

RVNL/SECY/STEX/2022

27th May, 2022

BSE Limited (Through BSE Listing Centre) 1 st Floor, New Trade Wing, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street Fort, Mumbai-400001 Scrip Code: 542649 /RVNL	National Stock Exchange of India Ltd. (Through NEAPS) National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400051 Scrip Code: RVNL
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Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2022

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2022 issued by Practicing Company Secretaries, M/s. Kumar Naresh Sinha & Associates.

Thanking you,

Yours faithfully,
For Rail Vikas Nigam Limited



Kalpna

(Kalpana Dubey)
Company Secretary & Compliance Officer

Encl: As above

Secretarial Compliance Report
of
Rail Vikas Nigam Limited for the year ended March 31, 2022

To,

**The Board of Directors,
Rail Vikas Nigam Limited (RVNL),
CIN: L74999DL2003GOI118633
1ST Floor, August Kranti Bhawan,
Bhikaji Cama Place, R.K. Puram,
New Delhi-110066**

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Rail Vikas Nigam Limited** (hereinafter called “the listed entity”)
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on **March 31, 2022** (hereinafter called “**Review Period**”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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: -

- (a) 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;
- (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 as the listed entity has not bought back any securities during the Review Period];**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the company during the review period)**

- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the company during the review period)**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 **(to the extent applicable).**

and circulars/ guidelines issued thereunder;

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

- (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)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Regulation 17 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	<p><u>Quarter ended June 30, 2021</u></p> <ul style="list-style-type: none"> • Half of the Board was not Non-Executive [Regulation 17(1)(a)] • No Woman/Woman Independent Director on the Board [Regulation 17(1)(a)] • Half of the board was not Independent [Regulation 17(1)(b)] <p><u>Quarter ended September 30, 2021</u></p> <ul style="list-style-type: none"> • Half of the Board was not Non-Executive during part of the quarter [Regulation 17(1)(a)] • No Woman/Woman Independent Director on the Board during part of the quarter [Regulation 17(1)(a)] • Half of the board was not Independent [Regulation 17(1)(b)] <p><u>Quarter ended December 31, 2021</u></p> <ul style="list-style-type: none"> • Half of the Board was not Non-Executive during part of the 	The listed entity is a Government Company and the Directors including the Independent Directors of the listed entity are appointed by the Government of India.

		<p>quarter [Regulation 17(1)(a)]</p> <ul style="list-style-type: none"> No Woman/Woman Independent Director on the Board during part of the quarter [Regulation 17(1)(a)] Half of the board was not Independent [Regulation 17(1)(b)] <p><u>Quarter ended March 31, 2022</u></p> <ul style="list-style-type: none"> No Woman/Woman Independent Director on the Board during part of the quarter [Regulation 17(1)(a)] Half of the board was not Independent [Regulation 17(1)(b)]
2.	Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	<p><u>Quarter ended June 30, 2021</u></p> <ul style="list-style-type: none"> Two third members of the Audit Committee were not Independent during part of the quarter [Regulation 18(1)(b)] Gap between two consecutive Audit Committee Meeting was more than 120 days for the quarter ended June 30, 2021 [Regulation 18(2)(a)] <p><u>Quarter ended September 30, 2021</u></p> <ul style="list-style-type: none"> Two third members of the Audit Committee were not Independent during part of the quarter [Regulation 18(1)(b)]

		<p><u>Quarter ended December 31, 2021</u></p> <ul style="list-style-type: none"> • Two third members of the Audit Committee were not Independent [Regulation 18(1)(b)] • Quorum not met for the Audit Committee Meeting held on November 10, 2021 [Regulation 18(2)(b)] 	
3.	Regulation 19 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	<p><u>Quarter ended June 30, 2021</u></p> <ul style="list-style-type: none"> • 50% members of the Nomination and Remuneration Committee were not Independent during part of the quarter [Regulation 19(1)(c)] <p><u>Quarter ended September 30, 2021</u></p> <ul style="list-style-type: none"> • All members of the Nomination and Remuneration Committee were not Non-Executive Directors during part of the quarter [Regulation 19(1)(b)] • 50% members of the Nomination and Remuneration Committee were not Independent during part of the quarter [Regulation 19(1)(c)] <p><u>Quarter ended December 31, 2021</u></p> <ul style="list-style-type: none"> • All members of the Nomination and 	

		Remuneration Committee were not Non-Executive Directors during part of the quarter [Regulation 19(1)(b)]	
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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g., fines, warning letter, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any
1.	BSE & NSE	<p>Non-compliance of:</p> <ul style="list-style-type: none"> •Regulation 17(1) of SEBI (LODR) Regulations, 2015 including failure to appoint woman/woman independent director for the Quarters ended June 30, 2021, September 30, 2021, December 31, 2021, and March 31, 2022. •Regulation 18(1) of SEBI (LODR) Regulations, 2015 for the Quarters ended June 30, 2021, September 30, 2021, and December 31, 2021. 	<p>BSE/NSE has Levied monetary fine(s) for non-compliance of Regulation 17(1) of SEBI (LODR) Regulations, 2015 including failure to appoint woman/woman independent director for the Quarters ended June 30, 2021, September 30, 2021, December 31, 2021, and March 31, 2022.</p> <p>BSE/NSE has Levied monetary fine(s) for non-compliance of Regulation 18(1) of SEBI (LODR) Regulations, 2015 for the Quarters ended September 30, 2021, and December 31, 2021.</p>	<p>The listed entity has submitted that being a Government Company under the administrative control of Ministry of Railways (MoR), Government of India, appointment of all the directors including independent directors is made by the President of India.</p> <p>The company complies with the orders issued by the Ministry of Railways and has no role to play in the appointment of directors.</p> <p>The company has been continuously following up with Ministry of Railways to fill the vacancy of Independent Directors on the Board of RVNL.</p> <p>In view of above, the company has requested the stock exchanges to waive off the fine imposed for non-compliance.</p>

		<ul style="list-style-type: none"> •Regulation 19(1) / (2) of SEBI (LODR) Regulations, 2015 for the Quarters ended June 30, 2021, September 30, 2021, and December 31, 2021. 	BSE/NSE has Levied monetary fine(s) for non-compliance of Regulation 19(1)/(2) of SEBI (LODR) Regulations, 2015 for the Quarters ended September 30, 2021, and December 31, 2021.	
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2021	Actions taken by the listed entity if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	<p>Non-compliance with the requirements pertaining to the composition of the Board for the quarter ended June 30, 2020, September 30, 2020, December 31, 2020, and March 31, 2021.</p> <p>Non-compliance with the requirements pertaining to the Woman Director / Independent Woman Director during the quarter ended September 30, 2020 (20.09.2020 to 30.09.2020), December 31, 2020, and March 31, 2021.</p>	<p>Stock exchanges levied monetary fine(s) for non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director [Regulation 17(1) of SEBI (LODR) Regulations, 2015] for the Quarter ended December 31, 2020.</p>	<p>The listed entity has submitted that being a Government Company under the administrative control of Ministry of Railways (MoR), Government of India, appointment of all the directors including independent directors is made by the President of India. The company has to comply with the orders issued by the Ministry of Railways and has no role to play in the appointment of directors.</p> <p>The company has been continuously following up with Ministry of Railways about vacancy of Independent Directors on the Board of RVNL.</p>	<p>Based upon the request / submissions made by RVNL, NSE vide mail dated June 16, 2021, has waived the fine levied for non-compliance with the requirements pertaining to the composition of the Board [Regulation 17(1) of SEBI(LODR) Regulations, 2015] for the Quarter ended December 31, 2020.</p>

			<p>The matter was put up to the Board of RVNL. The Board observed that, the directors in RVNL are appointed by the Government of India and the Company has no role to play in this regard.</p> <p>Further, BSE vide mail dated June 16, 2021, has communicated that based upon the company's representation, the "Committee for Reviewing Representations for Waiver of Fines Levied under Standard Operating Procedure (SOP)" has decided to waive the fines levied for the quarter ended December 31, 2020, for non-compliance of Regulation 17 - Board of Director.</p>	
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We further report that during the Review Period,

- i. There was no event of resignation of statutory auditor of the company during the review period and as such, the compliance of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019, issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

**Place: Noida
Date: May 27, 2022**

For Kumar Naresh Sinha & Associates

Company Secretaries

**NARESH
KUMAR
SINHA**

Digitally signed by
NARESH KUMAR
SINHA
Date: 2022.05.27
11:42:17 +05'30'

**CS Naresh Kumar Sinha
(Proprietor)**

FCS: 1807, C P No.: 14984

PR: 610/2019

UDIN: F001807D000402900