

RVNL/SECY/STEX/AGM-22/2025

06.08.2025

National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400051 Scrip: RVNL	BSE Ltd. Department of Corporate Service, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip: 542649
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Sub: Notice of 22nd Annual General Meeting of the Members of the Company for the Financial Year 2024-25

Dear Sir/Madam,

This is in continuation to our letter dated 31.07.2025, regarding intimation of the 22nd Annual General Meeting of members of the Company to be held on **Thursday, the 28th August, 2025 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 22nd Annual General Meeting to transact the business as specified therein.

The Notice of 22nd Annual General Meeting is also available on the Company's website i.e. www.rvnl.org under Investor Section.

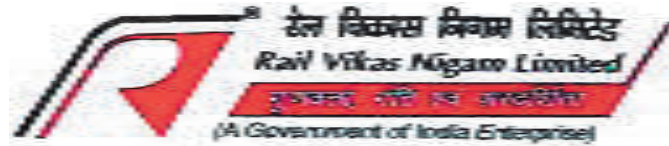
The Company shall commence dispatch (by electronic means) of the Notice of 22nd Annual General Meeting and the Annual Report for Financial Year 2024-25 to the shareholders from today i.e. 6th August, 2025.

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: 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 **22nd Annual General Meeting (AGM) of the members of RAIL VIKAS NIGAM LIMITED ("the Company")** will be held on **Thursday, 28th August, 2025 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 (Standalone and Consolidated) of the Company for the Financial Year ended 31st March, 2025 along with the Board's Report, the Auditor's Report and comments of the Comptroller and Auditor General of India (C&AG) and Management replies, if any, thereon.
2. To declare final dividend @ Rs. 1.72 per equity share for the Financial Year 2024-25.
3. To appoint a director in place of Mr. Pradeep Gaur, Chairman & Managing Director (DIN: 07243986) who retires by rotation and being eligible, offers himself for re-appointment
4. To appoint a director in place of Mr. N.C. Karmali, Part-time (Official) Director (DIN: 09103211) who retires by rotation and being eligible, offers himself for re-appointment
5. To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the Financial Year 2025-26, and to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 139(5) read with the provisions of Section 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Board of Directors of the Company, on the recommendations of Audit Committee, be and is hereby authorized to decide and fix the remuneration and other terms and conditions, including re-imbusement of out of pocket expenses in connection with the audit work, to the Statutory Auditors appointed/to be appointed by Comptroller and Auditor General of India (C&AG) for the financial year 2025-26.

SPECIAL BUSINESS:

6. **To Appoint Mr. Mritunjay Pratap Singh (DIN: 08165734), as Director (Operations) 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 and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Mritunjay Pratap Singh (DIN: 08165734) who was appointed as Director (Operations), by the President of India vide Ministry of Railways letter no. 2023/E(O)II/40/21 dated 26.11.2024

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 26.11.2024 to hold office up to the date of this Annual General Meeting and who has consented to act as director in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director (Operations), liable to retire by rotation.

7. To Appoint Mr. Sandeep Jain (DIN: 09435375), as Director (Projects) 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 and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sandeep Jain (DIN: 09435375) who was appointed as Director (Projects), by the President of India vide Ministry of Railways letter no. 2018/E(O)II/40/9 dated 22.01.2025 (charge assumed on 06.02.2025) and subsequently, in terms of Section 161 of the Companies Act, 2013, appointed as an Additional Director by the Board of Directors with effect from 06.02.2025 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 (Projects), liable to retire by rotation.

8. To Appoint Mr. Abhishek Kumar (DIN: 10644411), as Director (Finance) 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 and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Abhishek Kumar (DIN: 10644411) who was appointed as Director (Finance), by the President of India vide Ministry of Railways letter no. 2016/E(O)II/40/15 dated 29.05.2025 (charge assumed on 05.06.2025) 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 05.06.2025 to hold office up to the date of this Annual General Meeting and who has consented to act as director in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director (Finance), liable to retire by rotation.

