

CIN : L74999DL2003GOI118633



रेल विकास निगम लिमिटेड
Rail Vikas Nigam Limited

गुणवत्ता, गति एवं पारदर्शिता
(A Government of India Enterprise)

RVNL/SECY/STEX/2019

19th September, 2019

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	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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Dear Sir/Madam,

Sub: Disclosure of Voting Results of 16th Annual General Meeting held on 18th September, 2019

Ref: Regulation 44 (3) of SEBI (LODR) Regulations, 2015

Pursuant to Regulation 44 (3) of the SEBI (LODR) Regulations, 2015, it is hereby informed that all the items of business enlisted in Notice of 16th Annual General Meeting held on 18.09.2019 were approved by the shareholders with requisite majority.

The details of the voting results in the prescribed format and the Scrutinizer's Report are attached as **Annexure-I**. The Voting results alongwith the Scrutinizer's Report are being uploaded on the website of the Company.

Kindly take this information on record.

Thanking You,

Yours faithfully,
For Rail Vikas Nigam Limited

Kalpana 19/9/19
(Kalpana Dubey)

Company Secretary & Compliance Officer

Membership No. F7396

Encl: As above

RAIL VIKAS NIGAM LIMITED AGM 2019-

Date of the AGM: 18 th Sep 2019

Total number of shareholders on record date: '129142' No. of Shares: '2085020100'

No. of Shareholders present in the meeting either in person or								
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Promoters and Promoter Group :			No. of Shares:					
Public :			1381	No. of Shares:	449433			

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)	[(2)/(1)]*100	(4)	(5)	[(4)/(2)]*100	[(5)/(2)]*100

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 Resolution

Promoter and Promoter Group	E-Voting	1831562816	1831562816	100	1831562816	0	100	0
	Insta-Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1831562816	1831562816	100	1831562816	0	100
Public – Institutional holders	E-Voting	108671281	29785944	27.41	29785944	0	100	0
	Insta-Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		108671281	29785944	27.41	29785944	0	100
Public-Others	E-Voting	144785999	7833857	5.41	7832271	1586	99.98	0.02
	Insta-Poll		20113	0.01	20083	30	99.85	0.15
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		144785999	7853970	5.42	7852354	1616	99.98
GRAND TOTAL		2085020096	1869202730	89.65	1869201114	1616	100.000	0.000

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 31st March, 2019.

Ordinary Resolution

Promoter and Promoter Group	E-Voting	1831562816	1831562816	100	1831562816	0	100	0
	Insta-Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1831562816	1831562816	100	1831562816	0	100
Public – Institutional holders	E-Voting	108671281	29785944	27.41	29785944	0	100	0
	Insta-Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		108671281	29785944	27.41	29785944	0	100
Public-Others	E-Voting	144785999	7835917	5.41	7832900	3017	99.96	0.04
	Insta-Poll		20113	0.01	20083	30	99.85	0.15
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		144785999	7856030	5.43	7852983	3047	99.96
GRAND TOTAL		2085020096	1869204790	89.65	1869201743	3047	100.000	0.000

3-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 Resolution

Promoter and Promoter Group	E-Voting	1831562816	1831562816	100	1831562816	0	100	0
	Insta-Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1831562816	1831562816	100	1831562816	0	100
Public – Institutional holders	E-Voting	108671281	29785944	27.41	29284294	501650	98.32	1.68
	Insta-Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		108671281	29785944	27.41	29284294	501650	98.32
Public-Others	E-Voting	144785999	7835092	5.41	7820337	14755	99.81	0.19
	Insta-Poll		20113	0.01	20083	30	99.85	0.15
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		144785999	7855205	5.43	7840420	14785	99.81
GRAND TOTAL		2085020096	1869203965	89.65	1868687530	516435	99.972	0.028

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 Comptroller and Auditor General of India for the financial year 2019-20.(Ordinary Resolution)

