

RVNL/SECY/STEX/2019	18 th September, 2019
BSE Limited	National Stock Exchange of India Ltd.
(Through BSE Listing Centre)	(Through NEAPS)
1 st Floor, New Trade Wing,	National Stock Exchange of India Ltd.,
Rotunda Building, Phiroze Jeejeebhoy	Exchange Plaza, C-1, Block G,
Towers, Dalal Street Fort,	Bandra Kurla Complex,
Mumbai-400001	Bandra (E), Mumbai – 400051
Scrip Code: 542649	Scrip Code: RVNL

Dear Sir/Madam,

Sub: <u>Disclosure of events or information – 16th Annual General Meeting held on</u> Wednesday, 18th September, 2019

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose summary of proceedings of the **16th Annual General Meeting** held on Wednesday, 18th September, 2019.

Kindly take the above intimation on your record.

Thanking you,

Yours faithfully,

For Rail Vikas Nigam Limited

(Kalpana Dubey) Company Secretary and Compliance Officer

Encl.: as above

SUMMARY OF PROCEEDINGS OF 16th ANNUAL GENERAL MEETING OF THE MEMBERS OF RAIL VIKAS NIGAM LIMITED HELD ON WEDNESDAY, 18th SEPTEMBER, 2019 AT 11:30 A.M. AT "ZORAVAR HALL, MANEKSHAW AUDITORIUM, KHYBER LINES, DELHI CANTONMENT, NEW DELHI - 110 010".

PRESENT

S. No.	Directors	Designation
1.	Shri Pradeep Gaur	Chairman & Managing Director
2.	Shri Arun Kumar	Director (Operations)
3.	Shri Ajay Kumar	Director (Personnel)
4.	Shri Vinay Singh	Director (Projects)
5.	Shri A P Dwivedi	Government Nominee Director
6.	Shri Hari Mohan Gupta	Government Nominee Director
7.	Shri R H Khwaja	Independent Director and Chairman, Audit Committee & Stakeholders Relationship Committee
8.	Dr. L V M Reddy	Independent Director and Chairman Nomination & Remuneration Committee
9.	Dr. Anil Kumar	Independent Director
10.	Shri Vinayak Bhalachandra Karanjikar	Independent Director
11.	Major General (Retd.) Cyrus Addie Pithawalla	Independent Director

IN ATTENDANCE

1.

2.

SHAREHOLDER

Shri A P Dwivedi

Shri Gopal Krishan Gupta

CS Arun Kumar

1.	Smt. Kalpana Dubey	Company Secretary & Compliance Officer
2.	Shri A K Choudhary	Chief Financial Officer (CFO)
SPECIAL	INVITEES	

M/s Raj Har Gopal & Co., Statutory Auditors

M/s AKU & Associates, Scrutinizers

Executive Director (PSU), Ministry of Railways, Government of India, Representative of the President of India and 1381 members.



The requisite number of members of the Company to form the Quorum of the meeting being present, the proceedings of the meeting commenced at 11:30 AM.

Shri Pradeep Gaur, Chairman & Managing Director took the Chair. The Company Secretary announced that the quorum of the Meeting was present in terms of provisions of the Companies Act, 2013, the Chairman & Managing Director then called the meeting in order. Shri Pradeep Gaur, CMD then formally extended a very warm welcome to all the shareholders present at the 16th AGM and introduced the Board Members on the dais to the shareholders and informed that due to some other official engagement Smt. Sabita Pradhan and Shri Shiv Kumar Gupta, Independent Directors did not attend the meeting. He also informed the members that the President of India is holding 18,315,628,20 equity shares of the Company (87.84%) and is represented through his nominee Shri A.P. Dwivedi ED (PSU), Ministry of Railways, Government of India.

The Notice of Annual General Meeting and Directors' Report and Auditors' Report and the C&AG's comments were taken as read with the permission of the Shareholders.

The Chairman's Speech was read by the Chairman apprising the significant highlights including the physical & financial performance of the Company during the financial year 2018-19.

The Chairman informed the Members that pursuant to Regulation 44 of the SEBI (LODR) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Company had offered e-voting facility to its Members which commenced on 14.09.2019 (9:00 AM) and ended on 17.09.2019 (5:00 PM).The Company had engaged the services of National Securities Depositories Limited (NSDL) to provide e-voting facility to the Members of the Company.

The Chairman further informed that for those members who could not exercise their vote through remote e-voting process, facility to vote at the Annual General Meeting through 'Electronic Tabs' has been provided.

The Company Secretary explained the voting procedure. The members were informed that the Company has appointed CS Arun Kumar, Proprietor, M/s AKU & Associates, Company Secretaries as Scrutinizers for e-voting as well as voting at the Annual General Meeting.



The Company Secretary read out the following resolutions proposed to be passed at the meeting and requested the members to cast their vote if not voted earlier:

ltem no.	Details of Agenda	Resolutions required: (Ordinary/Special)	Mode of voting
	ORDINARY BUSINESS	, , , , , , , , , , , , , , , , , , , ,	
1.	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended on 31st March, 2019 along with the Board's Report and Auditor's thereon and comments of the Comptroller and Auditors-General of India.	Ordinary	E-voting
2.	To confirm the first and second interim dividends declared for the Financial Year 2018-19 and to declare the final dividend on equity shares for the financial year ended	Ordinary	E-voting
3.	31st March, 2019. To appoint a director in place of Shri Arun Kumar, Director (Operations) (DIN: 02486535),who retires by rotation and being eligible offers himself for reappointment.	Ordinary	E-voting
4.	To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditors of the Company in terms of the provisions of Section 142 of the Companies Act, 2013 appointed by	Ordinary	E-voting



	Comptroller and Auditor General of India for the financial year 2019-20.		
5. '	SPECIAL BUSINESS To appoint Shri Hari	Ordinary	E-voting
	Mohan Gupta, as Part- time Government Nominee Director (DIN: 08453476), on the Board of the Company.		E-voling
6.	To appoint Shri Vinay Singh (DIN: 03324677), as Director (Projects) of the Company.	Ordinary	E-voting
7.	To appoint Shri Shiv Kumar Gupta (DIN: 07391077) as Independent Director of the Company.	Ordinary	E-voting
8.	To appoint Shri Vinayak Bhalachandra Karanjikar (DIN:06518026) as Independent Director of the Company.	Ordinary	E-voting
9.	To appoint Major General (Retd.) Cyrus Addie Pithawalla (DIN: 06507764) as Independent Director of the Company.	Ordinary	E-voting

During the voting through electronic voting system (Insta Poll), the Chairman & Managing Director invited Shareholders to share their views/raise queries, if any. The Chairman replied to the queries and clarification sought by the members on various issues. The Chairman informed the members that the result of the remote e-voting and e-voting at the Annual General Meeting shall be notified to the Stock Exchanges and hosted on the website of the Company within 48 hours from the conclusion of this AGM.

Thereafter, the meeting concluded at 12:15 P.M. with a vote of thanks.

It is hereby confirmed that the meeting was called, convened, held and conducted as per the provisions of the Companies Act, 2013, the rules notified thereunder and Secretarial Standards issued by the ICSI.



This is for your information and record.

Thanking You.



For Rail Vikas Nigam Limited

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(Kalpana Dubey) Company Secretary and Compliance Officer

Place: New Delhi Date: 18th September, 2019