

RVNL/SECY/STEX/2021

21<sup>st</sup> June, 2022

<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>
---	--

**Sub: Disclosure of Voting Results of Postal Ballot of the Company**

**Ref: Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

This is in furtherance to our letter of even no. dated May 19, 2022 enclosing the copy of Postal Ballot Notice seeking approval of members of company for appointment of directors by means of Postal Ballot through e-voting process.

Based on the Scrutinizer's Report, we would like to inform that the members of the Company have duly passed the resolutions as set out in the above notice approving the appointment of directors with requisite majority.

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 108 of Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, we are submitting herewith the Voting results of the said Postal Ballot along with the copy of the Scrutinizer's Report.

The Voting Results along with the copy of the Scrutinizer's Report are also made available on the website of the Company at [www.rvnl.org](http://www.rvnl.org) and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Please take note of above information on record.

Thanking you,

Yours faithfully,



For Rail Vikas Nigam Limited

*Kalpna*  
21/6/2022

(Kalpana Dubey)

Company Secretary & Compliance Officer

Encl: As above



**SCRUTINIZER'S REPORT**

[Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of Companies (Management and Administration) Rules, 2014 as amended]

To,

**The Chairman,  
Rail Vikas Nigam Limited (RVNL),  
CIN: L74999DL2003GOI118633,  
1<sup>st</sup> Floor, August Kranti Bhawan,  
Bhikaji Cama Place, R. K. Puram,  
New Delhi - 110066**

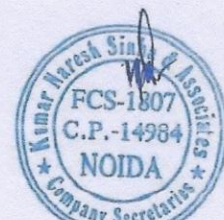
Dear Sir,

**Sub.: Scrutinizer's Report on Remote e-voting conducted through Postal ballot pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing regulations").**

I, Naresh Kumar Sinha, Practicing Company Secretary and proprietor of Kumar Naresh Sinha & Associates, Company Secretaries, have been appointed as the Scrutinizer pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing regulations"), to scrutinize the remote electronic voting process of Postal ballot of Rail Vikas Nigam Limited (RVNL), held between **Saturday, May 21, 2022 (09:00 Hours) and Sunday, June 19, 2022 (17:00 Hours) IST.**

In compliance with Ministry of Corporate Affairs ("MCA") and SEBI Circular, the Notice of Postal ballot dated **May 10, 2022**, 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.

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





The Shareholders of the Company holding shares as on the "cut-off" date i.e., **Friday, May 13, 2022**, were entitled to vote on the resolution(s) as set out in the Notice of the Postal ballot of Rail Vikas Nigam Limited (RVNL).

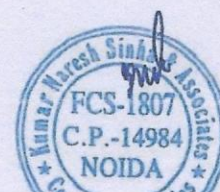
The voting period for remote e-voting commenced on **Saturday, May 21, 2022 (09:00 Hours) and ended on Sunday, June 19, 2022 (17:00 Hours) IST** and thereafter the NSDL e-voting platform was blocked. Votes cast through remote e-voting were then unblocked in the presence of the two witnesses not being in the employment of the Company. The confirmation in writing is attached as '**Annexure-A**'.

I have scrutinized and reviewed the remote e-voting based on the data downloaded from the NSDL e-voting system.

Based on the report furnished by **Alankit Assignments Limited** ('the RTA of the Company') on the remote e-voting, the results of Remote e-voting are as under:

<b>Special Business:</b>	
<b>Item No.</b>	1
<b>Subject Matter of Resolution</b>	<p><b>Appointment of Dr. M.V. Natesan (DIN: 09408491) as a Non-Official Independent Director on the Board of the Company:</b></p> <p><b>"RESOLVED THAT</b> pursuant to the provisions of Section 149,150,152 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder, read with Schedule IV of the Act and Regulation 16, 17, 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), <b>Dr. M.V. Natesan (DIN: 09408491)</b>, who was nominated as Independent Director, by the President of India vide Ministry of Railways order no. 2019/PL/57/22 dated 09.11.2021, subsequently appointed as an Additional Director of the Company by the Board of Directors with effect from November 22, 2021, pursuant to Section 161 of the Act and Article 65 and 66 of the Articles of Association of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, who is not liable to retire by rotation, to hold office for a term of 3 (three) years."</p>
<b>Type of Resolution</b>	Special

