

RVNL/SECY/STEX/2022

04.10.2022

BSE Limited

1st Floor, New Trade Wing,
Rotunda Building, Phiroze Jeejeebhoy
Towers, Dalal Street Fort,
Mumbai-400001

Scrip: 542649

National Stock Exchange of India Ltd.

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E),
Mumbai – 400051

Scrip: RVNL

Sub: Disclosure of Voting Results of 19th Annual General Meeting of the Company held on 30.09.2022

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 enlisted in Notice of the 19th Annual General Meeting of Rail Vikas Nigam Limited (RVNL) held on **Friday, 30th September, 2022 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 and the website of NSDL (e-voting agency).

Please take the same on record.

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 date 30-09-2022

Total number of shareholders on record date: '579696' No. of Shares: '2085020100'

No. of Shareholders present in the meeting either in person or through proxy:

| | | | | | | | | |
|--------------------------------|--|------|--|--|--|--|--|--|
| Promoters and Promoter Group : | | N.A. | | | | | | |
| Public : | | N.A. | | | | | | |

No. of Shareholders attended the meeting through Video Conferencing:

| | | | | | | | | |
|--------------------------------|--|----|--|----------------|------------|--|--|--|
| Promoters and Promoter Group : | | 1 | | No. of Shares: | 1630500971 | | | |
| Public : | | 79 | | No. of Shares: | 21305 | | | |

Detail of the Agenda:

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

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, 2022, 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.

Ordinary Resolution

| | | | | | | | | |
|--------------------------------|-------------------------------|-------------------|-------------------|---------------|-------------------|-----------------|---------------|--------------|
| Promoter and Promoter Group | E-Voting | 1630500971 | 1630500971 | 100.000 | 1630500971 | 0 | 100.000 | 0.000 |
| | Poll | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Postal Ballot (if applicable) | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Total | | 1630500971 | 100.000 | 1630500971 | 0 | 100.000 | 0.000 |
| Public – Institutional holders | E-Voting | 189226528 | 23735691 | 12.544 | 2407430 | 21328261 | 10.143 | 89.857 |
| | Poll | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Postal Ballot (if applicable) | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Total | | 189226528 | 12.544 | 2407430 | 21328261 | 10.143 | 89.857 |
| Public-Others | E-Voting | 265292601 | 1276429 | 0.481 | 1264874 | 11555 | 99.095 | 0.905 |
| | Poll | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Postal Ballot (if applicable) | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Total | | 265292601 | 1276429 | 0.481 | 1264874 | 11555 | 99.095 |
| GRAND TOTAL | | 2085020100 | 1655513091 | 79.400 | 1634173275 | 21339816 | 98.711 | 1.289 |

2. To declare final dividend @ Rs. 0.25 per equity share for the financial year 2021-22

Ordinary Resolution

| | | | | | | | | |
|--------------------------------|-------------------------------|-------------------|-------------------|---------------|-------------------|--------------|---------------|--------------|
| Promoter and Promoter Group | E-Voting | 1630500971 | 1630500971 | 100.000 | 1630500971 | 0 | 100.000 | 0.000 |
| | Poll | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Postal Ballot (if applicable) | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Total | | 1630500971 | 100.000 | 1630500971 | 0 | 100.000 | 0.000 |
| Public – Institutional holders | E-Voting | 189226528 | 178142761 | 94.143 | 178142761 | 0 | 100.000 | 0.000 |
| | Poll | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Postal Ballot (if applicable) | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Total | | 189226528 | 94.143 | 178142761 | 0 | 100.000 | 0.000 |
| Public-Others | E-Voting | 265292601 | 1272944 | 0.480 | 1257560 | 15384 | 98.791 | 1.209 |
| | Poll | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Postal Ballot (if applicable) | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Total | | 265292601 | 1272944 | 0.480 | 1257560 | 15384 | 98.791 |
| GRAND TOTAL | | 2085020100 | 1809916676 | 86.806 | 1809901292 | 15384 | 99.999 | 0.001 |

3. To appoint a director in place of Shri Rajesh Prasad, (DIN: 08585975), Director (Operations), who retires by rotation and being eligible, offers himself for re- appointment.

