

RVNL/SECY/STEX/AGM-20/2023

02.09.2023

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| <b>National Stock Exchange of India Ltd.</b><br>Exchange Plaza,<br>Plot no. C/1, G Block,<br>Bandra-Kurla Complex,<br>Bandra (E), Mumbai - 400 051.<br><b>Scrip: RVNL</b> | <b>BSE Ltd.</b><br>Department of Corporate Service,<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai- 400 001.<br><b>Scrip: 542649</b> |
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**Sub: Notice of 20<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company for the Financial Year 2022-23**

Dear Sir/Madam,

This is in continuation to our letter of even no. dated 29.08.2023 intimating about the 20<sup>th</sup> Annual General Meeting (AGM) of members of the Company to be held on **Wednesday, the 27<sup>th</sup> September, 2023 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 20<sup>th</sup> Annual General Meeting to transact the business as set out therein.

The Notice of 20<sup>th</sup> Annual General Meeting along with Annual Report for the financial year 2022-23 are also available on the Company's website i.e. [www.rvnl.org](http://www.rvnl.org) under Investor Section.

The Company shall commence dispatch (by electronic means) of the Notice of AGM and the Annual Report for FY 2022-23 to the shareholders from today i.e. 2<sup>nd</sup> September, 2023.

This is for your information and record.

Thanking you,

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

(Kalpana Dubey)  
**Company Secretary & Compliance Officer**



## RAIL VIKAS NIGAM LIMITED

(A Government of India Enterprise)

**Registered office:** 1<sup>st</sup> 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 **20<sup>th</sup> Annual General Meeting (AGM) of the members of RAIL VIKAS NIGAM LIMITED ("the Company")** will be held on **Wednesday, 27<sup>th</sup> September, 2023 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, 2023, 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.0.36 per equity share for the financial year 2022-23.
3. To appoint a director in place of Shri Sanjeeb Kumar, (DIN: 03383641), Director (Finance) & CFO, 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 2023-24, 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 Shareholders 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 reimbursement 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 2023-24.

#### SPECIAL BUSINESS:

5. **To appoint Mrs. Anupam Ban (DIN: 07797026), as Director (Personnel) of the Company.**

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

**"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, Mrs. Anupam Ban (DIN: 07797026) who was appointed as Director (Personnel), by the President of India vide Ministry of Railways letter no. 2021/E(O)11/40/25 dated 09.02.2023 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 09.02.2023 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 (Personnel), liable to retire by rotation."

6. **To appoint Shri Anil Kumar Khandelwal (DIN: 10085277), Principal Executive Director (GS), Railway Board as Part-time Government Nominee Director on the Board of the Company.**

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

**“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 Anil Kumar Khandelwal (DIN: 10085277), Principal Executive Director (GS), Railway Board, who was appointed as Part-time Government Nominee Director, by the President of India vide Ministry of Railways letter no. 2022/PL/57/10 dated 16.03.2023. 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 27.03.2023 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. Alteration of the Articles of Association (AoA) of the Company

### A. Consequent upon grant of Navratna status to RVNL

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the first time being in force) and subject to approval of Registrar of Companies (RoC), Delhi and such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and any other approval as may be required, consent of the Shareholders of the Company by way of special resolution be and is hereby accorded for the substitution of existing clause 64 **“The business of the company shall be managed by the Board of Directors”** of the Articles of Association of the company with the following:

**64. The business of the company shall be managed by the board of directors and the exercise of Navratna Powers granted by the Government will be subject to the compliance of conditions stipulated in department of public enterprises office memorandum No. DPE/11(2)/97-Fin dated 22nd July, 1997 read with O.M. No.18(24)2003-GM-GL-64 dated 5th August 2005 and other guidelines made in this regard and amendments made from time to time.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the first time being in force) and subject to approval of Registrar of Companies (RoC), Delhi and such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and any other approval as may be required, consent of the Shareholders of the Company by way of special resolution be and is hereby accorded for the substitution of existing clause 66A with the following:

**66A. Part-time non-official directors appointed in the Company shall be entitled to a remuneration by way of a sitting fee as prescribed under the Act and Rules made thereunder for attending a meeting of the Board of Directors or ny Committee thereof in the Company.”**

**“RESOLVED FURTHER THAT** Chairman and Managing Director, Director (Finance) and Company Secretary be and are hereby authorized jointly and severally to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient, for the purpose of giving effect to this resolutions and to settle any question, difficulty, or doubt that may arise in this regard.”

