

RailTel/Seckt/21/SE/S-16

Date: May 29, 2023

लिस्टिंग विभाग, नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड, 'एक्सचेंज प्लाजा', सी-1, ब्लॉक जी, बांद्रा - कुर्ला कॉम्प्लेक्स, बांद्रा (ई), मुंबई - 400 051	कॉर्पोरेट संबंध विभाग, बीएसई लिमिटेड, रोटुंडा बिल्डिंग, पी जे टावर्स, दलाल स्ट्रीट, किला, मुंबई - 400 001
Listing Department, National Stock Exchange of India Limited 'Exchange Plaza', C-1, Block G, Bandra - Kurla Complex, Bandra (E), Mumbai - 400051	Corporate Relationship Department, BSE Limited, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai - 400 001
Script Symbol- RAILTEL	Script Code- 543265

Sub: Submission of voting results of Meetings convened by Ministry of Corporate Affairs of the Equity Shareholders and Unsecured Creditors along with report of the Scrutinizer.

Ref:- Our Letter of even no. dated 24/04/2023 and 26/05/2023.

Dear Sir/Madam,

In continuation of our above referred letter(s), we are submitting herewith the following documents:-

- Voting Results of meeting of the equity shareholders in format prescribed under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Annexure-I**).
- Scrutinizer's Report on the meeting of the equity shareholders and unsecured creditors (**Annexure-II** and **Annexure-III**, respectively).

2. The voting results and report of Scrutinizer are also available on the website of the company at www.railtelindia.com.

3. This is submitted for your information and record.

धन्यवाद,

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

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

संलग्न: ऊपरोक्त अनुसार

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

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

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

CIN : L64202DL2000GOI107905

Registered & Corporate Office : Plate-A, 6th Floor, Office Block-2, East Kidwai Nagar, New Delhi-110023,
T : +91 11 22900615, F : +91 11 22900699
Website : www.railtelindia.com

Annexure-I

RAILTEL CORPORATION OF INDIA LIMITED

Voting result of the MCA Convened meeting of the equity shareholders of the Company held on May 26, 2023

Date of MCA Convened meeting of equity shareholders	26-May-23
Total No. of shareholders as on Record Date (19/05/2023)	285771
No of shareholders present in the meeting either in person or through proxy: Promoters and Promoters Group Public	NA
No of shareholders attended the meeting through Video Conferencing Promoters and Promoters Group Public	66

Detail of the Agenda:

Item No. 1	To approve the Scheme of Amalgamation between RailTel Enterprises Limited and RailTel Corporation of India Limited and their respective shareholders and creditors.							
Resolution required: (Ordinary/ Special)	Requisite Special majority							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	233785038	233785038	100.00	233785038	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	233785038	233785038	100.0000	233785038	0	100.0000	0.0000
Public - Institutional holders	E-Voting	12431856	11864316	95.4348	11864316	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	12431856	11864316	95.4348	11864316	0	100.0000	0.0000
Public - Non Institutional holders	E-Voting	74721513	211359	0.2829	207965	3394	98.3942	1.6058
	Poll		5431	0.0073	5431	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	74721513	216790	0.2901	213396	3394	98.4344	1.5656
G-TOTAL		320938407	245866144	76.6085	245862750	3394	99.9986	0.0014

SCRUTINIZER'S REPORT

[Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended]

And

[Pursuant to the directions of MCA, in Application No. 24/1/2023-CL-III]

To,

Shri Sandeep Jain
Executive Director/Planning (Civil & PSU), Railway Board
Chairperson appointed for the meeting

Dear Sir,

Ref.: In the matter of Scheme of Amalgamation ("Scheme") between M/s. RailTel Enterprises Limited ("Transferor Company") and M/s. RailTel Corporation of India Limited ("Transferee Company") and their respective shareholders and creditors.

