

RVNL/SECY/STEX/PB/2022

19th May, 2022

National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051. Scrip: RVNL	BSE Ltd. Department of Corporate Service, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001. Scrip: 542649
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Sub: Notice of Postal Ballot

Ref: RVNL's letter no. RVNL/SECY/STEX/PB/2022 dated 12th May, 2022

Dear Sir/Madam,

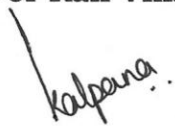
Pursuant to the Regulation 30 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in continuation to our above referred letter, please find enclosed herewith the Notice of the postal ballot, which has been dispatched electronically to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, May 13, 2022 ("Cut-off date")**.

The Company has engaged the services of National Securities Depository Limited (NSDL) for providing e-voting facility to the Shareholders. Shareholders are requested to note that the Remote e-voting will commence on **Saturday, May 21, 2022 at 09:00** Hours (IST) and will end on **Sunday, June 19, 2022 at 17:00** Hours (IST). The results of the Postal ballot through remote e-voting will be announced on or before **Tuesday, June 21, 2022**.

The Postal Ballot Notice along with explanatory statement, instructions for e-voting are also available on the website of the Company at www.rvnl.org and on the website of NSDL at www.evoting.nsdl.com.

Kindly take the same on record.
Thanking you,

Yours faithfully,
For Rail Vikas Nigam Limited



(Kalpana Dubey)
Company Secretary & Compliance Officer





RAIL VIKAS NIGAM LIMITED

(A Government of India Enterprise)

Registered office: 1st Floor, August Kranti Bhawan, Bhikaji Cama Place,
R. K. Puram, New Delhi, South Delhi- 110066

CIN: L74999DL2003GOI118633

Email: investors@rvnl.org, **Website:** www.rvnl.org,

Phone No.: 011-26738299, **Fax:** 011-26182957

NOTICE OF POSTAL BALLOT

E-VOTING STARTS ON	E-VOTING ENDS ON
Saturday, May 21, 2022 at 09:00 Hours (IST)	Sunday, June 19, 2022 at 17:00 Hours (IST)

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time, and other applicable provisions, if any, including General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No.10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, to the extent applicable and pursuant to other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the **Ordinary/Special Resolution(s)** set out in the Postal Ballot Notice are proposed to be passed by Shareholders/Members of **Rail Vikas Nigam Limited** (‘the **Company**’ or ‘**RVNL**’) through Postal Ballot by voting through electronic means only (“**remote e-voting**”).

SPECIAL BUSINESS

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

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"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), **Dr. M.V. Natesan (DIN: 09408491)**, 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."

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

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"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), **Shri Anupam Mallik (DIN: 09547797)**, 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."

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

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT 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), **Shri Rajesh Argal (DIN: 09171980)**, AM (Planning), Railway Board, 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.”

**By order of the Board of Directors of
Rail Vikas Nigam Limited
Sd/-
(Kalpana Dubey)
Company Secretary & Compliance Officer**

Place: **New Delhi**

Date: **May 10, 2022**

Registered Office:

1st Floor, August Kranti Bhawan, Bhikaji
Cama Place, R. K. Puram, New Delhi,
South Delhi-110066

CIN: L74999DL2003GOI118633

NOTES:

1. In accordance with the Ministry of Corporate Affairs (“MCA”) Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. The physical copy of the Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. Members may please note that the Postal Ballot Notice will also be available on the Company’ website at www.rvnl.org and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of NSDL at www.evoting.nsdl.com
2. Pursuant to Regulation 17(1C) of the Securities Exchange Board of India (SEBI) (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders shall be obtained through the process of said Postal Ballot.
3. Explanatory Statement pursuant to Section 102 of the Act read with Secretarial Standards issued by the Institute of Company Secretaries of India, SEBI LODR Regulations setting out the material facts in respect of Special Business (Item No.1 to 3) is annexed hereto. The relevant details under Regulation 36(3) of SEBI LODR Regulations and in terms of Secretarial Standards-2 of the persons seeking appointment/re-appointment as Directors under (Item no. 1 to 3) are also annexed.
4. The business set out in the Postal Ballot Notice to be transacted through electronic voting system in compliance with provisions of Regulation 44 of the SEBI (LODR) Regulations as well as Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014. The Company is providing facility for voting by electronic means only (instructions for remote e-voting are annexed). For this purpose, the Company has entered into an agreement with National Securities Depositories Limited (‘NSDL’) for facilitating voting through electronic means, as the authorized agency. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.
5. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/ JPG format) of the relevant Board resolution/authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kumarnareshsinha@gmail.com with a copy marked to evoting@nsdl.co.in.
6. All documents referred to in the Notice and Explanatory Statement thereto, will also be

available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of the last date of voting. Members seeking to inspect such documents can send an email to investors@rvnl.org.