<b>Particulars</b>	<b>Remote e-Votes</b>		<b>Percentage %</b>
	<b>Number of Voters</b>	<b>Number of Equity Shares</b>	





Assent	3257	1818013330	99.95
Dissent	244	878098	0.05
<b>Total</b>	<b>3501</b>	<b>1818891428</b>	<b>100</b>
Abstain	0	0	0

*Based on the aforesaid results, I report that the Special Resolution as contained in the Item No. 1 of the Postal ballot notice dated May 10, 2022, has been passed with requisite majority.*

<b>Item No.</b>	2
<b>Subject Matter of Resolution</b>	<p><b>Appointment of Shri Anupam Mallik (DIN: 09547797) as a Non-Official Independent Director on the Board of the Company:</b></p> <p>"RESOLVED THAT pursuant to the provisions of Section 149,150,152 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder, read with Schedule IV of the Act and Regulation 16, 17, 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), <b>Shri Anupam Mallik (DIN: 09547797)</b>, who was nominated as Independent Director, by the President of India vide Ministry of Railways order no. 2019/PL/57/22 dated 21.03.2022, subsequently appointed as an Additional Director of the Company by the Board of Directors with effect from March 25, 2022, pursuant to Section 161 of the Act and Article 65 and 66 of the Articles of Association of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, who is not liable to retire by rotation, to hold office for a term of 3 (three) years."</p>
<b>Type of Resolution</b>	Special

Particulars	Remote e-Votes		Percentage %
	Number of Voters	Number of Equity Shares	
Assent	3175	1808072396	99.41
Dissent	301	10799510	0.59



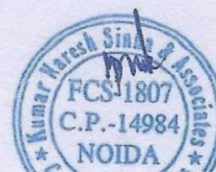


<b>Total</b>	<b>3476</b>	<b>1818871906</b>	<b>100</b>
Abstain	0	0	0

*Based on the aforesaid results, I report that the Special Resolution as contained in the Item No. 2 of the Postal ballot notice dated May 10, 2022, has been passed with requisite majority.*

<b>Item No.</b>	3
<b>Subject Matter of Resolution</b>	<p><b>Appointment of Shri Rajesh Argal (DIN: 09171980), AM (Planning), Railway Board as a Part-Time Official Government Director on the Board of the Company:</b></p> <p><b>"RESOLVED THAT</b> pursuant to the provisions of Section 150,152 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder, and Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), <b>Shri Rajesh Argal (DIN: 09171980), AM (Planning), Railway Board</b>, who was nominated as a Part-Time Official Government Director, by the President of India vide Ministry of Railways order no. 2021/PL/51/13 Pt.1 dated 13.12.2021, subsequently appointed as an Additional Director of the Company by the Board of Directors with effect from December 13, 2021, pursuant to Section 161 of the Act and Article 66 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from him signifying his intention to propose himself as candidate for the office of a director of the Company, be and is hereby appointed as a Part-Time Official Government Director of the Company, who is liable to retire by rotation."</p>
<b>Type of Resolution</b>	Ordinary

Particulars	Remote e-Votes		Percentage %
	Number of Voters	Number of Equity Shares	
Assent	3222	1805822489	99.28
Dissent	264	13050415	0.72
<b>Total</b>	<b>3586</b>	<b>1818872904</b>	<b>100</b>
Abstain	0	0	0





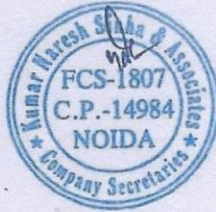
*Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 3 of the Postal ballot notice dated May 10, 2022, has been passed with requisite majority.*

The electronic data and all other relevant records relating to remote 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 meeting.