### B) Alteration of the Articles of Association (AoA) of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the first time being in force) and subject to approval of Registrar of Companies (RoC), Delhi and such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and any other approval as may be required, consent of the Shareholders of the Company by way of special resolution be and is hereby accorded for-

In the existing Article 69 of Articles of Association of the company

- i. the words **“and being Mini Ratna Category -I status Company”** appearing in the third line of 2(b) and 2(g) be deleted

ii. 2(e), 2(f) and 2(j) be deleted,

So as to read the Articles as under:

- 2) Notwithstanding any of the provisions contained in the other Articles, prior approval of the President shall be obtained in respect of: -
- a) Permanent appointment of any foreign national to any post in the Company.
  - b) Any programme of capital expenditure on new projects, modernization, purchase of equipment etc. for an amount which exceeds the amount as per powers delegated to the Company within the Government guidelines.
  - c) Issue of preference Share Capital etc.
  - d) Winding up of the Company.
  - e) deleted
  - f) deleted
  - g) The formation of subsidiary Company or joint venture in India with the equity investment to establish joint ventures and subsidiaries exceeding the ceiling amount as per powers delegated to the Company within the Government guidelines.
  - h) Company's Five Year and Annual Plans for Development and Capital Budgets.
  - i) Revenue Budget of the Company in case there is an element of deficit which is proposed to be met by obtaining funds from Central Government.
  - j) deleted
  - k) Purchases and contracts of a major nature involving substantial capital outlay which are in excess of the powers vested in the Company.

**“RESOLVED FURTHER THAT** Chairman, Managing Director, Director (Finance) and Company Secretary be and are hereby authorized jointly and severally to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard.”

**C. Alteration of the Articles of Association (AoA) of the Company with regard to provisions of Quorum of AGM**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the first time being in force) and subject to approval of Registrar of Companies (RoC), Delhi and such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and any other approval as may be required, consent of the Shareholders of the Company by way of special resolution be and is hereby accorded that-

i. the existing article 45(2) of the articles of association of the company be substituted with the following:

**45 (2). Save as herein otherwise provided, the quorum for the general meetings shall be as provided in section 103 of the Act**

ii. the existing article 77 of the articles of association of the company be substituted with the following:

**77. The quorum for a meeting of the Company shall be as per the provisions of the Companies Act, 2013.**

**“RESOLVED FURTHER THAT** Chairman, Managing Director, Director (Finance) and Company Secretary be and are hereby authorized jointly and severally to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard.”

**8. Alteration of the Memorandum of Association (MoA) of the Company**

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

**“RESOLVED THAT** pursuant to provisions of Section 4, Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) and rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and subject to approval of Registrar of Companies (RoC), Delhi and such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and any other approval as may be required, consent of the Shareholders of the Company by way of special resolution be and is hereby accorded for insertion of below mentioned

clause at serial number 6 and 7 in the Main Objects of the Memorandum of Association ("MOA") of the Company as under."

6. Formation of JVs/MOUs/Consortium for entering into the business of activities mentioned below:
  - i. Infrastructure related projects of Rail Transportation (within India & Foreign Countries) with Reputed Executing Agencies/RDSO approved OEMs of Electronic Interlocking/MSDAC/Signalling Cables and related items.
  - ii. Designing, Manufacturing, Supply, Installation, Testing & Commissioning of new technology equipment related to Signalling & Telecommunication Equipment for Indian & Foreign Railways.
  - iii. Infrastructure related projects of Road Transportation by providing communication, CCTVs & Toll Revenue collection equipment etc.
  - iv. Creating NLD networks for leasing & maintenance for leasing to National & International clients etc.
- v. Manufacturing, maintenance and operation of rolling stock, eg. Electric Engines, EMUs, Train Sets and Metro Coaches (India & Foreign Countries)
- vi. Leasing of Rolling Stock (India & Foreign Countries)
- vii. Energy sector, transmission and distribution sector (India & Foreign Countries)
- viii. Data Centre, SCADA, smart metering and MEP works of metros and tunnels.
7. To enter into and/or carry out any infrastructure related project such as Highway, Irrigation, Power Plant, all types of Buildings etc.

