

# FORM NO. MGT-7

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



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	<input type="text" value="L64202DL2000GOI107905"/>	<input type="button" value="Pre-fill"/>						
Global Location Number (GLN) of the company	<input type="text"/>							
* Permanent Account Number (PAN) of the company	<input type="text" value="AABCR7176C"/>							
(ii) (a) Name of the company	<input type="text" value="RAILTEL CORPORATION OF INDIA"/>							
(b) Registered office address	<input type="text" value="Plate-A, 6th Floor, Office Block, Tower-2, East Kidwai Nagar NA&lt;br/&gt;New Delhi&lt;br/&gt;Delhi&lt;br/&gt;110023"/>							
(c) *e-mail ID of the company	<input type="text" value="jsmarwah@railtelindia.com"/>							
(d) *Telephone number with STD code	<input type="text" value="01122900600"/>							
(e) Website	<input type="text" value="www.railtelindia.com"/>							
(iii) Date of Incorporation	<input type="text" value="26/09/2000"/>							
(iv)	<table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Public Company</td><td>Company limited by shares</td><td>Union Government Company</td></tr></tbody></table>		Type of the Company	Category of the Company	Sub-category of the Company	Public Company	Company limited by shares	Union Government Company
Type of the Company	Category of the Company	Sub-category of the Company						
Public Company	Company limited by shares	Union Government Company						
(v) Whether company is having share capital	<input checked="" type="radio"/> Yes	<input type="radio"/> No						
(vi) *Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes	<input type="radio"/> No						

(a) Details of stock exchanges where shares are listed

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

(b) CIN of the Registrar and Transfer Agent

U67120DL1993PTC052486

Pre-fill

Name of the Registrar and Transfer Agent

BEETAL FINANCIAL AND COMPUTER SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

99,MADANGIR, B/4, LOCAL SHOPPING CENTRE,  
NEAR DADA HARSUKH DAS MANDIR

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 31/08/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J5	Wired, wireless or satellite Telecommunication activities	60.21
2	J	Information and communication	J8	Other information & communication service activities	39.79

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	RailTel Enterprises Limited	U74900DL2014GOI270322	Subsidiary	100

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

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

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

Number of classes

1

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

###### (b) Preference share capital

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

Number of classes

0

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

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

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

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

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

ISIN of the equity shares of the company

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

0

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

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

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

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

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

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

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

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

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

**Details of debentures**

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

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

0

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

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

**(i) Turnover**

19,806,721,691

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

16,364,997,835

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

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

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

**Total number of shareholders (promoters)**

1

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	61,344,364	19.11	0	
	(ii) Non-resident Indian (NRI)	2,292,591	0.71	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	4,984,869	1.55	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	3,369,639	1.05	0	
7.	Mutual funds	8,251,210	2.57	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	4,235,304	1.32	0	
10.	Others Trusts, HUF, Clearing Memk	2,675,392	0.83	0	
	<b>Total</b>	87,153,369	27.14	0	0

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

277,961

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

277,962

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

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
FLORIDA RETIREMENT	DEUTSCHE BANK AG, MUMBAI-400			1,895,200	0.59
EMERGING MARKETS S	MINDSPACE, MALAD W, MUMBAI-			242,171	0.07
ABU DHABI INVESTME	MINDSPACE, MALAD W, MUMBAI-			208,561	0.06
EMERGING MARKETS S	MINDSPACE, MALAD W, MUMBAI-			179,469	0.05
QUADRATURE CAPITA	MINDSPACE, MALAD W, MUMBAI-			128,324	0.04
ISHARES MSCI INDIA S	PLOT C-54,C-55,BKC, BANDRA-EAS			112,167	0.03
COLLEGE RETIREMENT	DEUTSCHE BANK AG, MUMBAI-400			94,951	0.03
SPDR S&P EMERGING	BLDG 3 NESCO IT PARK NESCO CC			89,028	0.03
NORTHERN TRUST CO	PLOT C-54 AND C-55,BKC,BANDRA			85,919	0.02
AMG TIMESSQUARE E	DEUTSCHE BANK AG, MUMBAI-400			52,100	0.01
ISHARES MSCI EM SMA	PLOT C-54,C-55,BKC, BANDRA-EAS			21,815	0.01
PUBLIC EMPLOYEES RI	NESCO COMPLEX, W.E. HIGHWAY,			20,254	0.01
INTEGRATED CORE ST	DEUTSCHE BANK AG, MUMBAI-400			13,311	0.01
AYUSHMAT LTD	NDAN NAGARLBS MARG,VIKHROL			10,000	0.01
STATE STREET GLOBAL	BLDG 3 NESCO IT PARK NESCO CC			198,244	0.06

