

RVNL/SECY/STEX/2023

27<sup>th</sup> September, 2023

<b>BSE Limited</b> 1 <sup>st</sup> Floor, New Trade Wing, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street Fort, Mumbai-400001 <b>Scrip: 542649</b>	<b>National Stock Exchange of India Ltd.</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400051 <b>Scrip: RVNL</b>
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**Sub: Disclosure of Voting Results of 20<sup>th</sup> Annual General Meeting of the Company held on 27.09.2023**

**Ref: Regulation 44 of SEBI (LODR) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that all the items of businesses except items no. 7 & 8 (pertaining to Amendment in Articles of Association of the Company and Amendment in Memorandum of Association of the Company) enlisted in Notice of the 20<sup>th</sup> Annual General Meeting of Rail Vikas Nigam Limited (RVNL) held on **Wednesday, 27<sup>th</sup> September, 2023 at 11:30 hrs.** through Video Conferencing (VC)/ Other Audio -Visual Means (OAVM), were approved by the Shareholders with requisite majority.

The details of the Voting Results in the prescribed format & the Scrutinizer's Report are attached herewith. The same is being hosted on the website of the Company at [www.rvnl.org](http://www.rvnl.org) and the website of CSDL (e-voting agency).

The above is for your information & records please.

Thanking you,

Yours faithfully,

**For Rail Vikas Nigam Limited**

**(Kalpana Dubey)**  
**Company Secretary & Compliance Officer**

**Encl: As above**

**RAIL VIKAS NIGAM LIMITED - e-Voting AGM REPORT date 27-09-2023**

<b>Total number of shareholders on record date :</b>	<b>1359101</b>	<b>No of Shares:</b>	<b>2085020100</b>
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<b>No. of Shareholders present in the meeting either in person or through proxy:</b>			
<b>Promoters and Promoter Group :</b>		<b>1</b>	<b>No. of Shares:</b> <b>1518743694</b>
<b>Public :</b>		<b>112</b>	<b>No. of Shares:</b> <b>36889</b>

**Detail of the Agenda:**

Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
		(1)	(2)					

**1. To receive, consider, approve and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023, along with the Board's Report, the Auditor's Report thereon and comments of the Comptroller and Auditor General of India(C&AG), and management replies, if any, thereon.**

<b>ORDINARY RESOLUTION</b>								
Promoter and Promoter Group	E-Voting		1518743694	100.000	1518743694	0	100.000	0.000
	Poll	1518743694	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>	1518743694	1518743694	100.000	1518743694	0	100.000	0.000
Public – Institutional holders	E-Voting		42195781	24.485	3025951	39169830	7.171	92.829
	Poll	172334380	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>	172334380	42195781	24.485	3025951	39169830	7.171	92.829
Public-Others	E-Voting		872668	0.222	854897	17771	97.964	2.036
	Poll	393942026	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>	393942026	872668	0.222	854897	17771	97.964	2.036
<b>GRAND TOTAL</b>		<b>2085020100</b>	<b>1561812143</b>	<b>74.906</b>	<b>1522624542</b>	<b>39187601</b>	<b>97.491</b>	<b>2.509</b>

**2. To declare final dividend @ Rs.0.36 per equity share for the financial year 2022-23.**

<b>ORDINARY RESOLUTION</b>								
Promoter and Promoter Group	E-Voting		1518743694	100.000	1518743694	0	100.000	0.000
	Poll	1518743694	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>	1518743694	1518743694	100.000	1518743694	0	100.000	0.000
Public – Institutional holders	E-Voting		159481120	92.542	159481120	0	100.000	0.000
	Poll	172334380	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>	172334380	159481120	92.542	159481120	0	100.000	0.000
Public-Others	E-Voting		873064	0.222	862902	10162	98.836	1.164
	Poll	393942026	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>	393942026	873064	0.222	862902	10162	98.836	1.164
<b>GRAND TOTAL</b>		<b>2085020100</b>	<b>1679097878</b>	<b>80.531</b>	<b>1679087716</b>	<b>10162</b>	<b>99.999</b>	<b>0.001</b>