9. To Appoint Mr. Prem Sagar Gupta (DIN: 09329458) Principal Executive Director/CE(P), Railway Board, as Part-time (Official) Government Nominee Director on the Board of Rail Vikas Nigam Limited (RVNL).

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 thereunder and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Prem Sagar Gupta (DIN: 09329458), Principal Executive Director/CE(P), Railway Board who was appointed as Part-time (Official) Government Nominee Director, by the President of India vide Ministry of Railways letter no. 2022/PL/57/10 dated 06.11.2024 and subsequently in terms of Section 161 of the Companies Act, 2013 appointed as an Additional Director by the Board of Directors with effect from 06.11.2024 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.

10. To Appoint Mr. Surendra Singh (DIN:11108145), Independent Director on the Board of Rail Vikas Nigam Limited (RVNL).

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Surendra Singh (DIN: **11108145**), who was appointed as **Independent Director** by the President of India vide Ministry of Railways letter no. 2024/PL/57/38 pt-1 dated 13.05.2025 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 15.05.2025 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 Independent Director (Part time non-official Director) on the Board of the Company.

11. Appointment of Secretarial Auditor

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

“**RESOLVED THAT** pursuant to the provisions of Section 204 of Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (LODR) Regulations, 2015 (including any statutory

modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendation Board of Directors of the Company, the consent of shareholders be and is hereby accorded for the appointment of M/s. Sinha & Srivastava LLP, a firm of Company Secretaries, as Secretarial Auditor of the Company for a period of Five (5) years commencing from FY 2025-2026.

12. Ratification of remuneration of the Cost Auditors for the Financial Year 2025-26

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 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of M/s. R.M. Bansal & Co., Cost Accountants, Cost Auditors of the Company as appointed by the Board of Directors for the Financial Year 2025-26 at a remuneration of ₹ 75,000 (plus applicable taxes and out-of-pocket expenses, if any), payable to the Cost Auditors of the Company as approved by the Board of Directors on recommendation of the Audit Committee for conducting the Cost Audit for the Financial Year 2025-26, be and is hereby ratified and confirmed.

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all necessary actions and do all such acts, deeds, and things as may be required to give effect to this resolution.”

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: 06.08.2025

Regd. Office:

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

NOTES:

1. Ministry of Corporate Affairs (MCA) vide General Circular No. 09/2024 dated 19 September, 2024 ("MCA circular") and Securities and Exchange Board of India ("SEBI") vide Circular dated 03rd October, 2024 ("SEBI circular") has permitted Companies to conduct Annual General Meeting ("AGM") during Calendar Year 2025 through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"). In compliance with the aforesaid MCA Circular, forthcoming AGM will thus be held through video conferencing (VC) or other audiovisual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the 22nd 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 22nd 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 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 **Central Depository Services (India) Limited (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 22nd AGM through VC/OAVM and voting during the 22nd AGM through electronic voting system. The remote e-voting period begins on Monday, 25th August, 2025 (09.00 AM IST) and ends on Wednesday, 27th August, 2025 (05.00 PM IST). 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 22nd AGM through VC/OAVM and electronic voting during the AGM, annexed to this Notice**

8. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 ('the Act'), relating to the Special Businesses, to be transacted at the AGM, is annexed hereto.

9. 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 **21st August, 2025 (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 www.evotingindia.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.

10. Electronic Dispatch of annual report and process for registration of email address for Obtaining Copy of annual report:

In line with the MCA Circulars and SEBI Circulars as referred above, the Notice of the 22nd AGM along with Annual Report is being sent through electronic mode to all members, whose e-mail IDs are registered with the Company/Depositories. Further in line with the provisions of Regulation 36(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter providing the weblink including exact path of Notice of AGM and the Annual Report for FY 2024-25, is also being sent by the Company to the shareholders whose email id is not registered against the Demat account/folio number.

11. The said documents are available on the website of the Company at www.rvnl.org and on the website of National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com and also on the website of Central Depository Services (India) Limited (CDSL) Limited at www.evotingindia.com.

12. 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, 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.

