

RVNL/SECY/STEX/PB/2022

24th November, 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 17th November, 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, this Postal Ballot Notice is being sent by e-mail 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, November 18, 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, November 26, 2022 at 09:00 Hours (IST)** and will end on **Sunday, December 25, 2022 at 17:00 Hours (IST)**. The results of the Postal ballot through remote e-voting will be announced on or before **Tuesday, December 27, 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.nsd.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, November 26, 2022 at 09:00 Hours (IST)	Sunday, December 25, 2022 at 17:00 Hours (IST)

Notice of Postal Ballot is hereby given to the members of the Company pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the “**Act**”) and other applicable provisions, if any, of 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, along with the General Circular no. 3/2022 dated May 5, 2022, read with Circulars nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 02/2021, 10/2021, 19/2021, 20/2021 and 21/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, June 15, 2020, September 28, 2020, December 31, 2020, January 13, 2021, June 23, 2021, December 8, 2021, December 08, 2021 and December 14, 2021 respectively issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”) and Regulation 44 and 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the **Special Business** set out in the Postal Ballot Notice are proposed to be passed by the Members of **Rail Vikas Nigam Limited** (‘**the Company**’ or ‘**RVNL**’) by the process of Postal Ballot through electronic means (E-voting) only. Communication of assent or dissent of the Members would take place only through the remote e-voting system.

SPECIAL BUSINESS

- To approve the appointment of Shri Ram Prakash (DIN: 09746225), Additional Member (RE), also looking after as Additional Member (Planning), Railway Board as Part-time (Official) Government Nominee 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 149,152, 160 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 Ram Prakash (DIN: 09746225)**, Additional Member (RE), also looking after as Additional Member (Planning), Railway Board, who was appointed as a Part-Time Official Government Director, by the President of India vide Ministry of Railways order no. 2022/PL/57/10 dated 19.09.2022, subsequently appointed as an Additional Director of the Company by the Board of Directors with effect from September 27, 2022, 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 Nominee 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: **November 17, 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) 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 Director under (Item no. 1) 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, 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.

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, December 25, 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 December 27, 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 **Saturday, November 26, 2022 at 09:00 Hours (IST) and ends on Sunday, December 25, 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, November 18, 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, November 18, 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. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Sunday, December 25, 2022** i.e., the last date specified for receipt of votes through the e-voting process.
20. E-voting shall not be exercised by a proxy.

21. 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.nsdl.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.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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.
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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 toll free no. 1800 22 55 33

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:

Ministry of Railways vide its Order No. 2022/PL/57/10 dated 19.09.2022 has conveyed that, the President of India has approved the appointment of **Shri Ram Prakash**, Additional Member (RE), also looking after as Additional Member (Planning), Railway Board as Part-time (Official) Government Nominee Director on the Board of Rail Vikas Nigam Limited (RVNL) vice Shri Rajesh Argal, ex- Additional Member (Planning), 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 Ram Prakash (DIN: 09746225), as Additional Director w.e.f. September 27, 2022 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 Ram Prakash, Additional Member (RE), also looking after as Additional Member (Planning), Railway Board (DIN: 09746225), as Part-time Official Government Director on the Board, who was appointed as an Additional Director w.e.f., September 27, 2022.

Brief profile Shri Ram Prakash, Additional Member (RE), also looking after as Additional Member (Planning), Railway Board (DIN: 09746225), inter-alia, giving nature of expertise in specific functional areas, shareholding of the company, other directorships, membership(s) / chairmanship of committees and other particulars as provided herein under, forms part of the notice.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying the candidature of Shri Ram Prakash, Additional Member (RE), also looking after as Additional Member (Planning), Railway Board (DIN: 09746225), 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 Ram Prakash (DIN: 09746225), as Part-time Official Government Director of the Company.

Except Shri Ram Prakash, being the proposed appointee, 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 the above referred item 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: **November 17, 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	Shri Ram Prakash
DIN	09746225
Appointment / Re-appointment	Appointed as Government Nominee (Part-Time Official) Director of the Company
Date of Birth & Age	10.01.1963 & 59
Date of first Appointment to the Board	27.09.2022
Qualifications	Indian Railway Service of Electrical Engineers (IRSEE) Officer of 1984 batch. He has done Bachelor of Engineering in Electrical engineering from IIT Roorkee in 1984.
Expertise in specific functional area	<p>He is presently working in Railway Board as Additional Member. He has a vast experience in operation, maintenance, design and manufacturing of Electric Locomotives and electric multiple units (EMU). He held various important and challenging posts in Railways during his 36 years of service. He has worked as ADRM (Additional Divisional Railway Manager)/Sealdah, Chief Electric Loco Engineer/ Eastern Railway, Chief Electrical Engineer/Construction/ER, Chief Safety Officer/ ER, Principal Chief Electrical Engineer / CLW (Chittaranjan Locomotive Works), Principal Executive Director/ Traction Installation/RDSO (Research Design Standards Organisation) before joining as Additional Member in Railway Board. He has also served the Territorial Army for 26 years.</p> <p>He was Commanding officer of 969 Rly Engr Regt. He is recipient of prestigious national level Minister’s award for record outturn at Kanchrapara workshop/ER in the year 1998 while working as Dy Chief Electrical Engineer/ Kanchrapara. CLW became the highest Electric Locomotive manufacturing unit during his tenure as Principal Chief Electrical Engineer / CLW and CLW name featured in the ‘Limca Book of Records’ for highest production of Electric Locomotives in 2018-19.</p>
Directorships held in other Companies	<ol style="list-style-type: none"> 1. Container Corporation of India Limited 2. IRCON International Limited 3. Mumbai Railway Vikas Corporation Limited
Membership / Chairmanship of Committees in other Companies	NIL
No. of shares held in RVNL	NIL
Relationship with other Director / KMP of the Company	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 out of 2 Board Meeting attended during his tenure starting from 27th September, 2022.