7. Members who hold shares in identical names or joint holding in the same order of names are requested to write to the Registrar & Transfer Agent enclosing their share certificates to enable the Company to consolidate their holdings in one Folio.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. In view of the above, members holding shares in physical form are requested to convert their shares to dematerialized form to eliminate all associated risks.
10. None of the Directors of the Company is in any way related with each other.
11. The Board of Directors of the Company has appointed **Shri Naresh Kumar Sinha, FCS 1807, Practicing Company Secretary (COP: 14984) of M/s Kumar Naresh Sinha & Associates, Company Secretaries**, as the Scrutinizer for conducting the Postal Ballot e-Voting process in a fair and transparent manner. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the e-Voting process not later than **17:00 Hours** Indian Standard Time ('IST') on **Sunday, June 19, 2022**.
12. After completion of scrutiny of the votes, the Scrutinizer will submit its report to the Chairman of the Company, or a person authorized by the Chairman. The results of Postal Ballot shall be declared **on or before June 21, 2022**, along with the Scrutinizer's report will be communicated to the Stock Exchanges and will also be uploaded on the Company's website at www.rvnl.org and on the website of **Alankit Assignments Limited** at www.alankit.com. The remote e-voting period commences from **9.00 AM. (IST) on Saturday, May 21, 2022 at 09:00 Hours (IST) and ends on Sunday, June 19, 2022 at 17:00 Hours (IST)** both days inclusive. Please note that e-voting module will be disabled for voting by NSDL after the said date and time. During this period, the Members of the company holding shares either in physical form or dematerialised form, as on the cut-off date, may cast their vote electronically. Once vote on the resolution is cast by the Members, he/she shall not be allowed to change it subsequently or cast the vote again.
13. In conformity with the present regulatory requirements, the Postal Ballot Notice is being sent to the Members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories i.e., National Securities Depositories Limited ('NSDL') / Central Depositories Services (India) Limited ('CDSL') and who already have their e-mail address registered with the Company/Registrar and share transfer Agent/Depositories as on **Friday, May 13, 2022**,

the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

14. Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, **Alankit Assignments Limited, 208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055** or by mail to virenders@alankit.com. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
15. As required by Rule 20 and Rule 22 of the Companies (Management and administration) rules, 2014 read with the MCA Circulars and the SEBI Listing regulations, the details pertaining to this Postal ballot will be published in one English National daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Delhi, being place where the registered office of the Company is situated (in vernacular language i.e., Hindi).
16. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
17. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, May 13, 2022, being the cut-off date fixed for the purpose.**
18. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice.
19. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investors@rvnl.org, mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the e-mail.
20. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Sunday, June 19, 2022** i.e., the last date specified for receipt of votes through the e-voting process.
21. E-voting shall not be exercised by a proxy.

22. The process and manner for e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in Demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

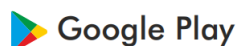
Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP

and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in Demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in Demat mode) login through their depository participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kumarnareshsinha@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Soni Singh, Assistant Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@rvnl.org.
2. In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@rvnl.org. If you are an Individual shareholders holding securities in Demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in Demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their Demat account in order to access e-Voting facility

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1&2:

Ministry of Railways vide its Order No. 2019/PL/57/22 dated 09.11.2021 and 21.03.2022 has conveyed that the President of India has approved the appointment of **Dr. M.V. Natesan**, and **Shri Anupam Mallik**, as Non-Official Independent Directors respectively, on the Board of Rail Vikas Nigam Limited (RVNL) for a period of three years with immediate effect or until further orders, whichever is the earliest,

As per Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further, as per the provision of Regulation 25(2A) of SEBI (LODR) Regulations, 2015 the appointment, re-appointment or removal of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Accordingly, approval of the members is required by way of Special Resolution for the appointment of Dr. M.V. Natesan (DIN: 09408491), and Shri Anupam Mallik (DIN: 09547797), as Independent Directors on the Board, who have been appointed as Additional Directors w.e.f. November 22, 2021 and March 25, 2022 respectively for a period of 3 years from the date of their appointment.

