



RailTel/Sectt/23/SE/S-16/V-3

Dated: 21/02/2025

लिस्टिंग विभाग

नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड

'एक्सचेंज प्लाजा', सी-1, ब्लॉक जी,

बांद्रा - कुर्ला कॉम्प्लेक्स, बांद्रा (ई),

मुंबई - 400 051

Scrip Symbol- RAILTEL

Sub: Regarding clarification on Corporate Governance Report for the Quarter ended 31/12/2024

Dear Sir/Madam,

This has reference to your email dated 16/02/2025 in connection with the Corporate Governance Report submitted by the RailTel Corporation of India Limited ("**RailTel**"/ "**the Company**") to the Exchanges for the quarter ended December 31, 2024, where-in the NSE has observed that the Company has not complied with the some provisions of Regulation **17, 18, 19, 20 and 21** of the SEBI (Listing Obligation and Disclosure Requirements Regulations, 2015 ("**Listing Regulations**")

2. In this regard, we would like to submit as under that:-

i) RailTel was incorporated as Government Company on September 26, 2000 and is a Central Public Sector Enterprise ("**CPSE**") under the administrative control of the Ministry of Railways ("**MoR**"), Government of India.

ii) As per Article 67 of the Articles of Association ("**AoA**") of the Company, the President shall have powers to appoint;

(a) Full time Chairman or Part Time Chairman, full time Managing Director(s) or a full time Chairman-cum-Managing Director and other full time Directors.

(b) The Directors representing the Government of India (Govt. Nominee Directors) and

(c) Part-time Non-Official Directors/ Independent Directors

(d) The Directors appointed by the President shall hold office until removed by him or until their resignation, retirement, death or otherwise.

A copy of the relevant extract of the provisions of AoA of RCIL is attached as **Annexure-I**.

iii) The Company's shares got listed on BSE and NSE w.e.f. February 26, 2021 pursuant to an Initial Public Offering through an offer for sale by the President of India, acting through the MOR, Government of India.

iv) It may be mentioned that during the listing process also, RailTel's Board structure was not in conformity with the Corporate Governance norms and therefore exemption from SEBI was specifically sought in respect of Corporate Governance norms. The SEBI vide its

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

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letter dated December 15, 2020 had granted relaxation relating to the provisions of appointment of adequate number of Independent Directors on the Board of the Company (Copy enclosed at **Annexure-II**). The said fact was also brought to the notice of the Exchanges at the time of seeking listing approval.

v) The clarification to the observation made by NSE vide email dated 16/02/2025 are submitted here-in below:-

Sr. No.	Observation of NSE	Response of RailTel
1	<p>Provision pertaining Board Composition (Regulation 17)</p> <p>Reason:</p> <p>1.1) One third/Half of the board is not Independent</p> <p>1.2) No Woman Director on the Board</p> <p>1.3) Half of the Board is not Non-Executive</p> <p>1.4) No Woman Independent Director on the Board</p>	<p>In terms of Article 67 of AoA of the Company, the power to appoint Director(s) on the Board of the Company vest with the President of India acting through MoR, the Company has been apprising its administrative Ministry (i.e. MoR), the need for appointment of requisite number of Independent Directors including Woman Independent Director on the Board of the Company to ensure compliance with the provisions of SEBI Listing Regulations.</p> <p>The copy of reminder letter(s) sent by RailTel to MoR dated 14/08/2020, 03/03/2021, 20/05/2021, 26/07/2021, 25/08/2021, 27/12/2021, 15/02/2022, 28/02/2022, 04/04/2022, 04/05/2022, 03/06/2022, 11/07/2022, 22/08/2022, 20/09/2022, 21/10/2022, 30/11/2022, 11/01/2023, 13/02/2023, 11/03/2023, 01/05/2023, 26/06/2023, 31/07/2023, 05/09/2023, 21/10/2023, 30/11/2023, 20/12/2023, 30/01/2024, 22/02/2024, 28/03/2024, 26/04/2024, 27/05/2024, 27/06/2024, 30/07/2024, 30/08/2024, 30/09/2024, 29/10/2024, 29/11/2024, 27/12/2024 and 30/01/2025 are enclosed as Annexure-III.</p> <p>Since the appointment of requisite number of Independent Directors on the Board of the Company including Woman Independent Director is pending at the end of MoR and due to non-availability of requisite number of Independent Directors on the Board, it is beyond the control of the Company to ensure compliance with the provisions of Regulation 17 of the SEBI Listing Regulations w.r.t. requisite number of Independent Directors including Woman Independent Director.</p>
2	<p>Provisions pertaining to Audit Committee Composition (Regulation 18)</p> <p>Reason:</p> <p>2.1) Two third of the members are not Independent</p> <p>2.2) Chairperson of the Committee is not Independent</p>	<p>Subsequent to the completion of tenure of one of the Independent Director on 09/11/2024, there was no Independent Director on the Board of RailTel, the requirement of the composition of the Audit Committee did not have two thirds majority of Independent Directors and the requirement of Independent Chairperson of the Audit Committee could not met from 09/11/2024 to 31/12/2024. RailTel is a Government Company, the appointment of all directors, including Independent Directors, is made by the President of India through the Administrative Ministry as per provisions contained in the Articles of Association of the Company. Accordingly, it is beyond the control of the Company to comply with the requirement of Regulation 18 of SEBI LODR Regulations, 2015.</p>



3	<p>Provisions pertaining to Nomination and Remuneration Committee Composition (Regulation 19)</p> <p>Reason:</p> <p>3.1) All members are not Non-Executive Directors</p> <p>3.2) Two third of the members are not Independent</p> <p>3.3) Chairperson of the Committee not Independent</p>	<p>Subsequent to the completion of tenure of one of the Independent Director on 09/11/2024, there was no Independent Director on the Board of RailTel, the requirement of the composition of the Nomination and Remuneration Committee did not have two thirds majority of Independent Directors and the requirement of Independent Chairperson of the Nomination and Remuneration Committee could not met from 09/11/2024 to 31/12/2024. Since RailTel is a Government Company, the appointment of all directors, including Independent Directors, is made by the President of India through the Administrative Ministry as per provisions contained in the Articles of Association of the Company. Accordingly, it is beyond the control of the Company to comply with the requirement of Regulation 19 of SEBI LODR Regulations, 2015.</p>
4	<p>Provisions pertaining to Stakeholders Relationship Committee Composition (Regulation 20)</p> <p>Reason:</p> <p>4.1) No Independent Director on the Committee</p>	<p>Subsequent to the completion of tenure of one of the Independent Director on 09/11/2024, there was no Independent Director on the Board of RailTel, the requirement of one Independent Director as member of the Stake Committee could not met from 09/11/2024 to 31/12/2024. Since RailTel is a Government Company, the appointment of all directors, including Independent Directors, is made by the President of India through the Administrative Ministry as per provisions contained in the Articles of Association of the Company. Accordingly, it is beyond the control of the Company to comply with the requirement of Regulation 20 of SEBI LODR Regulations, 2015.</p>
5	<p>Provisions pertaining to Risk Management Committee Composition (Regulation 21)</p> <p>Reason:</p> <p>5.1) At least one member should be an Independent Director in Risk Management Committee</p>	<p>Subsequent to the completion of tenure of one of the Independent Director on 09/11/2024, there was no Independent Director on the Board of RailTel, the requirement of one Independent Director as member of the Risk Management Committee could not met from 09/11/2024 to 31/12/2024. Since RailTel is a Government Company, the appointment of all directors, including Independent Directors, is made by the President of India through the Administrative Ministry as per provisions contained in the Articles of Association of the Company. Accordingly, it is beyond the control of the Company to comply with the requirement of Regulation 21 of SEBI LODR Regulations, 2015.</p>



6	<p>Provisions pertaining to Audit Committee Meetings</p> <p>Reason:</p> <p>6.1) Quorum not met for the Audit Committee Meeting held on 28-Oct-2024</p>	<p>Subsequent to the completion of tenure of one of the Independent Directors on 09/11/2024, the composition of the Audit Committee did not have the two-thirds majority of Independent Directors during the quarter. Since there was no Independent Director on the Board of RailTel, the requirement of a quorum with at least two Independent Directors could not be met in the Audit Committee meetings held on 28-Oct-2024. However, majority of members of the Audit Committee were non-executive Directors. The fact that the Audit Committee did not have the quorum was apprised to the Committee during the meeting. The Committee noted this and expressed that as soon as more Independent Directors were appointed by the President of India, the Audit Committee should be reconstituted to include the requisite number of Independent Directors.</p> <p>Since RailTel is a Government Company, the appointment of all directors, including Independent Directors, is made by the President of India through the Administrative Ministry as per the provisions contained in the Articles of Association of the Company. Accordingly, it was beyond the control of the Company to comply with the quorum requirement in the Audit Committee meetings held on 28-Oct-2024.</p>
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3. Further, it may not be out of place to mention here that in terms of clause 3 (a) of Exchange's Policy relating to exemption of fines levied as per the provisions of SEBI SOP Circular, "in case of any non-compliance arising out of inability of the listed entity to comply on account of making any appointment to the Board of Directors/of KMPs due to pending approval for appointment of Directors/ KMP etc., from the Government (Ministry)/ Regulator/ Any Statutory Authority, Stock Exchanges may consider the proposal for granting waiver of fine levied under SOP for compliance with Listing Regulations".

