



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

**Subject: Outcome of Board Meeting and intimation regarding Amalgamation under Regulation 30 of SEBI (LODR) Regulations, 2015**

Dear Sir/Madam,

The Board of Directors of RailTel Corporation of India Limited ("RCIL") in their meeting held on Thursday, 29<sup>th</sup> September, 2022 has approved the scheme of Amalgamation of RailTel Enterprises Limited ("REL") with and into RCIL, pursuant to the provisions of Section 230-232 of the Companies Act, 2013. The scheme is subject to the approval of Central Government, Ministry of Corporate Affairs and/or other statutory/ regulatory authorities. REL is a wholly owned subsidiary Company of RCIL.

2. The disclosures required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as **Annexure-I**.

3. Please take note of the above information on record.

धन्यवाद,

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए

जे. एस. मारवाह

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

संलग्न: उपरोक्त अनुसार

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

2) सहायक प्रबंधक/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

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T : +91 11 22900600, F +91 11 22900699 | Website : www.railtelindia.com

## Annexure-I

Sr. No.	Details of events need to be provided	Information of such events.									
1.	Name of the entity(ies) forming part of the amalgamation /merger, details in brief such as size, turnover, etc.	<p>The scheme of amalgamation provides for the amalgamation of RailTel Enterprises Limited ("<b>Transferor Company</b>") with and into the RailTel Corporation of India Limited ("<b>Transferee Company</b>") (<i>hereinafter collectively referred to as "<b>Companies</b>"</i>).</p> <p>The shares of the Transferee Company are listed on National Stock Exchange of India Limited and BSE Limited.</p> <p>The Transferor Company is a wholly owned subsidiary of the Transferee Company.</p> <p>The turnover &amp; net worth of the Companies as on 31<sup>st</sup> March, 2022:</p> <table border="1" data-bbox="727 887 1374 1099"> <thead> <tr> <th></th> <th><b>Transferor Company</b></th> <th><b>Transferee Company</b></th> </tr> </thead> <tbody> <tr> <td><b>Turnover</b></td> <td>Rs. 51.57 crores</td> <td>Rs. 1521.54 crores</td> </tr> <tr> <td><b>Net-worth</b></td> <td>Rs. 21.39 crores</td> <td>Rs. 1516.02 crores</td> </tr> </tbody> </table>		<b>Transferor Company</b>	<b>Transferee Company</b>	<b>Turnover</b>	Rs. 51.57 crores	Rs. 1521.54 crores	<b>Net-worth</b>	Rs. 21.39 crores	Rs. 1516.02 crores
	<b>Transferor Company</b>	<b>Transferee Company</b>									
<b>Turnover</b>	Rs. 51.57 crores	Rs. 1521.54 crores									
<b>Net-worth</b>	Rs. 21.39 crores	Rs. 1516.02 crores									
2.	Whether the acquisition would fall within related party transaction(s)? If yes, whether the same is done at "arm's length.	<p>The Transferor Company is a wholly owned subsidiary of the Transferee Company. The proposed amalgamation does not fall within the purview of related party transactions in view of General Circular No. 30/2014 dated July 17, 2014 issued by the Ministry of Corporate Affairs and since the same is subject to the sanction of Central Government, Ministry of Corporate Affairs, in terms of the provisions of notification no. G.S.R. 582 (E) dated 13<sup>th</sup> June, 2017. Further, pursuant to Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related party transaction provisions are not applicable to the proposed scheme of amalgamation.</p>									
3.	Areas of business of the entity(ies).	<p>The <b>Transferee Company</b> has a strategic relationship with the Indian Railways whereby it undertakes a wide variety of projects including provision of mission critical connectivity services like IP based video surveillance system at stations, 'e-Office' services and implementing short haul connectivity between stations and long-haul</p>									

		<p>connectivity to support various organizations within the Indian Railways.</p> <p>The Transferor Company was promoted by the Transferee Company to continue the telecom, non- telecom and allied business of the Transferee Company.</p>
4.	Rationale of Amalgamation	<p>(i) Amalgamation of the Transferor Company, with the Transferee Company would lead to avail synergy benefits, eliminate multiple administrative functions and reduce administrative &amp; compliance costs, thereby increasing the shareholders' value.</p> <p>(ii) The proposed amalgamation would result in optimizing and leveraging existing resources of these Companies for the most beneficial utilization of these factors in the combined entity. It would be advantageous to combine the activities and operations of these Companies in a single entity and building strong capability to effectively meet future challenges in competitive business environment.</p> <p>(iii) Greater efficiency in cash management of the Transferee Company and better access to cash flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities. The proposed amalgamation would enhance the shareholders' value of the Companies.</p> <p>(iv) Upon amalgamation, the combined entity will have a larger capital base which will ultimately help the company to boost its ability to raise finances.</p>
5.	In case of cash consideration-amount or otherwise share exchange ratio.	Since the Transferor Company is a wholly owned subsidiary of the Transferee Company, pursuant to the scheme becoming effective, the Transferee Company shall not pay any consideration and all the shares held by the Transferee Company in the Transferor Company shall stand cancelled.
6.	Brief Details of change of shareholding pattern (if any) of the listed entity.	Pursuant to the Scheme becoming effective, no shares shall be issued by the Transferee company, therefore, no change shall occur in the shareholding pattern of the Transferee Company.

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