13. 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

14. Information Related to Dividend and Record Date:

The Board had recommended a Final Dividend of Rs. 1.72/- per equity share in its 148th Board Meeting held on May 21, 2025. 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 Thursday, **21st August, 2025** 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 Thursday, **21st August, 2025**. 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 Thursday, **21st August, 2025** as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2025, if approved at the AGM.

15. 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 Alankit Assignments Limited, 4E/2, Alankit House, Jhandewalan Extension, New Delhi-110055. Please write Unit: RVNL.

16. Book Closure

Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and **Share Transfer Books will remain closed from Friday, 22nd August, 2025 to Thursday, 28th August, 2025** (both days are inclusive) for the purpose of determining entitlement of Members to Final Dividend for the financial year ended on 31st March, 2025.

17. 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- investors@rvnl.org upto **Monday, 25th August, 2025**.

- 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- investors@rvnl.org upto Monday, 25th August, 2025.
- 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, 25th August, 2025 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 2024-25**" has been posted on the website, www.rvnl.org

PROCEDURE FOR INSPECTION OF DOCUMENTS

18. 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. 28th August, 2025. Members seeking to inspect such documents can send an email to investors@rvnl.org.
19. 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, at least seven days prior to the date of the AGM and the same will be replied by the Company suitably.

20. 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.

21. 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. The documents to be sent should include the following:
 - Assigned 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:
 - 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 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.

22. The relevant details, pursuant to Regulations 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**.
23. 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.
24. Annual listing fee for the year 2025-26 has been paid to all Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2025-26 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
25. 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 Gandhi Minocha & Co., Chartered Accountants, as the Statutory Auditors of the Company for the financial year 2024-25. The Members of the Company, in its 21st Annual General Meeting held on 30.09.2024 had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the Financial Year 2024-25. Total fees paid to the statutory auditor for all services for the year ended March 31, 2025 is Rs. 0.80 crores.

The appointment of Statutory Auditor for the Financial Year 2025-26 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 2025-26.

26. 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 www.evotingindia.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.
27. 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. 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.

28. 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 28th August, 2025 from 11.30 AM onwards till conclusion of the AGM.
29. 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
30. 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.
31. SEBI vide its circular dated 16th 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 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"). Members holding shares in electronic form are requested to submit their PAN to their Depository Participant(s).
32. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), Dividend mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's

Registrars and Transfer Agent (RTA), M/s Alankit Assignments Limited in case the shares are held by them in physical form.

Members holding Shares in Demat mode, who have not registered their email addresses, are requested to register their email and bank details with their respective depository participant. Members holding shares in physical mode are requested to register/update their email addresses, mobile no and bank details with the Company's RTA, M/s Alankit Assignments Limited at virenders@alankit.com to receive the copies of Annual Report and Dividend directly into their bank account.

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 voting period begins on Monday, 25th August, 2025 (09.00 AM IST) and ends on Wednesday, 27th August, 2025 (05.00 PM IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 21st August, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (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 abovesaid 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 NSDL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing userid 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 cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting</p>

Type of shareholders	Login Method
	<p>option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) 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 a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in Demat mode with CDSL 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: https://eservices.nsdl.com 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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 & 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 & 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> · 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.
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"> · 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.

(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 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.

- 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 mandatory 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 and to the Company at the email address viz; 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 THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM 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.
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 by sending their request in advance at least **7 days prior to meeting** i.e. latest by 5:00 pm (IST) of Thursday, 21.08.2025, mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
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 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the 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.

1. 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**.
2. For Demat shareholders-, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **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 or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, 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 or call toll free no. 1800 21 09911.

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

Item No. 6:- To appoint Mr. Mritunjay Pratap Singh (DIN: 08165734), as Director (Operations) of the Company.

Mr. Mritunjay Pratap Singh (DIN: 08165734), was appointed as **Director (Operations)** of the Company by the President of India vide Ministry of Railways letter no. 2023/E(O)II/40/21 dated 26.11.2024 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 26.11.2024 to hold office up to the date of this Annual General Meeting 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 **Mr. Mritunjay Pratap Singh (DIN: 08165734)** as Director on the Board of RVNL.

