



रेल विकास निगम लिमिटेड
Rail Vikas Nigam Limited

गुणवत्ता, गति एवं पारदर्शिता

(A Government of India Enterprise)

CIN : L74999DL2003GOI118633

RVNL/SECY/STEX/2020

23rd November, 2020

BSE Limited 1st Floor, New Trade Wing, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street Fort, Mumbai-400001 Scrip: 542649	National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 Scrip: RVNL
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Sub: Notice of 17th Annual General Meeting (AGM) of the Members of the Company and Annual Report for the year 2019-20

Dear Sir/Madam,

This is in continuation to our letter of even no. dated 20.11.2020 intimating about the 17th Annual General Meeting (AGM) of members of the Company to be held on Wednesday, the 16th December, 2020 at 11:30 a.m. (1ST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

Pursuant to provisions of Regulation 30 & 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, please find enclosed herewith the Notice of 17th Annual General Meeting and Annual Report for the year 2019-20.

The Notice of 17th Annual General Meeting and Annual Report 2019-20 are also hosted on the Company's website i.e. www.rvnl.org and on the website of National Securities Depository Limited(e-voting Agency) at www.evoting.nsd.com.

This is for your information and record.

Thanking You,

Yours faithfully,

For Rail Vikas Nigam Limited

Kalpana
(Kalpana Dubey)

Company Secretary & Compliance Officer



Encl: As above



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

Notice is hereby given that the **17th Annual General Meeting (AGM) of the members of RAIL VIKAS NIGAM LIMITED ("the Company")** will be held on **Wednesday, 16th December, 2020 at 11:30 AM IST through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)** to transact, the following business(s):

ORDINARY BUSINESS:

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

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020, together with the Board's Report, the Auditor's Report thereon and comments of the Comptroller and Auditor General of India (C&AG), and management replies, if any, there to.
2. To declare final dividend @ Rs. 1.14 per equity share for the financial year 2019-20.
3. To appoint a director in place of Shri Pradeep Gaur, (DIN: 07243986), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Shri Ajay Kumar, (DIN: 08249293), who retires by rotation and being eligible, offers himself for re-appointment.
5. To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the Financial Year 2020-21, and to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 139(5) read with the provisions of Section 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Board of Directors of the Company, on the recommendations of Audit Committee, be and is hereby authorized to decide and fix the remuneration and other terms and conditions, including re-imbusement of out of pocket expenses in connection with the audit work, to the Statutory Auditors appointed by Comptroller and Auditor General of India (C&AG) for the financial year 2020-21.

SPECIAL BUSINESS:

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

6. **To appoint Shri Vinay Srivastava (DIN: 08638850), ED (PSU), Railway Board as Part-time Government Nominee Director on the Board of the Company:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, Rules made there under, Shri Vinay Srivastava (DIN: 08638850), ED (PSU), Railway Board, who was appointed as Part-time Government Nominee Director, by the President of India vide Ministry of Railways letter no. 2003/PL/92/7 dated 10.12.2019 and subsequently in terms of Section 161 of the Companies Act, 2013 appointed as an Additional Director by the Board of Directors with effect from

20.12.2019 to hold office up to the date of this Annual General Meeting and who has consented to act as director, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as Part-time Government Nominee Director on the Board of the Company, liable to retire by rotation.”

7. **To appoint Shri Rajesh Prasad (DIN: 08585975), as Director (Operations) of the Company:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Shri Rajesh Prasad (DIN: 08585975) who was appointed as Director (Operations), by the President of India vide Ministry of Railways letter no. 2018/E(O)II/40/33 dated 03.03.2020 and subsequently, in terms of Section 161 of the Companies Act, 2013, appointed as an Additional Director by the Board of Directors with effect from 03.03.2020 to hold office up to the date of this Annual General Meeting and who has consented to act as director in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director (Operations), liable to retire by rotation.”

8. **To appoint Shri Sanjeeb Kumar (DIN: 03383641) as Director (Finance) of the Company:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Shri Sanjeeb Kumar (DIN: 03383641) who was appointed

as Director (Finance), by the President of India vide Ministry of Railways letter no. 2016/E(O) II/40/15 dated 30.04.2020 and subsequently, in terms of Section 161 of the Companies Act, 2013, appointed as an Additional Director by the Board of Directors with effect from 06.05.2020 to hold office up to the date of this Annual General Meeting and who has consented to act as director in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director (Finance) liable to retire by rotation.”

