

RVNL/SECY/STEX/AGM19/2022

8<sup>th</sup> September, 2022

<b>BSE Limited</b> 1st Floor, New Trade Wing, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street Fort, Mumbai-400001 <b>Scrip: 542649</b>	<b>National Stock Exchange of India Ltd.</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400051 <b>Scrip: RVNL</b>
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**Sub: Notice of 19<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company and Annual Report for the year 2021-22**

Dear Sir/Madam,

This is in continuation to our letter of even no. dated 05.09.2022 intimating about the 19<sup>th</sup> Annual General Meeting (AGM) of members of the Company to be held on **Friday, the 30<sup>th</sup> September, 2022 at 11:30 a.m. (IST)** 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 19<sup>th</sup> Annual General Meeting and Annual Report for the year 2021-22.

The Notice of 19<sup>th</sup> Annual General Meeting and Annual Report 2021-22 are also hosted on the Company's website i.e. [www.rvnl.org](http://www.rvnl.org) and on the website of National Securities Depository Limited (e-voting Agency) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and record.

Thanking You,

Yours faithfully,  
**For Rail Vikas Nigam Limited**

**(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 **19<sup>th</sup> Annual General Meeting (AGM) of the members of RAIL VIKAS NIGAM LIMITED ("the Company")** will be held on **Friday 30<sup>th</sup> September, 2022** at 11:30 a.m. Indian Standard Time (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, approve and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022, along 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, thereon.
2. To declare final dividend @ Rs. 0.25 per equity share for the financial year 2021-22.
3. To appoint a director in place of Shri Rajesh Prasad, (DIN: 08585975), Director (Operations), who retires by rotation and being eligible, offers himself for re- appointment.

4. To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the Financial Year 2022-23, 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-imbursment 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 2022-23.

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

**Sd/-  
(Kalpana Dubey)  
Company Secretary & Compliance Officer  
Membership No. FCS: 7396**

**Place: New Delhi**

**Date: 08.09.2022**

**Regd. Office:**

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

## NOTES:

1. In view of continuing COVID-19 pandemic, pursuant to the General circular 02/2022 dated 5th May 2022 read with Circular No. 21/2021 dated 14th December, 2021, Circular No. 19/2021 dated 8th December, 2021, Circular no. 02/2021 dated 13th January, 2021 read with Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 & Circular No. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, respectively and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations"], the 19th AGM of the Company is being held 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 Attendance Slip, Proxy Form and Route Map of AGM are not annexed to this Notice.** However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of casting vote through remote e-Voting prior to the AGM, participation in the 19th AGM through VC/OAVM Facility and for electronic voting during the AGM.  
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 kumarnareshsinha@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 provisions of MCA Circulars and SEBI Circulars as referred above, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended), and Secretarial Standards on General Meetings issued by ICSI, 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 Naresh Kumar Sinha, Proprietor, of M/s Kumar Naresh Sinha & Associates, Company Secretaries**, has been appointed as **Scrutinizer** for conducting voting for the AGM.
6. NSDL will be providing facility for remote e-voting, participation in the 19th AGM through VC/OAVM and voting during the 19th AGM through electronic voting system. The remote e-voting period begins on Tuesday, September 27, 2022 (09:00 A.M.) and ends on Thursday, September 29, 2022 (05:00 P.M). The remote e-voting module shall be disabled by NSDL for voting thereafter.
7. Please refer to detailed instructions for remote e-voting, attending the 19th AGM through VC/OAVM and electronic voting during the AGM, annexed to this Notice
8. **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 Friday, 23rd September, 2022 (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. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and is holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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. Any shareholder who disposes off his shareholding such that he/she is not a member as on the cut-off date should treat this Notice for information purposes only.

**ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ADDRESS FOR OBTAINING COPY OF ANNUAL REPORT:**

9. In line with the MCA Circulars and SEBI Circulars as referred above, the Notice of the 19th AGM along with Annual Report is being sent only through electronic mode to all members, whose e-mail IDs are registered with the Company/ Depositories.
10. The said documents are available on the website of the Company at [www.rvnl.org](http://www.rvnl.org) and on the website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
11. Members who have not updated their email addresses with the Company are requested to update their email addresses in the following manner:
  - **Shares held in dematerialized form:**  
register/update their email address with their respective DPs.
  - **Shares held in physical form:**  
Members can register/ update their email address by writing to Company's RTA i.e Alankit Assignment Limited (RVNL), 4E/2, Alankit House, Jhandwala Extension, New Delhi -110055 or through mail at [virenders@alankit.com](mailto:virenders@alankit.com), at the earliest by any one of the following modes:
    - a. Through hard copies which should be self - attested and dated.
    - b. Through electronic mode, provided that they are sent through E-mail id of the Shareholder registered with RTA and all documents should be electronically / digitally signed by the Shareholder and in case of joint holders, by first joint holder.

12. Members who have already registered their email address are requested to keep their email address validated/ updated at all times for prompt receipt of documents and communications (including Annual Reports, AGM notices) etc. sent from time to time electronically by the Company

**13. INFORMATION RELATED TO DIVIDEND AND RECORD DATE:**

The Board had recommended a Final Dividend of Rs. 0.25 /- per equity share in its 121<sup>st</sup> Board Meeting held on May 30, 2022. 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 **Friday, 23rd September, 2022** 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 **Friday, 23rd September, 2022**. 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 Friday, September 23, 2022 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2022, if approved at the AGM.

14. 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, Jhandwala Extension, New Delhi -110055 Please write Unit: RVNL.