Ordinary Resolution

| | | | | | | | | |
|--------------------------------|-------------------------------|-------------------|-------------------|---------------|-------------------|-----------------|---------------|--------------|
| Promoter and Promoter Group | E-Voting | 1630500971 | 1630500971 | 100.000 | 1630500971 | 0 | 100.000 | 0.000 |
| | Poll | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Postal Ballot (if applicable) | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Total | | 1630500971 | 100.000 | 1630500971 | 0 | 100.000 | 0.000 |
| Public – Institutional holders | E-Voting | 189226528 | 178142761 | 94.143 | 155386775 | 22755986 | 87.226 | 12.774 |
| | Poll | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Postal Ballot (if applicable) | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Total | | 189226528 | 94.143 | 155386775 | 22755986 | 87.226 | 12.774 |
| Public-Others | E-Voting | 265292601 | 1213639 | 0.457 | 1174428 | 39211 | 96.769 | 3.231 |
| | Poll | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Postal Ballot (if applicable) | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Total | | 265292601 | 1213639 | 0.457 | 1174428 | 39211 | 96.769 |
| GRAND TOTAL | | 2085020100 | 1809857371 | 86.803 | 1787062174 | 22795197 | 98.740 | 1.260 |

4. To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the Financial Year 2022-23.

Ordinary Resolution

| | | | | | | | | |
|--------------------------------|-------------------------------|-------------------|-------------------|---------------|-------------------|--------------|---------------|--------------|
| Promoter and Promoter Group | E-Voting | 1630500971 | 1630500971 | 100.000 | 1630500971 | 0 | 100.000 | 0.000 |
| | Poll | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Postal Ballot (if applicable) | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Total | | 1630500971 | 100.000 | 1630500971 | 0 | 100.000 | 0.000 |
| Public – Institutional holders | E-Voting | 189226528 | 178142761 | 94.143 | 178142761 | 0 | 100.000 | 0.000 |
| | Poll | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Postal Ballot (if applicable) | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Total | | 189226528 | 94.143 | 178142761 | 0 | 100.000 | 0.000 |
| Public-Others | E-Voting | 265292601 | 1222908 | 0.461 | 1196082 | 26826 | 97.806 | 2.194 |
| | Poll | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Postal Ballot (if applicable) | | 0 | 0.000 | 0 | 0 | 0.000 | 0.000 |
| | Total | | 265292601 | 1222908 | 0.461 | 1196082 | 26826 | 97.806 |
| GRAND TOTAL | | 2085020100 | 1809866640 | 86.803 | 1809839814 | 26826 | 99.999 | 0.001 |

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

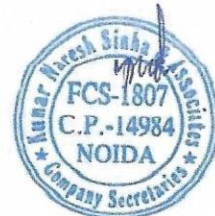
Dear Sir,

Ref.: 19th Annual General Meeting of Rail Vikas Nigam Limited (RVNL) held on Friday, 30th September 2022 at 11:30 HRS 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 remote electronic voting process held between **Tuesday, 27th September 2022 (09:00 A.M) and Thursday, 29th September 2022 (05:00 P.M)IST** and e-voting during the 19th AGM of the Company.

In compliance with Ministry of Corporate Affairs ("MCA") vide General circular 02/2022 dated 5th May 2022 read with Circular No. 21/2021 dated 14th December, 2021, Circular No. 19/2021 dated 8th December, 2021, Circular no. 02/2021 dated 13th January, 2021 read with Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 & Circular No. 20/2020 dated 5th May, 2020 and SEBI Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, the Notice dated 08-09-2022 convening 19th 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 19th Annual General Meeting of the Company to be held on Friday, 30th September, 2022 at 11:30 AM IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM).



The Company has availed the e-voting facility offered by National Securities Depository Services (India) Limited (NSDL) for conducting remote e-voting and e-voting during 19th AGM by the Shareholders of the Company.

The Shareholders of the Company holding shares as on the "cut-off" date **Friday, 23rd September 2022**, were entitled to vote on the proposed resolution(s) as set out at item nos. 1 to 4 in the Notice of the 19th AGM of RVNL.

The Company had also provided the facility of E-voting during the 19th 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.

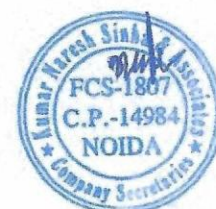
The voting period for remote e-voting commenced on **Tuesday, 27th September 2022 (09:00 A.M.)** and ended on **Thursday, 29th September 2022 (05:00 P.M)** IST and after the conclusion of e-voting cast during the 19th AGM, the NSDL e-voting platform was blocked. Thereafter, votes cast through remote e-voting and e-voting during the 19th 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.