The Board recommends that **Mr. Mritunjay Pratap Singh (DIN: 08165734)** may be appointed as **Director (Operations)** of the Company, liable to retire by rotation on such terms and Conditions as may be determined by President of India, Government of India from time to time.

Mr. Mritunjay Pratap Singh is interested in this resolution to the extent of his appointment as a Director / Shareholder of the Company.

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

The Board of Directors of the Company recommends the resolution(s) as set out at item no. 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:- To Appoint Mr. Sandeep Jain (DIN: 09435375), as Director (Projects) of the Company.

Mr. Sandeep Jain (DIN: 09435375), was appointed as **Director (Projects)** of the Company by the President of India vide Ministry of Railways letter no. 2018/E(O)II/40/9 dated 22.01.2025 (charge assumed on 06.02.2025) and subsequently, in terms of Section 161 of the Companies Act, 2013, appointed as an Additional Director by the Board of Directors with effect from 06.02.2025 to hold office up to the date of this Annual General Meeting 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 **Mr. Sandeep Jain (DIN: 09435375)**, as Director on the Board of RVNL.

The Board recommends that **Mr. Sandeep Jain (DIN: 09435375)**, may be appointed as **Director (Projects)** 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.

Mr. Sandeep Jain is interested in this resolution to the extent of his appointment as a Director / Shareholder of the Company.

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

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

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

Item No.8 :- To Appoint Mr. Abhishek Kumar (DIN: 10644411), as Director (Finance) of the Company.

Mr. Abhishek Kumar (DIN: 10644411) was appointed as **Director (Finance)** of the Company by the President of India vide Ministry of Railways letter no. 2016/E(O)II/40/15 dated 29.05.2025 (charge assumed on 05.06.2025) 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 05.06.2025 to hold office up to the date of this Annual General Meeting 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 **Mr. Abhishek Kumar (DIN: 10644411)**, as Director on the Board of RVNL.

The Board recommends that **Mr. Abhishek Kumar (DIN: 10644411)**, may be appointed as **Director (Finance)** of the Company, liable to retire by rotation on such terms and Conditions as may be determined by President of India, Government of India from time to time.

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

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

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

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

Item No.9:- To Appoint Mr. Prem Sagar Gupta (DIN: 09329458) Principal Executive Director/CE(P), Railway Board, as Part-time (Official) Government Nominee Director on the Board of Rail Vikas Nigam Limited (RVNL).

Mr. Prem Sagar Gupta (DIN: 09329458) was appointed as **Part-time (Official) Government Nominee Director** of the Company by the President of India vide Ministry of Railways letter no. 2022/PL/57/10 dated 06.11.2024 and subsequently in terms of Section 161 of the

Companies Act, 2013 appointed as an Additional Director by the Board of Directors with effect from 06.11.2024 to hold office up to the date of this Annual General Meeting 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 **Mr. Prem Sagar Gupta (DIN: 09329458)** as Director on the Board of RVNL.

The Board recommends that **Mr. Prem Sagar Gupta (DIN: 09329458)** may be appointed as **Part-time (Official) 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.

Mr. Prem Sagar Gupta is interested in this resolution to the extent of his appointment as a Director / Shareholder of the Company.

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

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

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

Item No. 10:- . To Appoint Mr. Surendra Singh (DIN:11 108145), Independent Director on the Board of Rail Vikas Nigam Limited (RVNL).

Mr. Surendra Singh (DIN:11 108145), was appointed as **Independent Director** of the Company by the President of **India** vide Ministry of Railways letter no. 2024/PL/57/38 pt-1 dated 13.05.2025 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 15.05.2025 to hold office up to the date of this Annual General Meeting 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 **Mr. Surendra Singh (DIN:11 108145)**, as Director on the Board of RVNL.

The Board recommends that **Mr. Surendra Singh**

(DIN:11108145), may be appointed as **Independent Director** of the Company, on such terms and Conditions as may be determined by President of India, Government of India from time to time.