**"RESOLVED FURTHER THAT** Chairman, Managing Director, Director (Finance) and Company Secretary be and are hereby authorized jointly and severally to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard."

**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: 02.09.2023**

**Regd. Office:**

1<sup>st</sup> Floor, August Kranti Bhawan,

Bhikaji Cama Place,

R.K. Puram, New Delhi-110066

CIN: L74999DL2003GOI118633

## NOTES:

1. Pursuant to the General Circular No 10/2022 dated 28th December, 2022 and General circular 02/2022 dated 5th May 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular No SEBI/HO/CFD/POD-2/P/CIR/2023/4 dated January 05, 2023, and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations"], the 20th 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 20th 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 as 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](mailto:kumarnareshsinha@gmail.com) and a copy marked to [investors@rvnl.org](mailto:investors@rvnl.org)

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 (SS-2) 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 CDSL 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. CDSL will be providing facility for remote e-voting, participation in the 20th AGM through VC/OAVM and voting during the 20th AGM through electronic voting system. The remote e-voting period begins on **Sunday, September 24, 2023 (09:00 A.M.) and ends on Tuesday, September 26, 2023 (05:00 P.M.)**. The remote e-voting module shall be disabled by CDSL for voting thereafter.

7. **Please refer to detailed instructions for remote e-voting, attending the 20th 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 **Wednesday, 20th September, 2023 (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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) However, if he / she is already registered with CDSL 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 20th 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.rvn.org](http://www.rvn.org) and on the website of National Stock Exchange of India Ltd. at [www.nseindia.com](http://www.nseindia.com) and Bombay Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of Central Depository Services (India) Limited ("CDSL") at [www.evotingindia.com](http://www.evotingindia.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 Assignments Limited, 4E/2, Alankit House, Jhandewalan 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. 0.36/- per equity share in its 132nd Board Meeting held on May 29, 2023. 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, 20<sup>th</sup> September, 2023** 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, 20<sup>th</sup> September, 2023**. 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, 20<sup>th</sup> September, 2023** as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended **March 31, 2023**, 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, Jhandewalan 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 **Thursday, 21<sup>st</sup> September, 2023 to Wednesday, 27<sup>th</sup> September, 2023 (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, 2023.

**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 Assignments 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 aforesaid mentioned documents are required to be sent an email id-[dividends@rvnl.org](mailto:dividends@rvnl.org) upto **Monday, 25<sup>th</sup> September, 2023.**
- 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. of 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 aforesaid mentioned documents are required to be sent an email id-[dividends@rvnl.org](mailto:dividends@rvnl.org) upto **Monday, 25<sup>th</sup> September, 2023.**
- 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 **Monday, 25<sup>th</sup> September, 2023** 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 2022-23" has been posted on the website, [www.rvnl.org](http://www.rvnl.org)
- g. Members can download their TDS Certificates from Company's website at [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 upto the date of AGM, i.e. **27<sup>th</sup> September, 2023** 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 Assignments Limited (RVNL), 4E/2, Alankit House, Jhandewalan Extension, New Delhi-110055, Email: [virenders@alankit.com](mailto:virenders@alankit.com) The documents to be sent should include the following:

- A signed request letter/Form ISR-1 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:
  - 1) Name of Bank, Bank Branch and Bank Account Type;
  - 2) Bank Account Number;
  - 3) 11-digit IFSC Code; and
  - 4) 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 DEMATERIALIZED 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 non registration 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 Meeting's 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 2023-24 has been paid to all Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2023 was paid to both Depositories i.e. Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL).
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.

