

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L64202DL2000GOI107905

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCR7176C

(ii) (a) Name of the company

RAILTEL CORPORATION OF INDIA

(b) Registered office address

Plate-A, 6th Floor, Office Block, Tower-2,  
East Kidwai Nagar  
New Delhi  
South Delhi  
Delhi  
110033

(c) \*e-mail ID of the company

jsmarwah@railtelindia.com

(d) \*Telephone number with STD code

01122900600

(e) Website

www.railtelindia.com

(iii) Date of Incorporation

26/09/2000

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Union Government Company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,  
Financial District, Nanakramguda, Serilingampally

(vii) \*Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 30/09/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J5	Wired, wireless or satellite Telecommunication activities	68.59
2	J	Information and communication	J8	Other information & communication service activities	31.41

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	RAILTEL ENTERPRISES LIMITED	U74900DL2014GOI270322	Subsidiary	100

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### (i) \*SHARE CAPITAL

#### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,000,000,000	320,938,407	320,938,407	320,938,407
Total amount of equity shares (in Rupees)	10,000,000,000	3,209,384,070	3,209,384,070	3,209,384,070

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	1,000,000,000	320,938,407	320,938,407	320,938,407
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10,000,000,000	3,209,384,070	3,209,384,070	3,209,384,070

#### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

#### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

#### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			

<b>At the beginning of the year</b>	0	320,938,407	320938407	3,209,384,0	3,209,384,0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify Nil				0	0	
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify Nil				0	0	
<b>At the end of the year</b>	0	320,938,407	320938407	3,209,384,0	3,209,384,0	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

**(ii) Details of stock split/consolidation during the year (for each class of shares)**

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>
Date of registration of transfer (Date Month Year)		<input type="text"/>
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred			Amount per Share/ Debenture/Unit (in Rs.)		
Ledger Folio of Transferor					
Transferor's Name					
	Surname		middle name		first name
Ledger Folio of Transferee					
Transferee's Name					
	Surname		middle name		first name

Date of registration of transfer (Date Month Year)						
Type of transfer		1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock				
Number of Shares/ Debentures/ Units Transferred			Amount per Share/ Debenture/Unit (in Rs.)			
Ledger Folio of Transferor						
Transferor's Name						
	Surname		middle name		first name	
Ledger Folio of Transferee						
Transferee's Name						
	Surname		middle name		first name	

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

15,976,635,145

**(ii) Net worth of the Company**

15,160,214,257

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	233,785,038	72.84	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	233,785,038	72.84	0	0

**Total number of shareholders (promoters)**

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	65,679,550	20.46	0	
	(ii) Non-resident Indian (NRI)	2,270,299	0.71	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	124,481	0.04	0	



6.	Foreign institutional investors	1,717,282	0.54	0	
7.	Mutual funds	6,679,359	2.08	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,376,591	0.74	0	
10.	Others QIB, HUF, Trusts, NBFC, Clea	8,305,807	2.59	0	
	<b>Total</b>	87,153,369	27.16	0	0

**Total number of shareholders (other than promoters)**

314,048

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

314,049

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

8

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
GOLDMAN SACHS FUI	49 AVENUE JF KENNEDY LUXEMBO			889,020	0.27
WISDOMTREE EMERGI	245 PARK AVENUE 35TH FLOOR N			329,881	0.1
AURIGIN MASTER FUN	WALKERS CORPORATE LIMITED CA			189,585	0.06
SPDR S&P EMERGING I	ONE LINCOLN STREET BOSTON, M.			85,922	0.03
WISDOMTREE INDIA IN	C/O CIM GLOBAL BUSINESS 33 EDI			85,683	0.03
AMG TIMESSQUARE EI	600 STEAMBOAT ROAD SUITE 300			61,300	0.02
SOCIETE GENERALE - C	29 BOULEVARD HAUSSMANN PAR			51,053	0.02
GS INDIA EQUITY	Yorckstrasse 21 Germany			20,894	0.01

## **VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS** (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	0	1
Members (other than promoters)	0	314,048
Debenture holders	0	0

## **VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	4	2	3	3	0	0
(i) Non-Independent	4	0	3	0	0	0
(ii) Independent	0	2	0	3	0	0
<b>C. Nominee Directors representing</b>	0	2	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	2	0	1	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>4</b>	<b>4</b>	<b>3</b>	<b>4</b>	<b>0</b>	<b>0</b>