4. In view of the position explained above, we request you to please take note of the above submitted facts into consideration and not to initiate any action for non-compliance of abovesaid regulations as the appointment of requisite number of Independent Directors including Woman Independent Director on the Board is beyond the control of the Company.

5. Submitted for kind consideration please.

धन्यवाद,

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए



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जे. एस. मारवाह
 कंपनी सचिव और अनुपालन अधिकारी
 सदस्यता संख्या - एफ सी एस 8075
21/02/2025
8

संलग्न: ऊपरोक्त अनुसार

3. Shri Ashok Kumar Misra
4. Shri Akhil Agarwal
5. Shri Rajendra Kashyap
6. Shri S. Balachandran

Appointment of Chairman,
Chairman-cum-Managing
Director,
Directors and their term of
office

Article 67 -

- (1) The President shall have powers to appoint;
 - (a) Full time Chairman or Part time Chairman, full time Managing Director(s) or a full time Chairman-cum-Managing Director and other full time Directors.
 - (b) The Directors representing the Government of India (Govt. Nominee Directors) and
 - (c) Part-time Non-Official Directors/ Independent Directors
 - (d) The Directors appointed by the President shall hold office until removed by him or until their resignation, retirement, death or otherwise.

Remuneration of Directors

- (2) The Directors so appointed shall be paid such fee, salary and/or allowance as the President may from time to time, determine. Subject to the provisions of the Act, such reasonable additional remuneration as may be determined by the President may be paid to any one or more of the Directors for extra or special services rendered by him or them or otherwise.

Removal of Directors

- (3) The President shall have the power to remove any Director including the Chairman, Managing Director, and the Chairman-cum-Managing Director, if any, from office at any time in his absolute discretion.

Filling of vacancies of
Directors

- (4) The President shall have the right to fill any vacancy in the office of Chairman, Chairman-cum-Managing Director, Managing Director or Director(s) caused by removal, resignation, death or otherwise, as provided in the Article 67 (1).

Retirement of Directors

- (5) The Chairman or Chairman-cum-Managing Director, the Managing Director(s) and whole time Directors shall retire on their ceasing to hold office of the Chairman or Chairman-cum-Managing Director, the Managing Director(s) and whole time Directors respectively. Non-official part-time Director shall retire on the expiry of the term of their appointment. A Director representing a Ministry of the Government of India shall retire on his ceasing to be an official of that Ministry. A retiring Director shall be eligible for reappointment.

Appointment of
Independent Directors

Article 68 –

Subject to the provisions of Section 149(6) of the Act and other Applicable Laws, the President shall have the power to appoint requisite number of Independent Directors to comply with the Act as well as Listing Regulations as amended from time to time.

- (i) Every Independent Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an Independent Director, give a declaration that he meets the criteria of independence.
- (ii) The Company and Independent Directors are required to abide by the provisions specified in Schedule IV of the Act.



Manager,
Division of Issues & Listing
Corporation Finance Department
Email: rajnishp@sebi.gov.in

Annexure-II

**भारतीय प्रतिभूति
और विनियम बोर्ड
Securities and Exchange
Board of India**

SEBI/HO/CFD/DILII/RD/RP/OW/2020/21913/1

December 15, 2020

Mr. Jasmeet Singh Marwah,
Company Secretary,
RaITel Corporation of India Limited,
Plate-A, 6th Floor, Office Block,
Tower-2, East Kidwai Nagar,
New Delhi – 110 023

Sub: Request for seeking exemption under Regulation 300 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") from compliance with paragraph (10)(F)(g)(i) of Part A of Schedule VI of the SEBI ICDR Regulations and Regulation 17 of the SEBI Listing Regulations at the time of filing of the RHP and Prospectus with the RoC and the subsequent listing of the Company.

Dear Sir,

1. This has reference to your letter dated November 17, 2020, whereby, you have *inter alia* sought exemption from compliance with the requirements under paragraph (10)(F)(g)(i) of Part A of Schedule VI of the SEBI ICDR Regulations and Regulation 17 of the SEBI Listing Regulations at the time of filing of the RHP and Prospectus with the RoC and the subsequent listing of the Company.
2. Based on circumstances of the case and the facts represented by you, it has been decided to accede to your requests (as mentioned in para 11 of your letter), subject to following conditions.
 - a. The relevant disclosures are made in the offer documents.
 - b. The Company is in compliance with all other requirements under SEBI ICDR Regulations.
3. The exemptions (as requested in para 11 of your letter) are granted only for the time till the company gets listed. Subsequent to the listing, the company shall comply with provisions of SEBI Listing Regulations.
4. The aforesaid approval is for limited purpose of undertaking the proposed IPO. Further, the approval is specific to the present case and shall not be treated as precedent.

Yours faithfully,


Rajnish Prasad



दिनांक : 20/12/2020

स. से. 4-11, "जी" ब्लॉक, नया-कुल्लू कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई - 400 042.

स. से. 4-11, "जी" ब्लॉक, नया-कुल्लू कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई - 400 042. फोन : 2644 9000 / 4045 9000 फैक्स : 2644 9012 से 2644 9022 वेब : www.sebi.gov.in

SEBI, Plot No. 64 A, G Block, Bandra India Complex, Bandra (E) Mumbai - 400 051
Tel.: 2644 9950 / 4045 9950 (VRS: 2644 9000 / 4045 9000) Fax: 2644 9019 to 2644 9022 Web: www.sebi.gov.in



14/08/2020



No. RailTel/Sectt/16/A-21

कार्यकारी निदेशक / पीएसयू,
रेल मंत्रालय,
रेलवे बोर्ड,
रेल भवन,
नई दिल्ली -110001

विषय: रेलटेल बोर्ड में स्वतंत्र निदेशकों की नियुक्ति के संबंध में।

महोदय,

This is with reference to our various earlier reminders via e-mails/letters and information furnished from time to time in relation to vacancy of Independent Director.

2. It may be brought out that as on 31/03/2020, there were four (4) Independent Directors on the Board of RailTel. Out of the said four (4) Independent Directors, the tenure of two (2) nos. of Independent Directors namely Dr. Anupam Alok and Shri Ashok Goel has completed on 01/04/2020 in terms of Railway Board letter no. 2009/PL/48/1 (Pt.3) dated 11/07/2019.

3. Since RailTel shares are proposed to be listed on the stock exchange in the upcoming IPO, we are required to ensure compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations "LODR" as well. In terms of Regulation 17(1)(b) of the SEBI (LODR) Regulations, in case of executive Chairperson at least half of the Board of Directors shall comprise of Independent Directors. The provision of the said regulation is reproduced here-in-below:-

"where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors"

4. As per the present Board structure of RailTel, there are four (4) functional Directors including one Chairman & Managing Director (Executive Chairperson) and two (2) Part-time Govt. Nominee Directors. Hence, the total nos. of non-independent Directors on the Board of RailTel are six (6). As per the requirement of the said Listing regulations, RailTel is required to have at least half of the Board i.e. total six (6) independent Directors on the Board, to ensure compliance with provision of the said Listing regulation.

5. It may be mentioned that as on date, there are only two (2) nos. of Independent Directors on the Board of the Company and therefore Company is short by four (4) nos. of independent Directors, if the requirement of listing regulation is to be considered.

.....Cont-2

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

CIN : U64202DL2000GOI107905

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Website : www.railtelindia.com



6. It may be relevant to mention here that in view of the upcoming RailTel's IPO, the Company have sought exemption from SEBI in respect of Corporate Governance norms whereby the Company had undertaken to comply with the Regulation 17(1) of the SEBI (LODR) Regulations prior to filing of Red Herring Prospectus with the Registrar of Companies. Further, the Department of Investment and Public Asset Management (DIPAM) is raising the issue for the appointment of adequate nos. of Independent Directors on the Board of the Company in the Con-call took place during IPO meeting.

7. It may be mentioned that in terms of the Article-66(1) of the Articles of Association of the Company, the power to appoint any Director including Independent Director vest with the President of India acting through Ministry of Railways.

8. In view of the position explained above, it is requested that the Ministry of Railways may expedite the process of appointing four (4) more nos. of Independent Directors on the Board of the Company to enable us to ensure compliance with the applicable provisions as brought out above.

धन्यवाद,

सादर
रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए


ज. एस. मारवाह
कंपनी सचिव



कार्यकारी निदेशक / पीएसयू,
रेल मंत्रालय,
रेलवे बोर्ड,
रेल भवन,
नई दिल्ली -110001

विषय: रेलटेल बोर्ड में स्वतंत्र निदेशकों की नियुक्ति के संबंध में।

महोदय,

This is with reference to our various earlier reminders sent via e-mails/letters and information furnished from time to time in relation to vacancy of Independent Directors.

2. It may be mentioned that as on date, there are only two (2) nos. of Independent Directors on the Board of RailTel and therefore the Company is short by four (4) nos. of Independent Directors, as per the requirement SEBI (Listing Obligations and Disclosure Requirement) Regulations "LODR".

3. Since RailTel's equity shares got listed on the Stock Exchange on 26/02/2021 by way of IPO of the Company, we are required to ensure compliance with the provisions of SEBI LODR Regulations. In terms of Regulation 17(1)(b) of the SEBI (LODR) Regulations, in case of executive Chairperson, at least half of the Board of Directors shall comprise of Independent Directors.