Ordinary Resolution

	E-Voting		1831562816	100	1831562816	0	100	0
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Promoter and Promoter Group	Insta-Poll	1831562816	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1831562816	1831562816	100	1831562816	0	100
Public – Institutional holders	E-Voting	108671281	29785944	27.41	29785944	0	100	0
	Insta-Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		108671281	29785944	27.41	29785944	0	100
Public-Others	E-Voting	144785999	7835097	5.41	7825105	9992	99.87	0.13
	Insta-Poll		20113	0.01	20083	30	99.85	0.15
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		144785999	7855210	5.43	7845188	10022	99.87
GRAND TOTAL		2085020096	1869203970	89.65	1869193948	10022	99.999	0.001

5-To appoint Shri Hari Mohan Gupta, as Part-time Government Nominee Director (DIN: 08453476), on the Board of the Company. (Ordinary Business)

Special Resolution

Promoter and Promoter Group	E-Voting	1831562816	1831562816	100	1831562816	0	100	0
	Insta-Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1831562816	1831562816	100	1831562816	0	100
Public – Institutional holders	E-Voting	108671281	29785944	27.41	29785944	0	100	0
	Insta-Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		108671281	29785944	27.41	29785944	0	100
Public-Others	E-Voting	144785999	7834767	5.41	7817321	17446	99.78	0.22
	Insta-Poll		20113	0.01	20083	30	99.85	0.15
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		144785999	7854880	5.43	7837404	17476	99.78
GRAND TOTAL		2085020096	1869203640	89.65	1869186164	17476	99.999	0.001

6-To appoint Shri Vinay Singh (DIN: 03324677), as Director (Projects) of the Company.

Special Resolution

Promoter and Promoter Group	E-Voting	1831562816	1831562816	100	1831562816	0	100	0
	Insta-Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1831562816	1831562816	100	1831562816	0	100
Public – Institutional holders	E-Voting	108671281	29785944	27.41	29785944	0	100	0
	Insta-Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		108671281	29785944	27.41	29785944	0	100
Public-Others	E-Voting	144785999	7834531	5.41	7826303	8228	99.89	0.11
	Insta-Poll		20113	0.01	20083	30	99.85	0.15
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		144785999	7854644	5.43	7846386	8258	99.89
GRAND TOTAL		2085020096	1869203404	89.65	1869195146	8258	100.000	0.000

7- To appoint Shri Shiv Kumar Gupta (DIN: 07391077) as Independent Director of the Company.

Ordinary Resolution

Promoter and Promoter Group	E-Voting	1831562816	1831562816	100	1831562816	0	100	0
	Insta-Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1831562816	1831562816	100	1831562816	0	100
Public – Institutional holders	E-Voting	108671281	3563150	3.28	3563150	0	100	0
	Insta-Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		108671281	3563150	3.28	3563150	0	100
Public-Others	E-Voting	144785999	7832992	5.41	7820192	12800	99.84	0.16
	Insta-Poll		20113	0.01	20083	30	99.85	0.15
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		144785999	7853105	5.42	7840275	12830	99.84
GRAND TOTAL		2085020096	1842979071	88.39	1842966241	12830	99.999	0.001

8- To appoint Shri Vinayak Bhalachandra Karanjikar (DIN:06518026) as Independent Director of the Company.

Ordinary Resolution

Promoter and Promoter Group	E-Voting	1831562816	1831562816	100	1831562816	0	100	0
	Insta-Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1831562816	1831562816	100	1831562816	0	100
Public – Institutional holders	E-Voting	108671281	3563150	3.28	3563150	0	100	0
	Insta-Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		108671281	3563150	3.28	3563150	0	100
Public-Others	E-Voting	144785999	7829727	5.41	7819151	10576	99.86	0.14
	Insta-Poll		20113	0.01	20083	30	99.85	0.15
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		144785999	7849840	5.42	7839234	10606	99.86
GRAND TOTAL		2085020096	1842975806	88.39	1842965200	10606	99.999	0.001

9- To appoint Major General (Retd.) Cyrus Addie Pithawalla (DIN: 06507764) as Independent Director of the Company.

