NOTICE OF THE ELEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Eleventh Annual General Meeting of the Shareholders of the Company will be held on 16th November 2022 at 12:45 P.M. at the Registered Office of the Company, at 4th Floor, JLN Metro Station, Kalam, Kochi – 682017, to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2022 along with the Report of the Board of Directors, the Statutory Auditors thereon and the comments of the Comptroller and Auditor General of India.

If thought fit, members may pass the following resolution:

"RESOLVED THAT the Standalone and Consolidated Balance Sheet as at 31st March 2022, the Standalone and Consolidated statement of Profit and Loss for the year ending 31st March 2022 together with the notes forming part of Standalone and Consolidated Accounts along with the Standalone and Consolidated Cash Flow Statement as on 31st March 2022, Board's Report to the members and annexures thereto including the Secretarial Auditor's Report, the Statutory Auditors' Report, and the comments of the Comptroller and Auditor General of India be and are hereby approved and adopted.

2. To fix the remuneration to the Statutory Auditors M/s. G. Joseph & Associates, Chartered Accountants appointed by the Comptroller and Auditor General of India (for the financial year 2021-22) of ₹ 6,00,000/- (Rupees Six Lakhs only) plus out of pocket expenses and taxes.
Members may consider and if thought fit, pass the following resolution:

"RESOLVED THAT pursuant to Section 142 of the Companies Act, 2013, M/s. G. Joseph & Associates, Chartered Accountants, the Statutory Auditors of the company be paid an audit fee of Rs. 6,00,000/- (Rupees Six Lakhs only) plus taxes and out-of-pocket expenses, if any, for audit of accounts of the company for the Financial year 2021-22."

Special Business:

3. To Approve the enhancement of the existing Authorized Share Capital of KMRL from ₹2,000 crores to ₹2,100 crores.

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and Rule 15 of Companies (Share Capital and Debentures) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded, to increase the Authorized Share Capital of the Company from existing amount of ₹2000,00,00,000/- (Rupees Two Thousand crore only) divided into 20,00,00,000 (Twenty crore) Equity Shares of ₹100/- (Rupees one hundred only) each, to ₹2100,00,00,000/- (Rupees Two Thousand and one hundred crore only) divided into 21,00,00,000 (Twenty One crore) Equity Shares of ₹100/- (Rupees one hundred only) each.

"FURTHER RESOLVED THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V:

V. The Authorized Share Capital of the Company is ₹2100,00,00,000/- (Rupees Two Thousand and one hundred crore only) divided into 21,00,00,000 (Twenty One crore) Equity Shares of ₹100/- (Rupees one hundred only) each.

"FURTHER RESOLVED THAT any Director(s) and Company Secretary of the Company be and are hereby severally authorized to do all such act(s), deed(s) and things including filing of all forms & documents with Registrar of Companies, as may be necessary and incidental to give effect to the aforesaid Resolution."
Please note that with the consent of all members, this Annual General Meeting is being called at shorter notice.

Place: Kochi
Date: 08.11.2022

By Order of the Board of Directors
For Kochi Metro Rail Limited

Shyam Sunder Agrawal
Company Secretary

Notes:

1. Annual General Meeting shall be conducted through the facility of VC in compliance with provisions stated in General Circular No 02/2022 dated 5th May, 2022 read with General Circular No 20/2020 dated 5th May, 2020 and other relevant circulars, issued by Ministry of Corporate Affairs.

2. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.

3. Attendance of members through VC shall be counted for the purpose of reckoning the quorum under section 103 of Companies Act, 2013.

4. A Proxy is allowed to be appointed under section 105 of Companies Act, 2013 to attend and vote at a general meeting on behalf of a member who is not able to attend personally. Since AGM is scheduled to be held through VC where physical attendance of members in any case has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by the members will not be available for AGM. However, in pursuance of section 112 and section 113 of Companies Act, 2013, representatives of the members may be appointed for the purpose of participation and voting in the meeting held through VC.

5. Designated E-mail id of the Company, on which members may convey their vote, when poll is required to be taken during the meeting on any resolution, is cs@kmrl.co.in. The members shall cast their votes on resolutions only by sending e-mails through their e-mail addresses which are registered with the Company.
6. Since Company has less than 50 members, the Chairman may decide to conduct a vote by show of hands, unless a demand for poll is made by any member in accordance with section 109 of the Companies Act, 2013.

7. The user id and / or password to participate in AGM via VC will be circulated to members separately. Members may contact Company Secretary in case of any assistance required to participate in AGM via VC.

8. Comments from the Comptroller and Auditor General of India, pursuant to section 143 (6) of the Companies Act, 2013, is circulated to members and also to be tabled at AGM.

9. The route map showing directions to reach the venue of the 11th AGM is given below:
EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

At present the Authorized Share capital of the company is ₹2000,00,00,000/- (Rupees Two Thousand crore only) divided into 20,00,00,000 (Twenty crore) Equity Shares of ₹100/- (Rupees one hundred only) each, whereas the total paid up share capital of KMRL is ₹1507.46 crores (Rupees One Thousand Five Hundred Seven Crore and Forty Six Lakh only).

The Union Cabinet, chaired by the Hon’ble Prime Minister, Shri Narendra Modi, has approved the implementation of the Phase II of Kochi Metro Rail Project from JLN Stadium to Infopark via Kakkanad, at a cost of ₹1,957.05 crore, with a length of 11.17 Kms and 11 stations. The preparatory works for Phase-II including road widening of Seaport Airport Road are progressing well. As per the funding pattern, Equity of ₹ 274.90 crores each (i.e. total equity contribution for Phase II will be ₹549.8 crore only), shall be contributed by GoI as well as GoK, which will cause to increase the current Paid up Equity Share capital beyond the existing Authorized Share Capital of the Company.

Keeping in mind the upcoming equity contribution from the GOI & GOK, it is proposed to enhance the authorized share capital of the company from ₹2000,00,00,000/- (Rupees Two Thousand crore only) divided into 20,00,00,000 (Twenty crore) Equity Shares of ₹100/- (Rupees one hundred only) each to ₹2100,00,00,000/- (Rupees Two Thousand and one hundred crore only) divided into 21,00,00,000 (Twenty One crore) Equity Shares of ₹100/- (Rupees one hundred only) each.

The Board of Directors in its 46th Meeting scheduled to be held on 16th November 2022, will consider and recommend to the Shareholders, to increase the authorized capital of the Company from Rs.2,000 Crore to Rs.2,100 Crore for the consent of the Shareholders in Annual General Meeting.

The provisions of Section 13 & 61 of the Companies Act, 2013, requires approval of shareholders by way of Ordinary Resolution for increase in Authorized Share Capital of the Company.
None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the resolution at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set forth in item no 3 of the notice for approval of members.

Date: 8th November 2022
Place: Kochi

By Order of the Board of Directors
For Kochi Metro Rail Limited

Shyam Sunder Agrawal
Company Secretary

CC - Statutory Auditors
Secretarial Auditors