4. It may be relevant to mention here that during the listing process, RailTel had sought exemption from SEBI in respect of Corporate Governance norms whereby the Company had undertaken to comply with the Regulation 17(1) of the SEBI (LODR) Regulations prior to filing of Red Herring Prospectus (RHP) with the Registrar of Companies. Since RailTel do not have the adequate number of Independent Director on the Board at the time of filing RHP, the Company had again sought the exemption from SEBI. The SEBI vide its letter dated 15/12/2021 had specifically relaxed the provisions of appointment of adequate number of Independent Directors on the Board of the Company only for the time till the Company gets listed on the Stock Exchange. Post listing, if the Company do not complies with the requirement of adequate number of Independent Directors on the Board, the Company would be penalized by the Stock Exchanges/SEBI for the said non-compliance.

5. It may be mentioned that in terms of the Article-67(1) of the Articles of Association of the Company, the power to appoint any Directors including Independent Directors on the Board of the Company vest with the President of India acting through Ministry of Railways.

6. In view of the position explained above, it is requested that the Ministry of Railways may expedite the process of appointing four (4) more nos. of Independent Directors on the Board of the Company to enable us to ensure compliance with the applicable provisions of the SEBI LODR Regulations and to avoid the penalty, as brought out above.

धन्यवाद,

सादर

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए



[Signature] 03/03/2021
जे. एस. मारवाह
कंपनी सचिव

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

CIN : U64202DL2000GOI107905

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No. RailTel/Sectt/16/A-21

20/05/2021

कार्यकारी निदेशक / पीएसयू,
रेल मंत्रालय,
रेलवे बोर्ड,
नई दिल्ली -110001



विषय: रेलटेल बोर्ड में स्वतंत्र निदेशकों की नियुक्ति के संबंध में।

महोदय,

This is with reference to our various earlier reminders sent via e-mails/letters and information furnished from time to time in relation to vacancy of Independent Directors.

2. It may be mentioned that as on date, there are only two (2) nos. of Independent Directors on the Board of RailTel and therefore the Company is short by four (4) nos. of Independent Directors, as per the requirement SEBI (Listing Obligations and Disclosure Requirement) Regulations "LODR".

3. Since RailTel's equity shares got listed on the Stock Exchange on 26/02/2021 by way of IPO of the Company, we are required to ensure compliance with the provisions of SEBI LODR Regulations. In terms of Regulation 17(1)(b) of the SEBI (LODR) Regulations, in case of executive Chairperson, at least half of the Board of Directors shall comprise of Independent Directors.

4. It may be relevant to mention here that during the listing process, RailTel had sought exemption from SEBI in respect of Corporate Governance norms whereby the Company had undertaken to comply with the Regulation 17(1) of the SEBI (LODR) Regulations prior to filing of Red Herring Prospectus (RHP) with the Registrar of Companies. Since RailTel do not have the adequate number of Independent Director on the Board at the time of filing RHP, the Company had again sought the exemption from SEBI. The SEBI vide its letter dated 15/12/2021 had specifically relaxed the provisions of appointment of adequate number of Independent Directors on the Board of the Company only for the time till the Company gets listed on the Stock Exchange.

5. In our previous reminder letter dated 03/03/2021, we expressed our apprehension that post listing, the Stock Exchange would treat this non-compliance seriously and may impose heavy penalty on RailTel. As indicated, now NSE vide its letter dated 17/05/2021 (Copy placed at **Annexure-I**) has imposed fine of Rs. 1,70,000 plus GST for not complying with the requirement of Regulation 17(1) of the SEBI (LODR) Regulations, 2015.

6. It may be brought out that during 7th Separate Meeting of Independent Directors of the Company held on 22/03/2021, the existing Independent Directors desired that a reminder letter may be sent again to MoR with reference to this Independent Director's meeting for early appointment of requisite number of Independent Directors on the Board of RailTel.

7. It may be mentioned that in terms of the Article-67(1) of the Articles of Association of the Company, the power to appoint any Directors including Independent Directors on the Board of the Company vest with the President of India acting through Ministry of Railways.

8. In view of the position explained above, it is requested that the Ministry of Railways may expedite the process of appointing four (4) more nos. of Independent Directors on the Board of the Company to enable us to ensure compliance with the applicable provisions of the SEBI LODR Regulations and to avoid the penalty/fine, in future.

धन्यवाद,

सादर
रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

20/5/21

जे. एस. मारवाह
कंपनी सचिव

Encl: As above

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

CIN : U64202DL2000GOI107905

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No. RailTel/Sectt/16/A-21

26/07/2021



कार्यकारी निदेशक / पीएसयू,
रेल मंत्रालय,
रेलवे बोर्ड,
नई दिल्ली -110001

विषय: रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

महोदय,

This is in continuation of our various earlier reminders sent via e-mails/letters and information furnished from time to time in relation to vacancy of Independent Directors on the Board of RailTel Corporation of India Limited ("RailTel").

2. It may be mentioned that in terms of RB letter no. 2008/PL/48/1/(Pt.) dated 20/07/2018, three (3) years tenure of Smt. Rashmi Jain (Woman Independent Director) got completed on 19/07/2021. As on date, there is only one (1) Independent Director on the Board of RailTel and therefore, the Company is short by five (5) nos. of Independent Directors as per the requirement SEBI (Listing Obligations and Disclosure Requirement) Regulations ("LODR") and the Companies Act, 2013 ("Act"). Further, consequent upon cessation of Smt. Rashmi Jain, RailTel is required to have atleast one Independent Director on its Board to ensure compliance with the requirement of the Act and Regulation 17 of the SEBI (LODR) Regulations.

3. Since RailTel's equity shares got listed on the Stock Exchange on 26/02/2021 by way of IPO of the Company, we are required to ensure compliance with the provisions of SEBI (LODR) Regulations. In terms of Regulation 17(1)(b) of the SEBI (LODR) Regulations, in case of executive Chairperson, at least half of the Board of Directors shall comprise of Independent Directors. Further, Regulation 17(1)(a) of the SEBI (LODR) Regulations requires that RailTel being top 500 listed entity, shall have at least one Independent Woman Director on its Board. The provisions of Section 149(1) of the Act read with Rule 3 of the Companies (Appointment) and Qualification of Directors) Rules, 2014 also requires that RailTel being listed entity, shall have at least one-Woman Director on its Board.


4. It may be mentioned that in terms of the Article-67(1) of the Articles of Association of the Company, the power to appoint any Directors including Independent Directors on the Board of the Company vest with the President of India acting through Ministry of Railways.

5. In view of the position explained above, it is requested that the Ministry of Railways expedite the process of appointing other five (5) more nos. of Independent Directors including atleast One Woman Director on the Board of RailTel to enable us to ensure compliance with the provisions of Regulation 17 (1) the SEBI (LODR) Regulations and Section 149 of the Act, to avoid the penalty/fine.

धन्यवाद,

सादर

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए


ज. एस. मारवाह
कंपनी सचिव

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



कार्यकारी निदेशक / पीएसयू,
रेल मंत्रालय,
रेलवे बोर्ड,
नई दिल्ली -110001

विषय: रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

महोदय,

This is in continuation of our various earlier reminders sent via e-mails/letters and information furnished from time to time in relation to vacancy of Independent Directors on the Board of RailTel Corporation of India Limited ("RailTel").

2. It may be mentioned that in terms of RB letter no. 2008/PL/48/1/(Pt.) dated 20/07/2018, three (3) years tenure of Smt. Rashmi Jain (Woman Independent Director) got completed on 19/07/2021. As on date, there is only one (1) Independent Director on the Board of RailTel and therefore, the Company is short by five (5) nos. of Independent Directors as per the requirement SEBI (Listing Obligations and Disclosure Requirement) Regulations ("LODR") and the Companies Act, 2013 ("Act"). Further, consequent upon cessation of Smt. Rashmi Jain, RailTel is required to have atleast one woman Independent Director on its Board to ensure compliance with the requirement of the Act and Regulation 17 of the SEBI (LODR) Regulations.

3. Since RailTel's equity shares got listed on the Stock Exchange on 26/02/2021 by way of IPO of the Company, we are required to ensure compliance with the provisions of SEBI (LODR) Regulations. In terms of Regulation 17(1)(b) of the SEBI (LODR) Regulations, in case of executive Chairperson, at least half of the Board of Directors shall comprise of Independent Directors. Further, Regulation 17(1)(a) of the SEBI (LODR) Regulations requires that RailTel being top 500 listed entity, shall have at least one Independent Woman Director on its Board. The provisions of Section 149(1) of the Act read with Rule 3 of the Companies (Appointment) and Qualification of Directors) Rules, 2014 also requires that RailTel being listed entity, shall have at least one-Woman Director on its Board.

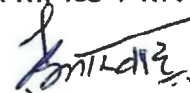
4. It may be brought out that NSE and BSE vide their letter and email dated 20/08/2021 (Copy enclosed as **Annexure-I** and **Annexure-II**, respectively) has imposed heavy fine of Rs. 9,10,000 plus GST (i.e. Rs. 4,55,000+GST, each by NSE and BSE) for not complying with the requirement of Regulation 17(1) of the SEBI (LODR) Regulations, 2015 i.e. atleast half of the Board of Directors shall comprise of Independent Directors for the quarter ended 30/06/2021.

4. It may be mentioned that in terms of the Article-67(1) of the Articles of Association of the Company, the power to appoint any Directors including Independent Directors on the Board of the Company vest with the President of India acting through Ministry of Railways.