Special Resolution

Promoter and Promoter Group	E-Voting	1831562816	1831562816	100	1831562816	0	100	0
	Insta-Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1831562816	1831562816	100	1831562816	0	100
Public – Institutional holders	E-Voting	108671281	3563150	3.28	3563150	0	100	0
	Insta-Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		108671281	3563150	3.28	3563150	0	100
Public-Others	E-Voting	144785999	7832506	5.41	7820720	11786	99.85	0.15
	Insta-Poll		20113	0.01	20083	30	99.85	0.15
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		144785999	7852619	5.42	7840803	11816	99.85
GRAND TOTAL		2085020096	1842978585	88.39	1842966769	11816	99.999	0.001





CONSOLIDATED SCRUTINIZER'S REPORT

To.

The Chairman
Rail Vikas Nigam Limited
1st Floor, August Kranti Bhawan Bhikaji Cama Place,
R. K. Puram New Delhi South Delhi DL 110066

Dear Sir,

Sub. : Consolidated Scrutinizer's Report on voting through electronic means, from a place other than the venue of Meeting (hereinafter "Remote E-voting") conducted, pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and Regulation 44(3) of the SEBI (LODR) Regulations, 2015 (hereinafter "Listing Regulations, 2015") including any statutory amendment, modification or re-enactment thereof for the time being in force and voting through electronic tablets (hereinafter "Insta Poll") on the resolutions captioned in the notice calling the 16th Annual General Meeting of the Company held on Wednesday, the 18th day of September 2019 at Zoravar Hall, Manekshaw Auditorium, Khyber Lines, Delhi Cantonment, New Delhi- 110010 at 1130 hrs.

I, Arun Kumar, Company Secretary in Practice, Proprietor of AKU & Associates, Company Secretaries (M.No. ACS 46117, CP No. 17196) having its office at Shri Hariom Tailor 2093A/163, Ganeshpura B, Tri Nagar, Delhi - 110035, have been appointed as a Scrutinizer of Rail Vikas Nigam Limited ("the Company") for voting through electronic means, from a place other than the venue of Meeting (hereinafter "Remote E-voting") pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and Regulation 44(3) of the SEBI (LODR) Regulations, 2015 (hereinafter "Listing Regulations, 2015") including any statutory amendment, modification or re-enactment thereof for the time being in force and voting through electronic tablets (hereinafter "Insta Poll") process in a fair and transparent manner and ascertaining the requisite majority on e-voting and poll carried out as per the provisions of Companies Act, 2013 on the below mentioned resolution(s), We submit our report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote E-Voting and Insta Poll on the Resolutions contained in the notice to the 16th AGM of the Members of the Company. My responsibility as Scrutinizer for the Remote E-Voting process and for Voting through Insta Poll at the AGM is restricted to make a Scrutinizer's report of the votes cast in "Favour" or "Against" the Resolutions stated in notice of the AGM, based on the reports generated from the Remote E-Voting system provided by National Securities Depositories Limited (NSDL), the authorized agency engaged by the Company, to provide Remote E-Voting facilities and Voting through Insta Poll conducted at the 16th AGM.



Arun Kumar

Scrutinizer's Responsibility

2. My responsibility as scrutinizer for the voting process through electronic means (i.e. by remote e-voting and Poll at the AGM) is restricted to make the Consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the e voting system provided by National Securities Depositories Limited (NSDL), the agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting and Insta Poll at the AGM).
3. The e-voting period remained open from 14th September 2019 (9:00 a.m.) to 17th September, 2019 (5:00 p.m.).
4. The shareholders holding shares as on the "cut off" date i.e. 11th September, 2019 were entitled to vote on the proposed resolutions (item no.1 to 9 as set out in the Notice of 16th Annual General Meeting (AGM) of Rail Vikas Nigam Limited.
5. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of **M/s National Securities Depositories Limited (NSDL)**.
6. The total number of Ballots received (Electronic & Insta Poll) are mentioned against each resolution below.
7. The results of the voting are as under:

A) Resolution 1: - Adoption of 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 Resolution