**3. To appoint a director in place of Shri Sanjeeb Kumar, (DIN: 03383641), Director (Finance) & CFO, who retires by rotation and being eligible, offers himself for re-appointment.**

Ordinary Resolution								
Promoter and Promoter Group	E-Voting		1518743694	100.000	1518743694	0	100.000	0.000
	Poll	1518743694	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	1518743694	1518743694	100.000	1518743694	0	100.000	0.000
Public – Institutional holders	E-Voting		159270955	92.420	123715973	35554982	77.676	22.324
	Poll	172334380	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	172334380	159270955	92.420	123715973	35554982	77.676	22.324
Public-Others	E-Voting		870703	0.221	838497	32206	96.301	3.699
	Poll	393942026	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	393942026	870703	0.221	838497	32206	96.301	3.699
<b>GRAND TOTAL</b>		<b>2085020100</b>	<b>1678885352</b>	<b>80.521</b>	<b>1643298164</b>	<b>35587188</b>	<b>97.880</b>	<b>2.120</b>

**4. To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the Financial Year 2023-24.**

ORDINARY RESOLUTION								
Promoter and Promoter Group	E-Voting		1518743694	100.000	1518743694	0	100.000	0.000
	Poll	1518743694	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	1518743694	1518743694	100.000	1518743694	0	100.000	0.000
Public – Institutional holders	E-Voting		159270955	92.420	156881733	2389222	98.500	1.500
	Poll	172334380	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	172334380	159270955	92.420	156881733	2389222	98.500	1.500
Public-Others	E-Voting		871659	0.221	842590	29069	96.665	3.335
	Poll	393942026	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	393942026	871659	0.221	842590	29069	96.665	3.335
<b>GRAND TOTAL</b>		<b>2085020100</b>	<b>1678886308</b>	<b>80.521</b>	<b>1676468017</b>	<b>2418291</b>	<b>99.856</b>	<b>0.144</b>

**5. To appoint Mrs. Anupam Ban (DIN: 07797026), as Director (Personnel) of the Company.**

ORDINARY RESOLUTION								
Promoter and Promoter Group	E-Voting		1518743694	100.000	1518743694	0	100.000	0.000
	Poll	1518743694	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	1518743694	1518743694	100.000	1518743694	0	100.000	0.000
Public – Institutional holders	E-Voting		159270955	92.420	123974881	35296074	77.839	22.161
	Poll	172334380	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	172334380	159270955	92.420	123974881	35296074	77.839	22.161
Public-Others	E-Voting		869753	0.221	839290	30463	96.498	3.502
	Poll	393942026	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	393942026	869753	0.221	839290	30463	96.498	3.502
<b>GRAND TOTAL</b>		<b>2085020100</b>	<b>1678884402</b>	<b>80.521</b>	<b>1643557865</b>	<b>35326537</b>	<b>97.896</b>	<b>2.104</b>





**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman,  
Rail Vikas Nigam Limited (RVNL),  
CIN: L74999DL2003GOI118633

Dear Sir,

**Ref.: 20<sup>th</sup> Annual General Meeting of Rail Vikas Nigam Limited (RVNL), held on Wednesday, 27<sup>th</sup> September, 2023 at 11:30 A.M IST through Video Conferencing (VC) or Other Audio-Visual Means (OAVM)**

**Sub.: Consolidated Scrutinizer's Report on Remote e-voting and e-voting at the AGM conducted pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.**

I, **Naresh Kumar Sinha**, Practicing Company Secretary and proprietor of **Kumar Naresh Sinha & Associates, Company Secretaries**, have been appointed as the Scrutinizer by the Board of Directors of RVNL pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to scrutinize the process of remote electronic voting held between **Sunday, September 24, 2023 at 09:00 A.M and Tuesday, September 26, 2023 at 05:00 P.M and e-voting during the 20<sup>th</sup> AGM of the Company.**

In compliance with Ministry of Corporate Affairs ("MCA") General Circular No 10/2022 dated 28<sup>th</sup> December 2022 and General circular 02/2022 dated 5<sup>th</sup> May 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/4 dated 5<sup>th</sup> January 2023, and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations"], the **Notice dated 2<sup>nd</sup> September 2023** convening 20<sup>th</sup> Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 were sent only through electronic mode to those Members whose email addresses are registered with the RTA/Depositories, in respect of the below mentioned resolution(s) to be passed at the 20<sup>th</sup> Annual General Meeting of the Company to be held on **Wednesday, 27<sup>th</sup> September, 2023 at 11:30 A.M IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM).**



The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting and e-voting during 20<sup>th</sup> AGM by the Shareholders of the Company.

