



Date: July 31, 2023

To,

Rail Vikas Nigam Limited
1st Floor, August Kranti Bhawan,
Bhikaji Cama Place, R. K. Puram,
New Delhi – 110 066, India

The General Manager
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
India

Manager – Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G
Block, Bandra Kurla Complex, Bandra
(East)
Mumbai – 400 051
India


Dear Sir/ Madam,

Sub: Filing of report under Regulation 29 (2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“SEBI Takeover Regulations”).

This is with reference to the notice dated April 26, 2023 (“Notice”) filed by us with the Stock Exchanges, pursuant to which the President of India, acting through and represented by the Ministry of Railways, Government of India proposed to sell up to 70,890,683 equity shares of the Company having face value of ₹ 10 each (“Equity Shares”), (representing 3.40% of the total issued and paid-up equity share capital of the Company) (the “Base Offer Size”) of Rail Vikas Nigam Limited (the “Company”) on July 27, 2023 (“T Day”) (for non-retail investors only) and on July 28, 2023 (“T+1 Day”) (for retail investors and for non-retail investors who choose to carry forward their un-allotted bids), with an option to additionally sell up to 40,866,394 Equity Shares (representing 1.96% of the total issued and paid-up equity share capital of the Company) (the “Oversubscription Option”), through a separate, designated window of the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”, and together with the BSE, the “Stock Exchanges”), collectively representing 5.36% of the total paid up equity share capital of the Company (held in dematerialized form in one or more demat accounts with the relevant depository participant), in accordance with the OFS Guidelines (such offer hereinafter referred to as the “Offer”). In the event that the Oversubscription Option is exercised, the Equity Shares forming part of the Base Offer Size and the Oversubscription Option will collectively, hereinafter be referred to as “Offer Shares” while in the event that such Oversubscription Option is not exercised, the Equity Shares forming part of the Base Offer Size will be referred to as “Offer Shares”.

Such number of Equity Shares as would be equivalent to up to 0.50% of the Offer Shares may be offered to eligible employees of the Company subsequent to completion of the Offer, in accordance with the terms and conditions provided in the OFS Guidelines, subject to approval from the competent authority (the “Employee Offer”). The eligible employees may apply for Equity Shares amounting up to ₹500,000.

In this regard, we wish to inform you that we had exercised the Oversubscription Option, as indicated in our intimation dated July 27, 2023 filed with the Stock Exchanges, to the extent of additional 40,866,394 Equity Shares. Consequently, we have sold 10,05,81,369 Equity Shares to non-retail investors on the basis of the valid bids received from non-retail investors on T day i.e., July 27, 2023 and sold 1,11,75,708 Equity Shares to retail investors on T+1 day i.e., on July 28, 2023, in aggregate, amounting to 5.36% of the equity share capital of the Company.


संदीप जैन / SANDEEP JAIN
कार्यकारी निदेशक/ योजना (सिविल एवं पीएसए)
Executive Director/Planning (Civil & PSA)
रेल मंत्रालय/ Ministry of Railways
रेलवे बोर्ड/ Railway Board
नई दिल्ली/ New Delhi

In compliance with Regulation 29(2) of the SEBI Takeover Regulations, we are hereby notifying the information regarding sale of Equity Shares made by us on July 27, 2023 and July 28, 2023. As required under Regulation 29(3) of SEBI Takeover Regulations, we are informing you about the said sale within 2 working days of such sale.

Enclosed is the report in the format as prescribed by the Securities and Exchange Board of India.

The above is for your information and records.

Yours sincerely,

**On behalf of the President of India,
Ministry of Railways Government of India**



**Authorised Signatory
Name: Shree Sandeep Jain
Designation: Executive Director**

संदीप जैन/SANDEEP JAIN
अध्यक्ष निदेशक/योजना (सिद्धि एवं पथकल्प)
Executive Director/Planning (Civil & PSU)
रेल मंत्रालय/Ministry of Railways
रेलवे बोर्ड/Railway Board
नई दिल्ली/New Delhi

DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	Rail Vikas Nigam Limited (the "Company")		
2. Name(s) of the Seller acquirer and Persons Acting in Concert (PAC) with the acquirer	The President of India, acting through and represented by the Ministry of Railways, Government of India (the "Seller")		
3. Whether the Seller acquirer belongs to Promoter Promoter group	Yes, the Seller is the Promoter of the Company.		
4. Name(s) of the Stock Exchange(s) where the shares of TC are listed	BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE")		
5. Details of the acquisition/ disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
Before the acquisition / disposal under consideration, holding of:			
a) Shares carrying voting rights	1,63,05,00,971	78.20%	78.20%
b) Shares in the nature of encumbrance (Pledge/ Lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
d) Warrants/ convertible securities/ any other instrument that entitles the seller acquirer to receive shares carrying voting rights in the TC (specifically holding in each category)	Nil	Nil	Nil
Total (a+b+c+d)	1,63,05,00,971	78.20%	78.20%
Details of acquisition/ sale of shares held by the Seller			
a) Shares carrying voting rights	11,17,57,077	5.36%	5.36%
b) VRs acquired / sold otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/ convertible securities/ any other instrument that entitles the acquirer seller to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold	Nil	Nil	Nil
d) Shares encumbered/ invoked/ released by the acquirer/ seller	Nil	Nil	Nil
Total (a+b+c+d)	11,17,57,077	5.36%	5.36%
After the acquisition/ sale, holding of the Seller:			
a) Shares carrying voting rights	1,51,87,43,894	72.84%	72.84%
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by equity shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
Total (a+b+c+d)	1,51,87,43,894	72.84%	72.84%
6. Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Offer for Sale by the President of India, acting through and represented by the Ministry of Railways, Government of India through the stock exchange mechanism in accordance with the "Comprehensive Guidelines on Offer for Sale (OFS) of Shares by Promoters through the Stock Exchange Mechanism" issued by the Securities and Exchange Board of India ("SEBI") pursuant to the circular number SEBI/HO/MRD/MRD-PoD-		

सहायक जन/SAKSHI JAIN
 कार्यकारी निदेशक/योजना (सिविल एवं पीएम)
 Executive Director/Planning (Civil & PM)
 रेल मंत्रालय/Ministry of Railways
 रेल बोर्ड/Railway Board
 नई दिल्ली/New Delhi

Indeep

	3/P/CIR/2023/10 dated January 10, 2023 read with Section 21 of Chapter 1 of the Master Circular for Stock Exchange and Clearing Corporation - circular no. SEBI/HO/MRD2/MRD2_DCAP/P/CIR/2021/0000000591 dated July 5, 2021 issued by SEBI (together with SEBI OFS Circular, the "SEBI OFS Circulars"), read with (a) "Revised Operational Guidelines for Offer for Sale (OFS) Segment" issued by BSE by way of its notice bearing no. 20230127-14 dated January 27, 2023 and, to the extent applicable, the previous circulars issued by BSE in this regard; (b) "Revised operating guidelines of Offer for Sale" issued by NSE by way of its circular bearing no. NSE/CMTR/55432 and dated January 31, 2023, to the extent applicable, the previous notices issued by NSE in this regard; (together with the SEBI OFS Circulars, the "OFS Guidelines").
7. Date of acquisition/ sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	July 27, 2023 and July 28, 2023
8. Equity share capital / total voting capital of the TC before the said acquisition/ sale	Number of Shares: 1,63,05,00,971 Amount (in ₹): 16,305,009,710 (Face value of ₹ 10/- per equity share)
9. Equity share capital / total voting capital of the TC after the said acquisition/ sale	Number of Shares: 1,63,05,00,971 Amount (in ₹): 16,305,009,710 (Face value of ₹ 10/- per equity share)
10. Total diluted share/ voting capital of the TC after the said acquisition/ sale"	Number of Shares: 1,63,05,00,971 Amount (in ₹): 16,305,009,710 (Face value of ₹ 10/- per equity share)

Yours sincerely,

For and on behalf of the President of India
Ministry of Railways Government of India



Authorised Signatory
Name: Shree Sandeep Jain
Designation: Executive Director

श्री संदीप जैन / SANDEEP JAIN
कार्यकारी निदेशक/योजना (सिविल एवं पीएलए)
Executive Director/Planning (Civil & PGM)
रेल मंत्रालय / Ministry of Railways
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