

General information about company

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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
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**

Disclosure of notes on composition of board of directors explanatory

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	Rameshwer Meena	AENPM5036P	10077767	Non-Executive - Nominee Director	Not Applicable		07-07-1970
6	Mr	Subhash Sharma	DSIPS7218K	05333124	Non-Executive - Independent Director	Not Applicable		28-02-1978
7	Mr	Manoharan Nallasamy	ABZPN6001G	06430322	Non-Executive - Independent Director	Not Applicable		15-06-1978
8	Mr	Ranjit Kumar	AMSPK5438L	10404869	Non-Executive - Nominee Director	Not Applicable		19-11-1975

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

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)	Reason for Cessation	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	1	0			
5	NA		17-03-2023				1	0	1	0			
6	NA		09-11-2021	09-11-2021		29	1	1	1	1			
7	NA		09-11-2021	09-11-2021		29	1	1	2	1			
8	NA		15-12-2023				1	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 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	10215386	Yashpal Singh Tomar	Executive Director	Member	07-11-2023		

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	10215386	Yashpal Singh Tomar	Executive Director	Member	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)

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	10077767	Rameshwer Meena	Non-Executive - Nominee Director	Member	07-11-2023		

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		03-01-2024			Yes	8	7	2
2		24-01-2024	20		Yes	8	8	2
3		19-03-2024	54		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	26-10-2023				Yes	3	3	2	0
2	Audit Committee	24-01-2024	89			Yes	3	3	2	0
3	Corporate Social Responsibility Committee	26-10-2023				Yes	3	2	1	0
4	Corporate Social Responsibility Committee	24-01-2024	89			Yes	3	3	1	0
5	Corporate Social Responsibility Committee	02-02-2024	8			Yes	3	3	1	0
6	Nomination and remuneration committee	26-10-2023				Yes	3	3	2	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	Nomination and remuneration committee	03-01-2024	68			Yes	3	2	2	0
8	Nomination and remuneration committee	19-03-2024	75			Yes	3	3	2	0
9	Stakeholders Relationship Committee	24-01-2024				Yes	3	3	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	NA	

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

Annexure 1

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

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
1	Details of business	Yes		https://www.raibelindia.com/our-expertise/raibel-office.html
2	Terms and conditions of appointment of independent directors	Yes		https://www.raibelindia.com/terms-and-conditions-of-appointment-of-independent-directors.html
3	Composition of various committees of board of directors	Yes		https://www.raibelindia.com/board-committee.html
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.raibelindia.com/board-committees-and-codes-of-policies.html
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.raibelindia.com/profile-5/organization-structure-2.html
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		https://www.raibel.in/board-committees-and-codes-of-policies.html
8	Policy for determining 'material' subsidiaries	Yes		https://www.raibel.in/board-committees-and-codes-of-policies.html
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.raibelindia.com/familiarization-programmes-for-independent-directors.html
10	Email address for grievance redressal and other relevant details	Yes		https://www.raibelindia.com/email-for-grievance-redressal.html
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.raibelindia.com/investor-contact-details.html
12	Financial results	Yes		https://www.raibelindia.com/financial-statements.html
13	Shareholding pattern	Yes		https://www.raibelindia.com/shareholding-pattern.html
14	Details of agreements entered into with the media companies and/or their associates	NA		

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
15.1	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		https://www.railtelindia.com/intimation.html
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://www.railtelindia.com/profile-4/other-announcement.html
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.railtelindia.com/profile-4/other-announcement.html
18	Credit rating or revision in credit rating obtained	Yes		https://www.railtel.in/profile-4/other-announcement.html
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.railtelindia.com/financial-statements.html
20	Secretarial Compliance Report	Yes		https://www.railtel.in/annual-secretarial-compliance-report.html
21	Materiality Policy as per Regulation 30 (4)	Yes		https://www.railtelindia.com/board-committees-and-codes-of-policies.html
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.railtel.in/profile-4/authorized-kmp-for-disclosures-to-the-stock-exchange.html
23	Disclosures under regulation 30(8)	Yes		https://www.railtelindia.com/board-committees-and-codes-of-policies.html
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://www.railtelindia.com/board-committees-and-codes-of-policies.html
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.railtel.in/annual-return.html
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.railtelindia.com/profile-4/disclosure-under-regulation-46-2.html
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.railtelindia.com/board-committees-and-codes-of-policies.html

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(1C), 17(1D) & 17(1E)	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	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	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	Role of Nomination and Remuneration Committee	19(4)	NA	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (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.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	NA	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	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.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

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	

Annexure II

1	Name of signatory	J S Marwah
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(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) 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			
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
(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			
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)
II. Affirmations			
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	10-04-2024		

Details of Cyber security incidence		
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
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details

Name of signatory	J S MARWAH
Designation of person	Company Secretary and Compliance Officer
Place	DELHI
Date	15-04-2024

