. | Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. | YES | NA |
| 9. | Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | YES | NA |
| 10. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | YES | NA |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**). | NSE has imposed fine for violation of Reg. 50(1) | Company has paid the penalty amount |
| 12. | Additional Non-compliances, if any: | 1. The Composition of the Board of Directors was not in compliance with the Securities Exchange Board of India | |

| | | | |
|--|--|--|--|
| | | <p>(Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 149 of the Companies Act, 2013 read with The Companies (Appointment and Qualification of directors) Rules, 2014.</p> <p>2. The Composition of the Audit Committee, Nomination & Remuneration Committee, Risk Management Committee was not in compliance with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the Companies Act, 2013.</p> <p>3. Nomination & Remuneration Committee was not formed during the audit period under review from 01.04.2023 to 09.11.2023.</p> <p>4. There was no women director on Board during the audit period under review from 01.04.2023 to 06.03.2024.</p> <p>5. Meeting of Independent Director was not held during the audit period under review.</p> | |
|--|--|--|--|



Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
1. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
2. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
3. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Navi Mumbai

Date: 29-05-2024

For Priyanka Yadav and Associates,
Practicing Company Secretary
(Peer Review No.: 2222/2022)



CS Priyanka Yadav
ACS No. 48355
COP NO. 19836
UDIN: A048355F000477971