



RailTel/Sectt/21/SE/S-16

Date: June 15, 2022

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
Scrip Symbol- RAILTEL	Scrip Code- 543265

Sub: Notice of "Postal Ballot".

Dear Sir/Madam,

Pursuant to Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of Postal Ballot dated 15th June 2022, sent to the Members for seeking their approval by means of postal ballot through remote e-voting on the following business items:-

Item No.	Description of Resolution(s)	Type of Resolution(s)
1.	Appointment of Smt. Aruna Singh as CMD (Addl. Charge) of the Company liable to retire by rotation.	Ordinary Resolution
2.	Appointment of Dr. Subhash Sharma as Part-time Non-Official/Independent Director of the Company not liable to retire by rotation.	Special Resolution
3.	Appointment of Shri N. Manoharan as Part-time Non-Official/Independent Director of the Company not liable to retire by rotation.	Special Resolution
4.	Take note of Appointment of Shri Avinash Madhukarrao Ghate as Part-time Non-Official/Independent Director of the Company for a period from 09/11/2021 to 02/03/2022.	Special Resolution
5.	Appointment of Shri V. Shanker as Part-time Govt. Director of the Company not liable to retire by rotation.	Ordinary Resolution
6.	Appointment of Shri Rakesh Ranjan as Part-time Govt. Director of the Company not liable to retire by rotation.	Ordinary Resolution

2. The remote e-voting period shall commence on Thursday, 16th June, 2022 (11:00 AM) and ends on Friday, 15th July, 2022 (5:00 PM).

3. This is submitted for your information and record.

धन्यवाद,

रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड के लिए



J. S. Marwah
15/06/2022

जे. एस. मारवाह

कंपनी सचिव और 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, Tower-2, East Kidwai Nagar, New Delhi - 110023
T : +91 11 22900600, F +91 11 22900699 | Website : www.railtelindia.com



रेलटेल कार्पोरेशन ऑफ इंडिया लिमिटेड

RAILTEL CORPORATION OF INDIA LIMITED

(A Govt. of India Undertaking)

CIN: L64202DL2000GOI107905

Registered and Corporate Office: Plate-A, 6th Floor, Office Block Tower-2,
East Kidwai Nagar, New Delhi-110023

Website: www.railtelindia.com **Email ID:** cs@railtelindia.com

Telephone: +91 11 22900600 **Fax:** +91 11 22900699

NOTICE OF POSTAL BALLOT

**[Pursuant to Section 110 of the Companies Act, 2013 and Companies
(Management and Administration) Rules, 2014]**

Dear Members,

NOTICE of Postal Ballot ("Notice") is hereby given to the Members of RailTel Corporation of India Limited ("the Company" / "RCIL") pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations, 2015**"), read with General Circular no. 14/2020 dated 08/04/2020, 17/2020 dated 13/04/2020, 22/2020 dated 15/06/2020, 33/2020 dated 28/09/2020, 39/2020 dated 31/12/2020, 10/2021 dated 23/06/2021, 20/2021 dated 08/12/2021, 3/2022 dated 05/05/2022 issued by the Ministry of Corporate Affairs ("**MCA**"), (collectively referred to as "**MCA Circulars**") and other applicable provisions, that the Ordinary resolution(s)/Special resolution(s) as set out in this Notice are proposed for approval of the Members of the Company for passing by means of Postal ballot only by voting through electronic means ("**remote e-voting**").

You are requested to record your assent or dissent only by means of remote e-voting system provided by the Company.

SPECIAL BUSINESS:

Item No. 1: Appointment of Smt. Aruna Singh as CMD (Addl. Charge) of the Company liable to retire by rotation.

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152, 161, 196 and all other applicable provisions of the Companies Act, 2013 ("**the Act**") and rules made thereunder, Regulation 17(1C) and other applicable provisions of the SEBI (LODR)

Regulations, 2015, or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, **Smt. Aruna Singh, IRSSE (DIN: 09602957)**, Additional Member/Telecom/Railway Board who was appointed as Additional Director by the Board to hold the post of CMD/RCIL (Addl. Charge) with effect from 11/05/2022 in terms of Letter no. 2017/E(O)II/40/6 dated 06/05/2022 issued by Ministry of Railways ("**MoR**"), Govt. of India, be and is hereby appointed as CMD (Addl. Charge) on the Board of the Company, liable to retire by rotation, on such terms & conditions and tenure as may be determined by the President of India acting through MoR from time to time.