**15. BOOK CLOSURE**

Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and **Share Transfer Books will remain closed from Saturday, 24<sup>th</sup> September, 2022 to Friday, 30<sup>th</sup> September, 2022 (both days inclusive)** for the purpose of determining entitlement of Members to Final Dividend for the financial year ended on 31<sup>st</sup> March, 2022.



## 16. TAX DEDUCTED AT SOURCE (TDS) FOR DIVIDEND DISTRIBUTION

- 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 in the Income Tax Act, 1961 ("the IT Act"). For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. Further, SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Therefore, the shareholders are requested to update their PAN with the Company/ Alankit Assignment Limited (in case of shares held in physical mode) and with depository participants (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 afore mentioned documents are required to be send at email id- **dividends@rvnl.org upto Wednesday, 28<sup>th</sup> September, 2022.**
- c. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- d. 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 afore mentioned documents are required to be sent at email id- **dividends@rvnl.org upto Wednesday, 28<sup>th</sup> September, 2022.**
- e. We request you to visit Company's website for more instructions and information in this regard. No communication would be accepted from members after **Wednesday, 28<sup>th</sup> September, 2022** regarding the tax withholding matters.
- f. A detailed notice regarding "**Communication w.r.t. Tax Deducted at Source (TDS) on Final Dividend for the Financial Year 2021-22**" has been posted on the website, [www.rvnl.org](http://www.rvnl.org).

## PROCEDURE FOR INSPECTION OF DOCUMENTS

17. 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. 30<sup>th</sup> September, 2022. Members seeking to inspect such documents can send an email to [investors@rvnl.org](mailto:investors@rvnl.org).

18. Members desirous of getting any information on any item(s) of business of this meeting are requested to send an e-mail mentioning their name, demat account number / folio number, email id, mobile number to [investors@rvnl.org](mailto:investors@rvnl.org), at least seven days prior to the date of the AGM and the same will be replied by the Company suitably.

## 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 consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

## 20. PROCEDURE FOR UPDATION OF BANK DETAILS FOR DIRECT RECEIPT OF DIVIDEND IN THE BANK ACCOUNT

Members who have not updated their bank account details for receiving the dividends directly in their bank accounts through Electronic Clearing Service (ECS) or any other means are requested to follow the below procedure for updation of mandate for receipt of dividend directly in their bank account:

### • Shares held in physical form:

Members are requested to send a hard copy of the following details / documents to the Company's RTA at: Alankit Assignment Limited (RVNL), 4E/ 2, Alankit House, Jhandewalan Extension, Near Jhandewalan Metro, Station New Delhi-110055, Email: [virenders@alankit.com](mailto:virenders@alankit.com). The documents to be sent should include the following:

- A signed request letter by the first holder,

- mentioning the name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
- i) Name of Bank, Bank Branch and Bank Account Type;
  - ii) Bank Account Number;
  - iii) 11-digit IFSC Code; and
  - iv) 9 digit MICR Code
- Original cancelled cheque bearing the name of the member or first holder, in case shares are held jointly;
  - Self-attested copy of the PAN Card; and
  - Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the member as registered with the Company.
  - **Shares held in dematerialised form:**  
Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for change/addition/deletion in such bank details.  
Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in dematerialised form.  
Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to nonregistration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Banker's cheque/demand draft to such Members, as soon as possible.
21. 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.
  22. 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.
  23. Annual listing fee for the year 2022-23 has been paid to all Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2022 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
  24. 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 V K Dhingra & Co, Chartered Accountants, as the Statutory Auditors of the Company for the financial year 2021-22. The Members of the Company, in its 18<sup>th</sup> Annual General Meeting held on 08.12.2021 had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the Financial Year 2021-22. Accordingly, the Board of Directors has fixed audit fee of Rs. 48 lakhs for the Statutory Auditors for the Financial Year 2021-22.
  25. 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](mailto: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.
  26. 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 [www.rvnl.org](http://www.rvnl.org). 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.
  27. In terms of Regulation 44 of SEBI (LoDR), the Company is providing one-way live "Webcast" of the proceedings of the Annual General Meeting for shareholders on Friday, September 30, 2022 from 11:30 AM, onwards till conclusion of the AGM.

- 28.** 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](mailto:virenders@alankit.com).
- 29.** 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.
- 30.** 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](mailto:virenders@alankit.com) to receive the copies of Annual Report and Dividend directly into their bank account.

Kindly visit the investor section on Company's website [www.rvnl.org](http://www.rvnl.org) for list of documents to be submitted for updation of Email Id's and Bank Details.

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 27<sup>th</sup> September, 2022 at 9:00 A.M. and ends on Thursday, 29<sup>th</sup> September, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 23<sup>rd</sup> September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23.09.2022

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


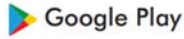


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: right;"> <p>NSDL Mobile App is available on</p>   </div> <div style="text-align: right;">   </div>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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.
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 **Ms. Sarita Mote, 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 and joining virtual meeting 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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.

**Submission of questions or queries prior to AGM/Registration of Speakers:**

1. 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](mailto:investors@rvnl.org). Such questions shall be taken up during the meeting or replied by the Company suitably.
2. 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 alongwith question in advance at least 5 days in advance, through email on [investors@rvnl.org](mailto:investors@rvnl.org). **on or before 5:00 pm (IST) of Sunday, 25<sup>th</sup> September, 2022.**

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



**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 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"> <li>• Rail Vikas Nigam Ltd</li> <li>• HSRC Infra Services Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Rail Vikas Nigam Limited (Audit Committee) (Stakeholder Relationship Committee) (Risk Management Committee)</li> </ul>