The Shareholders of the Company holding shares as on the "cut-off" date i.e., **Wednesday, 20<sup>th</sup> September 2023**, were entitled to vote on the proposed resolution(s) as set out at item nos. 1 to 8 in the Notice of the 20<sup>th</sup> AGM of RVNL.

The Company had also provided the facility of E-voting during the 20<sup>th</sup> AGM only to such members who have participated in the AGM through VC/OVAM and who had not cast their vote through remote E-voting period.

The voting period for remote e-voting commenced on **Sunday, September 24, 2023, at 09:00 A.M. and ended on Tuesday, September 26, 2023, at 05:00 P.M** and after fifteen minutes of the conclusion of the 20<sup>th</sup> AGM, the CDSL e-voting platform was blocked. Thereafter, votes cast through remote e-voting and e-voting during the 20<sup>th</sup> Annual General Meeting of the Company, were unblocked in the presence of the two witnesses not being in the employment of the Company. Their confirmation in writing is attached as **Annexure-A**.

We have scrutinized and reviewed the remote e-voting and e-voting during 20<sup>th</sup> AGM based on the data downloaded from the CDSL e-voting system.

Based on the report furnished by **M/s Alankit Assignments Limited (RTA)** on the remote e-voting and e-voting conducted during the 20<sup>th</sup> Annual General Meeting of the Company, the consolidated results of Remote e-voting and e-voting during the 20<sup>th</sup> AGM are as under:

<b>Ordinary Business:</b>	
<b>Item No.</b>	1
<b>Subject Matter of Resolution</b>	To receive, consider, approve and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March 2023, along with the Board's Report, the Auditor's Report thereon and comments of the Comptroller and Auditor General of India (C&AG), and management replies, if any, thereon.
<b>Type of Resolution</b>	Ordinary

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage %
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	
Assent	2175	1522622225	7	2317	2182	1522624542	97.491
Dissent	119	39187601	0	0	119	39187601	2.509
<b>Total</b>	2294	1561809826	7	2317	2301	1561812143	100
Abstain	-	-	-	-	-	-	-



*Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 1 of the Notice dated September 2, 2023, has been passed with requisite majority.*

<b>Item No.</b>	2
<b>Subject Matter of Resolution</b>	To declare final dividend @ Rs.0.36 per equity share for the financial year 2022-23.
<b>Type of Resolution</b>	Ordinary

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage %
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	
Assent	2224	1679085399	7	2317	2231	1679087716	99.999
Dissent	77	10162	0	0	77	10162	0.001
<b>Total</b>	<b>2301</b>	<b>1679095561</b>	<b>7</b>	<b>2317</b>	<b>2308</b>	<b>1679097878</b>	<b>100</b>
Abstain	-	-	-	-	-	-	-

*Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 2 of the Notice dated September 2, 2023, has been passed with requisite majority.*

<b>Item No.</b>	3
<b>Subject Matter of Resolution</b>	To appoint a director in place of Shri Sanjeeb Kumar, (DIN: 03383641), Director (Finance) & CFO, who retires by rotation and being eligible, offers himself for re-appointment
<b>Type of Resolution</b>	Ordinary

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage %
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	
Assent	2115	1643295847	7	2317	2122	1643298164	97.880
Dissent	176	35587188	0	0	176	35587188	2.120
<b>Total</b>	<b>2291</b>	<b>1678883035</b>	<b>7</b>	<b>2317</b>	<b>2298</b>	<b>1678885352</b>	<b>100</b>
Abstain	-	-	-	-	-	-	-



Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 3 of the Notice dated September 2, 2023, has been passed with requisite majority.