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

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

The Board of Directors of the Company recommends the resolution(s) as set out at item no. 10 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. 11 Appointment of Secretarial Auditor

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other class of companies as prescribed under the Act, is required to annex a Secretarial Audit Report, issued by a Practising Company Secretary, to their Board's report, prepared under Section 134(3) of the Act. Furthermore, pursuant to recent amendments to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI (LODR) Regulations"), every listed entity shall undertake a Secretarial Audit by a Secretarial Auditor who shall be peer reviewed company secretary and be appointed/re-appointed with the approval of the shareholders in its AGM, on the recommendation of the Board of Directors. The appointment of Secretarial Auditor in case of Secretarial Audit firm cannot be more two terms of 5(Five) consecutive years. Accordingly, the Board of Directors of the Company at its meeting held on May 21, 2025 has recommended to appoint M/s. Sinha & Srivastava LLP, a firm of Company Secretaries, as Secretarial Auditor of the Company to conduct the

secretarial audit of the Company for a period of 5 (Five) consecutive years, commencing from the financial year 2025-26. The partners of said LLP has experience in conducting the secretarial audit of listed CPSE and private sector companies. M/s. Sinha & Srivastava LLP, has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI (LODR) Regulations.

The Board of Directors recommends the passing of the Resolution contained in this Item no.11 of the accompanying Notice.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said resolution, other than the extent of their holding in the securities of the Company, if any

Item no. 12 Ratification of remuneration of the Cost Auditors for the Financial Year 2025-26

As per Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules,

2014, the appointment of Cost Auditor shall be made by the Board of Directors on such remuneration as may be ratified by the Shareholders. Under the Companies (Audit and Auditors) Rules, 2014, the Board while appointing the cost auditor is required to approve the remuneration payable to them and the remuneration so approved by the Board shall be ratified by the Shareholders. Accordingly, as recommended by the Audit Committee, the Board of Directors has appointed M/s. R.M. Bansal & Co., Cost Accountants as Cost Auditor of the Company for the FY 2025-26 at a remuneration ¹ 75,000 (plus applicable taxes and out-of-pocket expenses, if any). The ratification of the shareholders is sought by passing an ordinary resolution as set out at item no. 12 in the notice.

The Board of Directors recommends the passing of the Resolution contained in this Item no.12 of the accompanying Notice.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said resolution, other than the extent of their holding in the securities of the Company, if any.

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)	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/ Shares held) she holds Membership
Shri Mritunjay Pratap Singh (DIN: 08165734)	10.06.1968 1000 shares	Bachelor of Engineering in Civil Engineering (Honours) from MREC, Jaipur (now MNIT) in 1988, Master of Engineering from IIT Roorkee with specialization in Transportation Engg. in 1992 and MBA from IIT Delhi in 2014 and Project and Infrastructure Finance from London Business School, London in 2022. (Not related with any Director of the	Shri Mritunjay Pratap Singh assumed the responsibility of Director (Operations), RVNL on 26.11.2024. Before joining as Director (Operations), he has been working as Principal Executive Director (Works), Rail Vikas Nigam Limited. He is 1991 batch IRSE officer. After serving Indian Railways in various capacities from 1992 to 2006, he joined RVNL and since then have been associated with project commissioning of various challenging projects such as Aligarh Ghaziabad 3rd line, Palwal Bhuteshwar 3rd line project, Palanpur-Samakhiali doubling, GC of Ahmedabad-Botad Dhasa-Jatelsar and Vijayawada-Bhimavaram-Narsapur doubling etc. He has been associated with project delivery of 1500 km of prestigious railway projects spread across the country in capacity of Executive Director and Chief Project Manager, Rail Vikas Nigam Limited. He was also instrumented in securing various types of project through competitive bidding. As CEO of HSRC, he was associated in finalizing feasibility studies of Golden Quadrilateral of High Speed in India. Under his leadership PIUs of Secunderabad Ahmedabad received best PIU Shield from consecutive last 5 years. He was also serving as Board Member of four Railway SPV companies of RVNL and also discharged responsibility as Nodal Officer of RVNL CSR initiative. He completed Bachelor of Engineering in Civil Engineering (Honours) from MREC, Jaipur (now MNIT) in 1988, Master of Engineering from IIT Roorkee with specialization in Transportation Engg. in 1992 and MBA from IIT Delhi in 2014 and Project and Infrastructure Finance from London Business School, London in 2022.	<ul style="list-style-type: none"> · Rail Vikas Nigam Limited · HSRC Infra Services Limited 	<ul style="list-style-type: none"> · Rail Vikas Nigam Limited ○ Audit Committee Company) ○ Corporate Social Responsibility Committee ○ Stakeholder Relationship Committee ○ Risk Management Committee
Shri Sandeep Jain (DIN: 09435375)	21.08.1968 NIL	Graduated in Civil Engineering from NIT, Jaipur. (Not related with any Director of the Company)	Mr. Jain joined Indian Railways Service of Engineers (IRSE) and held various positions i.e. AEN, DEN, Sr. DEN, Dy. Chief Engineer/Track Supply, Sr. DEN/ Coord., Dy. Chief Engineer (Construction), CGM/IRCON. He has wide experience of more than 29 years of handling Railway maintenance, construction projects	<ul style="list-style-type: none"> · Rail Vikas Nigam Limited · Container Corporation of India Limited · Rites Limited · Maharashtra Metro Rail 	<ul style="list-style-type: none"> · Rail Vikas Nigam Limited ○ Risk Management Committee

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			and administration. At present, he has been working as Executive Director Planning (Civil & PSU), Railway Board, since October 2021	Corporation Limited Jharkhand Rail Infrastructure Development Corporation Limited	
Shri Abhishek Kumar (DIN: 10644411)	01.04.1977 NIL	He holds a degree in Bachelor of Technology in Civil Engineering from the Regional Engineering College, Calicut, (Now, NIT Calicut). He also has PGDM (Exec.) in Finance from IMT Ghaziabad (CDL). (Not related with any Director of the Company)	Shri Abhishek Kumar is an Indian Railway Accounts Service (IRAS) officer of 2001 examination batch, holding the post of Executive Director Finance (Budget) at Railway Board. He has experience of more than 20 years in Railways as Financial Advisor dealing with expenditure and earnings proposals for Railways, Government Accounting, Budgeting, Internal check etc. He has worked in these areas at all levels i.e. Division, Head Quarter and at Ministry. At Railway Board he has worked in the Budget Directorate at Director level dealing with the preparation and presentation of the Railway Budget and coordinating with Ministry of Finance in this regard. He has also been associated with the pioneering project of Accrual based Accounting for Indian Railways as its Chief Project Manager. Prior to his current assignment as Executive Director (Budget) at Railway Board, he was on deputation to Centre for Railway Information Systems (CRIS) as General Manager (Finance) and also looking after Accounting IT Applications i.e. IPAS and GST module.	<ul style="list-style-type: none"> • Rail Vikas Nigam Limited • Indian Railway Finance Corporation Limited 	<ul style="list-style-type: none"> • Indian Railway Finance Corporation Limited ○ Audit Committee ○ Nomination Remuneration Committee ○ Corporate Social Responsibility Committee ○ Risk Management Committee
Shri Prem Sagar Gupta (DIN: 09329458)	29.05.1968 NIL	BE, M. Tech, M Phil (Not related with any Director of the Company)	Shri Prem Sagar Gupta has an experience in Railway Track Construction and Maintenance, Works Contracts, Vigilance, Bridge Design, Administration. He worked as Chief Engineer Design for USBRL Project and handled all bridges, slope stability issues including issues related with design and construction of Chenab Bridge.	<ul style="list-style-type: none"> • Rail Vikas Nigam Limited 	<ul style="list-style-type: none"> • Rail Vikas Nigam Limited ○ Corporate Social Responsibility Committee ○ Nomination and Remuneration Committee ○ Stakeholder Relationship Committee ○ Risk Management Committee
Shri Pradeep Gaur (DIN: 07243986)	05.08.1965 NIL	Completed Bachelor of Engineering in Civil Engineering from the then REC, Kurukshetra (now NIT, Kurukshetra) in 1986 and Master	Shri Pradeep Gaur assumed the responsibility of Chairman and Managing Director, RVNL on 01.09.2018. Previously, he was working as Executive Director/Projects/South and was in-charge of PIUs/Chennai, Bengaluru and Rishikesh. He was looking after the prestigious projects of Rishikesh-Karnaprayag New Line	<ul style="list-style-type: none"> • Rail Vikas Nigam Limited • HSRC Infra Services Limited 	