5. In view of the position explained above, it is requested that the Ministry of Railways expedite the process of appointing other five (5) more nos. of Independent Directors including atleast One Woman Director on the Board of RailTel to enable us to ensure compliance with the provisions of Regulation 17 (1) the SEBI (LODR) Regulations and Section 149 of the Act, to avoid the penalty/fine, in future.

धन्यवाद,

सादर
रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए


जे. एस. मारवाह 25/08/21
कंपनी सचिव

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड (भारत सरकार का उपक्रम)
RailTel Corporation of India Ltd. (A Government of India Undertaking)
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No. RailTel/Sectt/16/A-21

27/12/2021

कार्यकारी निदेशक / पीएसयू,
रेल मंत्रालय,
रेलवे बोर्ड,
नई दिल्ली -110001



विषय: रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

संदर्भ:- Our letter number RailTel/Sectt/16/A-21 dated 14/08/2020, 03/03/2021, 20/05/2021, 26/07/2021 and 25/08/2021.

महोदय,

This is with reference to our above referred letters on the captioned subject.

2. It may be brought out that in our previous letter of even number dated 25/08/2021, the vacancy of Five (5) Independent Directors including One Woman Independent Director on the Board of RailTel was appraised to the Ministry of Railways ("MoR") with the request to expedite the process of appointment of Independent Directors on the Board of RailTel.

3. Subsequently, MoR vide its letter 2019/PU57/22 dated 09/11/2021 has appointed Three (3) Independent Director(s) on the Board of RailTel namely Dr. Subhash Sharma, Shri N. Manoharan and Shri Avinash Madhukarrao Ghate.

4. Considering the abovesaid appointments of Independent Directors, two more positions of Independent Directors including one-woman Independent Director are still lying vacant as per the requirement of Regulation 17(1) of the SEBI (LODR) Regulations, 2015.

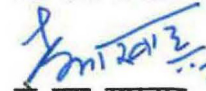
5. It may be mentioned that NSE and BSE vide their letter and email dated 22/11/2021 (Copy enclosed as **Annexure-I** and **Annexure-II**, respectively) has imposed heavy a fine of Rs. 9,20,000 plus GST (i.e. Rs. 4,60,000+GST, each by NSE and BSE) for not complying with the requirement of Regulation 17(1) of the SEBI (LODR) Regulations, 2015 i.e. atleast half of the Board of Directors shall comprise of Independent Directors including atleast One Woman Independent Director for the quarter ended 30/09/2021.

6. In terms of the Article-67(1) of the Articles of Association of the Company, the power to appoint any Directors including Independent Directors on the Board of the Company vest with the President of India acting through MoR.

7. In view of the position explained above, it is requested that the MoR may please expedite the process of appointing two (2) more nos. of Independent Directors including one-woman Independent Director on the Board of RailTel to enable us to ensure compliance with the provisions of Regulation 17 (1) the SEBI (LODR) Regulations and Section 149 of the Act, to avoid the penalty/fine, in future.

धन्यवाद,

सादर
रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए


ज. एस. मारवाह
कंपनी सचिव

संलग्न: ऊपरोक्त अनुसार

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड (भारत सरकार का उपक्रम)
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कार्यकारी निदेशक योजना (सिविल और पीएसयू)
रेल मंत्रालय,
रेलवे बोर्ड,
नई दिल्ली -110001

विषय: रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

संदर्भ:- Our letter number RailTel/Sectt/16/A-21 dated 14/08/2020, 03/03/2021, 20/05/2021, 26/07/2021, 25/08/2021 and 27/12/2021.

महोदय,

This is with reference to our above referred letters on the captioned subject.

2. It may be brought out that in our previous letter of even number dated 27/12/2021, the vacancy of Two (2) Independent Directors including One Woman Independent Director on the Board of RailTel was appraised to the Ministry of Railways ("MoR") with the request to expedite the process of appointment of Independent Directors on the Board of RailTel.
3. In terms of the Article-67(1) of the Articles of Association of the Company, the power to appoint any Directors including Independent Directors on the Board of the Company vest with the President of India acting through MoR.
4. It may be mentioned that due to non-availability of requisite number of Independent Directors including Woman Independent Director on the Board of the Company, RailTel is not able to ensure compliance with the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for which the Company may be heavily penalized by the Stock Exchanges (NSE and BSE).
5. In view of the position explained above, it is requested that the MoR may please expedite the process of appointing two (2) more nos. of Independent Directors including one-woman Independent Director on the Board of RailTel to enable us to ensure compliance with the provisions of Regulation 17 the Listing Regulations and Section 149 of the Act, to avoid the penalty/fine.

धन्यवाद,

सादर
रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए


15/02/2022

जे. एस. मारवाह
कंपनी सचिव

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड (भारत सरकार का उपक्रम)
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No. RailTel/Sectt/16/A-21

28/02/2022



कार्यकारी निदेशक योजना (सिविल और पीएसयू)

रेल मंत्रालय,

रेलवे बोर्ड,

नई दिल्ली -110001

विषय: रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

संदर्भ:- 1) Our letter number RailTel/Sectt/16/A-21 dated 14/08/2020, 03/03/2021, 20/05/2021, 26/07/2021, 25/08/2021, 27/12/2021 and 15/02/2022.

महोदय,

This is with reference to our above referred letters on the captioned subject.

2. It may be brought out that vide our letters of even number dated 27/12/2021 & 15/02/2022, the vacancy of Two (2) Independent Directors including One Woman Independent Director on the Board of RailTel was apprised to the Ministry of Railways ("MoR") with the request to expedite the process of appointment of Independent Directors on the Board of RailTel.

3. Further, in the said letter, we have also expressed our apprehension that due to non-availability of requisite number of Independent Directors including Woman Independent Director on the Board of the Company, RailTel may be heavily penalized by the Stock Exchanges (i.e. NSE and BSE) for not complying with the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As indicated above, now both the Stock Exchanges (i.e. NSE and BSE) vide their letter/email dated 21/02/2022 (Copy placed at Annexure-I & II, respectively) has individually imposed fine of Rs. 6,36,000 plus GST for not complying with the requirement of Listing Regulations. Thus, the total penalty amount of Rs. 12,72,000/- plus GST was imposed on RailTel without its fault for not having requisite number of Independent Directors including woman Independent Director on its Board.

4. It may be mentioned that in terms of the Article-67(1) of the Articles of Association of the Company, the power to appoint any Directors including Independent Directors on the Board of the Company vest with the President of India acting through MoR.

5. In view of the position explained above, it is requested that the MoR may please expedite the process of appointing two (2) more nos. of Independent Directors including one-woman Independent Director on the Board of RailTel to enable us to ensure compliance with the provisions of Regulation 17 the Listing Regulations and Section 149 of the Companies Act, 2013, to avoid any further penalty/fine in the future.

धन्यवाद,

सादर

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए



28/02/2022

जे. एस. मारवाह
कंपनी सचिव

संलग्न: उपरोक्त अनुसार

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

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No. RailTel/Sectt/16/A-21

04/04/2022



कार्यकारी निदेशक योजना (सिविल और पीएसयू)
रेल मंत्रालय,
रेलवे बोर्ड,
नई दिल्ली -110001

विषय: रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

संदर्भ:- Our letter number RailTel/Sectt/16/A-21 dated 14/08/2020, 03/03/2021, 20/05/2021, 26/07/2021, 25/08/2021, 27/12/2021, 15/02/2022 and 28/02/2022.

महोदय,

This is with reference to our above referred letters on the captioned subject.

2. It may be brought out in terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, presently, three (3) positions of Independent Directors including one (1) woman independent Director are lying vacant in RailTel.
3. In our previous reminder letter dated 28/02/2022, it was informed that both the Stock Exchanges (i.e. NSE and BSE) vide their letter/email dated 21/02/2022 has imposed total penalty amount of Rs. 12,72,000/- plus GST on RailTel for not having requisite number of Independent Directors including woman Independent Director on its Board.
4. The matter relating to appointment of adequate number of Independent Director has been discussed on various occasion in the Board and Committee meetings. Recently, the matter was also discussed in 8th Separate Meeting of Independent Directors where-in all the Independent Directors firmly resolved that a reminder be sent again to MoR for early appointment of requisite number of Independent Directors on the Board of RailTel.
5. It may be mentioned that in terms of the Article-67(1) of the Articles of Association of the Company, the power to appoint any Directors including Independent Directors on the Board of the Company vest with the President of India acting through MoR.
6. In view of the position explained above, it is requested that the MoR may please expedite the process of appointing three (3) more nos. of Independent Directors including one-woman Independent Director on the Board of RailTel to enable us to ensure compliance with the provisions of Regulation 17 the Listing Regulations and Section 149 of the Companies Act, 2013, to avoid any further penalty/fine in the future.

धन्यवाद,

सादर

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए



जे. एस. मारवाह
कंपनी सचिव

04/04/2022

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

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No. RailTel/Sectt/16/A-21

04/05/2022



कार्यकारी निदेशक योजना (सिविल और पीएसयू)
रेल मंत्रालय,
रेलवे बोर्ड,
नई दिल्ली -110001

विषय: रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

संदर्भ:- Our letter number RailTel/Sectt/16/A-21 dated 14/08/2020, 03/03/2021, 20/05/2021, 26/07/2021, 25/08/2021, 27/12/2021, 15/02/2022, 28/02/2022 and 04/04/2022.