Comptroller & Auditor General of India (C&AG) had appointed M/s V K Dhingra & Co, Chartered Accountants, as the Statutory Auditors of the Company for the financial year 2022-23. The Members of the Company, in its 19th Annual General Meeting held on 30.09.2022 had authorized the Board of Directors to fix the remuneration of Statutory

Auditors for the Financial Year 2022-23. Total fees paid to the statutory auditor for all services for the year ended March 31, 2023 is Rs. 70,20,735 /-.

The appointment of Statutory Auditor for the Financial Year 2023-24 is yet to be received from C&AG. 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 2023-24.

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 to CDSL. However, if he/she is already registered with CDSL for remote e-voting 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. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the company's website. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
27. In terms of Regulation 44 of SEBI (LODR) 2015, the Company is providing one-way live "Webcast" of the proceedings of the Annual General Meeting for shareholders on **Wednesday, September 27, 2023 from 11:30 am**, onwards till conclusion of the AGM.
28. SEBI vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2022 dated 24th January, 2022 has amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has mandated that all requests for transfer of securities including transmission or transposition shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are requested to dematerialize their physical holding. 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.** SEBI vide its circular dated 16<sup>th</sup> March, 2023 has mandated all holders of physical securities in listed company to furnish PAN, Nomination and Contact details, Bank A/c details and specimen signature for their corresponding folio numbers. The folio wherein any one of the cited documents/ details is not available on or after 1<sup>st</sup> October, 2023, such folio shall be frozen by the RTA. The Shareholders are requested to submit their PAN, KYC, Bank details and nomination details in prescribed form ISR-1, ISR-2, ISR-3 and SH-13/14 to Alankit Assignments Limited ("Alankit" or "RTA"). The forms for updating the same are available on the website of the Company. The Company has requested R&TA to send letters to the Members holding shares in physical form in relation to above referred SEBI Circular. Members holding shares in electronic form are requested to submit their PAN to their Depository Participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before 1<sup>st</sup> October, 2023, the RTA is obligated to freeze such folios. The security holder(s) whose folio(s) have been frozen shall be eligible to receive payments (including dividend, interest or redemption payment) and lodge grievances only after furnishing the complete

documents. If the securities continue to remain frozen till December 31, 2025, the RTA shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/ or the Prevention of Money Laundering Act, 2002.

**31.** 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 INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) The remote e-voting period begins on **Sunday, 24<sup>th</sup> September, 2023 at 9:00 A.M. and ends on Tuesday, 26<sup>th</sup> September, 2023 at 5:00 P.M.** The remote e-voting module shall be disabled by CDSL 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. **Wednesday, 20<sup>th</sup> September, 2023** 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 20.09.2023**
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India.

This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.

**Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

| Type of shareholders  | Login Method  |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> </ol> |

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**Type of shareholders**


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**Login Method**


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|--|--|
|  | <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>   |
| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>                               | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>  |

**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. CDSL and NSDL**

| Login type  | Helpdesk details   |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | 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 toll free no. 1800-22-55-33 |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | 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.: 022-4886-7000 and 022-2499-7000         |

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

| <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b> |  |
|--|--|
| PAN  | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul> |
| Dividend Bank Details OR Date of Birth (DOB)   | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>                  |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer by email through its registered email address to [kumarnareshsinha@gmail.com](mailto:kumarnareshsinha@gmail.com) and to the Company at the email address viz; [investors@rvnl.org](mailto:investors@rvnl.org), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/ EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.

7. 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 along with question in advance at least 6 days in advance, through email on [investors@rvnl.org](mailto:investors@rvnl.org) on or before **5:00 pm (IST) of Thursday, 21<sup>st</sup> September, 2023**

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

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.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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 available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**

- For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
- For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
- **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact attoll free no. 1800-22-55-33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited ("CDSL"), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free No. 1800-22-55-33.