(i) **Voted in favour of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	318	1869181031.00	99.99
Insta poll at AGM	53	20083.00	0.01
Total	371	1869201114.00	100

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	4	1586.00	98.14
Insta poll at AGM	1	30.00	1.86
Total	5	1616.00	100



Arun Kumar

B) Resolution 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 31st March,2019 – Ordinary Resolution

(i) **Voted in favour of the resolution:**

	Number of Members voted through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	318	1869181660.00	99.99
Insta poll at AGM	53	20083.00	0.01
Total	371	1869201743.00	100

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	7	3017.00	99.02
Insta poll at AGM	1	30.00	0.98
Total	8	3047.00	100

C) Resolution 3: - 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 Resolution

(i) **Voted in favour of the resolution:**

	Number of Members voted through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	298	1868667447.00	99.99
Insta poll at AGM	53	20083.00	0.01
Total	351	1868687530.00	100

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	26	516405.00	99.99



Arun Kumar

Insta poll at AGM	1	30.00	0.01
Total	27	516435.00	100

D) Resolution 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 Comptroller and Auditor General of India for the financial year 2019-20 – Ordinary Resolution

(i) **Voted in favour of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	308	1869173865.00	99.99
Insta poll at AGM	53	20083.00	0.01
Total	361	1869193948.00	100

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	16	9992.00	99.70
Insta poll at AGM	1	30.00	0.30
Total	17	10022.00	100

E) Resolution 5: - To appoint Shri Hari Mohan Gupta, as Part-time Government Nominee Director (DIN: 08453476), on the Board of the Company – Ordinary Resolution

(i) **Voted in favour of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	301	1869166081.00	99.99
Insta poll at AGM	53	20083.00	0.01
Total	354	1869186164.00	100

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	23	17446.00	99.82
Insta poll at AGM	1	30.00	0.18
Total	24	17476	100



Arun Kumar

F) Resolution 6: - To appoint Shri Vinay Singh (DIN: 03324677), as Director (Projects) of the Company: – Ordinary Resolution

(i) **Voted in favor of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	311	1869175063.00	99.99
Insta poll at AGM	53	20083.00	0.01
Total	364	1869195146.00	100

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	11	8228.00	99.63
Insta poll at AGM	1	30.00	0.37
Total	12	8258.00	100

G) Resolution 7: - To appoint Shri Shiv Kumar Gupta (DIN: 07391077) as Independent Director of the Company – Ordinary Resolution

(i) **Voted in favor of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	300	1842946158.00	99.99
Insta poll at AGM	53	20083.00	0.01
Total	353	1842966241	100

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	16	12800.00	99.76
Insta poll at AGM	1	30.00	0.24
Total	17	12830	100



Shiv Kumar

H) Resolution 8: - To Appoint Shri Vinayak Bhalachandra Karanjikar (DIN:06518026) As Independent Director of the Company. – Ordinary Resolution

(i) **Voted in favor of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	297	1842945117.00	99.99
Insta poll at AGM	53	20083.00	0.01
Total	350	1842965200	100

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	16	10576.00	99.71
Insta poll at AGM	1	30.00	0.29
Total	17	10606	100

I) Resolution 9: - To appoint Major General (Retd.) Cyrus Addie Pithawalla (DIN: 06507764) as Independent Director of the Company. – Ordinary Resolution

(i) **Voted in favor of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	301	1842946686.00	99.99
Insta poll at AGM	53	20083.00	0.01
Total	354	1842966769	100

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	13	11786.00	99.74
Insta poll at AGM	1	30.00	0.26
Total	14	11816	100



Arun Kumar

8. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.
9. Restriction on use

The report has been issued at the request of the Company for (i) submission to the Stock Exchanges, (ii) to be placed on the website of the Company and (iii) website of Alankit Assignments Limited (The RTA). This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior permission.

**Thanking You,
Yours faithfully,
For AKU & Associates**

Arun Kumar

**Arun Kumar
ACS: 46117, CP: 17196
Proprietor**



Place: New Delhi
Dated: 18th September ,2019