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
TIMESQUARE INTERN	NESCO COMPLEX, W.E. HIGHWAY,			17,400	0.01
WISDOMTREE INDIA IN	PLOT C-54,C-55,BKC, BANDRA-EAS			725	0.01

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

Details	At the beginning of the year	At the end of the year
Promoters	0	1
Members (other than promoters)	0	277,961
Debenture holders	0	0

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

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

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

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

8

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SANJAI KUMAR	06923630	Managing Director	5,270	
RAKESH RANJAN	09575567	Whole-time director	0	
VIPPAGUNTA RAMA M	06689335	Whole-time director	0	
MANOJ TANDON	10044053	Additional director	225	
SUBHASH SHARMA	05333124	Director	0	
MANOHARAN NALLAS	06430322	Director	0	
RAMESHWER MEENA	10077767	Nominee director	0	
JASMEET SINGH MAR	AGIPM6649R	Company Secretar	5,270	

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

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
RAKESH RANJAN	09575567	Nominee director	18/04/2022	Appointed as Govt. Nominee Director
PUNEET CHAWLA	08303340	Managing Director	11/05/2022	Ceased to be Chairman & Managing
ARUNA SINGH	09602957	Managing Director	11/05/2022	Appointed as Chairman & Managing
CHINNASAMY GANES,	07615862	Director	12/07/2022	Ceased to be Independent Director
VISHWANATH SHANKI	07903588	Nominee director	08/08/2022	Ceased to be Govt. Nominee Director
VIKAS KUMAR JAIN	09611803	Nominee director	19/09/2022	Appointed as Govt. Nominee Director
ARUNA SINGH	09602957	Managing Director	23/09/2022	Ceased to be Chairman & Managing
SANJAI KUMAR	06923630	Managing Director	23/09/2022	Appointed as Chairman & Managing
ANAND KUMAR SINGH	07018776	Whole-time director	01/10/2022	Ceased to be Director/Finance
RAKESH RANJAN	09575567	Whole-time director	06/10/2022	Change in designation from Govt. No
RABINDRA NATH MISH	09050821	Additional director	07/10/2022	Appointed as Director/Finance
RABINDRA NATH MISH	09050821	Additional director	26/10/2022	Ceased to be Director/Finance
VIPPAGUNTA RAMA M	06689335	Whole-time director	27/10/2022	Appointed as Director/Finance
RAMESHWER MEENA	10077767	Nominee director	17/03/2023	Appointed as Govt. Nominee Director
VIKAS KUMAR JAIN	09611803	Nominee director	30/01/2023	Ceased to be Govt. Nominee Director
MANOJ TANDON	10044053	Additional director	20/03/2023	Appointed as Director/POM
ANAND KUMAR SINGH	AKXPS4113R	CFO	01/10/2022	Ceased to be CFO
VIPPAGUNTA RAMA M	ADMPV9743N	CFO	10/11/2022	Appointed as CFO

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

0

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

## B. BOARD MEETINGS

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	04/05/2022	8	7	87.5
2	24/05/2022	8	7	87.5
3	09/07/2022	8	6	75
4	10/08/2022	6	6	100
5	29/09/2022	6	5	83.33
6	10/11/2022	6	6	100
7	31/01/2023	5	5	100
8	22/03/2023	7	6	85.71