महोदय,

This is with reference to our above referred letters on the captioned subject.

2. It may be brought out in terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, presently, three (3) positions of Independent Directors including one (1) woman independent Director are lying vacant in RailTel.
3. It may be mentioned that in terms of the Article-67(1) of the Articles of Association of the Company, the power to appoint any Directors including Independent Directors on the Board of the Company vest with the President of India acting through MoR.
4. It may be mentioned that due to non-availability of requisite number of Independent Directors including Woman Independent Director on the Board of the Company, RailTel is not able to ensure compliance with the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for which the Company may be heavily penalized by the Stock Exchanges (NSE and BSE).
5. In view of the position explained above, it is requested that the MoR may please expedite the process of appointing three (3) more nos. of Independent Directors including one-woman Independent Director on the Board of RailTel to enable us to ensure compliance with the provisions of Regulation 17 the Listing Regulations and Section 149 of the Companies Act, 2013, to avoid any further penalty/fine in the future.

धन्यवाद,

सादर
रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

जे. एस. मारवाह
कंपनी सचिव

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड (भारत सरकार का उपक्रम)
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No. RailTel/Sectt/16/A-21

03/06/2022

सचिव, रेल मंत्रालय,
रेलवे बोर्ड,
नई दिल्ली -110001

विषय: रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

संदर्भ:- Our letter number RailTel/Sectt/16/A-21 dated 14/08/2020, 03/03/2021, 20/05/2021, 26/07/2021, 25/08/2021, 27/12/2021, 15/02/2022, 28/02/2022, 04/04/2022 and 04/05/2022.

महोदय,

This is with reference to RCIL's above referred letters on the captioned subject.

2. It may be brought out that vide above referred letters, request has been made for filling up the vacancies of Three (3) Independent Directors including One Woman Independent Director on the Board of RailTel to ensure compliance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Further, in the said letter(s), it has also been expressed our apprehension that due to non-availability of requisite number of Independent Directors including Woman Independent Director on the Board of the Company, RCIL may be heavily penalized by the Stock Exchanges (i.e. NSE and BSE) for not complying with the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As indicated above, now both the Stock Exchanges (i.e. NSE and BSE) vide their letter/email dated 20/05/2022 (Copy placed at **Annexure-I & II**, respectively) has individually imposed fine of Rs. 4,50,000 plus GST for not complying with the requirement of Listing Regulations. Thus, the total penalty amount of Rs. 9,00,000/- plus GST was imposed on RailTel without its fault for not having requisite number of Independent Directors including woman Independent Director on its Board.

4. It may be mentioned that in terms of the Article-67(1) of the Articles of Association of the Company, the power to appoint any Directors including Independent Directors on the Board of the Company vest with the President of India acting through MoR.

5. In view of the position explained above, it is requested that the **MoR may please expedite the process of appointing three (3) more nos. of Independent Directors including one-woman Independent Director** on the Board of RailTel to enable the Company to ensure compliance with the provisions of Regulation 17 the Listing Regulations and Section 149 of the Companies Act, 2013, to avoid any further penalty/fine in the future.

धन्यवाद,

सादर

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

अरुणा सिंह
03/06/22
अरुणा सिंह

अध्यक्ष एवं प्रबंध निदेशक

संलग्न: उपरोक्त अनुसार

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड (भारत सरकार का उपक्रम)
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No. RailTel/Sectt/16/A-21

11/07/2022

सचिव, रेलवे बोर्ड,
रेल मंत्रालय,
नई दिल्ली -110001

विषय: रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

संदर्भ:- Our letter number RailTel/Sectt/16/A-21 dated 14/08/2020, 03/03/2021, 20/05/2021, 26/07/2021, 25/08/2021, 27/12/2021, 15/02/2022, 28/02/2022, 04/04/2022 and 04/05/2022.

महोदय,

This is with reference to RCIL's above referred letters on the captioned subject whereby the vacancies of three (3) Independent Directors including One Woman Independent Director on the Board of RailTel was apprised to the Ministry of Railways ("MoR").

2. It may be brought out that in terms of Railway Board letter no. 2009/PL/50/13/Pt. dated 11/07/2019, the tenure of Shri Chinnsamy Ganesan, Independent Director got completed on 11/07/2022. Subsequent to completion of tenure of Shri Ganesan, the position of four (4) Independent Directors including One Woman Independent Director on the Board of RailTel falls vacant which need to be filled up urgently.

3. It may be mentioned that in terms of the Article-67(1) of the Articles of Association of the Company, the power to appoint any Directors including Independent Directors on the Board of the Company vest with the President of India acting through MoR.

4. It may be relevant to mention here that due to non-availability of requisite number of Independent Directors including Woman Independent Director on the Board of the Company, RailTel is not able to ensure compliance with the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for which the RailTel is getting monetary penalty notices from the Stock Exchanges (i.e. NSE and BSE).

5. In view of the position explained above, it is requested that the **MoR may please expedite the process of appointing four (4) more nos. of Independent Directors including one-woman Independent Director** on the Board of RailTel to enable the Company to ensure compliance with the provisions of Regulation 17 the Listing Regulations and Section 149 of the Companies Act, 2013, to avoid any further penalty/fine in the future.

धन्यवाद,

सादर

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

[Handwritten signature] 11/07/22

जे. एस. मारवाह

कंपनी सचिव व अपर महाप्रबंधक (विधि)

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

No. RailTel/Sectt/16/A-21

22/08/2022



सचिव, रेलवे बोर्ड,
रेल मंत्रालय,
नई दिल्ली -110001

विषय: रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

संदर्भ:- Our letter number RailTel/Sectt/16/A-21 dated 14/08/2020, 03/03/2021, 20/05/2021, 26/07/2021, 25/08/2021, 27/12/2021, 15/02/2022, 28/02/2022, 04/04/2022, 04/05/2022, 03/06/2022 and 11/07/2022.

महोदय,

This is with reference to RCIL's above referred letter on the captioned subject. On last occasion, it was informed that Shri Chinnsamy Ganesan has ceased to be Independent Director of the Company w.e.f. 11/07/2022 and consequently the posts of Four (4) Independent Directors including One Woman Independent Director are lying vacant.

2. It may be mentioned that in terms of the Article-67(1) of the Articles of Association of the Company, the power to appoint any Director including Independent Directors on the Board of RCIL vest with the President of India acting through MoR.

3. It may be relevant to mention here that due to non-appointment of requisite number of Independent Directors including Woman Independent Director on the Board, RCIL is not able to ensure compliance with the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It may be brought out that the Stock Exchanges are quarterly reviewing the compliance status and are imposing the penalty/fine for not adhering to the compliance of Listing regulations. Thus, the Company is being penalized heavily by the Stock Exchanges (i.e. NSE and BSE) without its fault.

4. In view of the position explained above, it is once again requested that **MoR may please expedite the process for appointment of Four (4) more nos. of Independent Directors including one-woman Independent Director** on the Board of RCIL so as to ensure compliance with the provisions of Regulation 17 of the Listing Regulations and Section 149 of the Companies Act, 2013, to avoid any further penalty/fine in the future.

धन्यवाद,

सादर

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

अरुणा सिंह
22/8/22
अरुणा सिंह

अध्यक्ष एवं प्रबंध निदेशक

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड (भारत सरकार का उपक्रम)
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No. RailTel/Sectt/16/A-21

20/09/2022

कार्यकारी निदेशक योजना (सिविल और पीएसयू)

रेलवे बोर्ड,

रेल मंत्रालय,

नई दिल्ली -110001



विषय: रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

संदर्भ:- Our letter number RailTel/Sectt/16/A-21 dated 14/08/2020, 03/03/2021, 20/05/2021, 26/07/2021, 25/08/2021, 27/12/2021, 15/02/2022, 28/02/2022, 04/04/2022, 04/05/2022, 03/06/2022, 11/07/2022 and 22/08/2022.

महोदय,

This is with reference to RCIL's above referred letter on the captioned subject. On last occasion, it was informed that Shri Chinnsamy Ganesan has ceased to be Independent Director of the Company w.e.f. 11/07/2022 and consequently the posts of Four (4) Independent Directors including One Woman Independent Director are lying vacant.

2. It may be mentioned that in terms of the Article-67(1) of the Articles of Association of the Company, the power to appoint any Director including Independent Directors on the Board of RCIL vest with the President of India acting through MoR.

3. It may be relevant to mention here that due to non-appointment of requisite number of Independent Directors including Woman Independent Director on the Board, RCIL is not able to ensure compliance with the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It may be brought out that the Stock Exchanges are quarterly reviewing the compliance status and are imposing the penalty/fine for not adhering to the compliance of Listing regulations. Thus, the Company is being penalized heavily by the Stock Exchanges (i.e. NSE and BSE) without its fault.

4. In view of the position explained above, it is once again requested that **MoR may please expedite the process for appointment of Four (4) more nos. of Independent Directors including one-woman Independent Director** on the Board of RCIL so as to ensure compliance with the provisions of Regulation 17 of the Listing Regulations and Section 149 of the Companies Act, 2013, to avoid any further penalty/fine in the future.