<b>Item No.</b>	4
<b>Subject Matter of Resolution</b>	To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the Financial Year 2023-24, and to pass the following Resolution as an Ordinary Resolution.  <b>“RESOLVED THAT</b> pursuant to section 139(5) read with the provisions of Section 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Shareholders of the Company, on the recommendations of Audit Committee, be and is hereby authorized to decide and fix the remuneration and other terms and conditions, including reimbursement of out of pocket expenses in connection with the audit work, to the Statutory Auditors appointed by Comptroller and Auditor General of India (C&AG) for the financial year 2023-24.
<b>Type of Resolution</b>	Ordinary

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage %
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	
Assent	2194	1676465700	7	2317	2201	1676468017	99.856
Dissent	101	2418291	0	0	101	2418291	0.144
<b>Total</b>	<b>2295</b>	<b>1678883991</b>	<b>7</b>	<b>2317</b>	<b>2302</b>	<b>1678886308</b>	<b>100</b>
Abstain	-	-	-	-	-	-	-

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 4 of the Notice dated September 2, 2023, has been passed with requisite majority.

<b>Special Business:</b>	
<b>Item No.</b>	5
<b>Subject Matter of Resolution</b>	To appoint Mrs. Anupam Ban (DIN: 07797026), as Director (Personnel) of the Company.  <b>“RESOLVED THAT</b> pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mrs. Anupam Ban (DIN: 07797026) who was appointed as Director (Personnel), by the President of India vide Ministry of Railways letter no. 2021/E(O)II/40/25 dated 09.02.2023 and subsequently, in terms of Section 161 of the Companies Act, 2013, appointed as an Additional Director by the Board of Directors with effect from 09.02.2023 to hold office up to the date of this Annual General Meeting and who has





	consented to act as director in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director (Personnel), liable to retire by rotation.”
<b>Type of Resolution</b>	Ordinary

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage %
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	
Assent	2124	1643555548	7	2317	2131	1643557865	97.896
Dissent	164	35326537	0	0	164	35326537	2.104
<b>Total</b>	<b>2288</b>	<b>1678882085</b>	<b>7</b>	<b>2317</b>	<b>2295</b>	<b>1678884402</b>	<b>100</b>
Abstain							

*Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 5 of the Notice dated September 2, 2023, has been passed with requisite majority.*

<b>Special Business:</b>	
<b>Item No.</b>	6
<b>Subject Matter of Resolution</b>	To appoint Shri Anil Kumar Khandelwal (DIN: 10085277), Principal Executive Director (GS), Railway Board as Part-time Government Nominee Director on the Board of the Company.  <b>“RESOLVED THAT</b> pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, Rules made there under, Shri Anil Kumar Khandelwal (DIN: 10085277), Principal Executive Director (GS), Railway Board, who was appointed as Part-time Government Nominee Director, by the President of India vide Ministry of Railways letter no. 2022/PL/57/10 dated 16.03.2023 and subsequently in terms of Section 161 of the Companies Act, 2013 appointed as an Additional Director by the Board of Directors with effect from 27.03.2023 to hold office up to the date of this Annual General Meeting and who has consented to act as director, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as Part-time Government Nominee Director on the Board of the Company, liable to retire by rotation.”
<b>Type of Resolution</b>	Ordinary



Particulars	Remote e-Votes		Voting at AGM		Total		Percentage %
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	
Assent	2110	1641545032	7	2317	2117	1641547349	97.776
Dissent	179	37337303	0	0	179	37337303	2.224
<b>Total</b>	<b>2289</b>	<b>1678882335</b>	<b>7</b>	<b>2317</b>	<b>2296</b>	<b>1678884652</b>	<b>100</b>
Abstain	-	-	-	-	-	-	-

*Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 6 of the Notice dated September 2, 2023, has been passed with requisite majority.*