9. **To appoint Shri Dhananjaya Singh (DIN: 08955500), ED (Works), Railway Board as Part-time Government Nominee Director on the Board of the Company:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, Rules made there under, Shri Dhananjaya Singh (DIN: 08955500), ED (Works), Railway Board, who was appointed as Part-time Government Nominee Director, by the President of India vide Ministry of Railways letter no. 2004/PL/44/4 dated 05.11.2020 and subsequently in terms of Section 161 of the Companies Act, 2013 appointed as an Additional Director by the Board of Directors with effect from 11.11.2020 to hold office up to the date of this Annual General Meeting and who has consented to act as director in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as Part-time Government Nominee Director on the Board of the Company liable to retire by rotation.”

By Order of the Board of Directors

Sd/-

(Kalpana Dubey)

CS & Compliance Officer

Place: New Delhi

Date: 23.11.2020

Regd. Office:

1st Floor, August Kranti Bhawan,
Bhikaji Cama Place,
R.K. Puram, New Delhi – 110066.
CIN: L74999DL2003GOI118633

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, issued by the Securities Exchange Board of India (SEBI), physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) of the Company is being held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered office of the Company.
2. **Appointment of Proxy/Representative**

Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting, is entitled to appoint a proxy / proxies to attend and vote instead of himself/herself, such proxy/ proxies need not be member(s) of the company. **Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.** However, Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to csarunkumar10@gmail.com and a copy marked to evoting@nsdl.co.in.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and provisions of Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e- voting). **CS Arun Kumar, Proprietor, of M/s AKU & Associates, Company Secretaries**, has been appointed as Scrutinizer for conducting voting for the AGM.
6. **Cut-off Date**

The voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on **Wednesday, 9th December, 2020**. (Cut-off date) Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote electronically on all the resolutions set forth in the Notice of AGM.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at

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- www.rvnl.org. The Notice can also be accessed from 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 the AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
8. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (the Companies Act), relating to the special businesses to be transacted at the meeting is annexed hereto.
 9. **Book Closure**
Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and **Share Transfer Books will remain closed from Thursday, 10th December, 2020 to Wednesday, 16th December, 2020 (both days inclusive)** for the purpose of determining entitlement of Members to Final Dividend for the financial year ended on 31st March, 2020.
 10. Pursuant to Section 139 (5) of the Companies Act, 2013 the Statutory Auditors of the Government company are appointed by the Comptroller & Auditor General of India (C&AG) and in terms of Section 142 of the Companies Act, 2013, the remuneration has to be fixed by the company in the Annual General Meeting or in such manner as the company in Annual General Meeting may determine. C&AG had appointed M/s Raj Har Gopal & Co. as Statutory Auditors of the Company for the financial year 2019-20. The Members of the Company, in its 16th Annual General Meeting held on 18.09.2019 had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the Financial Year 2019-20. Accordingly, the Board of Directors has fixed audit fee of Rs. 46.31 lakhs plus applicable GST for the Statutory Auditors for the Financial Year 2019-20 in addition to reimbursement of actual travelling and out-of-pocket expenses for visit to accounting units.
 11. Comptroller & Auditor General of India (C&AG) vide their Letter No./CA. V/ COY/ CENTRAL GOVERNMENT,RVNL(1)/111 dated August 10, 2020 has appointed M/s Raj Har Gopal & Co, Chartered Accountants, as the Statutory Auditors of the Company for the financial year 2020-21 . The Members may authorize the Board to fix remuneration of Statutory Auditors as may be deemed fit by the Board of Directors for the Financial Year 2020-21.
 12. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of Director seeking re-appointment at this AGM is annexed.
 13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrars and Transfer Agent, M/s Alankit Assignments Limited at virenders@alankit.com.
 14. Members holding shares in multiple folios in physical mode are requested to apply for consolidation of shares to the Company or to the Registrar & Share Transfer Agent along with relevant Share Certificates. 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 at the AGM.
 15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), Dividend mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agent (RTA), M/s Alankit Assignments Limited in case the shares are held by them in physical form.
Members holding Shares in demat mode, who have not registered their email addresses are requested to register their email and bank details with their respective depository participant. Members holding shares in physical mode are requested to register/update their email addresses, mobile no and bank details with the Company's RTA, M/s Alankit Assignments Limited at virenders@alankit.com to receive the copies of Annual Report and Dividend directly into their bank account.