Item No. 2: Appointment of Dr. Subhash Sharma as Part-time Non-Official / Independent Director of the Company not liable to retire by rotation.

To consider, and if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, Regulation 17 (1), 25 and other applicable provisions of the SEBI (LODR) Regulations, 2015 or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, **Dr. Subhash Sharma (DIN: 05333124)**, who was appointed as Additional Director by the Board to hold the post of Part-time Non-Official/Independent Director with effect from 09/11/2021 in terms of Letter no. 2019/PL/57/22 dated 09/11/2021 issued by MoR and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the SEBI (LODR) Regulations, 2015, be and is hereby appointed as Part-time Non-Official/Independent Director on the Board of the Company, not liable to retire by rotation, for a period of three years w.e.f. 09/11/2021 or until further orders of MoR, whichever is earlier and on such terms & conditions as may be determined by the President of India acting through MoR from time to time.

Item No. 3: Appointment of Shri N. Manoharan as Part-time Non-Official/ Independent Director of the Company not liable to retire by rotation.

To consider, and if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, Regulation 17 (1), 25 and other applicable provisions of the SEBI (LODR) Regulations, 2015 or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, **Shri N. Manoharan (DIN: 06430322)**, who was appointed as Additional Director by the Board to hold the post of Part-time Non-Official/Independent Director with effect from 09/11/2021 in terms of Letter no. 2019/PL/57/22 dated 09/11/2021 issued by MoR and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the SEBI (LODR) Regulations, 2015, be and is hereby appointed as Part-time Non-Official/Independent Director on the Board of the Company, not liable to retire by rotation, for a period of three years w.e.f. 09/11/2021 or until further orders of MoR,

whichever is earlier and on such terms & conditions as may be determined by the President of India acting through MoR from time to time.

Item No. 4: Take note of Appointment of Shri Avinash Madhukarrao Ghate as Part-time Non-Official/ Independent Director of the Company for the period from 09/11/2021 to 02/03/2022.

To consider, and if thought fit, to pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, Regulation 17 (1), 25 and other applicable provisions of the SEBI (LODR) Regulations, 2015 or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, **Shri Avinash Madhukarrao Ghate (DIN:09296643)**, who was appointed as Additional Director by the Board to hold the post of Part-time Non-Official/Independent Director with effect from 09/11/2021 in terms of Letter no. 2019/PL/57/22 dated 09/11/2021 issued by MoR and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the SEBI (LODR) Regulations, 2015 and who subsequently resigned from the post of Part-time Non-Official/Independent Director w.e.f. 02/03/2022 citing his busy schedule and his inability to give time to the post of Independent Director and MoR subsequently vide its letter no. 2019/PL/57/22-Pt. dated 23/05/2022 has conveyed the acceptance of his resignation, be and is hereby noted as Part-time Non-Official/Independent Director on the Board of the Company from 09/11/2021 to 02/03/2022.

Item No. 5: Appointment of Shri V. Shanker as Part-time Govt. Director of the Company not liable to retire by rotation.

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152, 161(3) and other applicable provisions of the Companies Act, 2013 and rules made thereunder and SEBI (LODR) Regulations, 2015, or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, **Shri V. Shanker, (DIN: 07903588)**, who was appointed as Part-time Govt. Nominee Director on the Board of the Company by the Board of Directors with effect from 13/12/2021 in terms of Letter no. 2021/PL/51/13 Pt.1 dated 13/12/2021 issued by MoR, be and is hereby appointed as Part-time Govt. Director w.e.f. 13/12/2021 till he holds the post of Executive Director (Planning) Railway Board or further orders of MoR, whichever is earlier and on such terms & conditions as may be determined by the President of India acting through MoR from time to time.