In view of above, the Board of Directors of the Company ("Board"), proposes to seek approval of the Members of the Company for appointment of Dr. M.V. Natesan (DIN: 09408491), and Shri Anupam Mallik (DIN: 09547797), as Independent Directors on the Board.

Dr. M.V. Natesan, and Shri Anupam Mallik have given a declaration that they meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

Except Dr. M.V. Natesan, and Shri Anupam Mallik none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommend the resolution as set out in Item Nos.1 and 2 of Notice for Members' approval.

Item No. 3:

Ministry of Railways vide its Order No. 2021/PL/51/13 Pt.1 dated 13.12.2021 has conveyed that, the President of India has approved the appointment of **Shri Rajesh Argal**, Additional Member

(Planning), Railway Board as Part-time Official Government Director on the Board of Directors of Rail Vikas Nigam Limited (RVNL) in lieu of Shri Vinay Srivastava, ex-Executive Director (PSU), with immediate effect, till he holds the post of Additional Member (Planning), Railway Board or further orders, whichever is earlier.

Accordingly, the Board of Directors has appointed Shri Rajesh Argal (DIN: 09171980), as Additional Director w.e.f. December 13, 2021 to hold office till the date of the next general meeting.

As per Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Therefore, the approval of the members is required by way of ordinary resolution for the appointment of Shri Rajesh Argal, Additional Member (Planning), Railway Board (DIN: 09171980), as Part-time Official Government Director on the Board, who was appointed as an Additional Director w.e.f. December 13, 2021.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying the candidature of Shri Rajesh Argal, Additional Member (Planning), Railway Board (DIN: 09171980), as Part-time Official Government Director of the Company.

The Board of Directors of the Company ("Board"), proposes to seek approval of the Members of the Company for appointment of Shri Rajesh Argal (DIN: 09171980), as Part-time Official Government Director of the Company.

Except Shri Rajesh Argal none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommend the resolution as set out in Item No. 3 of Notice for Members' approval.

**By order of the Board of Directors of
Rail Vikas Nigam Limited**

Sd/-

(Kalpana Dubey)

Company Secretary & Compliance officer

Place: **New Delhi**

Date: **May 10, 2022**

Registered Office:

1st Floor, August Kranti Bhawan, Bhikaji
Cama Place, R.K. Puram, New Delhi, South
Delhi - 110066

CIN: L74999DL2003GOI118633

Details of Directors seeking appointment by Postal Ballot

[Pursuant to regulation 36(3) of SEBI (LODR) regulations, 2015 & Secretarial Standards on General Meeting (“SS-2”)]

Name	Dr. M.V. Natesan	Shri Rajesh Argal	Shri Anupam Mallik
DIN	09408491	09171980	09547797
Appointment / Re-appointment	22.11.2021	13.12.2021	25.03.2022
Date of Birth & Age	05.04.1962 & 60	04.07.1962 & 59	01.06.1967 & 54
Qualifications	B.A, M.A, B.Ed, M.Ed and PhD in Sanskrit	B.Tech in Civil Engineering	B.SC, B.A., Diploma in System Management, M.A. in Rural Development
Expertise in specific functional area	Teaching, Research, Administration, coordination, Management, Planning & Advice	Government service	Proprietor, Lecturer and Consultant
Directorships held in other Companies	NIL	2	NIL
Membership / Chairmanship of Committees in other Companies	NIL	2	NIL
No. of shares held in RVNL	NIL	NIL	NIL
Relationship with other Director / KMP of the Company	Not related to any Director/KMP of the company, as confirmed by him.	Not related to any Director/KMP of the company, as confirmed by him.	Not related to any Director/KMP of the company, as confirmed by him.
No. of Board Meetings held and attended during the year (during tenure)	2	2	0