



MEMORANDUM OF UNDERSTANDING



BETWEEN

RAILTEL CORPORATION OF INDIA LIMITED

AND

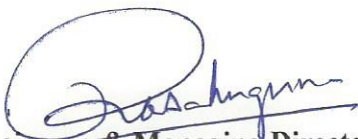
TRANSPARENCY INTERNATIONAL INDIA (TII)

1. Considering that bribery and corruption is widespread Social and Economic Crime, which undermines good governance and economic development in India and corrodes the moral fibre of our society.
2. Considering that all companies and major organizations within India share a common responsibility to combat bribery and corruption in all forms and manifestations.
3. Recognizing that achieving progress in this area requires sustained efforts not only at national level but also on individual Company or Government level.
4. Welcoming the efforts of **Transparency International India (TII)** and other non-governmental organizations as well as business organizations such as **RailTel Corporation of India Limited**.
5. **RailTel Corporation of India Limited ("RailTel")** is a premier Public Sector Organization engaged in providing telecom infrastructure through Pan-India optic fiber network on exclusive Right of Way along railway track. **RailTel** is in the forefront in providing nationwide Broadband Telecom & Multimedia Network throughout India in addition to modernization of Train operations and administration network systems. **RailTel** conducts its business in the highest ethical standards. It does business with a number of domestic and international Bidders, contractors and Vendors of goods and services (Counterparties). **RailTel** is committed to fostering the most ethical and corruption free business environment. **RailTel** values its relationship with all Counterparties and deals with them in a fair and transparent manner.
6. Integrity Pact is a tool developed by **Transparency International**, which ensures that all activities and transactions between a Company or Government Departments and their Suppliers are handled in Fair, Transparent and Corruption Free manner.
7. The Principal will appoint competent and credible Independent External Monitor (IEM) with domain knowledge. The task of the monitor is to review independently and objectively, whether and to what extent the parties comply with the obligations under this agreement.
8. **RailTel and TII** have developed attached Integrity Pact program in consultation with Central Vigilance Commission (CVC) and **RailTel** is committed to implement this Program within its Organization. Based on the experience gained in implementing the Integrity Pact Program in **RailTel** and other organizations this Program may be further refined to improve its effectiveness.
9. **RailTel** is committed to implement the Integrity Pact Program whole-heartedly both in letter and in spirit.

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10. **TII** pledges to support **RailTel** in this regard and provide it with advice and resources in its means to ensure successful implementation of Integrity pact Program and achievement of its objectives.
11. In case **RailTel** and **TII** have differences concerning the implementation of the Integrity Pact Program they undertake to resolve them through dialogue and discussion. In case, such differences cannot be resolved either party can terminate this Memorandum of Understanding by giving thirty days notice in writing to other party and make such termination public only after it has taken effect. This Memorandum of Understanding will remain in effect unless terminated according to the above provision.
12. The implementation of the Integrity pact will be reviewed and **RailTel** will provide all desired assistance to **TII**.
13. This MOU is signed at **RailTel's** office on this 5th day of December, 2014.

**For and on behalf of
RailTel Corporation of India Limited**



(Chairman & Managing Director)

Address: 143, Institutional Area, Sector-44,
Gurgaon-122003

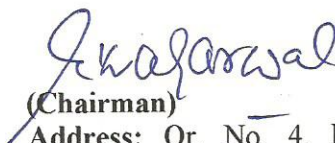
Tel: +91-124-2714000

Fax: +91-124-4236084

E-mail: cmdrailtel@railtelindia.com

Website: www.railtelindia.com

**For and on behalf of
Transparency International India**



(Chairman)

Address: Qr. No. 4, Lajpat Bhawan, Lajpat
Nagar-IV, New Delhi-110024

Tel: +91-11-26460824

Fax: +91-11-26460824

E-mail: tiindia.newdelhi@gmail.com

Website: www.transparencyindia.org