धन्यवाद,

सादर

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

[Signature] 20/09/2022

जे. एस. मारवाह

कंपनी सचिव एवं अपर महाप्रबंधक (विधि)

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड (भारत सरकार का उपक्रम)
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No. RaiTel/Sectt/16/A-21

21/10/2022



कार्यकारी निदेशक योजना (सिविल और पीएसयू)

रेलवे बोर्ड,

रेल मंत्रालय,

नई दिल्ली -110001

विषय: रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

संदर्भ:- Our letter number RailTel/Sectt/16/A-21 dated 14/08/2020, 03/03/2021, 20/05/2021, 26/07/2021, 25/08/2021, 27/12/2021, 15/02/2022, 28/02/2022, 04/04/2022, 04/05/2022, 03/06/2022, 11/07/2022, 22/08/2022 and 20/09/2022.

महोदय,

This is with reference to RCIL's above referred letter on the captioned subject. On last occasion, it was informed that Shri Chinnsamy Ganesan has ceased to be Independent Director of the Company w.e.f. 11/07/2022 and consequently the posts of Four (4) Independent Directors including One Woman Independent Director are lying vacant.

2. It may be mentioned that in terms of the Article-67(1) of the Articles of Association of the Company, the power to appoint any Director including Independent Directors on the Board of RCIL vest with the President of India acting through MoR.

3. It may be relevant to mention here that due to non-appointment of requisite number of Independent Directors including Woman Independent Director on the Board, RCIL is not able to ensure compliance with the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It may be brought out that the Stock Exchanges are quarterly reviewing the compliance status and are imposing the penalty/fine for not adhering to the compliance of Listing regulations. Thus, the Company is being penalized heavily by the Stock Exchanges (i.e. NSE and BSE) without its fault.

4. In view of the position explained above, it is once again requested that **MoR may please expedite the process for appointment of Four (4) more nos. of Independent Directors including one-woman Independent Director** on the Board of RCIL so as to ensure compliance with the provisions of Regulation 17 of the Listing Regulations and Section 149 of the Companies Act, 2013, to avoid any further penalty/fine in the future.

धन्यवाद,

सादर

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

[Handwritten signature]
21/10/2022

जे. एस. मारवाह

कंपनी सचिव एवं अपर महाप्रबंधक (विधि)

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड (भारत सरकार का उपक्रम)
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No. RailTel/Sectt/16/A-21

30/11/2022



कार्यकारी निदेशक योजना (सिविल और पीएसयू)

रेलवे बोर्ड,

रेल मंत्रालय,

नई दिल्ली -110001

विषय:- रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

संदर्भ:- Our letter number RailTel/Sectt/16/A-21 dated 14/08/2020, 03/03/2021, 20/05/2021, 26/07/2021, 25/08/2021, 27/12/2021, 15/02/2022, 28/02/2022, 04/04/2022, 04/05/2022, 03/06/2022, 11/07/2022, 22/08/2022, 20/09/2022 and 21/10/2022.

महोदय,

This is with reference to RCIL's above referred letter on the captioned subject.

2. It may be brought out that vide above referred letters, request has been made for filling up the post of Four (4) Independent Directors including One Woman Independent Director on the Board of RCIL to ensure compliance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Further, in the said letter(s), RCIL had expressed apprehension that due to non-availability of requisite number of Independent Directors including Woman Independent Director on the Board of the Company, RCIL may be heavily penalized by the Stock Exchanges (i.e. NSE and BSE) for not complying with the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As indicated above, now both the Stock Exchanges (i.e. NSE and BSE) vide their letter/email dated 21/11/2022 (Copy placed at **Annexure-I & II**, respectively) has individually imposed fine of Rs. 4,60,000 plus GST for not complying with the requirement of Listing Regulations. Thus, the total penalty amount of Rs. 9,20,000/- plus GST was imposed on RCIL without its fault for not having requisite number of Independent Directors including woman Independent Director on its Board.



Cont...2

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड (भारत सरकार का उपक्रम)
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4. Further, RCIL has also been facing the consequences for not having requisite number of Independent Directors on the Board during MOU evaluation process (2021-22) conducted by Department of Public Enterprises (DPE) where-in negative marking of 1.2 marks may be imposed for not adhering to the Corporate Governance parameters.

5. It may be mentioned that in terms of the Article-67(1) of the Articles of Association of the Company, the power to appoint any Director including Independent Directors on the Board of RCIL vest with the President of India acting through Ministry of Railways (MoR).

6. In view of the position explained above, it is once again requested that **MoR may please expedite the process for appointment of Four (4) more nos. of Independent Directors including one-woman Independent Director** on the Board of RCIL so as to ensure compliance with the provisions of Regulation 17 of the Listing Regulations and Section 149 of the Companies Act, 2013, to avoid any further penalty/fine in the future.

7. This issues with the approval of CMD/RailTel.

धन्यवाद,

सादर

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए



[Handwritten signature]
30/11/2022

जे. एस. मारवाह

कंपनी सचिव एवं अपर महाप्रबंधक (विधि)

संलग्न: उपरोक्त अनुसार

No. RailTel/Sectt/16/A-21

11/01/2023

कार्यकारी निदेशक योजना (सिविल और पीएसयू)

रेलवे बोर्ड,

रेल मंत्रालय,

नई दिल्ली -110001

विषय:- रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

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महोदय,

This is with reference to RCIL's above referred letter on the captioned subject.

2. It may be brought out that vide above referred letters, request has been made for filling up the post of Four (4) Independent Directors including One Woman Independent Director on the Board of RCIL to ensure compliance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. It may be mentioned that in terms of the Article-67(1) of the Articles of Association of the Company, the power to appoint any Director including Independent Directors on the Board of RCIL vest with the President of India acting through MoR.

3. It may be relevant to mention here that due to non-appointment of requisite number of Independent Directors including Woman Independent Director on the Board, RCIL is not able to ensure compliance with the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It may be brought out that the Stock Exchanges are quarterly reviewing the compliance status and are imposing the penalty/fine for not adhering to the compliance of Listing regulations. Thus, the Company is being penalized heavily by the Stock Exchanges (i.e. NSE and BSE) without its fault.

4. In view of the position explained above, it is once again requested that **MoR may please expedite the process for appointment of Four (4) more nos. of Independent Directors including one-woman Independent Director** on the Board of RCIL so as to ensure compliance with the provisions of Regulation 17 of the Listing Regulations and Section 149 of the Companies Act, 2013, to avoid any further penalty/fine in the future.

धन्यवाद,

सादर

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

11/01/2023

जे. एस. मारवाह

कंपनी सचिव एवं अपर महाप्रबंधक (विधि)



रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

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13/02/2023

कार्यकारी निदेशक योजना (सिविल और पीएसयू)
रेलवे बोर्ड,
रेल मंत्रालय,
नई दिल्ली -110001

विषय:- रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

संदर्भ:- Our letter number RailTel/Sectt/16/A-21 dated 14/08/2020, 03/03/2021, 20/05/2021, 26/07/2021, 25/08/2021, 27/12/2021, 15/02/2022, 28/02/2022, 04/04/2022, 04/05/2022, 03/06/2022, 11/07/2022, 22/08/2022, 20/09/2022, 21/10/2022, 30/11/2022 and 11/01/2023.

महोदय,

This is with reference to RailTel's above referred letter on the captioned subject.

2. It may be brought out that vide above referred letters, request has been made for filling up the post of Four (4) Independent Directors including One Woman Independent Director on the Board of RailTel to ensure compliance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. It may be mentioned that in terms of the Article-67(1) of the Articles of Association of the Company, the power to appoint any Director including Independent Directors on the Board of RailTel vest with the President of India acting through Ministry of Railways ("MoR").

3. It may be relevant to mention here that due to non-appointment of requisite number of Independent Directors including Woman Independent Director on the Board, RailTel is not able to ensure compliance with the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It may be brought out that the Stock Exchanges are quarterly reviewing the compliance status and are imposing the penalty/fine for not adhering to the compliance of Listing regulations. Thus, the Company is being penalized heavily by the Stock Exchanges (i.e. NSE and BSE) without its fault.

4. In view of the position explained above, it is once again requested that **MoR may please expedite the process for appointment of Four (4) more nos. of Independent Directors including one-woman Independent Director** on the Board of RailTel so as to ensure compliance with the provisions of Regulation 17 of the Listing Regulations and Section 149 of the Companies Act, 2013, to avoid any further penalty/fine in the future.

धन्यवाद,

सादर

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

13/02/2023

जे. एस. मारबाह

कंपनी सचिव एवं अपर महाप्रबंधक (विधि)



रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

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कार्यकारी निदेशक योजना (सिविल और पीएसयू)

रेलवे बोर्ड,

रेल मंत्रालय,

नई दिल्ली -110001

विषय:- रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

संदर्भ:- Our letter number RailTel/Sectt/16/A-21 dated 14/08/2020, 03/03/2021, 20/05/2021, 26/07/2021, 25/08/2021, 27/12/2021, 15/02/2022, 28/02/2022, 04/04/2022, 04/05/2022, 03/06/2022, 11/07/2022, 22/08/2022, 20/09/2022, 21/10/2022, 30/11/2022, 11/01/2023 and 13/02/2023.

महोदय,

This is with reference to RailTel's above referred letter on the captioned subject.

2. It may be brought out that vide above referred letters, request has been made for filling up the post of Four (4) Independent Directors including One Woman Independent Director on the Board to enable RailTel to ensure compliance with the provisions of Regulation 17 of the SEBI (LODR) Regulations, 2015.

2. It may be mentioned that in terms of the Article-67(1) of the Articles of Association of the Company, the power to appoint any Director including Independent Directors on the Board of RailTel vest with the President of India acting through Ministry of Railways ("MoR").