Item No. 6: Appointment of Shri Rakesh Ranjan as Part-time Govt. Director of the Company not liable to retire by rotation.

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152, 161(3) and other applicable provisions of the Companies Act, 2013 and rules made thereunder, Regulation 17(1C) and other applicable provisions of the SEBI (LODR) Regulations, 2015, or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, **Shri Rakesh Ranjan, (DIN: 09575567)**, who was appointed as Part-time Govt. Nominee Director on the Board of the Company by the Board of Directors with effect from 18/04/2022 in terms of Letter no. 2022/PL/48/11 dated 12/04/2022 issued by MoR, be and is hereby appointed as Part-time Govt. Director w.e.f. 18/04/2022 till he holds the post of Executive Director (Telecom Development) Railway Board or further orders of MoR, whichever is earlier and on such terms & conditions as may be determined by the President of India acting through MoR from time to time.

For and on behalf of RailTel Corporation of India Ltd.



(J.S. Marwah)

Company Secretary & Compliance Officer

Date:- 15th June, 2022

Place:- New Delhi

Notes:

- 1) A Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts and reasons for the Special Business is annexed hereto and forms part of this Postal Ballot Notice.
- 2) The MCA has also clarified that, for companies, which are required to provide e-voting facility under the Companies Act, while transacting any business(es) by Postal Ballot, the requirements as provided in Rule 20 issued under Section 108 of the Act as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis to them.
- 3) In compliance with the aforesaid MCA Circulars, the Postal Ballot Notice is only sent at e-mail registered with the RTA/ Depository Participants and physical copy of Postal Ballot Notice will not be sent to the shareholders.
- 4) The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company as on **Friday, the 10th June, 2022 ("Cut-off date")** ("**Eligible Members**") and who have already registered their email IDs, for receipt of documents in electronic form, with their Depository Participants or the Company's Registrar and Share Transfer Agent. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.

- 5) The Company has engaged National Security Depository Ltd (“NSDL”) as e-voting agency for facilitating e-voting to enable the Members to cast their votes electronically.
- 6) The remote e-Voting period commences on **Thursday, 16th June, 2022** (11:00 AM) and **ends on Friday, 15th July, 2022** (5:00 pm). During this period, members of the Company holding shares as on the cut-off date may cast their vote electronically. The e-Voting module shall be disabled thereafter. Once the vote on the resolution is cast by a member, the same will not be allowed to be changed subsequently. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., **10th June, 2022 (Friday)**.
- 7) The Company has appointed Shri N.K. Sinha, Prop. of M/s. Kumar Naresh Sinha & Associates, Practicing Company Secretaries, Noida (C.O.P. No. 14984 and FCS 1807), as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
- 8) Eligible Members can cast their vote electronically through e-Voting and related instructions for voting electronically by accessing to the NSDL e-Voting system is enclosed hereto.
- 9) Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA / Depository Participant(s) for sending future communication(s) in electronic form.
- 10) Notice will be available on the Company's website at www.railtelindia.com and at websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com as also of NSDL at www.evoting.nsdl.com. All documents referred to in this Notice will be available for inspection electronically until the last date of e-Voting. Shareholders seeking to inspect such documents can send an email to cs@railtelindia.com.
- 11) E-voting shall not be exercised by a proxy.

INSTRUCTIONS FOR E-VOTING: -

The remote e-voting period begins on 16th June, 2022 (Thursday) at 11:00 A.M. and ends on 15th July, 2022 (Friday) at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 10th June, 2022 (Friday), may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 10th June, 2022 (Friday).

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 5.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi or https://www.evotingindia.com2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting cycle period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kumarnareshsinha@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to **Ms. Sarita Mote** at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:-

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@railtelindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@railtelindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: Appointment of Smt. Aruna Singh as CMD (Addl. Charge) of the Company liable to retire by rotation.

i) Smt. Aruna Singh (**DIN: 09602957**) was appointed as an Additional Director [CMD (Addl. Charge)] by the Board of Directors of the Company in terms of Letter no. 2017/E(O)II/40/6 dated 06/05/2022 issued by MoR.

ii) Smt. Aruna Singh is eligible for appointment as Director in terms of provisions of Section 164 of the Companies Act, 2013.