Special Business:	
Item No.	7
Subject Matter of Resolution	<p>Alteration of the Articles of Association (AoA) of the Company.</p> <p>A. Consequent upon grant of Navratna status to RVNL</p> <p>1) <b>“RESOLVED THAT</b> pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the first time being in force) and subject to approval of Registrar of Companies (RoC), Delhi and such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and any other approval as may be required, consent of the Shareholders of the Company by way of special resolution be and is hereby accorded for the substitution of existing clause 64 “The business of the company shall be managed by the Board of Directors” of the Articles of Association of the company with the following:</p> <p>64. The business of the company shall be managed by the board of directors and the exercise of Navratna Powers granted by the Government will be subject to the compliance of conditions stipulated in department of public enterprises office memorandum No. DPE/11(2)/97-Fin dated 22nd July, 1997 read with O.M. No. 18(24)2003-GM-GL-64 dated 5th August 2005 and other guidelines made in this regard and amendments made from time to time.</p> <p>2) <b>“RESOLVED THAT</b> pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the first time being in force) and subject to approval of Registrar of Companies (RoC), Delhi and such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s),</p>



modification(s), as may be required or suggested by any such appropriate authorities, and any other approval as may be required, consent of the Shareholders of the Company by way of special resolution be and is hereby accorded for the substitution of existing clause 66A with the following:

66A. Part-time non-official directors appointed in the Company shall be entitled to a remuneration by way of a sitting fee as prescribed under the Act and Rules made thereunder for attending a meeting of the Board of Directors or ny Committee thereof in the Company.”

**“RESOLVED FURTHER THAT** Chairman and Managing Director, Director (Finance) and Company Secretary be and are hereby authorized jointly and severally to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient, for the purpose of giving effect to this resolutions and to settle any question, difficulty, or doubt that may arise in this regard.”

B. Alteration of the Articles of Association (AoA) of the Company To consider and, if thought fit, to pass with or without modification(s), the following resolution as “Special Resolution”:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the first time being in force) and subject to approval of Registrar of Companies (RoC), Delhi and such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and any other approval as may be required, consent of the Shareholders of the Company by way of special resolution be and is hereby accorded for-

In the existing Article 69 of Articles of Association of the company

i. the words “and being Mini Ratna Category -I status Company” appearing in the third line of 2(b) and 2(g) be deleted.

ii. 2(e), 2(f) and 2(j) be deleted, so as to read the Articles as under:

2) Notwithstanding any of the provisions contained in the other Articles, prior approval of the President shall be obtained in respect of: -

a) Permanent appointment of any foreign national to any post in the Company.

b) Any programme of capital expenditure on new projects, modernization, purchase of equipment etc. for an amount which exceeds the amount as per powers delegated to the Company within the Government guidelines.

c) Issue of preference Share Capital etc.

d) Winding up of the Company.

e) deleted

f) deleted

g) The formation of subsidiary Company or joint venture in India with the equity investment to establish joint ventures and subsidiaries exceeding the ceiling amount as per powers delegated to the Company within the Government guidelines.

h) Company’s Five Year and Annual Plans for Development and Capital Budgets.

i) Revenue Budget of the Company in case there is an element of deficit which is proposed to be met by obtaining funds from Central Government.

j) deleted



	<p>k) Purchases and contracts of a major nature involving substantial capital outlay which are in excess of the powers vested in the Company.</p> <p><b>“RESOLVED FURTHER THAT</b> Chairman, Managing Director, Director (Finance) and Company Secretary be and are hereby authorized jointly and severally to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard.”</p> <p>C. Alteration of the Articles of Association (AoA) of the Company with regard to provisions of Quorum of AGM To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution(s):</p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the first time being in force) and subject to approval of Registrar of Companies (RoC), Delhi and such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and any other approval as may be required, consent of the Shareholders of the Company by way of special resolution be and is hereby accorded that-</p> <p>i. the existing article 45(2) of the articles of association of the company be substituted with the following: 45 (2). Save as herein otherwise provided, the quorum for the general meetings shall be as provided in section 103 of the Act.</p> <p>ii. the existing article 77 of the articles of association of the company be substituted with the following: 77. The quorum for a meeting of the Company shall be as per the provisions of the Companies Act, 2013.</p> <p><b>“RESOLVED FURTHER THAT</b> Chairman, Managing Director, Director (Finance) and Company Secretary be and are hereby authorized jointly and severally to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard.”</p>
<p><b>Type of Resolution</b></p>	<p>Special</p>

*The Special Resolution as contained in the Item No. 7 of the Notice dated September 2, 2023, has been withdrawn due to non-receipt of approval from Government of India.*

<p><b>Special Business:</b></p>	
<p><b>Item No.</b></p>	<p>8</p>
<p><b>Subject Matter of Resolution</b></p>	<p>Alteration of the Memorandum of Association (MoA) of the Company</p>



**“RESOLVED THAT** pursuant to provisions of Section 4, Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) and rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and subject to approval of Registrar of Companies (RoC), Delhi and such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and any other approval as may be required, consent of the Shareholders of the Company by way of special resolution be and is hereby accorded for insertion of below mentioned clause at serial number 6 and 7 in the Main Objects of the Memorandum of Association (“MOA”) of the Company as under.”

