

KOCHI METRO RAIL LIMITED

A 50-50 Joint Venture of Govt. of India & Govt. of Kerala



NOTICE OF THE TWELFTH ANNUAL GENERAL MEETING

Notice is hereby given that the Twelfth Annual General Meeting of the Shareholders of the Company will be held on 29th September 2023 at 05:30 P.M. at the Registered Office of the Company, at 4th Floor, JLN Metro Station, Kaloor, 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 2023 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 2023, the Standalone and Consolidated statement of Profit and Loss for the year ending 31st March 2023 together with the notes forming part of Standalone and Consolidated Accounts along with the Standalone and Consolidated Cash Flow Statement as on 31st March 2023, 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.

Please note that with the consent of all members this Annual General Meeting is being called at shorter notice


Place: Kochi

Date: 22.09. 2023

CC: M/s. G. Joseph & Associates,
Chartered Accountants,
Statutory Auditors.

M/s. Vivek Sarath & Naufal
Practicing Company Secretaries,
Secretarial Auditors.

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. 10/2020 dated 28th December 2022 and 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 12th AGM is given below:

