

<b>General information about company</b>	
Scrip code	543265
NSE Symbol	RAILTEL
MSEI Symbol	NOTLISTED
ISIN	INEoDD101019
Name of the entity	RAILTEL CORPORATION OF INDIA LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

<b>Annexure I</b>								
<b>Annexure I to be submitted by listed entity on quarterly basis</b>								
<b>I. Composition of Board of Directors</b>								
Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							Yes	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Sanjai Kumar	AJFPK0833M	06923630	Executive Director	Chairperson	MD	18-02-1968
2	Mr	Vippagunta Rama Manohara Rao	ADMPV9743N	06689335	Executive Director	Not Applicable		29-08-1970
3	Mr	Manoj Tandon	ABQPT8051R	10044053	Executive Director	Not Applicable		17-11-1967
4	Mr	Yashpal Singh Tomar	AAJPT5690F	10215386	Executive Director	Not Applicable		15-12-1969
5	Mr	Rakesh Ranjan	AFVPR7727R	09575567	Non-Executive - Nominee Director	Not Applicable		23-04-1974
6	Mr	Rameshwer Meena	AENPM5036P	10077767	Non-Executive - Nominee Director	Not Applicable		07-07-1970
7	Mr	Subhash Sharma	DSIPS7218K	05333124	Non-Executive - Independent Director	Not Applicable		28-02-1978
8	Mr	Manoharan Nallasamy	ABZPN6001G	06430322	Non-Executive - Independent Director	Not Applicable		15-06-1978

<b>I. Composition of Board of Directors</b>					
<b>Disqualification of Directors under section 164 of the Companies Act, 2013</b>					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status

1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active

### I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	NA		23-05-2018				1	0	0	0		
2	NA		27-10-2022				1	0	1	0		
3	NA		20-03-2023				1	0	0	0		
4	NA		04-07-2023				1	0	0	0		
5	NA		18-04-2022				1	0	1	0		
6	NA		17-03-2023				1	0	1	0		
7	NA		09-11-2021	09-11-2021		23	1	1	1	1		
8	NA		09-11-2021	09-11-2021		23	1	1	2	1		

### Text Block

Textual Information(1) Subsequent to appointment of Shri Yashpal Singh Tomar as Director/NPM, Shri Rakesh Ranjan who was earlier entrusted with the additional charge of the post of Director/NPM ceased to be Director/NPM of the Company w.e.f. 04/07/2023 but continuing as Part-time Govt. Nominee Director of the Company. Accordingly, his designation has been changed from Executive Director to Non-Executive Nominee Director.

### Audit Committee Details

Whether the Audit Committee has a Regular Chairperson							Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	05333124	Subhash Sharma	Non-Executive - Independent Director	Chairperson	24-12-2021			
2	06430322	Manoharan Nallasamy	Non-Executive - Independent Director	Member	12-07-2022			
3	10077767	Rameshwer Meena	Non-Executive - Nominee Director	Member	17-03-2023			

### Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson							Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	

1	05333124	Subhash Sharma	Non-Executive - Independent Director	Chairperson	24-12-2021		
2	06430322	Manoharan Nallasamy	Non-Executive - Independent Director	Member	24-12-2021		
3	10077767	Rameshwer Meena	Non-Executive - Nominee Director	Member	17-03-2023		

### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06430322	Manoharan Nallasamy	Non-Executive - Independent Director	Chairperson	24-03-2022		
2	06689335	Vippagunta Rama Manohara Rao	Executive Director	Member	10-11-2022		
3	09575567	Rakesh Ranjan	Non-Executive - Nominee Director	Member	10-11-2022		

### Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06923630	Sanjai Kumar	Executive Director	Chairperson	22-12-2020		
2	09575567	Rakesh Ranjan	Non-Executive - Nominee Director	Member	06-10-2022	04-07-2023	
3	06689335	Vippagunta Rama Manohara Rao	Executive Director	Member	27-10-2022		
4	10044053	Manoj Tandon	Executive Director	Member	20-03-2023		
5	06430322	Manoharan Nallasamy	Non-Executive - Independent Director	Member	24-12-2021		
6	08137865	Harish Chandra Batra	Chief Risk Officer	Member	22-12-2020		Textual Information(1)
7	10215386	Yashpal Singh Tomar	Executive Director	Member	04-07-2023		

### Sr Text Block

Textual Information(1) Shri Harish Chandra Batra is Chief Risk Officer and is member of the Risk Management Committee

### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06430322	Manoharan Nallasamy	Non-Executive - Independent Director	Chairperson	12-07-2022		
2	06689335	Vippagunta Rama Manohara Rao	Executive Director	Member	10-11-2022		
3	09575567	Rakesh Ranjan	Non-Executive - Nominee Director	Member	10-11-2022		

### Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
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### Annexure 1

**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	17-05-2023				Yes	7	7	2
2		09-07-2023	52		Yes	8	7	2
3		27-07-2023	17		Yes	8	7	2

**Annexure 1****IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	17-05-2023				Yes	3	3	2	0
2	Audit Committee	27-07-2023	70			Yes	3	3	2	0
3	Risk Management Committee	09-05-2023				Yes	5	4	1	1
4	Corporate Social Responsibility Committee	08-07-2023	59			Yes	3	2	1	0

**Annexure 1****V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes

3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	J S MARWAH
2	Designation	Company Secretary and Compliance Officer

Text Block	
Textual Information(1)	Regarding item at Sr. No. 1, as on 30/09/2023, Board of RCIL comprised of 8 Directors (4 Functional Directors including CMD, 2 Government Nominee Directors and 2 Independent Directors). RCIL, is a Govt. Company in terms of Section 2 (45) of the Companies Act, 2013 and in terms of Article 67 of the Articles of Association, the power to appoint Executive Directors, Non-Executive Nominee Directors, Independent Directors including Independent Woman Director vests with the President of India acting through Ministry of Railways. RCIL is continuously chasing with its Administrative Ministry i.e. Ministry of Railways for early appointment of requisite number of Independent Directors including Woman Independent Director on the Board of the Company to ensure Compliance with the provisions of Regulation 17 of the SEBI (LODR) Regulations, 2015. It is beyond the control of RCIL to appoint on its own the Independent Directors to its Board as the power to appoint Directors on the Board can only be exercised by the President of India.

Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
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Annexure III		
Sr	Name of signatory	Designation
1	J S MARWAH	Company Secretary and Compliance Officer
2		

<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
<b>II. Affirmations</b>			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Sanjai Kumar		
Designation	CEO		
Place	Delhi		
Date	17-10-2023		

**Text Block**

<b>Details of Cyber security incidence</b>	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No

<b>Signatory Details</b>	
Name of signatory	J S MARWAH
Designation of person	Company Secretary
Place	DELHI
Date	20-10-2023