6. Formation of JVs/MOUs/Consortium for entering into the business of activities mentioned below:

i. Infrastructure related projects of Rail Transportation (within India & Foreign Countries) with Reputed Executing Agencies/RDSO approved OEMs of Electronic Interlocking/MSDAC/Signalling Cables and related items.

ii. Designing, Manufacturing, Supply, Installation, Testing & Commissioning of new technology equipment related to Signalling & Telecommunication Equipment for Indian & Foreign Railways.

iii. Infrastructure related projects of Road Transportation by providing communication, CCTVs & Toll Revenue collection equipment etc.

iv. Creating NLD networks for leasing & maintenance for leasing to National & International clients etc.

v. Manufacturing, maintenance and operation of rolling stock, e.g., Electric Engines, EMUs, Train Sets and Metro Coaches (India & Foreign Countries)

vi. Leasing of Rolling Stock (India & Foreign Countries)

vii. Energy sector, transmission and distribution sector (India & Foreign Countries) viii. Data Centre, SCADA, smart metering and MEP works of metros and tunnels.

7. To enter into and/or carry out any infrastructure related project such as Highway, Irrigation, Power Plant, all types of Buildings etc.

**“RESOLVED FURTHER THAT** Chairman, Managing Director, Director (Finance) and Company Secretary be and are hereby authorized jointly and severally to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard.”

<b>Type of Resolution</b>	Special
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*The Special Resolution as contained in the Item No. 8 of the Notice dated September 2, 2023, has been withdrawn due to non-receipt of approval from Government of India.*



The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Chairman/Company Secretary, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

The Company may accordingly declare the results of voting, as required.

Date: 27<sup>th</sup> September, 2023

Place: Noida



For Kumar Naresh Sinha & Associates  
Company Secretaries

NARESH  
KUMAR SINHA

Digitally signed by  
NARESH KUMAR SINHA  
Date: 2023.09.27  
18:52:02 +05'30'

(CS Naresh Kumar Sinha)

Proprietor

PR: 610/2019

FCS: 1807; CP No.: 14984

FRN: S2015UP440500

UDIN: F001807E001104568

Countersigned by:

For Rail Vikas Nigam Limited (RVNL)


*Kalpana*

कल्पना दूबे / Kalpana Dubey  
कंपनी सचिव एवं अनुपालन अधिकारी  
Company Secretary & Compliance Officer  
रेल विकास निगम लि० / Rail Vikas Nigam Ltd.  
(भारत सरकार का उपक्रम) / (A Govt. of India Enterprise)  
नई दिल्ली - 110066 / New Delhi - 110066

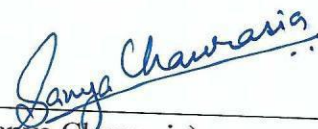
**Annexure -A**

1. The e-votes cast through Remote e-voting and during the AGM on the resolutions stated in the notice dated **September 2, 2023** of the 20<sup>th</sup> Annual General Meeting of Rail Vikas Nigam Limited (RVNL), held on 27<sup>th</sup> September 2023 at 11:30 A.M IST through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) were unblocked in our presence on 27<sup>th</sup> September 2023 at 12:45 P.M IST.
2. We are not in the employment of the Company.

Witnesses:

1.   
\_\_\_\_\_  
(Kannu Duggal)  
Add: P-21, Sector-11, Noida-201301, U.P



2.   
\_\_\_\_\_  
(Sanya Chaurasia)  
Add: K-602, 1<sup>st</sup> Avenue, Gaur City 1, Gr. Noida West-201306, U.P