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

8

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Puneet Chawla	08303340	Managing Director	0	11/05/2022
Sanjai Kumar	06923630	Whole-time director	5,270	
Anand Kumar Singh	07018776	Whole-time director	1,000	01/10/2022
Chinnasamy Ganesan	07615862	Director	0	12/07/2022
Subhash Sharma	05333124	Additional director	0	
Manoharan Nallasamy	06430322	Additional director	0	
Vishwanath Shanker	07903588	Nominee director	0	08/08/2022
J S Marwah	AGIPM6649R	Company Secretary	5,270	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

9

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Rashmi Jain	08187234	Director	20/07/2021	Ceased to be Independent director on
Vinay Srivastava	08638850	Nominee director	23/10/2021	Ceased to be Govt. Nominee Director
Umesh Balonda	08444478	Nominee director	21/02/2022	Ceased to be Govt. Nominee Director
Avinash Madhukarrao G	09296643	Additional director	09/11/2021	Appointed as Independent Director
Ashutosh Vasant	07783222	Whole-time director	31/03/2022	Ceased to be Director on completion
Subhash Sharma	05333124	Additional director	09/11/2021	Appointed as Independent Director
Manoharan Nallasamy	06430322	Additional director	09/11/2021	Appointed as Independent Director
Vishwanath Shanker	07903588	Nominee director	13/12/2021	Appointed as Govt. Nominee Director
Avinash Madhukarrao G	09296643	Additional director	02/03/2022	Resigned from the post of Independent

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

0

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding

**B. BOARD MEETINGS**

\*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	17/06/2021	7	6	85.71
2	25/06/2021	7	6	85.71
3	16/07/2021	7	7	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
4	12/08/2021	6	6	100
5	21/09/2021	6	5	83.33
6	11/11/2021	5	5	100
7	10/01/2022	9	8	88.89
8	14/02/2022	9	8	88.89
9	24/03/2022	7	7	100

### C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Risk Management	04/06/2021	5	3	60
2	Audit Committee	25/06/2021	3	3	100
3	Nomination & Remuneration	25/06/2021	3	3	100
4	Nomination & Remuneration	07/07/2021	3	3	100
5	Audit Committee	12/08/2021	3	3	100
6	Audit Committee	21/09/2021	3	2	66.67
7	Audit Committee	11/11/2021	3	3	100
8	CSR Committee	26/11/2021	3	3	100
9	Risk Management	26/11/2021	5	5	100
10	Audit Committee	14/02/2022	3	3	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2022
								(Y/N/NA)

1	Puneet Chawla	9	9	100	2	2	100	Not Applicable
2	Sanjai Kumar	9	9	100	5	5	100	Yes
3	Anand Kumar	9	9	100	4	4	100	Yes
4	Chinnasamy G	9	9	100	9	9	100	Not Applicable
5	Subhash Shar	3	3	100	2	2	100	Yes
6	Manoharan Na	3	3	100	2	2	100	Yes
7	Vishwanath Sh	3	3	100	2	2	100	Not Applicable

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Puneet Chawla	Chairman & Mar	3,700,000	0	0	1,562,666	5,262,666
2	Ashutosh vasant	Director	5,100,000	0	0	1,221,052	6,321,052
3	Sanjai Kumar	Director (Networ	5,900,000	0	0	2,276,864	8,176,864
4	Anand Kumar Singh	Director (Financ	4,600,000	0	0	2,060,052	6,660,052
	Total		19,300,000	0	0	7,120,634	26,420,634

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	J S Marwah	Company Secre	2,500,000			871,443	3,371,443
2	Anand Kumar Singh	CFO	0	0	0	0	0
	Total		2,500,000	0	0	871,443	3,371,443

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rashmi Jain	Independent Dir	100,000	0	0	0	100,000
2	Vinay Srivastava	Part-time Govt. I	0	0	0	0	0
3	Umesh Balonda	Part-time Govt. I	0	0	0	0	0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
4	Vishwanath Shanke	Part-time Govt. I	0	0	0	0	0
5	Chinnasamy Ganes	Independent Dir	360,000	0	0	0	360,000
6	Subhash Sharma	Independent Dir	100,000	0	0	0	100,000
7	Manoharan Nallasa	Independent Dir	100,000	0	0	0	100,000
8	Avinash Madhukarra	Independent Dir	40,000	0	0	0	40,000
	Total		700,000	0	0	0	700,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