Kindly visit the investor relation section on Company's website www.rvnl.org for list of documents to be submitted for updation of Email Id's and Bank Details.

16. Dividend and Record date

Members may note that the Board of Directors, in its meeting held on 29th July, 2020 has recommended a final dividend of Rs. 1.14/- per equity share. The dividend, once approved by the members in the ensuing AGM will be paid within a period of 30 days from the date of approval, to the members or their mandates whose names appear in the Register of Members of the Company on Wednesday, 9th December, 2020 (Record Date) in respect of physical shares. In respect of dematerialized shares, the final dividend shall be payable to the "beneficial owners" of the shares whose names appear in the Statement of Beneficial Ownership furnished by M/s National Securities Depository Limited (NSDL) and M/s Central Depository Services (India) Limited (CDSL) at the close of business hours on Wednesday, 9th December, 2020. Members who have not received nor encashed their Dividend warrants may approach M/s Alankit Assignments Limited, Registrar and Share Transfer Agent of the Company for obtaining duplicate warrant or revalidating the warrant.

The Company has fixed Wednesday, **9th December, 2020** as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended 31st March, 2020.

17. Members are requested to address all correspondence, including dividend related matters, to the Company's Registrar & Transfer Agent (RTA) i.e. M/s Alankit Assignments Limited. The Communication address of the RTA is 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi -110055 Please write Unit: RVNL

18. TDS on Dividend Payable

a. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to Deduct Tax at Source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

The shareholders are requested to update their PAN with the Company's RTA, M/s Alankit Assignments Limited (in case of shares held in physical mode) at virenders@alankit.com and depositories (in case of shares held in demat mode).

b. A Resident individual shareholders with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H (applicable to individuals aged 60 years or more), to avail the benefit of non-deduction of tax. The aforementioned documents are required to be uploaded on the investors section at www.rvnl.org upto **Tuesday, 15th December, 2020**.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

c. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. The aforementioned documents are required to be uploaded on the investors section at www.rvnl.org upto **Tuesday 15th December, 2020**.

d. We request you to visit Company's website for more instructions and information in this regard. No communication would be accepted from members after Tuesday, **15th December, 2020** regarding the tax withholding matters.

19. Investor Education and Protection Fund (IEPF)

Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven

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- consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.
20. None of the Directors of the Company is in any way related to each other. None of the Directors, KMP and their relatives are in any way concerned and interested in any of the ordinary business items.
21. Annual listing fee for the year 2020-21 has been paid to all Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2020 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
22. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice 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 AGM, i.e. 16th December, 2020. Members seeking to inspect such documents can send an email to investors@rvnl.org.
23. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
24. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at <https://www.rvnl.org/en/Pages/CommShareholders.aspx>. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, M/s Alankit Assignments Limited, in case the shares are held in physical form.
25. Since the AGM will be held through VC in accordance with the Circulars, the route map is not attached to this Notice.
26. AGM being convened through VC/OAVM is in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
27. In line with the MCA Circular No. 17/2020 dated 13th , April, 2020, Notice of the AGM along with the Annual Report for FY 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Sunday, 13th December 2020 at 9:00 A.M. and ends on Tuesday, 15th December, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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***

1. Your password details 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

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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 virenders@alankit.com
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 virenders@alankit.com
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.
 - 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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 csarunkumar10@gmail.com with a copy marked to evoting@nsdl.co.in.

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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.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM :-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. **Submission of questions or queries prior to AGM/Registration of Speakers:**
 - i. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM , are requested to write to the Company, mentioning their name, demat account number/folio number, email id and mobile number through email on investors@rvnl.org. Such questions shall be taken up during the meeting or replied by the Company suitably.
 - ii. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account no./folio number , email id , mobile number at least 4 days in advance, through email on investors@rvnl.org. on or before 5:00 pm (IST) of Friday, 11th December, 2020.

Those Shareholders who have registered themselves as a speaker will only be allowed to express their views /ask questions during the meeting.

