



Ref: RailTel/Sectt/21/SE/S-16

Date: May 25, 2021

To Listing Department, National Stock Exchange of India Limited 'Exchange Plaza', C-1, Block G, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051	To Corporate Relationship Department, BSE Limited, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai - 400 001
Scrip Symbol- RAILTEL	Scrip Code- 543265

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2021.

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2021.

2. Please take note of the above document on record.

Thanking You,

Yours Sincerely,
For RailTel Corporation of India Ltd.

J S Marwah
25/05/2021

J S Marwah
Company Secretary & Compliance Officer
Membership No. - FCS 8075

Encl: As above

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

CIN : U64202DL2000GOI107905

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



Balika Sharma And Associates
Company Secretaries

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

SECRETARIAL COMPLIANCE REPORT

OF RAILTEL CORPORATION OF INDIA LIMITED
FOR THE YEAR ENDED MARCH 31, 2021

We Balika Sharma and Associates, Practicing Company Secretary have examined:

- all the documents and records made available to us and explanation provided by **RAILTEL CORPORATION OF INDIA LIMITED** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of:

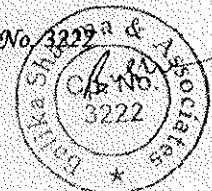
- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the period under review)**
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the period under review)**
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the period under review)**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the Company during the period under review)**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depository and Participants) Regulations, 2018

GST No. : 07AMAPS 9564 KJZE

Membership No. 4816, C. Q. No. 3222





Balika Sharma And Associates
Company Secretaries

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and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below. -

S.No	Compliance Requirement	Deviations	Observations/ (Regulations/ circulars / Remarks of the guidelines including specific Practicing clause) Practicing Company Secretary
1.	Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Requirements) 2015	Non Compliance with the provisions of Regulation 17(1) of the SEBI (LODR) Regulations, 2015 – Board Composition for the Quarter ended 31 st March, 2021	As informed to us by the management of the Company, the power to appoint Directors on the Board of Company vests with President of India (PoI) in accordance with its Articles of Association. It has been further informed by the Company and verified by us that the Company has written to its administrative ministry i.e. Ministry of Railways from time to time for appointment of adequate number of Independent Directors on its Board.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S.No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc	Observations/ Remarks of the Practicing Company Secretary, if any
Not Applicable.				





Balika Sharma And Associates
Company Secretaries


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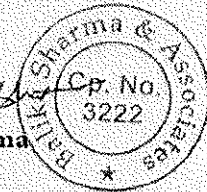
(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S.No.	Observations of the Practicing Company Secretary the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the Action taken by the listed entity
Not Applicable.				

Place: New Delhi
Date: 24.05.2021

For Balika Sharma & Associates
Company Secretary


Balika Sharma
Proprietor
FCS No.: 4816
C.P.No.: 3222



UDIN: F004816C000361568



Balika Sharma And Associates
Company Secretaries

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We further report that during the Review Period:

The President of India acting through the Ministry of Railways has disinvested 8,71,53,369 equity shares of the Company (i.e. RAILTEL CORPORATION OF INDIA LIMITED) of face value of Rs. 10/- each by way of Initial Public Offering through an Offer for Sale. The equity shares of the Company were listed on the Stock Exchanges [i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE")] w.e.f. 26/02/2021.

Note:

Due to restricted movement amid COVID-19 pandemic, we have examined the Secretarial Records including Minutes, Documents, Registers and other records etc. of the Company for the period ended March 31, 2021 through electronic mode as provided by the Company and we could not examine the original records. This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report of which, the due date has been ended/expired on or before March 31, 2021 pertaining to Financial Year 2020-21.

