

Ref: RailTel/Sectt/21/SE/S-16

Date: September 30, 2022



<p>लिस्टिंग विभाग नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड 'एक्सचेंज प्लाजा', सी-1, ब्लॉक जी, बांद्रा - कुर्ला कॉम्प्लेक्स, बांद्रा (ई), मुंबई - 400 051</p> <p>Listing Department, National Stock Exchange of India Limited 'Exchange Plaza', C-1, Block G, Bandra - Kurla Complex, Bandra (E), Mumbai - 400051</p> <p>Scrip Symbol- RAILTEL</p>	<p>कॉर्पोरेट संबंध विभाग, बीएसई लिमिटेड, रोटुंडा बिल्डिंग, पी जे टावर्स, दलाल स्ट्रीट, किला, मुंबई - 400 001</p> <p>Corporate Relationship Department, BSE Limited, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai - 400 001</p> <p>Scrip Code- 543265</p>
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**Sub: Proceedings of 22<sup>nd</sup> Annual General Meeting of the Company.**

Dear Sir/Madam,

This is to inform that the 22<sup>nd</sup> Annual General Meeting of the Company was held on Friday, 30<sup>th</sup> September, 2022 at 11:30 Hrs through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

2. Pursuant to requirement of Part A of Schedule III read with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of the 22<sup>nd</sup> AGM are being submitted herewith.

3. This is submitted for your information and record.

धन्यवाद,

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

जे. एस. मारवाह  
कंपनी सचिव एव अनुपालन अधिकारी  
सदस्यता संख्या – एफ सी एस 8075

संलग्न: उपरोक्त अनुसार

वितरण:- 1) सहायक कंपनी सचिव को फाइल में रखने हेतु।

2) सहायक प्रबंधक/पी.आर.ओ.को वेबसाइट पर अपलोड करने हेतु।

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड (भारत सरकार का उपक्रम)  
RailTel Corporation of India Ltd. (A Government of India Undertaking)  
CIN : L64202DL2000GOI107905

Registered & Corporate Office : Plate-A, 6th Floor, Office Block, Tower-2, East Kidwai Nagar, New Delhi - 110023  
T : +91 11 22900600, F +91 11 22900699 | Website : www.railtelindia.com

# Proceedings of the 22<sup>nd</sup> Annual General Meeting (“AGM”) of RailTel Corporation of India Limited held on 30/09/2022

[Disclosure in terms of Para A (13) of Part-A under Schedule — III of the SEBI (LODR) Regulations, 2015 and SEBI Circular CIR/CFD/CMD/4/2015 dt 09/09/2015]

The 22<sup>nd</sup> AGM of the Members of RailTel Corporation of India Limited (“RailTel”/ “the Company”) was held on Friday, the **30<sup>th</sup> September, 2022 at 11:30 Hrs (IST)** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). The brief proceedings of which are as under:-

2. Shri Sanjai Kumar, Chairman and Managing Director of the Company, Chaired the meeting. The Members joined the meeting through virtual mode. All those members present in the meeting were welcomed. The requisite quorum, as required under the provisions of the Companies Act, 2013 being present, the Chairman and Managing Director called the meeting to order.

3. The Chairman in his speech gave an overview of the performance of the Company during Financial Year 2021-22 and future plans of the Company.

4. With the permission of the Members, the Notice of the Meeting, Reports of the Directors, Statutory Auditors, Secretarial Auditors and the Comments of C&AG of India on the Financial Statements of the Company for the Financial Year 2021-22 along with Management replies thereto were taken as read.

5. The Company Secretary informed that pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, remote e-voting facility was available from 9.00 a.m. on Monday, 26<sup>th</sup> September, 2022 up to 5.00 p.m. on Thursday, 29<sup>th</sup> September, 2022. In addition, facility for e-voting was also provided during the AGM to those members who did not cast vote through remote e-voting facility.

6. Shri N. K. Sinha of M/s. Kumar Naresh Sinha & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer to scrutinize the remote e-voting process as well e-voting at AGM in a fair and transparent manner.

7. The following 5 business items, as set out in the Notice of AGM, were proposed for approval of the members:

<b>Sr. No.</b>	<b>Brief description of the Business Item</b>	<b>Type of Resolution</b>	<b>Mode of voting</b>
<b>ORDINARY BUSINESS</b>			
1.	To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2022 together with the Report of the Board of Directors and Auditors thereon and the Comments of the Comptroller & Auditor General (“C&AG”) of India thereon.	Ordinary	E-Voting
2.	To confirm the payment of Interim Dividend for the Financial Year 2021-22 and to declare the Final Dividend for the Financial Year 2021-22.	Ordinary	E-Voting

3.	To appoint a Director in place of Shri Sanjai Kumar (DIN: 06923630), Chairman & Managing Director who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	E-Voting
4.	To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors to be appointed by C&AG of India for the Financial Year 2022-23.	Ordinary	E-Voting
<b>SPECIAL BUSINESS</b>			
5.	To ratify the remuneration of the Cost Auditors for the Financial Year 2022-23.	Ordinary	E-Voting

8. Subsequent to briefing of agenda items by Company Secretary, those members who had pre-registered themselves as speaker with the Company to raise their queries/express their views were invited. Out of those pre-registered Speakers, 4 nos. of pre-registered Members spoke at the meeting and raised wide range of queries on the financials/ business operations of the Company. The Chairman responded to the queries sought by the Members which inter-alia includes performance of the Company, financial statements, future plans and initiatives taken by the Company.

9. The Company Secretary then, requested the Members to continue voting and informed that the E-voting results shall be declared after receipt of the Scrutinizer's Report from the Scrutinizer. Company Secretary also informed that the E-voting results along with the Scrutinizer's Report would be notified to stock exchanges (BSE and NSE) and would be placed on the Company's website i.e. [www.railtelindia.com](http://www.railtelindia.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within 2 working days.

10. The meeting was concluded at 12:25 Hrs with vote of thanks by Shri Anand Kumar Singh, Director (Finance). The Facility for e-voting remained open for 15 minutes after conclusion of the meeting to enable the members to cast their vote.

11. Further, it is hereby confirmed that the meeting was called, convened, held and conducted as per the provisions of the Companies Act, 2013 read with relevant circulars issued by Securities and Exchange Board of India (SEBI) and Ministry of Corporate affairs (MCA).

12. The aforesaid proceedings does not purport to the minutes of the proceedings at the said Annual General Meeting.

**For RailTel Corporation of India Limited**

**J S Marwah  
Company Secretary & Compliance Officer**

**Date: 30/09/2022  
Place: New Delhi**