## C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Nomination & I	26/04/2022	3	3	100
2	Risk Managen	23/05/2022	5	4	80
3	Audit Committe	24/05/2022	3	2	66.67
4	Audit Committe	10/08/2022	3	3	100
5	CSR Committe	02/09/2022	3	3	100
6	CSR Committe	27/09/2022	3	3	100
7	Audit Committe	10/11/2022	3	3	100
8	Nomination & I	10/11/2022	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Risk Manager	22/11/2022	5	5	100
10	CSR Committee	31/01/2023	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	31/08/2023
								(Y/N/NA)
1	SANJAI KUMAR	8	8	100	4	4	100	Yes
2	RAKESH RANJAN	8	7	87.5	6	5	83.33	Yes
3	VIPPAGUNTA	3	3	100	3	3	100	Yes
4	MANOJ TANDON	1	1	100	0	0	0	Yes
5	SUBHASH SHARMA	8	7	87.5	7	7	100	Yes
6	MANOHARAN	8	8	100	12	11	91.67	Yes
7	RAMESHWER	1	1	100	1	1	100	Yes

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

Nil

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

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Puneet Chawla	Chairman & Mar	2,600,000	0	0	100,000	2,700,000
2	Aruna Singh	Chairman & Mar	0	0	0	0	0
3	Sanjai Kumar	Chairman & Mar	6,300,000	0	0	2,200,000	8,500,000
4	Rakesh Ranjan	Director/Network	0	0	0	0	0
5	Anand Kumar Singh	Director/Finance	7,300,000	0	0	1,000,000	8,300,000
6	Rabindranath Mishr	Director/Finance	0	0	0	0	0
7	Vippagunta Rama M	Director/Finance	1,600,000	0	0	500,000	2,100,000
8	Manoj Tandon	Director/Project	100,000	0	0	0	100,000
	Total		17,900,000	0	0	3,800,000	21,700,000

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	J S Marwah	Company Secre	2,800,000	0	0	500,000	3,300,000
2	Anand Kumar Singh	CFO	0	0	0	0	0
3	Vippagunta Rama M	CFO	0	0	0	0	0
	Total		2,800,000	0	0	500,000	3,300,000

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Subhash Sharma	Independent Dir	280,000	0	0	0	280,000
2	Manoharan Nallasa	Independent Dir	380,000	0	0	0	380,000
3	Rameshwer Meena	Part-time Govt. I	0	0	0	0	0
4	Rakesh Ranjan	Part-time Govt. I	0	0	0	0	0
5	Vikas Kumar Jain	Part-time Govt. I	0	0	0	0	0
6	Chinnasamy Ganes	Independent Dir	80,000	0	0	0	80,000
	Total		740,000	0	0	0	740,000

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

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

B. If No, give reasons/observations

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

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

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

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

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

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

Yes  No

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

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

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

Name

M/s. Balika Sharma & Associates

Whether associate or fellow

Associate  Fellow

Certificate of practice number

3222

**I/We certify that:**

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

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

### Declaration

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

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

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

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

#### To be digitally signed by

Director

**SANJAI KUMAR**  
Digitally signed by  
SANJAI KUMAR  
Date: 2023.10.27  
18:24:28 +05'30'

DIN of the director

#### To be digitally signed by

**JASMEET SINGH MARWAH**  
Digitally signed by  
JASMEET SINGH  
MARWAH  
Date: 2023.10.27  
18:23:48 +05'30'

- Company Secretary  
 Company secretary in practice

Membership number

Certificate of practice number

#### Attachments

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

**Attach**

**Attach**

**Attach**

**Attach**

#### List of attachments

MGT-8 RAILTEL.pdf  
Committee Meetings.pdf

**Remove attachment**

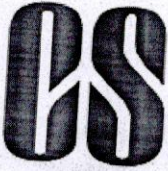
**Modify**

**Check Form**

**Prescrutiny**

**Submit**

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



**Balika Sharma And Associates**  
**Company Secretaries**

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

**Form No. MGT-8**

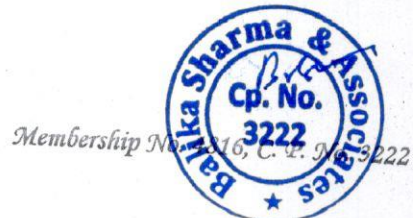
[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of  
Companies (Management and Administration) Rules, 2014]