3. It may be relevant to mention here that due to non-appointment of requisite number of Independent Directors including Woman Independent Director on the Board, RailTel is not able to ensure compliance with the provisions of Regulation 17 of the SEBI (LODR) Regulations, 2015.

4. It may be worthy to mention that in our previous reminder letter, RailTel had expressed apprehension that due to non-availability of requisite number of Independent Directors including Woman Independent Director on the Board of the Company, RailTel may be heavily penalized by the Stock Exchanges (i.e. NSE and BSE) for not complying with the



रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

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provisions of Regulation 17 of the SEBI (LODR) Regulations, 2015. As indicated above, now both the Stock Exchanges (i.e. NSE and BSE) vide their letter/email dated 21/02/2023 (Copy placed at **Annexure-I & II**, respectively) has individually imposed fine of Rs. 4,60,000 plus GST for not complying with the requirement of Listing Regulations. Thus, the total penalty amount of Rs. 9,20,000/- plus GST was imposed on RailTel without its fault for not having requisite number of Independent Directors including woman Independent Director on its Board.

5. In view of the position explained above, it is once again requested that **MoR may please expedite the process for appointment of Four (4) more nos. of Independent Directors including one-woman Independent Director** on the Board of RailTel so as to ensure compliance with the provisions of Regulation 17 of the Listing Regulations and Section 149 of the Companies Act, 2013, to avoid any further penalty/fine in the future.

धन्यवाद,

सादर
रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए



[Handwritten signature]
11/03/2023

जे. एस. मारवाह

कंपनी सचिव एवं अपर महाप्रबंधक (विधि)

संलग्न: ऊपरोक्त अनुसार

कार्यकारी निदेशक योजना (सिविल और पीएसयू)

रेलवे बोर्ड,

रेल मंत्रालय,

नई दिल्ली -110001

विषय:- रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

संदर्भ:- Our letter number RailTel/Sectt/16/A-21 dated 14/08/2020, 03/03/2021, 20/05/2021, 26/07/2021, 25/08/2021, 27/12/2021, 15/02/2022, 28/02/2022, 04/04/2022, 04/05/2022, 03/06/2022, 11/07/2022, 22/08/2022, 20/09/2022, 21/10/2022, 30/11/2022, 11/01/2023, 13/02/2023 and 11/03/2023.

महोदय,

This is with reference to RailTel's above referred letter on the captioned subject.

2. It may be brought out that vide above referred letters, request has been made for filling up the post of Four (4) Independent Directors including One Woman Independent Director on the Board to enable RailTel to ensure compliance with the provisions of Regulation 17 of the SEBI (LODR) Regulations, 2015.

3. It may be mentioned that in terms of the Article-67(1) of the Articles of Association of the Company, the power to appoint any Director including Independent Directors on the Board of RailTel vest with the President of India acting through Ministry of Railways ("MoR").

4. It may be relevant to mention here that due to non-appointment of requisite number of Independent Directors including Woman Independent Director on the Board, RailTel is not able to ensure compliance with the provisions of Regulation 17 of the SEBI (LODR) Regulations, 2015.

5. It may be worthy to mention that the matter relating to appointment of adequate number of Independent Director has been discussed on various occasion in the Board and Committee meetings. Recently, the matter was also discussed in 9th Separate Meeting of Independent Directors where-in all the Independent Directors firmly resolved that a

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

CIN : L64202DL2000GOI107905

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reminder be sent again to MoR for early appointment of requisite number of Independent Directors on the Board of RailTel.

6. In view of the position explained above, it is once again requested that **MoR may please expedite the process for appointment of Four (4) more nos. of Independent Directors including one-woman Independent Director** on the Board of RailTel so as to ensure compliance with the provisions of Regulation 17 of the Listing Regulations and Section 149 of the Companies Act, 2013; to avoid any further penalty/fine in the future.

7. This issues with the approval of CMD/RailTel.

धन्यवाद,

सादर

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए



[Handwritten signature]
01/05/2023

जे. एस. मारवाह

कंपनी सचिव एवं अपर महाप्रबंधक (विधि)

No. RailTel/Sectt/16/A-21

26/06/2023

कार्यकारी निदेशक योजना (सिविल और पीएसयू)

रेलवे बोर्ड,

रेल मंत्रालय,

नई दिल्ली -110001

विषय:- रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

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धन्यवाद,

सादर

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

[Signature]
ज. एस. मारवाह

26/06/2023

कंपनी सचिव एवं अपर महाप्रबंधक (विधि)

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम
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31/07/2023

कार्यकारी निदेशक योजना (सिविल और पीएसयू)

रेलवे बोर्ड,

रेल मंत्रालय,

नई दिल्ली -110001

विषय:- रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

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धन्यवाद,

सादर

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

31/07/2023
जे. एस. मारवाह

कंपनी सचिव एवं महाप्रबंधक (विधि)

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

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कार्यकारी निदेशक योजना (सिविल और पीएसयू)

रेलवे बोर्ड,

रेल मंत्रालय,

नई दिल्ली -110001

विषय:- रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

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धन्यवाद,

सादर

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

05/09/2023
जे. एस. मारवाहा

कंपनी सचिव एवं महाप्रबंधक (विधि)

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

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No. RailTel/Sectt/16/A-21

21/10/2023

कार्यकारी निदेशक योजना (सिविल और पीएसयू)

रेलवे बोर्ड,

रेल मंत्रालय,

नई दिल्ली - 110001

विषय:- रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

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धन्यवाद,

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

[Signature]
ज. एस. मारवाह
21/10/2023

कंपनी सचिव एवं महाप्रबंधक (विधि)

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

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कार्यकारी निदेशक योजना (सिविल और पीएसयू)
रेलवे बोर्ड,
रेल मंत्रालय,
नई दिल्ली -110001

विषय:- रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

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4. It may be relevant to mention here that due to non-appointment of requisite number of Independent Directors including Woman Independent Director on the Board, RailTel is not able to ensure compliance with the provisions of Regulation 17 of the SEBI (LODR) Regulations, 2015.
5. It may be worthy to mention that in our previous reminder letter, RailTel had expressed apprehension that due to non-availability of requisite number of Independent Directors including Woman Independent Director on the Board of the Company, RailTel may be heavily penalized by the Stock Exchanges (i.e. NSE and BSE) for not complying with the provisions of Regulation 17 of the SEBI (LODR) Regulations, 2015. As indicated above, now both the Stock Exchanges (i.e. NSE and BSE) vide their letter/email dated 21/11/2023 (Copy placed at **Annexure-I & II**, respectively) has individually imposed fine of Rs. 4,60,000 plus GST for not complying with the requirement of Listing Regulations. Thus, the total penalty amount of Rs. 9,20,000/- plus GST was imposed on RailTel without its fault for not having requisite number of Independent Directors including woman Independent Director on its Board.
5. In view of the position explained above, it is once again requested that **MoR may please expedite the process for appointment of Four (4) more nos. of Independent Directors including one-woman Independent Director** on the Board of RailTel so as to ensure compliance with the provisions of Regulation 17 of the Listing Regulations and Section 149 of the Companies Act, 2013, to avoid any further penalty/fine in the future.
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धन्यवाद,



रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

30/11/2023
जे. एस. मारवाहा

कंपनी सचिव एवं महाप्रबंधक (विधि)

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

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No. RailTel/Sectt/16/A-21

20/12/2023

कार्यकारी निदेशक योजना (सिविल और पीएसयू)

रेलवे बोर्ड,

रेल मंत्रालय,

नई दिल्ली -110001

विषय:- रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

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धन्यवाद,

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

मास्वा 3 20/12/2023

जे. एस. मारवाह

कंपनी सचिव एवं महाप्रबंधक (विधि)

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

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No. RailTel/Sectt/16/A-21

30/01/2024



कार्यकारी निदेशक/योजना (सिविल और पीएसयू)
रेलवे बोर्ड,
रेल मंत्रालय,
नई दिल्ली -110001

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धन्यवाद,

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

[Handwritten signature] 30/01/2024
जे. एस. मारवाह

कंपनी सचिव एवं महाप्रबंधक (विधि)

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

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

No. RailTel/Sectt/16/A-21

22/02/2024



कार्यकारी निदेशक/योजना (सिविल और पीएसयू)
रेलवे बोर्ड,
रेल मंत्रालय,
नई दिल्ली -110001

विषय:- रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

संदर्भ:- Our letter number RailTel/Sectt/16/A-21 dated 14/08/2020, 03/03/2021, 20/05/2021, 26/07/2021, 25/08/2021, 27/12/2021, 15/02/2022, 28/02/2022, 04/04/2022, 04/05/2022, 03/06/2022, 11/07/2022, 22/08/2022, 20/09/2022, 21/10/2022, 30/11/2022, 11/01/2023, 13/02/2023, 11/03/2023, 01/05/2023, 26/06/2023, 31/07/2023, 05/09/2023, 21/10/2023, 30/11/2023, 20/12/2023 and 30/01/2024.

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This is with reference to RailTel's above referred letter on the captioned subject.

