

<b>General information about company</b>	
Scrip code	543265
NSE Symbol	RAILTEL
MSEI Symbol	NOTLISTED
ISIN	INE0DD101019
Name of the entity	RAILTEL CORPORATION OF INDIA LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

composition of board of directors explanatory																				
Is the listed entity has a Regular Chairperson		Yes																		
Whether Chairperson is related to MD or CEO		Yes																		
		Disqualification of Directors under section 164 of the Companies Act, 2013																		
IN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(A) 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 (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee) including this listed entity (Refer Regulation 24(1) of Listing Regulations)	No of Chairperson in Audit/ Stakeholder Committee) including this listed entity (Refer Regulation 24(1) of Listing Regulations)
8833M	06923630	Executive Director	Chairperson	MD	18-02-1968	No				Active	NA		23-05-2018				1	0	0	0
7727R	09575567	Executive Director	Not Applicable		23-04-1974	No				Active	NA		18-04-2022				1	0	2	0
9741N	06689335	Executive Director	Not Applicable		29-08-1970	No				Active	NA		27-10-2022				1	0	1	0
8051R	10044051	Executive Director	Not Applicable		17-11-1967	No				Active	NA		20-03-2023				1	0	0	0

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

**Whether the listed entity has a Regular Chairperson**

IN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg-17(A) 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 17(A) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17(A) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 28(1) of Listing Regulations)	No. of Chairperson in Statutory Committee(s) including this listed entity (Refer Regulation 28(1) of Listing Regulations)
45936P	10077767	Non-Executive - Nominee Director	Not Applicable		07-07-1970	No				Active	NA		17-03-2023			1	0	1	0	0
7218K	0533124	Non-Executive - Independent Director	Not Applicable		28-02-1978	No				Active	NA		09-11-2021	09-11-2021		17	1	1	1	1
4601G	06430322	Non-Executive - Independent Director	Not Applicable		15-06-1978	No				Active	NA		09-11-2021	09-11-2021		17	1	1	2	1
9606C	09611803	Non-Executive - Nominee Director	Not Applicable		21-04-1971	No				Active	NA		19-09-2022		30-01-2023	1	0	0	0	0

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 Nallasany	Non-Executive - Independent Director	Member	12-07-2022		
3	10077767	Rameshwer Meena	Non-Executive - Nominee Director	Member	17-03-2023		
4	09575567	Rakesh Ranjan	Executive Director	Member	08-08-2022	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		
4	09611803	Vikas Kumar Jain	Non-Executive - Nominee Director	Member	29-09-2022	30-01-2023	

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	Executive 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	Executive Director	Member	06-10-2022		
3	06689335	Vipragunta Rama Minohara Rao	Executive Director	Member	27-10-2022		
4	10044053	Mansj 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)

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



<b>Corporate Social Responsibility Committee</b>							
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	Executive 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

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	10-11-2022				Yes	6	6	2
2		31-01-2023	81		Yes	5	5	2
3		22-03-2023	49		Yes	7	6	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	10-11-2022				Yes	3	3	2	0
2	Audit Committee	31-01-2023	81			Yes	3	3	2	0
3	Risk Management Committee	22-11-2022				Yes	4	4	1	1
4	Nomination and remuneration committee	10-11-2022				Yes	3	3	2	0
5	Nomination and remuneration committee	22-03-2023	131			Yes	3	3	2	0
6	Corporate Social Responsibility Committee	31-01-2023				Yes	3	3	1	0

Annexure 1										
IV. Meeting of Committees										
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)
7	Stakeholders Relationship Committee	22-03-2023	49			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



<b>Text Block</b>	
Textual Information (1)	Regarding item at Sr. No. 1, as on 31/03/2023, Board of RCIL comprised of 7 Directors (4 Functional Directors including CMD, 1 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.

<b>Annexure II</b>			
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>			
<b>I. Disclosure on website in terms of Listing Regulations</b>			
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Details of business	Yes	
2	Terms and conditions of appointment of independent directors	Yes	
3	Composition of various committees of board of directors	Yes	
4	Code of conduct of board of directors and senior management personnel	Yes	
5	Details of establishment of vigil mechanisms/ Whistle Blower policy	Yes	
6	Criteria of making payments to non-executive directors	No	The same is disclosed in the Annual Report.
7	Policy on dealing with related party transactions	Yes	
8	Policy for determining 'material' subsidiaries	Yes	
9	Details of familiarization programmes imparted to independent directors	Yes	

Annexure II			
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)			
I. Disclosure on website in terms of Listing Regulations			
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here. Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.railtelindia.com/investor-contact-details.html">https://www.railtelindia.com/investor-contact-details.html</a>
11	email address for grievance redressal and other relevant details	Yes	<a href="https://www.railtelindia.com/email-for-grievance-redressal.html">https://www.railtelindia.com/email-for-grievance-redressal.html</a>
12	Financial results	Yes	<a href="https://www.railtelindia.com/financial-statements.html">https://www.railtelindia.com/financial-statements.html</a>
13	Shareholding pattern	Yes	<a href="https://www.railtelindia.com/shareholding-pattern.html">https://www.railtelindia.com/shareholding-pattern.html</a>
14	Details of agreements entered into with the media companies and/or their associates	NA	
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	<a href="https://www.railtelindia.com/intimation.html">https://www.railtelindia.com/intimation.html</a>
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47(1).	Yes	<a href="https://www.railtelindia.com/profile-4/other-announcement.html">https://www.railtelindia.com/profile-4/other-announcement.html</a>
18	Credit rating or revision in credit rating obtained	Yes	<a href="https://www.railtelindia.com/images/pdf/Intimation%20of%20credit%20rating%2021.02.2023.pdf">https://www.railtelindia.com/images/pdf/Intimation%20of%20credit%20rating%2021.02.2023.pdf</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://www.railtelindia.com/financial-statements.html">https://www.railtelindia.com/financial-statements.html</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://www.railtelindia.com/profile-4/disclosure-under-regulation-46-2.html">https://www.railtelindia.com/profile-4/disclosure-under-regulation-46-2.html</a>
21	Materiality Policy as per Regulation 30	Yes	<a href="https://www.railtelindia.com/board-committees-and-codes-of-policies.html">https://www.railtelindia.com/board-committees-and-codes-of-policies.html</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="https://www.railtelindia.com/board-committees-and-codes-of-policies.html">https://www.railtelindia.com/board-committees-and-codes-of-policies.html</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes	<a href="https://www.railtelindia.com/profile/about-us.html">https://www.railtelindia.com/profile/about-us.html</a>

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	No	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.
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	NA	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	NA	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	NA	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided - Add Notes				

<b>Annexure II</b>		
1	Name of signatory	J S Marwah
2	Designation	Company Secretary and Compliance Officer



Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	J S Marwah
2	Designation	Company Secretary and Compliance Officer

<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	21-04-2023		

<b>Signatory Details</b>	
Name of signatory	J S Marwah
Designation of person	Company Secretary and Compliance Officer
Place	Delhi
Date	21-04-2023