Sub.: Scrutinizer's Report on Remote e-voting and e-voting at the meeting of Equity Shareholders of M/s. RailTel Corporation of India Limited convened as per the directions of the Ministry of Corporate Affairs ("MCA") and pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Companies, Arrangements and Amalgamation) Rules, 2016

I, Naresh Kumar Sinha, Practicing Company Secretary represented by Shri Suman Kumar Verma, Associate of Kumar Naresh Sinha & Associates, Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of **RailTel Corporation of India Limited ("Transferee Company")** as per the directions of the Ministry of Corporate Affairs ("MCA") and pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Companies, Arrangements and Amalgamation) Rules, 2016 and the Listing Regulations, to scrutinize the remote e-voting process held between **Monday, 22nd May, 2023 at 09:00 Hrs (IST) to Thursday, 25th May, 2023 at 17:00 Hrs (IST)** and e-voting during the meeting.

The Notice of the Meeting, explanatory statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the Scheme and the other annexures as indicated in the Index were sent to all the equity shareholders as on 14th April, 2023 whose name appears as members/beneficial in the records of the Transferee Company/ Depositories through electronic mode to the equity shareholders whose e-mail IDs are registered with the Transferee Company/Depositories and through Registered post/Speed Post, physically, to the equity shareholders whose email IDs are not registered with the Transferee Company/Depositories.



The quorum of the meeting of the shareholders of the transferee company shall be in accordance with the provisions as contained in the Companies Act, 2013.

In accordance with the provisions of sections 230 to 232 of the Companies Act, 2013, the Scheme shall be considered approved by the equity shareholders only, if the scheme is approved by majority in number representing three fourth in value of the equity shareholders of transferee company who voted during the meeting or by way of remote e-voting.

The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting and e-voting during the meeting of the shareholders of the Company.

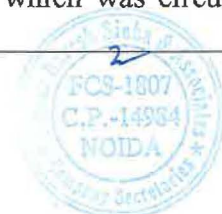
The Shareholders of the Company holding shares as on the "cut-off" date i.e., **Friday, 19th May 2023**, were entitled to vote on the proposed resolution as set out in the Notice of the meeting of Shareholders of **RailTel Corporation of India Limited ("Transferee Company")**.

The Company has also provided the facility of E-voting during the meeting only to such members who have participated in the meeting through VC/OVAM and who had not cast their vote through remote E-voting period.

The voting period for remote e-voting commenced on **Monday, 22nd May, 2023 (09:00 Hrs) and ended on Thursday, 25th May, 2023 (17:00 Hrs) IST** and after the fifteen minutes of conclusion of the meeting, the NSDL e-voting platform was blocked thereafter votes cast through remote e-voting and e-voting during the meeting of the Company, were then unblocked in the presence of the two witnesses not being in the employment of the Company. Their confirmation in writing is attached as Annexure-A.

We have scrutinized and reviewed the remote e-voting and e-voting during the meeting and based on the voting results of the remote e-voting and e-voting conducted during the shareholders meeting of the Company, as downloaded from NSDL portal, the consolidated results of Remote e-voting and e-voting during the Meeting is as under:

Subject Matter of Resolution	"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications issued thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the circulars and notifications issued thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to the provisions of the Memorandum and Articles of Association of the M/s. RailTel Corporation of India Limited ("Transferee Company") and subject to the approval of Ministry of Corporate Affairs ("MCA") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the Parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the MCA or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Transferee Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Amalgamation of M/s. RailTel Enterprises Limited with M/s. RailTel Corporation of India Limited ("Scheme") and their respective shareholders and creditors, which was circulated along with this Notice, be and is hereby approved.
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RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by MCA while sanctioning the Scheme or by any authorities under law, including but not limited to passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, and to settle any question, difficulty or doubt that may arise in respect of Scheme, without being required to seek any further consent or approval of the Unsecured Creditors of the Transferee Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Particulars	Remote e-Votes		Voting at meeting		Total		Percentage %
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	
Assent	583	245857319	13	5431	596	245862750	99.998
Dissent	18	3394	-	-	18	3394	0.001
Total	601	245860713	13	5431	614	245866144	100
Abstain	-	-	-	-	-	-	-

Based on the aforesaid result, I report that the Resolution as contained in the Notice dated 21st April 2023, has been passed with requisite majority.

