



**रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड**  
**RailTel Corporation of India Limited**

**POLICY ON DISCLOSURE OF MATERIAL EVENTS OR  
INFORMATION**

**{Pursuant to Regulation 30 of SEBI (Listing Obligations and  
Disclosure Requirements) Regulations, 2015}**

**CONTENTS:**

<b>Sl. No.</b>	<b>Particulars</b>	<b>Page No.</b>
1.	PREAMBLE	3
2.	OBJECTIVE OF THIS POLICY	3
3.	DEFINITIONS	3-5
4.	DISCLOSURES OF EVENTS OR INFORMATION	5
5.	GUIDELINES FOR DETERMINING MATERIALITY	5
6.	COMPETENT AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENT/INFORMATION OR MATERIAL INFORMATION	5
7.	PROCEDURE FOR DISCLOSURE	6
8.	RETENTION OF DOCUMENTS	6
9.	MISCELLANEOUS	6
10.	AMENDMENT	7
11.	INTERPRETATION	7
12.	QUERY/CLARIFICATION	7
13.	VERSION	7

## **POLICY ON DISCLOSURE OF MATERIAL EVENTS OR INFORMATION**

### **1. PREAMBLE**

In alignment with Regulation 30 of the Securities and Exchange Board of India ( “SEBI” ) (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the “Listing Regulations” ), every listed entity shall frame a policy for determination of materiality (this “Policy” ) based on the criteria specified in the Listing Regulations. This Policy will be hosted on the website of the Company.

Accordingly, RailTel Corporation of India Limited (“**RailTel**” or “**Company**”) herein sets out a Policy for determination of materiality of events and information and disclosure thereof.

The terms used but not defined in this Policy shall have the same meaning as assigned to them under the Listing Regulations.

### **2. OBJECTIVE OF THIS POLICY**

The objective of this Policy is to determine the event(s) and information(s) which, in the opinion of the Board of Directors of the Company, are considered material and need to be disclosed to the Stock Exchanges within the time limit as prescribed in this Policy and Listing Regulations, thereby ensuring a timely and balanced disclosure of all material matters concerning the Company.

This Policy provides guidelines to the Board of Directors of the Company and the Competent Authority as authorized by the Board of Directors to determine, identify and categorize events and information (which may materially affect the performance of the Company and, thereby, the share prices of the Company) as material and make necessary disclosure to the Stock Exchange(s) and on the website of the Company.

In terms of this Policy, the Company endeavors to ensure that it is able to meet its disclosure obligations under Regulation 30 of the Listing Regulations; and establish internal procedures to apprise officers of the Company of their obligations relating to systematic identification, categorization, review and disclosure of events or information which may have a material impact on the performance or operations of the Company and which may materially affect the share prices of the Company.

### **3. DEFINITIONS**

- (i) “**Act**” means the Companies Act, 2013 including any statutory modification or re- enactment thereof.
- (ii) “**Applicable Law**” means any law, rules, regulations, circulars, guidelines or standards on the basis of which the materiality of events or information may be determined

- (iii) **"Board"**, in relation to the Company, means the collective body of the directors of the Company.
- (iv) **"Company"** means RailTel Corporation of India Limited
- (v) **"Information"** means information concerning the Company which, in the opinion of a reasonable person, would have a material effect on the price or value of its securities or information which causes the market to maintain the price of security at or about its current level when it would otherwise be expected to move materially in a particular direction, given price movements in the market generally or in the Company's sector.
- (vi) **"Key Managerial Personnel"** of the Company means the Managing Director or Chief Executive Officer or Whole-time Director or Manager, Chief Financial Officer and the Company Secretary and any other personnel appointed by the Company under Section 2(51) of the Act.
- (vii) **"Listing Regulations"** means the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof.
- (viii) **"Material"** or **"Materiality"** includes those events and information which may materially affect the performance of the Company or the share price of the Company.
- (ix) **"Material Events"** are those events specified in para 4 of this policy.
- (x) **"Securities"** means the securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956.
- (xi) **"Senior Management"** shall mean the officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager in case they are not part of the Board of Directors) and shall specifically include all Regional heads (irrespective of level), Chief Vigilance Officer, all E-9 level executives or equivalent (i.e., those designated as Pr. Executive Director), Chief Financial Officer, Company Secretary, Chief Technology Officer, Chief Information Security Officer and the persons identified and designated as Senior Management by the board of directors of the Company.
- (xii) **"Stock Exchange"** means National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

(xiii) **"Subsidiary"** means a subsidiary as defined under Section 2(87) of the Companies Act, 2013.

(xiv) **"Other Events"** means events or information that may be determined to be Material based on the guidelines specified in Para B of Part A of Schedule III of the Listing Regulations.