I have scrutinized and reviewed the remote e-voting and e-voting during 19th AGM based on the data downloaded from the NSDL 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 19th Annual General Meeting of the Company, the consolidated results of Remote e-voting and e-voting during the 19th AGM are as under:

| Ordinary Business: | |
|-------------------------------------|--|
| Item No. | 1 |
| Subject Matter of Resolution | To receive, consider, approve, and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended 31 st March 2022, 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. |
| Type of Resolution | 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 | 1391 | 1634169989 | 8 | 3286 | 1399 | 1634173275 | 98.711 |
| Dissent | 74 | 21339816 | 0 | 0 | 74 | 21339816 | 1.289 |
| Total | 1465 | 1655509805 | 8 | 3286 | 1473 | 1655513091 | 100 |
| Abstain | 0 | 0 | 0 | 0 | 0 | 0 | 0 |



Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 1 of the Notice dated 8th September 2022 has been passed with requisite majority.

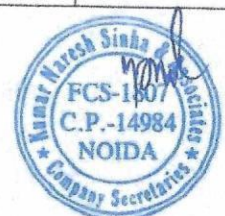
| | |
|-------------------------------------|---|
| Item No. | 2 |
| Subject Matter of Resolution | To declare final dividend @ Rs. 0.25 per equity share for the financial year 2021-22. |
| Type of Resolution | Ordinary |

| 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 | 1405 | 1809898006 | 8 | 3286 | 1413 | 1809901292 | 99.999 |
| Dissent | 58 | 15384 | 0 | 0 | 58 | 15384 | 0.001 |
| Total | 1463 | 1809913390 | 8 | 3286 | 1471 | 1809916676 | 100 |
| Abstain | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 2 of the Notice dated 8th September 2022 has been passed with requisite majority.

| | |
|-------------------------------------|--|
| Item No. | 3 |
| Subject Matter of Resolution | To appoint a director in place of Shri Rajesh Prasad, (DIN: 08585975), Director (Operations), who retires by rotation and being eligible, offers himself for re-appointment. |
| Type of Resolution | 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 | 1330 | 1787058938 | 8 | 3286 | 1338 | 1787062174 | 98.740 |
| | | | | | | | |



| | | | | | | | |
|--------------|-------------|-------------------|----------|-------------|-------------|-------------------|------------|
| Dissent | 124 | 22795197 | 0 | 0 | 124 | 22795197 | 1.260 |
| Total | 1454 | 1809854135 | 8 | 3268 | 1462 | 1809857371 | 100 |
| Abstain | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

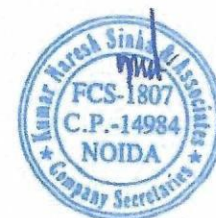
Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 3 of the Notice dated 8th September 2022 has been passed with requisite majority.

| | |
|-------------------------------------|---|
| Item No. | 4 |
| Subject Matter of Resolution | To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the Financial Year 2022-23: “RESOLVED THAT 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 Board of Directors 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 re-imbursment 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 2022-23. |
| Type of Resolution | 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 | 1391 | 1809836578 | 8 | 3286 | 1399 | 1809839814 | 99.999 |
| Dissent | 63 | 26826 | 0 | 0 | 63 | 26826 | 0.001 |
| Total | 1454 | 1809863404 | 8 | 3286 | 1462 | 1809866640 | 100 |
| Abstain | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 4 of the Notice dated 8th September 2022 has been passed with requisite majority.

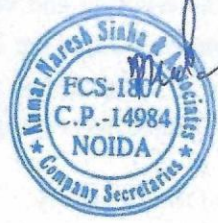
The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Chairman/Company Secretary, for preserving safely after the Chairman considers, approves, and signs the minutes of the AGM.



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

Date: 2nd October 2022
Place: Noida

For Kumar Naresh Sinha & Associates
Company Secretaries




(CS Naresh Kumar Sinha)

Proprietor

PR: 610/2019

FCS: 1807; C P No.: 14984

FRN: S2015UP440500

UDIN: F001807D001118417

Countersigned by:
For Rail Vikas Nigam Limited

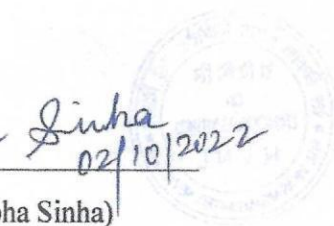

Chairman & Managing Director



1. The e-votes cast through Remote e-voting and voting during the AGM on the resolutions stated in the notice dated 8th September 2022, of the 19th Annual General Meeting of Rail Vikas Nigam Limited (RVNL) held on 30th September 2022 at 11:30 HRS IST through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) were unblocked in our presence.

2. We are not in the employment of the Company.

Witnesses:


Vibha Sinha
02/10/2022
(Vibha Sinha)

Mukesh Mishra
02/10/22
(Mukesh Mishra)

Add.: 121, Vinayak Apartment, C58/19,
Sector-62, Noida, UP-201307

Add.: 264/3 Chhalera, Sector-44, Noida,
UP-201301