M/s. Balika Sharma & Associates

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

3222

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

**SANJAI  
KUMAR** Digitally signed by  
SANJAI KUMAR  
Date: 2022.11.19  
12:52:20 +05'30'

DIN of the director

06923630

**To be digitally signed by**

**JASMEET  
SINGH  
MARWAH** Digitally signed by  
JASMEET SINGH  
MARWAH  
Date: 2022.11.19  
12:47:41 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

8075

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

**Attach****Attach****Attach****Attach****List of attachments**

MGT-8.pdf  
Committee Meetings details.pdf

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

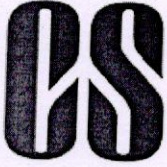


**Point IX (C)****COMMITTEE MEETINGS**

Number of Meetings held- 12

<b>S. No.</b>	<b>Type of Meeting</b>	<b>Date of Meeting</b>	<b>Total Number of members as on the date of meeting</b>	<b>Attendance</b>	
				<b>Number of members attended</b>	<b>% of attendance</b>
1.	Risk Management Committee	04/06/2021	4	4	100
2.	Audit Committee	25/06/2021	3	3	100
3.	Nomination & Remuneration Committee	25/06/2021	3	3	100
4.	Nomination & Remuneration Committee	07/07/2021	3	3	100
5.	Audit Committee	12/08/2021	3	3	100
6.	Audit Committee	21/09/2021	3	2	66.67
7.	Audit Committee	11/11/2021	3	3	100
8.	CSR Committee	26/11/2021	3	3	100
9.	Risk Management Committee	26/11/2021	5	5	100
10.	Audit Committee	14/02/2022	3	3	100
11.	Nomination & Remuneration Committee	14/02/2022	3	3	100
12.	Stakeholders Relationship Committee	30/03/2022	3	3	100

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*Balika Sharma And Associates*  
*Company Secretaries*

Address : Flat No. 211 pocket A / 3,  
Sector-7, Rohini, New Delhi,  
Pin Code -110085  
Mobile : 9811387946  
Phone: 011-27931217  
E-mail Id: [balikasharma@gmail.com](mailto:balikasharma@gmail.com)

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of  
Companies (Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **RailTel Corporation of India Limited (CIN: L64202DL2000GOI107905)** (the company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the Financial Year ended on **31<sup>st</sup> March, 2022**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made thereunder in respect of:
  1. its status under the Act;
  2. maintenance of registers/records & making entries therein within the time prescribed therefor;
  3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time.
  4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which proper notices were given and the proceedings including the resolutions passed by circulation and resolutions passed by postal ballot, if any, have been properly recorded in the Minutes Book/registers maintained for this purpose and the same have been signed.
  5. closure of Register of Members / Security holders, as the case may be; **Not Applicable**
  6. the company has not given any advances/ loans to its directors and/or persons or firms or companies referred to in section 185 of the Act;
  7. wherever applicable, the Company has complied with the provisions in relation to entering in to any contracts/arrangements with related parties as specified in section 188 of the Act;
  8. the Company has issued or allotted or buy-back securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/

GST No. : 07AMAPS9564K1ZE

Membership No. 48182







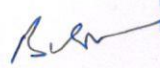
## Balika Sharma And Associates Company Secretaries

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securities and issue of security certificates in all instances. **Not Applicable**

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; - **Not Applicable**
10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act-**Wherever Applicable;**
11. signing of audited financial statements as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution/appointment/re-appointments/retirement/filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them. However, the Composition of the Board of Directors of the Company was not comprised of adequate number of Independent Directors as required under SEBI (LODR) Regulations, 2015 as applicable on the Company.
13. wherever applicable, the appointment/ reappointment of auditors are in accordance with the provisions of section 139 of the Act;
14. wherever applicable, approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act has been properly accorded;
15. there is no acceptance/ renewal/ repayment of deposits;
16. the company has not made any borrowings from directors, members, public financial institutions, banks and others and there is no creation/modification/satisfaction of charges ;
17. the company has not given any loans or guarantees or provided any security to other body corporate or persons falling under the provisions of section 186 of the Act.
18. the company has not altered its Memorandum and Articles of Association.

Place: New Delhi  
Date: 16.11.2022

Signature: 

Name of Company Secretary in practice: BALIKA SHARMA  
C.P. No.: 3222  
M.No.: 4816  
UDIN number F004816D001779050