The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Chairman/Company Secretary, for preserving safely.

The Company may accordingly declare the results of voting, as required.

**For Kumar Naresh Sinha & Associates
Company Secretaries**



(Suman Kumar Verma, FCS)

Associate

PR: 610/2019

FCS: 7409; CP No.: 24902

UDIN: F007409E000393531



Handwritten signature of Chairperson
Countersigned by: 29/5/23

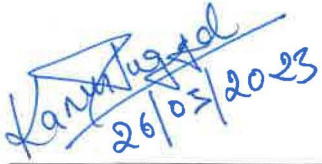
Chairperson appointed for the Meeting

Annexure -A

1. The e-votes cast through Remote e-voting on the resolutions stated in the notice dated **21st April, 2023** of the Meeting of Shareholders of **RailTel Corporation of India Limited ("Transferee Company")** held on May 26, 2023, at 11:30 Hours IST through Video Conferencing (VC)/Other Audio Visual Means (OAVM) were unblocked in our presence.

2. We are not in the employment of the Company.

Witnesses:


26/05/2023

(Ms. Kannu Duggal)


26/05/23

(Shri Mukesh Mishra)



SCRUTINIZER'S REPORT

[Pursuant to the MCA order dated March 20th, 2023 passed under Company Application bearing no. 24/1/2023-CL-III, in the matter of scheme of amalgamation of RailTel Corporation of India Limited with and into the Transferor Company and their shareholders and creditors under section 230 to 232 of the Companies Act, 2013]

To,
Shri Sandeep Jain,
Executive Director/Planning (Civil & PSU), Railway Board,
Chairperson appointed for the meeting
M/s RailTel Corporation of India Limited

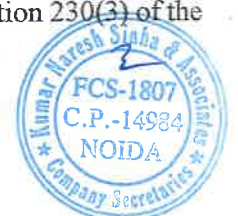
Sub.: Scrutinizer's Report on the result of voting conducted at the meeting of unsecured creditors of RailTel Corporation of India Limited ("Transferee Company"), pursuant to the Order dated March 20th, 2023 passed by Ministry of Corporate Affairs under Company Application bearing no. 24/1/2023-CL-III, in the matter of scheme of amalgamation of RailTel Enterprises Limited with and into the Transferee Company and their shareholders and creditors under section 230 to 232 of the Companies Act, 2013 ("Act")

I, Naresh Kumar Sinha, Practising Company Secretary, represented by Shri Suman Kumar Verma, Associate of Kumar Naresh Sinha and Associates, have been appointed as the Scrutinizer by Company for the purpose of scrutinizing the votes cast by the unsecured creditors of the Company in the meeting convened in the matter of Scheme of Amalgamation of RailTel Enterprises Limited with and into RailTel Corporation of India Limited and their shareholders and creditors.

The aforesaid meeting of unsecured creditors was convened on Friday, May 26th, 2023 at 12:30 Hrs. (IST) at the corporate office of the Company situated at Plate-A, 6th Floor, Office Block, Tower-2, East Kidwai Nagar, New Delhi-110023.

Further, I do hereby submit as follows:

1. The Transferee Company had provided the facility of voting through polling so as to enable the unsecured creditors to consider and approve the Scheme.
2. My responsibility as a Scrutinizer is to ensure compliance with the requirements of the Act for the voting process and is restricted to make a Scrutinizers Report of the total votes cast in favour and against including the details of invalid votes, if any, on the resolution contained in the notice of the aforesaid meeting.
3. That pursuant to the aforesaid order the meeting of the unsecured creditors of the Company whose value of debt exceeds Rs. 10,00,000/- (Rupees Ten Lakhs only) as of the cut-off date i.e., September 30 2022, was convened.
4. As confirmed by the Company, the notice dated April 21st, 2023, for convening the meeting of the unsecured creditors, along with (i) copy of scheme; (ii) explanatory statement under section 230(3) of the



Act; (iii) other requisite disclosures/documents as prescribed under rule 6 of Companies (Compromises, Arrangements Amalgamations) Rules, 2016 (“M&A Rules”) were sent through speed post/mail.