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		<p>of Technology in Structural Engineering from Punjab Engineering College, Chandigarh in 1987.</p> <p>(Not related with any Director of the Company)</p>	<p>in Uttarakhand, Obulavaripalli-Krishnapatnam New Line in Andhra Pradesh, Doubling of Madurai Maniyachi-Tuticorin and Maniyachi-Nagarcoil in Tamil Nadu and Doubling of Hospet-Tinaighat-Vasco da Gama in Karnataka & Goa.</p> <p>He is a 1987 batch IRSE officer. After working with Indian Railways from 1989 to 2005, he has been with RVNL in the capacities of Chief Project Manager and Executive Director ever since. He has been directly responsible for commissioning of more than 800 km of New Line/Doubling/ Gauge Conversion at RVNL. He commissioned the 4.62 km "Longest Railway Bridge" in the country in record 27 months (June 2007 to September 2009) in Cochin and was responsible for construction of 7 km tunnel in a record 25 months (December 2015 to January 2018) by working from both the faces of the tunnel in Andhra Pradesh. During his leadership, Chennai/PIU received Best PIU Shield for four years and Maximum Expenditure Shield for eight years, besides shields for Best Project, Maximum Commissioning and Best S&T Commissioning.</p> <p>He completed Bachelor of Engineering in Civil Engineering from the then REC, Kurukshetra (now NIT, Kurukshetra) in 1986 and Master of Technology in Structural Engineering from Punjab Engineering College, Chandigarh in 1987.</p>		
Shri N.C. Karmali (DIN: 09103211)	27.10.1967 NIL	B.Tech(Hons) graduate in Civil Engineering from IIT Kharagpur. He is an Indian Railways Service of Engineers (IRSE) Officer from the 1990 batch.	Shri Naresh Chandra Karmali is an Indian Railways Service of Engineers (IRSE) Officer from the 1990 batch. He is a B. Tech (Hons) graduate in Civil Engineering from IIT Kharagpur. Further, he has also undergone Leader Programme in Urban Transport Planning from Korean Transport Institute, South Korea. He served Indian Railways at various reputed posts in Kolkata from May 2007 till March, 2023. Thereafter, he served as Chief Engineer / Construction, Indian Railways at Bilaspur from April, 2023 till March, 2024 for projects related to Railway Construction. He is currently working as Executive Director (Co-ord) in Railway Board, New Delhi.	<ul style="list-style-type: none"> · Rail Vikas Nigam Limited 	<ul style="list-style-type: none"> · Rail Vikas Nigam Limited ○ Audit Committee ○ Nomination and Remuneration Committee ○ Stakeholder Relationship Committee ○ Risk Management Committee

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Shri Surender Singh (DIN: 11108145)	01.03.1967 NIL	Bachelor of Commerce (B.Com) degree from Himachal Pradesh University, Shimla, and a Bachelor of Laws (LL.B.) from Garhwal University, Uttarakhand	Shri Surender Singh holds a Bachelor of Commerce (B.Com) degree from Himachal Pradesh University, Shimla, and a Bachelor of Laws (LL.B.) from Garhwal University, Uttarakhand and having specialization in providing expert consultancy on Income Tax, Goods and Services Tax (GST), and other legal and regulatory matters.	Rail Vikas Nigam Limited	<ul style="list-style-type: none"> · Rail Vikas Nigam Limited ○ Audit Committee ○ Nomination and Remuneration Committee ○ Corporate Social Responsibility Committee ○ Stakeholder Relationship Committee ○ Risk Management Committee