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

**Item No. 5:- To appoint Mrs. Anupam Ban (DIN: 07797026), as Director (Personnel) of the Company:**

**Mrs. Anupam Ban (DIN: 07797026)** was appointed as Director (Personnel) of the Company by the President of India vide Ministry of Railways Order No. 2021/E(O) 11/40/25 dated 09.02.2023. She was appointed as an Additional Director w.e.f. 09.02.2023 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 Mrs. Anupam Ban (DIN: 07797026) as Director on the Board of RVNL.

The Board recommends that Mrs. Anupam Ban (DIN: 07797026) may be appointed as Director (Personnel) 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.

Mrs. Anupam Ban 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.5 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. 6:- To appoint Shri Anil Kumar Khandelwal (DIN: 10085277), Principal Executive Director (GS), Railway Board as Part-time Government Nominee Director on the Board of the Company:**

**Shri Anil Kumar Khandelwal (DIN: 10085277)** was appointed as part time Government Nominee Director of the Company by the President of India vide Ministry of Railways Order No. 2022/PL/57/10 dated 16.03.2023. He was appointed as an Additional Director w.e.f. 27.03.2023 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 Anil Kumar Khandelwal (DIN: 10085277) as Director on the Board of RVNL.

The Board recommends that Shri Anil Kumar Khandelwal (DIN: 10085277) 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 Anil Kumar Khandelwal 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:-Alteration of the Articles of Association (AoA) of the Company,**

**A) Consequent upon grant of Navratna status to RVNL:**

The Department of Public Enterprises, Ministry of Finance, Government of India vide O.M F. No. PD-1-26/0003/2022-DPE dated 1<sup>st</sup> May, 2023 granted Navratna status to Rail Vikas Nigam Limited, a Central Public Sector Enterprises.

In terms of Office Memorandum, the exercise of Navratna powers by the Board of RVNL will be subject to guidelines and conditions laid down vide O.M. No. DPE/11(2)/97Fin. dated 22nd July, 1997 read with O.M. No. dated 5th August, 2005 and other guidelines made in this regard and amendments made from time to time. Further, the continuation of Navratna status is subject to continued fulfilment of Navratna criteria and conditions and review of the performance relating to Navratna status prescribed in this regard by the Department from time to time.

The Company propose to incorporate the provisions with regard to grant of Navratna status to Rail Vikas Nigam Limited and accordingly has proposed amendment in Article 64 and 66A of the Articles of the Association of the Company.

The Board, therefore, seeks approval of the members as set out in Item no. 7A of the accompanying notice, by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are interested in the Resolution.

**Item No.7B:- Alteration of the Articles of Association (AoA) of the Company,**

The Department of Public Enterprises, Ministry of Finance, Government of India vide O.M F. No. PD-1-26/0003/2022-DPE dated 1<sup>st</sup> May, 2023 granted Navratna status to Rail Vikas Nigam Limited, a Central Public Sector Enterprises.

In terms of Office Memorandum, the exercise of Navratna powers by the Board of RVNL will be subject to guidelines and conditions laid down vide O.M. No. DPE/11(2)/97Fin. dated 22nd July, 1997 read with O.M. No. dated 5th August, 2005 and other guidelines made in this regard and amendments made from time to time. Further, the continuation of Navratna status is subject to continued fulfilment of Navratna criteria and conditions and review of the performance relating to Navratna status prescribed in this regard by the Department from time to time.

In view of above the Company propose to delete the words "and being Mini Ratna Category -I status Company" appearing in the third line of article 69 - 2(b) and 2(g) and to delete the provisions of article 69 - 2(e), 2(f) and 2(j).

The Board, therefore, seeks approval of the members as set out in Item no. 7B of the accompanying notice, by way of a Special Resolution.



The Board further recommends the Resolution given at Sr. No. 7B of this notice for your approval as Special Resolution.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

**Item No.7C:- . Alteration of the Articles of Association (AoA) of the Company with regard to provisions of Quorum of AGM**

Rail Vikas Nigam Limited (RVNL) was a wholly owned government company and in the year 2019, the president of India divested 12.16% of its equity shareholding in the company. The present shareholding of GOI is 72.84%.