5. The quorum of the meeting of the Unsecured creditors of the transferor company shall be one-third of such unsecured creditors whose debt is of value more than Rs. 10,00,000/- (Rupees Ten Lakh only) as per the records of the transferee company stood as on the “cut-off” date i.e., September 30, 2022.
6. In accordance with the provisions of sections 230 to 232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority of persons representing three fourth in value of the unsecured creditors of the Transferee Company, voting in person or by proxy or through an authorized representative, agree to the Scheme. The Scheme, approved at the Meeting, will be subject to the subsequent sanction of MCA and such other approvals, permissions, and sanctions of regulator or other authorities, as may be necessary.
7. Unsecured creditors of the Transferee Company whose value of debt exceeds Rs. 10,00,000/- (Rupees Ten Lakhs only) as of the cut-off date i.e., September 30, 2022, may attend and vote either in person or by proxy (a proxy need not be an unsecured creditor of the Transferee Company).
8. The Chairperson of the meeting directed for conducting the voting through polling paper for the unsecured creditors who were present at the meeting.
9. Empty ballot box kept for polling was locked and opened in the presence of two witnesses, who are not employees of the Transferor Company. The confirmation in writing is attached as Annexure-A.
10. The Polling papers were reconciled with the record maintained by the Transferee Company and the authorisations/ proxies lodged with the Transferee Company.

The following resolution(s) shall be considered and if thought fit, be passed, by requisite majority, under Sections 230 to 232 and other applicable provisions of the Act:

Subject Matter of Resolution	<p>“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications issued thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the circulars and notifications issued thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to the provisions of the Memorandum and Articles of Association of the M/s. RailTel Corporation of India Limited (“Transferee Company”) and subject to the approval of Ministry of Corporate Affairs (“MCA”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the Parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the MCA or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Transferee Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Amalgamation of M/s. RailTel Enterprises Limited with M/s. RailTel Corporation of India Limited (“Scheme”) and their respective shareholders and creditors, which was circulated along with this Notice, be and is hereby approved.</p>
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RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by MCA while sanctioning the Scheme or by any authorities under law, including but not limited to passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, and to settle any question, difficulty or doubt that may arise in respect of Scheme, without being required to seek any further consent or approval of the Unsecured Creditors of the Transferee Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”


11. Report on result of voting at the MCA convened meeting of unsecured creditors of the Transferee Company are as under:

Particulars	Voting at meeting		Percentage %
	No. of unsecured Creditors voted	Value of Debt	
Assent	11	1,48,65,11,743	100
Dissent	0	0	0
Total	11	1,48,65,11,743	100
Abstain	-	-	-

12. Based on the aforesaid results, I report that the Resolution as contained in the Notice of 21st April 2023, has been passed with requisite majority.

13. All relevant documents, records and papers relating to voting through poll and all other relevant records were handed over by me to the Chairman of the meeting after its conclusion.

**For and behalf of
Kumar Naresh Sinha & Associates
Company Secretaries**


(Suman Kumar Verma, FCS)
Associate
PR: 610/2019
FCS: 7409; CP No.: 24902
UDIN: F007409E000393850




Countersigned by:
Sandeep Jain

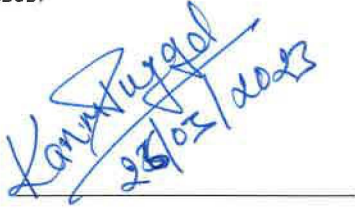
Chairperson appointed for the meeting

Annexure -A

1. The votes cast through poll on the resolutions stated in the notice dated *21st April, 2023* of the meeting of unsecured creditors of RailTel Corporation of India Limited ("Transferee Company") held on 26.05.2023 at 12.30 Hours IST, were opened in our presence.

2. We are not in the employment of the Company.

Witnesses:


26/05/2023

(Ms. Kamnu Duggal)


26.05/23

(Shri Mukesh Mishra)