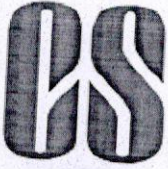
**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **RailTel Corporation of India Limited (CIN: L64202DL2000GOI107905)** (the company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the Financial Year ended on **31<sup>st</sup> March, 2023**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

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

GST No. : 07AMAP59564K1ZEE





## Balika Sharma And Associates Company Secretaries

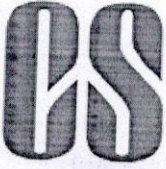
Address : Flat No. 211 pocket A /3,  
Sector-7, Rohini, New Delhi,  
Pin Code -110085  
Mobile : 9811387946  
Phone: 011-27931217  
E-mail Id: [balikasharma@gmail.com](mailto:balikasharma@gmail.com)

7. the Company has complied with the provisions in relation to entering in to any contracts/arrangements with related parties as specified in section 188 of the Act;
8. the Company has issued or allotted or buy-back securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances. **Not Applicable**
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; - **Not Applicable**
10. there is declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. signing of audited financial statements as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution/appointment/re-appointments/retirement/filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them. However, the Composition of the Board of Directors of the Company was not comprised of adequate number of Independent Directors and independent woman director as required under SEBI (LODR) Regulations, 2015 as applicable on the Company. The Company kept on following up the matter with its administrative ministry i.e. Ministry of Railways for early appointment of requisite number of Independent Directors including Woman Independent Director on the Board.
13. wherever applicable the appointment/ reappointment of auditors are in accordance with the provisions of section 139 of the Act;
14. wherever applicable, approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act has been properly accorded;
15. there is no acceptance/ renewal/ repayment of deposits;
16. the company has not made any borrowings from directors, members, public financial institutions, banks and others and there is no creation/modification/satisfaction of charges ;

GST No. : 07AJMAPS9564K1ZE



Membership No. 4816, C. P. No. 3222




*Balika Sharma And Associates*  
*Company Secretaries*

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

17. the company has not given any loans or guarantees or provided any security to other body corporate or persons falling under the provisions of section 186 of the Act.
18. the company has not altered its Memorandum and Articles of Association.

Place: New Delhi  
Date: 09.10.2023

Signature:   
Name of Company Secretary in practice: BALIKA SHARMA  
C.P. No.: 3222  
M.No.: 4816  
UDIN number: F004816E001223101



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

Number of Meetings held-

<b>Sr. No.</b>	<b>Type of Meeting</b>	<b>Date of Meeting</b>	<b>Total Number of members as on the date of meeting</b>	<b>Attendance</b>	
				<b>Number of members attended</b>	<b>% of attendance</b>
1.	Nomination & Remuneration Committee	26/04/2022	3	3	100
2.	Risk Management Committee	23/05/2022	5	4	80
3.	Audit Committee	24/05/2022	3	2	66.67
4.	Audit Committee	10/08/2022	3	3	100
5.	CSR Committee	02/09/2022	3	3	100
6.	CSR Committee	27/09/2022	3	3	100
7.	Audit Committee	10/11/2022	3	3	100
8.	Nomination & Remuneration Committee	10/11/2022	3	3	100
9.	Risk Management Committee	22/11/2022	5	5	100
10.	CSR Committee	31/01/2023	3	3	100
11.	Audit Committee	31/01/2023	3	3	100
12.	Stakeholders Relationship Committee	22/03/2023	3	2	66.67
13.	Nomination & Remuneration Committee	22/03/2023	3	3	100

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