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

Item No.:- 6

Shri Vinay Srivastava (DIN: 08638850) was appointed as part time Government Nominee Director of the Company by the President of India vide Ministry of Railways Order no 2003/PL/92/7 dated 10.12.2019. He was appointed as an Additional Director w.e.f. 20.12.2019 as per provisions of Section

161 and other applicable provisions of the Companies Act, 2013 on the Board of Directors of your Company upto the date of this AGM and who has consented to act as director. The Company has received requisite notice in writing under Section 160 of the Act in respect of appointment of Shri Vinay Srivastava (DIN: 08638850) as Director on the Board of RVNL.

The Board recommends that Shri Vinay Srivastava (DIN: 08638850) may be appointed as Part Time Government Nominee Director of the Company, liable to retire by rotation on such terms and conditions as may be determined by President of India, Government of India from time to time.

Shri Vinay Srivastava is interested in this resolution to the extent of his appointment as a Director / Shareholder of the Company.

No Director, KMP and or their relatives, is /are interested or concerned, financially or otherwise in the resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the resolution(s) as set out at item no. 6 as an Ordinary Resolution for approval of Shareholders.

Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

Item No.: - 7

Shri Rajesh Prasad (DIN: 08585975), was appointed as Director (Operations) of the Company by the President of India vide Ministry of Railways Order no 2018/E(O)II/40/33 dated 03.03.2020. He was appointed as an Additional Director w.e.f.03.03.2020 as per provisions of Section 161 and other applicable provisions of the Companies Act, 2013 on the Board of Directors of your Company up to the date of this AGM and who has consented to act as director. The Company has received requisite notice in writing under Section 160 of the Act in respect of appointment of Shri Rajesh Prasad (DIN: 08585975) as Director on the Board of RVNL.

The Board recommends that Shri Rajesh Prasad (DIN: 08585975) may be appointed as Director (Operations) of the Company, liable to retire by rotation on such terms and conditions as may be determined by President of India, Government of India from time to time.

Shri Rajesh Prasad is interested in this resolution to the extent of his appointment as a Director / Shareholder of the Company.

No Director, KMP and or their relatives, is /are interested or concerned, financially or otherwise in the resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the resolution(s) as set out at item no. 7 as an Ordinary Resolution for approval of Shareholders.

Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

Item No.: - 8

Shri Sanjeeb Kumar, (DIN: 03383641) was appointed as Director (Finance) of the Company by the President of India vide Ministry of Railways Order no 2016/E(O)II/40/15 dated 30.04.2020. He was appointed as an Additional Director w.e.f. 06.05.2020 as per provisions of Section 161 and other applicable provisions of the Companies Act, 2013 on the Board of Directors of your Company up to the date of this AGM and who has consented to act as director. The Company has received requisite notice in writing under Section 160 of the Act in respect of appointment of Shri Sanjeeb Kumar (DIN: 03383641) as Director on the Board of RVNL.

The Board recommends that Shri Sanjeeb Kumar (DIN: 03383641) may be appointed as Director (Finance) of the Company, liable to retire by rotation on such terms and conditions as may be determined by President of India, Government of India from time to time.

Shri Sanjeeb Kumar is interested in this resolution to the extent of his appointment as a Director / Shareholder of the Company.

No Director, KMP and or their relatives, is /are interested or concerned, financially or otherwise in the resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the resolution(s) as set out at item no. 8 as an Ordinary Resolution for approval of Shareholders.

Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

Item No.:- 9

Shri Dhananjaya Singh (DIN: 08955500) was appointed as part time Government Nominee Director of the Company by the President of India vide Ministry of Railways Order no 2004/PL/44/4 dated 05.11.2020. He was appointed as an Additional Director w.e.f. 11.11.2020 as per provisions of Section 161 and other applicable provisions of the Companies Act, 2013 on the Board of Directors of your Company upto the date of this AGM and who has consented to act as director. The Company has received requisite notice in writing under Section 160 of the Act in respect of appointment of Shri Dhananjaya Singh (DIN: 08955500) as Director on the Board of RVNL.

The Board recommends that Shri Dhananjaya Singh (DIN: 08955500) may be appointed as Part-time Government Nominee Director of the Company, liable to retire by rotation on such terms and conditions as may be determined by President of India, Government of India from time to time.

Shri Dhananjaya Singh is interested in this resolution to the extent of his appointment as a Director / Shareholder of the Company.

No Director, KMP and or their relatives, is /are interested or concerned, financially or otherwise in the resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the resolution(s) as set out at item no. 9 as an Ordinary Resolution for approval of Shareholders.

Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

ANNEXURE

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED IS FURNISHED BELOW:

Name of Director (DIN)	Date of Birth (No. of Equity Shares held)	Qualification (Relationship with other Directors)	Nature of Expertise	Name of Companies in which he/she holds Directorship#	Name of Committees of the Companies of which he/she holds Membership
Shri Vinay Srivastava (DIN: 08638850)	19th May, 1971 (Nil)	BE, MBA (Not related with any Director of the Company)	Shri Vinay Srivastava has 26 years of multifaceted experience in Government Service. A Mechanical Engineer from Jamalpur with a Master's Degree In Public Administration from Syracuse University, he has experience of Rolling Stock Design, Manufacture, Testing and Operations. He is presently working as Executive Director in Railway Board looking after Passenger Rolling Stock and Public Sector Units of the Railways. He has worked as Chief Mechanical Engineer in Indian Railways Organization for Alternate Fuels where his charge includes solar energy, biofuels, fuel cell propelled vehicles and other alternate sources of energy. He has worked in RCF Kapurthala in Coach Production and Coach Design, and as Sr DME Hyderabad in South Central Railway. He has also worked in RDSO in Administration, Testing and Carriage Directorate. Apart from Railways he has also worked in public facing role as Regional Passport Officer Lucknow in MEA. He also has policy experience at the highest levels while working as Director in Cabinet Secretariat handling infrastructure ministries including MoUD, HUPA, Railways, Road Transport, Civil Aviation etc. as well as Coordination with State Governments. He has also worked as an aide to Minister in the Ministries of Environment Forest and Climate Change, HRD and Information and Broadcasting.	<ul style="list-style-type: none"> • Rail Vikas Nigam Ltd. • Rites Ltd. • IRCTC Ltd. • Konkan Railway Corporation Limited • Railtel Corporation of India Limited 	<ul style="list-style-type: none"> • Railtel Corporation of India Limited (Audit Committee) • Rites Ltd. (Risk Management Committee)
Shri Rajesh Prasad (DIN: 08585975)	22nd Sep, 1964 (10,140)	M. Tech, Diploma in Track Machine (Not related with any Director of the Company)	Shri Rajesh Prasad is a graduate in Civil Engineering from IIT/Kanpur in 1987. He is also having an M.Tech Degree from IIT/Kanpur in Environmental Engineering and has got Diploma in Track Machine from Austria. He is from prestigious Indian Railway Service of Engineers of 1988 Exam batch. He has already put in more than 30 years of distinguished service in Railways and RVNL in various capacities in operations and maintenance, construction, bridge design, general administration and fast track implementation of turnkey projects. Shri Rajesh Prasad has earlier as Executive Director of Rail Vikas Nigam Limited for over 3 years. In past, he has got prestigious Railway Minister's Award, Service Medals and many Shields for outstanding contribution during his career in Railway and RVNL. He has written more than 25 technical papers and presented in various forums. In RVNL, many flagship projects were completed and commissioned such as 3 nos of major workshops on turnkey basis in record time and also a Cable Stayed Bridge in Railway yard over Rajdhani route and its approach without affecting train operations. These projects diversified and added new dimension to RVNL. Besides these, 110KM double and third line projects and 686M long railway tunnel in Left Wing Extremism area of Jharkhand have been commissioned, and 33 Kms of Metro in Kolkata has been constructed in different corridors. Live health monitoring system was conceived and installed by him in Bardhaman Rail & Road over bridge - 1st of its kind on Indian Railway. He has got vast experience of leading multi disciplinary team and execution of work in urban area. He has visited Spain, France, Germany, Austria, Switzerland, Thailand and China in connection with various Metro works, project related to workshops and High Speed Railway.	<ul style="list-style-type: none"> • Rail Vikas Nigam Limited • High Speed Rail Corporation of India Limited 	<ul style="list-style-type: none"> • Rail Vikas Nigam Limited (Audit Committee) • Stakeholder Relationship Committee • (Risk Management Committee)