iii) Pursuant to Section 160 of the Act, the Company has received requisite notice in respect of appointment of Smt. Aruna Singh as CMD.

iv) Regulation 17 (1C) of the SEBI (LODR) Regulations, 2015 provides that the approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next annual general meeting or within a time period of three months from the date of appointment whichever is earlier.

v) Brief profile of Smt. Aruna Singh is enclosed as **Annexure – I**.

vi) Smt. Aruna Singh is interested in this resolution to the extent of her appointment as a Director.

vii) None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice. The Board recommends the **Ordinary Resolution** set out at Item No. 1 for the approval of Members.

Item No. 2: Appointment of Dr. Subhash Sharma as Part-time Non-Official/ Independent Director of the Company not liable to retire by rotation.

i) Dr. Subhash Sharma (**DIN: 05333124**) was appointed as an Additional Director (Part-time Non-Official/Independent Director) by the Board of Directors of the Company in terms of Letter no. 2019/PL/57/22 dated 09/11/2021 issued by MoR for a period of three years w.e.f. 09/11/2021 or until further orders of MoR, whichever is earlier.

ii) Dr. Subhash Sharma is eligible for appointment as Director in terms of provisions of Section 164 of the Companies Act, 2013.

iii) The Company has also received a declaration of independence from Dr. Subhash Sharma in terms as set out in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015, and is eligible for appointment as part-time non-official/ Independent Director.

iv) Pursuant to Section 160 of the Act, the Company has received requisite notice in respect of appointment of Dr. Subhash Sharma as part-time non-official/ Independent Director.

v) Brief profile of Dr. Subhash Sharma is enclosed as **Annexure – I**.

vi) Dr. Subhash Sharma is interested in this resolution to the extent of his appointment as a Director.

vii) None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice. The Board recommends the **Special Resolution** set out at Item No. 2 for the approval of Members.

Item No. 3: Appointment of Shri N. Manoharan as Part-time Non-Official/ Independent Director of the Company not liable to retire by rotation.

i) Shri N. Manoharan (**DIN: 06430322**) was appointed as an Additional Director (Part-time Non-Official/Independent Director) by the Board of Directors of the Company in terms of Letter no. 2019/PL/57/22 dated 09/11/2021 issued by MoR for a period of three years w.e.f. 09/11/2021 or until further orders of MoR, whichever is earlier.

ii) Shri N. Manoharan is eligible for appointment as Director in terms of provisions of Section 164 of the Companies Act, 2013.

iii) The Company has also received a declaration of independence from Shri N. Manoharan in terms as set out in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015, and is eligible for appointment as part-time non-official/ Independent Director.

iv) Pursuant to Section 160 of the Act, the Company has received requisite notice in respect of appointment of Shri N. Manoharan as part-time non-official/ Independent Director.

v) Brief profile of Shri N. Manoharan is enclosed as **Annexure – I**.

vi) Shri N. Manoharan is interested in this resolution to the extent of his appointment as a Director.

vii) None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice. The Board recommends the **Special Resolution** set out at Item No. 3 for the approval of Members.

Item No. 4: Take note of Appointment of Shri Avinash Madhukarrao Ghatе as Part-time Non-Official/ Independent Director of the Company for the period from 09/11/2021 to 02/03/2022.

i) Shri Avinash Madhukarrao Ghatе (DIN:**09296643**) was appointed as an Additional Director (Part-time Non-Official/Independent Director) by the Board of Directors of the Company in terms of Letter no. 2019/PL/57/22 dated 09/11/2021 issued by MoR for a period of three years from the date of the abovesaid letter of MoR or until further orders of MoR, whichever is earlier. Subsequently, Shri Avinash Madhukarrao Ghatе has resigned from the post of Part-time Non-Official/Independent Director w.e.f. 02/03/2022 citing his busy schedule and inability to give time to the post of Independent Director.

ii) Shri Avinash Madhukarrao Ghatе was eligible for appointment as Director in terms of provisions of Section 164 of the Companies Act, 2013.

iii) The Company has also received a declaration of independence from Shri Avinash Madhukarrao Ghatе in terms as set out in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015, and is eligible for appointment as part-time non-official/ Independent Director.

iv) None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Board recommends the **Special Resolution** set out at Item No. 4 for the approval of Members.