All other words and expressions used but not defined in this Policy, shall have the same meaning as defined in the Listing Regulations, and if not defined therein, then as per the Companies Act, 2013 or the Securities Contracts (Regulation) Act, 1956 or the Depositories Act, 1996 and/or the rules and regulations made thereunder, or any other Act and/or applicable laws or any statutory modification or re-enactment thereto, as the case may be.

#### **4. DISCLOSURES OF EVENTS OR INFORMATION**

- a. Events specified in Para A of Part A of Schedule III of the Listing Regulations shall necessarily be disclosed to the Stock Exchanges without any test of Materiality.
- b. Events specified in Para B of Part A of Schedule III of the Listing Regulations shall be disclosed to the stock exchanges upon applicability of guidelines for determining materiality as per SEBI Listing Regulations.
- c. Events or information specified in Para C of Part A of Schedule III of the Listing Regulations shall be disclosed to the Stock Exchanges.
- d. Events or information which in the opinion of the CMD/Director Finance is material.
- e. RailTel shall disclose all events or information as mentioned above under clause (a) to (d) within timelines prescribed under the SEBI Listing Regulations as amended from time to time.

#### **5. GUIDELINES FOR DETERMINING MATERIALITY**

The materiality has to be determined as per SEBI Listing Regulations (as amended from time to time) and/or RailTel Office order issued in this regard with the approval of Competent Authority.

#### **6. COMPETENT AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENT/INFORMATION OR MATERIAL INFORMATION**

As required under Regulation 30 (5) of the Listing Regulations, Chairman & Managing Director or Director (Finance) shall be the Competent Authority to decide materiality of an event/information or development for the purpose of making disclosure to the Stock Exchange.

## **7. PROCEDURE FOR DISCLOSURE**

The concerned Regional Head/ Functional Head/ Project Head/ Project Coordinator or any other person as authorized by the concerned Functional Director, in consultation with the concerned Functional Director shall prepare a draft, which shall be forwarded to the Company Secretary / Compliance Officer for taking approval of Director (Finance) or Chairman & Managing Director. The draft should contain information as may be required under the Listing Regulations and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended, modified, or supplemented from time to time, or under any other applicable law, regulation, or statute, so as to enable investors to make well-informed investment decisions.

All Regional Head/ Functional Head/Head of Department/Project Head/Project Coordinator or any other person as authorized by the concerned Director of the Company shall be under an obligation to make disclosure as per the policy within stipulated time. After approval of the competent authority, disclosure shall be made by the Company Secretary/ Compliance Officer to the Stock Exchange and will be published on the website of the Company.

## **8. RETENTION OF DOCUMENTS**

The Company will disclose on its website all such events or information which have been disclosed to Stock Exchanges and such disclosures will be available on the website for a minimum period of five years, and thereafter as per the archival policy of the Company.

## **9. MISCELLANEOUS**

- a. The Company may suo-moto, confirm or deny any reported event or information to Stock Exchange(s) as per Regulation 30(11) of the Listing Regulations.
- b. The Company shall provide specific and adequate replies to all queries/clarifications/observations raised by the Stock Exchange(s)/SEBI with respect to any events or information. Where the clarification or query raised by the Stock Exchange(s)/SEBI pertains to a particular department, the concerned Head of Department (HOD) shall be obligated to furnish the requisite information to the Company Secretary and Compliance Officer within the timeline prescribed by the Stock Exchange(s) or SEBI, to enable timely submission of the response to the concerned Stock Exchange(s) or SEBI.
- c. The Company shall disclose all events or information with respect to its subsidiaries which are material for RailTel.
- d. The Company shall, with respect to disclosures referred to in this regulation, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

## 10. AMENDMENT

- a. The Board reserves its right to amend or modify this Policy in whole or in part, at any time, without assigning any reason whatsoever. However, no such amendment or modification shall be inconsistent with the applicable provisions of the Act or Applicable Law.
- b. However, any amendment in the Policy required in compliance with the Listing Regulations or any statutory enactment, Chairman & Managing Director of the Company is empowered to approve such amendment and the same should be placed before the Board for their information.

## 11. INTERPRETATION

In any circumstance, where the terms of this Policy differ from any Applicable Law governing the Company, such Applicable Law will take precedence over this Policy and the procedures there under until such time as this Policy is modified in conformity with the Applicable Law.

## 12. QUERY/CLARIFICATION

Any questions or clarifications about the policy or disclosures made by the Company should be referred to the Competent Authority.

## 13. VERSION

Version	Date of Board Meeting
1.0	09/02/2021
2.0	24/01/2024
3.0	13/04/2026

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