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 4. It may be relevant to mention here that due to non-appointment of requisite number of Independent Directors including Woman Independent Director on the Board, RailTel is not able to ensure compliance with the provisions of Regulation 17 of the SEBI (LODR) Regulations, 2015. It may be brought out that the Stock Exchanges are quarterly reviewing the compliance status and are imposing the penalty/fine for not adhering to the compliance of Listing regulations. Thus, the Company is being penalized heavily by the Stock Exchanges (i.e. NSE and BSE) without its fault.
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- धन्यवाद,

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए


ज. एस. मारवाह

कंपनी सचिव एवं महाप्रबंधक (विधि)

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

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No. RailTel/Sectt/16/A-21

28/03/2024



कार्यकारी निदेशक/योजना (सिविल और पीएसयू)

रेलवे बोर्ड,

रेल मंत्रालय,

नई दिल्ली -110001

विषय:- रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

संदर्भ:- Our letter number RailTel/Sectt/16/A-21 dated 14/08/2020, 03/03/2021, 20/05/2021, 26/07/2021, 25/08/2021, 27/12/2021, 15/02/2022, 28/02/2022, 04/04/2022, 04/05/2022, 03/06/2022, 11/07/2022, 22/08/2022, 20/09/2022, 21/10/2022, 30/11/2022, 11/01/2023, 13/02/2023, 11/03/2023, 01/05/2023, 26/06/2023, 31/07/2023, 05/09/2023, 21/10/2023, 30/11/2023, 20/12/2023, 30/01/2024 and 22/02/2024.

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धन्यवाद,

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

 28/03/2024

जे. एस. मारवाह

कंपनी सचिव एवं महाप्रबंधक (विधि)

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

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No. RailTel/Sectt/16/A-21

26/04/2024



कार्यकारी निदेशक/योजना (सिविल और पीएसयू)
रेलवे बोर्ड,
रेल मंत्रालय,
नई दिल्ली-110001

विषय:- रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

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धन्यवाद,

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

[Signature] 26/04/2024
जे. एस. मारवाह

कंपनी सचिव एवं महाप्रबंधक (विधि)

[Signature]

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

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No. RailTel/Sectt/16/A-21

27/05/2024



कार्यकारी निदेशक/योजना (सिविल और पीएसयू)
रेलवे बोर्ड, रेल मंत्रालय, नई दिल्ली-110001

विषय:- रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

संदर्भ:- Our letter number RailTel/Sectt/16/A-21 dated 14/08/2020, 03/03/2021, 20/05/2021, 26/07/2021, 25/08/2021, 27/12/2021, 15/02/2022, 28/02/2022, 04/04/2022, 04/05/2022, 03/06/2022, 11/07/2022, 22/08/2022, 20/09/2022, 21/10/2022, 30/11/2022, 11/01/2023, 13/02/2023, 11/03/2023, 01/05/2023, 26/06/2023, 31/07/2023, 05/09/2023, 21/10/2023, 30/11/2023, 20/12/2023, 30/01/2024, 22/02/2024, 28/03/2024 and 26.04.2024.


महोदय,

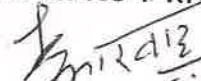
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धन्यवाद,

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए


31/6/24


27/05/2024
जे. एस. मारवाह

कंपनी सचिव एवं महाप्रबंधक

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

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No. RailTel/Sectt/16/A-21

27/06/2024



कार्यकारी निदेशक/योजना (सिविल और पीएसयू)
रेलवे बोर्ड, रेल मंत्रालय, नई दिल्ली-110001

विषय:- रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

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धन्यवाद,

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए


ज. एस. मारवाह

कंपनी सचिव एवं महाप्रबंधक

27/06/2024

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

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No. RailTel/Sectt/16/A-21

30/07/2024



कार्यकारी निदेशक/योजना (सिविल और पीएसयू)
रेलवे बोर्ड, रेल मंत्रालय, नई दिल्ली-110001

विषय:- रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

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[Signature] 30/07/24

जे. एस. मारवाह

कंपनी सचिव एवं महाप्रबंधक

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

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30/08/2024



कार्यकारी निदेशक/योजना (सिविल और पीएसयू)

रेलवे बोर्ड, रेल मंत्रालय, नई दिल्ली-110001

विषय:- रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

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धन्यवाद,

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

 30/08/2024
ज. एस. मारवाहा

कंपनी सचिव एवं महाप्रबंधक

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

CIN : L64202DL2000GOI107905

Registered & Corporate Office : Plate-A, 6th Floor, Office Block, Tower-2, East Kidwai Nagar, New Delhi - 110023
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No. RailTel/Sectt/16/A-21

30/09/2024

कार्यकारी निदेशक/योजना (सिविल और पीएसयू)

रेलवे बोर्ड, रेल मंत्रालय,

नई दिल्ली-110001

विषय:- रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

संदर्भ:- Our letter number RailTel/Sectt/16/A-21 dated 14/08/2020, 03/03/2021, 20/05/2021, 26/07/2021, 25/08/2021, 27/12/2021, 15/02/2022, 28/02/2022, 04/04/2022, 04/05/2022, 03/06/2022, 11/07/2022, 22/08/2022, 20/09/2022, 21/10/2022, 30/11/2022, 11/01/2023, 13/02/2023, 11/03/2023, 01/05/2023, 26/06/2023, 31/07/2023, 05/09/2023, 21/10/2023, 30/11/2023, 20/12/2023, 30/01/2024, 22/02/2024, 28/03/2024, 26/04/2024, 27/05/2024, 27/06/2024, 30/07/2024 and 30/08/2024

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This is with reference to RailTel's above referred letter on the captioned subject.

2. It may be brought out that vide above referred letters, we had requested for filling up the post of Four (4) Independent Directors including One Woman Independent Director on the Board to enable RailTel to ensure compliance with the provisions of Regulation 17 of the SEBI (LODR) Regulations, 2015.
3. Subsequent to the resignation of Dr Subhash Sharma, Independent Director, the vacancy of Independent Director on the Board of RailTel stand increased to Five (5) Independent Directors including one-woman Independent Director.
4. It may be mentioned that in terms of the Article-67(1) of the Articles of Association of the Company, the power to appoint any Director including Independent Directors on the Board of RailTel vest with the President of India acting through Ministry of Railways ("MoR").
5. It may be relevant to mention here that due to non-appointment of requisite number of Independent Directors including Woman Independent Director on the Board, RailTel is not able to ensure compliance with the provisions of Regulation 17 of the SEBI (LODR) Regulations, 2015. It may be brought out that the Stock Exchanges are quarterly reviewing the compliance status and are imposing the penalty/fine for not adhering to the compliance of Listing regulations. The latest fine imposed by the National Stock Exchange vide its letter no. NSE/LIST-SOP/COMB/FINES/0578 dated 21.08.2024 and Bombay Stock Exchange vide its email dated 21.08.2024 worked out to Rs. 10,73,800/-. Thus, the Company is being penalized heavily by the Stock Exchanges (i.e. NSE and BSE) without its fault. Further, the Board in its 149th BoD meeting held on 18/09/2024 had also resolved that the Ministry of Railway may kindly consider appointing requisite number of independent directors including woman director on the Board of the Company.
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धन्यवाद,

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

30/09/2024

जे. एस. मारिवाह

कंपनी सचिव एवं महाप्रबंधक

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

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जे. एस. मारवाह

कंपनी सचिव एवं महाप्रबंधक (विधि)

29/10/2024

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

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29/11/2024



कार्यकारी निदेशक/योजना (सिविल और पीएसयू)

रेलवे बोर्ड, रेल मंत्रालय, नई दिल्ली-110001

विषय:- रेलटेल बोर्ड में स्वतंत्र निदेशकों और महिला निदेशक की नियुक्ति के संबंध में।

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5. Further, due to non-compliance of provisions of regulation 18 and 19, RailTel's Board level Committees such as Audit Committee and Nomination & Remuneration Committee became dysfunctional as requirement of quorum in the meeting could not be met.

6. It may be mentioned that the latest fine imposed by the National Stock Exchange vide its letter no. NSE/LIST-SOP/COMB/FINES/1340 dated 21.11.2024 and Bombay Stock Exchange vide its email dated 21.11.2024 worked out to Rs. 15,67,040/-. Thus, the Company is being penalized heavily by the Stock Exchanges (i.e. NSE and BSE) without its fault. In the said communication, both the Stock Exchanges i.e. BSE and NSE have specifically advised to inform the Promoters (i.e. President of India acting through Ministry of Railway) about identified non-compliance/delayed compliance and to ensure compliance with respective regulation(s) and/or make the payment of fines within 15 days from the date of this notice, failing which the Exchange may initiate following actions as per Master Circular:

1. Initiate freezing of entire shareholding of the Promoters in the Company as well as in other securities held in the Demat account of the Promoters.
2. Trading in securities of your Company shall take place on 'Trade for Trade' basis, in case of consecutive defaults with Regulations 17(1), 18(1), 27(2) of Listing Regulations and Regulation 76 of Depository Regulations i.e., Shifting of trading in securities to Z Category as per Master Circular.

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

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29/11/2024

जे. एस. मारवाह

कंपनी सचिव एवं महाप्रबंधक (विधि)

4



No. RailTel/Sectt/16/A-21

27/12/2024

कार्यकारी निदेशक/योजना (सिविल और पीएसयू)

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[Handwritten signature]

27/12/2024

जे. एस. मारवाह

कंपनी सचिव एवं महाप्रबंधक (विधि)

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No. RailTel/Sectt/16/A-21

30/01/2025

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J. S. Marwah
30/01/2025

जे. एस. मारवाह

कंपनी सचिव एवं महाप्रबंधक (विधि)

X