The company shares were listed with effect from 11.04.2019 with the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). In view of change in the status of the company from an unlisted company to a listed company there was a need to modify the requirement of quorum for the general meeting to bring inconsonance with the provisions of Companies Act, 2013.

Accordingly, the Company proposes to substitute the existing provisions of quorum as stipulated in article 45(2) and 77 with a new provision in pursuant to provisions of the companies Act, 2013.

The Board, therefore, seeks approval of the members as set out in Item no. 7C of the accompanying notice, by way of a Special Resolution.

The Board further recommends the Resolution given at Sr. No. 7C of this notice for your approval as Special Resolution.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

**Item No.8:- Alteration of the Memorandum of Association (MoA) of the Company:**

The Department of Public Enterprises, Ministry of Finance, Government of India vide O.M F. No. PD-1-26/0003/2022-DPE dated 1<sup>st</sup> May, 2023 granted Navratna status to Rail Vikas Nigam Limited, a Central Public Sector Enterprises.

In terms of Office Memorandum, the exercise of Navratna powers by the Board of RVNL will be subject to guidelines and conditions laid down vide O.M. No. DPE/11(2)/97Fin. dated 22nd July, 1997 read with O.M. No. dated 5th August, 2005 and other guidelines made in this regard and amendments made from time to time. Further, the continuation of Navratna status is subject to continued fulfilment of Navratna criteria and conditions and review of the performance relating to Navratna status prescribed in this regard by the Department from time to time.

To tap the emerging business opportunities in the changed business environment it is proposed to expand the objects of the Company by insertion new business areas in the object clause of Memorandum of Association (MoA) of the company.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The Board, therefore, seeks approval of the members as set out in Item no. 8 of the accompanying notice, by way of a Special Resolution.

The Board further recommends the Resolution given at Sr. No. 8 of this notice for your approval as Special Resolution.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in 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  | Companies in which he/ she holds Directorship           | Name of Committees of the Companies of which he/ she holds Membership     |
|---|---|--|--|---|---|
| Mrs. Anupam Ban<br>(DIN: 07797026)            | 22.10.1967<br>(NIL)                       | Bachelor degree in Arts and Master of Business Administration (Human Resource) from University of Lucknow.<br><br>(Not related with any Director of the Company) | Mrs. Anupam Ban is IRPS officer & has dealt with Human Resource of India Railway. She holds Bachelor degree in Arts and Master of Business Administration (Human Resource) from University of Lucknow.<br><br>She has 28 years' experience of handling personnel issues in Railways including 12 years in infrastructure Public Sector Undertaking, worked as head of Personnel Department in Rajkot and Jaipur Division of Western Railway and North Western Railway. She joined Rail Vikas Nigam Limited (RVNL) in 2019 as Executive Director / Human Resource   | · Rail Vikas Nigam Ltd<br>· HSRC Infra Services Limited | · Rail Vikas Nigam Ltd<br><br>{Corporate Social Responsibility Committee} |
| Shri. Anil Kumar Khandelwal<br>(DIN: 1008527) | 18.09.1964<br>(NIL)                       | Bachelor's degree in Civil Engineering from MNIT, Jaipur and M.Tech from IIT, Roorkee.<br><br>(Not related with any Director of the Company)                     | Shri A.K. Khandelwal is an IRSE Officer of batch. He did his Bachelor's degree in Civil Engineering from MNIT, Jaipur and M.Tech from IIT, Roorkee. He is a fellow and life member of many reputed institutes. He has a vast experience of 33 years in construction and maintenance of Railway's infrastructures, completed large number of Railway Projects in difficult working areas. He has taken keen interest in mechanisation of track maintenance and implementing 'Make in India' Policy for manufacturing of track machines in India. He has put the long pending Kashmir Valley Rail connectivity project on a fast track while working as Chief Administrative Officer, USBRL Project. He was also involved in construction of the highest Railway Bridge in the world i.e., Chenab Bridge. Presently, heading the Gati Shakti directorate of Indian Railways as Principal Executive Director/Railway Board for Infrastructure development including Station Development Programme over Indian Railways. | · Rail Vikas Nigam Ltd                                  | -   |