Name of Director (DIN)	Date of Birth (No. of Equity Shares held)	Qualification (Relationship with other Directors)	Nature of Expertise	Name of Companies in which he/she holds Directorship#	Name of Committees of the Companies of which he/she holds Membership
Shri Sanjeeb Kumar (DIN: 03383641)	11th May, 1965 (Nil)	M.A., MBA and LLB degrees from the University of Delhi (Not related with any Director of the Company)	Shri Sanjeeb Kumar is an IRAS Officer of the 1989 batch. He holds M.A., MBA and LLB degrees from the University of Delhi. He has served in the Indian Railways in various capacities in Railway Board and Zonal Railways. He has also officiated as Director (Finance) in Rail Tel Corporation of India Limited and IRCTC. He has held many important positions on different Railways and Public Sector Companies. He has about 10 years of Corporate experience in DMRC and IRCTC where he had worked as Group General Manager (Finance). He was associated in high value procurement decision making in IRCTC as well as East Central and Northern Railways.	• Rail Vikas Nigam Limited	• Rail Vikas Nigam Limited (Corporate Social Responsibility Committee)
Shri Pradeep Gaur (DIN: 07243986)	5th Aug, 1965 (Nil)	B. Tech and Master of Technology in Structural Engineering (Not related with any Director of the Company)	Shri Pradeep Gaur assumed the responsibility of Chairman and Managing Director, RVNL from 01.09.2018. Previously, he was working as Executive Director/Projects/South and was in-charge of PIUs/Chennai, Bengaluru and Rishikesh and was looking after prestigious projects of Rishikesh-Karnaprayag New Line in Uttarakhand, Obulavaripalle-Krishnapatnam New Line in Andhra Pradesh, Doubling of Madurai-Maniyachi-Tuticorin and Maniyachi-Nagarcoil in Tamilnadu and Doubling of Hospet-Tinaighat-Vasco da Gama in Karnataka & Goa. He is a 1987 Batch IRSE officer. After working on Indian Railways from 1989 to 2005, he has been with RVNL in capacities of Chief Project Manager and Executive Director since 2005. He has been directly responsible for commissioning of more than 800 km of New Line/Doubling/Gauge Conversion in RVNL. He commissioned 4.62 km "Longest Railway Bridge" in the Country in record 27 months (June 2007 to September 2009) in Cochin and was responsible for construction of 7 km tunnel in a record 25 months (December 2015 to January 2018 by working from two faces only) in Andhra Pradesh. Chennai/ PIU headed by him received Best PIU Shield" for last four years and "Maximum Expenditure Shield" for last eight years, besides shields for Best Project, Maximum commissioning and Best S&T Commissioning. He completed Bachelor of Engineering in Civil Engineering from the then REC, Kurukshetra (now NIT, Kurukshetra) in 1986 and Master of Technology in Structural Engineering from Punjab Engineering College, Chandigarh in 1987.	• Rail Vikas Nigam Limited • High Speed Rail Corporation of India Limited	
Shri Ajay Kumar (DIN: 08249293)	28th Jan, 1963 (Nil)	Masters Degree in Geology (Not related with any Director of the Company)	Shri Ajay Kumar, aged 55 years, is the Director (Personnel) of the Company. He has been associated with the Company since 2007 in various capacities and before his appointment as Director (Personnel) he was working as Executive Director (HR). He holds a Masters Degree in Geology from Patna University. After passing the Indian Civil Services Examination, he joined Indian Railway Personnel Service in 1988. He is responsible for looking after aspects of corporate governance and formulation and implementation of CSR policies and projects in the Company. Prior to joining the Company, he was with the Indian Railways in various capacities until 2007.	• Rail Vikas Nigam Limited	• Rail Vikas Nigam Limited (Corporate Social Responsibility Committee) (Risk Management Committee)
Shri Dhananjaya Singh (DIN: 08955500)	26th Jan, 1971 (Nil)	Bachelor's degree in Civil Engineering from University of Lucknow (Not related with any Director of the Company)	Shri Dhananjaya Singh holds a bachelor's degree in Civil Engineering from University of Lucknow. He is presently working as Executive Director (Works), Railway Board, Ministry of Railways, Government of India. Before the present assignment, he was worked in Railway Board in various work positions including Directors (Works) (Railway Board), Senior Divisional Engineer (Northern Railway). He was on deputation to Mumbai Rail Vikas Corporation (MRVC) as a Deputy Chief Project Manager	• IRCON International Ltd.	

Directorship indicates directorship in Indian Public Companies including Rail Vikas Nigam Limited. Note: For other details, please refer to the Corporate Governance Section of the Annual Report.