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

Place: Noida  
Date: June 21, 2022

For Kumar Naresh Sinha & Associates  
Company Secretaries



*(Signature)*  
(CS Naresh Kumar Sinha)

Proprietor

PR: 610/2019

FCS: 1807; C P No.: 14984

UDIN: F001807D000512570

Countersigned by:

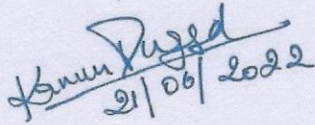
*(Signature)*  
Chairman & Managing Director  
Rail Vikas Nigam Limited



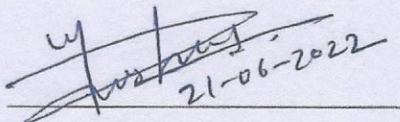


1. The e-votes cast through Remote e-voting on the resolutions stated in the Postal ballot notice dated **May 10, 2022**, of Rail Vikas Nigam Limited (RVNL) were unblocked in our presence on 20<sup>th</sup> June 2022 at 13:00 Hours.
2. We are not in the employment of the Company i.e., Rail Vikas Nigam Limited (RVNL).

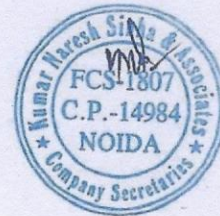
Signature of the witnesses along with date:

  
21/06/2022

(Kannu Duggal)  
P-21, Sector-11, Noida – 201301, U.P

  
21-06-2022

(Mukesh Mishra)  
264/3 Chhalera, Sector-44, Noida – 201301, U.P





**RAIL VIKAS NIGAM LIMITED - POSTAL BALLOT - 21-05-2022 TO 19-06-2022**

Total number of shareholders on record date: '581295' No. of Shares: '2085020100'

Promoters and Promoter Group : No. of Shares:

Public : No. of Shares:

Detail of the Agenda:

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

**1.Appointment of Dr. M.V. Natesan (DIN: 09408491) as a Non-Official Independent Director on the Board of the Company**

Special 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	1630500971	100.000	1630500971	0	100.000
Public – Institutional holders	E-Voting	192420821	185962349	96.644	185161249	801100	99.569	0.431
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		192420821	185962349	96.644	185161249	801100	99.569
Public-Others	E-Voting	262098308	2428108	0.926	2351110	76998	96.829	3.171
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		262098308	2428108	0.926	2351110	76998	96.829
<b>GRAND TOTAL</b>		<b>2085020100</b>	<b>1818891428</b>	<b>87.236</b>	<b>1818013330</b>	<b>878098</b>	<b>99.952</b>	<b>0.048</b>

**2. Appointment of Shri Anupam Mallik (DIN: 09547797) as a Non-Official Independent Director on the Board of the Company**

Special 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	1630500971	100.000	1630500971	0	100.000
Public – Institutional holders	E-Voting	192420821	185962349	96.644	175257566	10704783	94.244	5.756
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		192420821	185962349	96.644	175257566	10704783	94.244
Public-Others	E-Voting	262098308	2408586	0.919	2313859	94727	96.067	3.933
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		262098308	2408586	0.919	2313859	94727	96.067
<b>GRAND TOTAL</b>		<b>2085020100</b>	<b>1818871906</b>	<b>87.235</b>	<b>1808072396</b>	<b>10799510</b>	<b>99.406</b>	<b>0.594</b>





3. Appointment of Shri Rajesh Argal (DIN: 09171980), AM (Planning), Railway Board as a Part-Time Official Government Director on the Board of the Company

Ordinary Resolution								
Promoter and Promoter Group	E-Voting		1630500971	100.000	1630500971	0	100.000	0.000
	Poll	1630500971	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	1630500971	1630500971	100.000	1630500971	0	100.000	0.000
Public – Institutional holders	E-Voting		185962349	96.644	173063227	12899122	93.064	6.936
	Poll	192420821	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	192420821	185962349	96.644	173063227	12899122	93.064	6.936
Public-Others	E-Voting		2409584	0.919	2258291	151293	93.721	6.279
	Poll	262098308	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	262098308	2409584	0.919	2258291	151293	93.721	6.279
<b>GRAND TOTAL</b>		<b>2085020100</b>	<b>1818872904</b>	<b>87.235</b>	<b>1805822489</b>	<b>13050415</b>	<b>99.282</b>	<b>0.718</b>