Item No. 5: Appointment of Shri V. Shanker as Part-time Govt. Director of the Company not liable to retire by rotation.

i) Shri V. Shanker (DIN: **07903588**) was appointed as Part-time Govt. Director by the Board of Directors of the Company in terms of Letter no. 2021/PL/51/13 Pt.1 dated 13/12/2021 issued by MoR till he holds the post of Executive Director (Planning) Railway Board or further orders of MoR, whichever is earlier on such terms & conditions as may be determined by the President of India acting through MoR from time to time.

ii) Shri V. Shanker is eligible for appointment as Director in terms of provisions of Section 164 of the Companies Act, 2013.

iii) Brief profile of Shri V. Shanker is enclosed as **Annexure – I**.

iv) Shri V. Shanker is interested in this resolution to the extent of his appointment as a Director.

v) None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. The Board recommends the **Ordinary Resolution** set out at Item No. 5 for the approval of Members.

Item No. 6: Appointment of Shri Rakesh Ranjan as Part-time Govt. Director of the Company not liable to retire by rotation.

- i) Shri Rakesh Ranjan (**DIN: 09575567**) was appointed as Part-time Govt. Director by the Board of Directors of the Company in terms of Letter no. 2022/PL/48/11 dated 12/04/2022 issued by MoR till he holds the post of Executive Director (Telecom Development) Railway Board or further orders of MoR, whichever is earlier on such terms & conditions as may be determined by the President of India acting through MoR from time to time.
- ii) Shri Rakesh Ranjan is eligible for appointment as Director in terms of provisions of Section 164 of the Companies Act, 2013.
- iii) Brief profile of Shri Rakesh Ranjan is enclosed as **Annexure – I**.
- iv) Regulation 17 (1C) of the SEBI (LODR) Regulations, 2015 provides that the approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next annual general meeting or within a time period of three months from the date of appointment whichever is earlier.
- v) Shri Rakesh Ranjan is interested in this resolution to the extent of his appointment as a Director.
- vi) None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. The Board recommends the **Ordinary Resolution** set out at Item No. 6 for the approval of Members.

Annexure-I

Brief Profile of the Director(s) seeking appointment, as set out in this Postal Ballot Notice, in terms of SEBI (LODR) Regulations, 2015 & Secretarial Standard-2:-

Name of Director (s)	Smt. Aruna Singh	Dr. Subhash Sharma	Shri N. Manoharan	Shri V. Shanker	Shri Rakesh Ranjan
DIN	09602957	05333124	06430322	07903588	09575567
Date of Birth & Age	DoB:-04/05/1964 Age:- 58 years	DoB:-28/02/1978 Age:-44 years	DoB:- 15/06/1978 Age:-44 years	DoB:-29/05/1965 Age:-57 years	DoB:-23/04/1974 Age:-48 years
Date of Appointment (Initial)	11/05/2022	09/11/2021	09/11/2021	13/12/2021	18/04/2022
Qualifications	She holds a Bachelor's degree in Electronics & Telecommunication from Delhi College of Engineering, Delhi and Diploma in Public Policy from IIPA, New Delhi.	He is a trained Economist and completed his Ph. D in Economics from Punjabi University, Patiala. He also completed his LLB from Desh Bhagat University in 2018.	He holds Mechanical Engineering degree from Bharathiyar University, Coimbatore, India and Master of Engineering Management degree from Duke University, North Carolina, USA.	He has done Post Graduate Diploma ISB, Hyderabad, ICLIF, Kuala Lumpur and INSEAD, Singapore.	He holds a Bachelor's degree in Electronics & Communication Engineering and a Master's degree in Computer Science & Engineering.
Brief Resume and Expertise in specific functional areas and Experience	Smt. Aruna Singh is an IRSSE officer (batch of 1985). She has over 35 years of experience in Indian Railways. Prior to joining RailTel, she has held many important assignments in different zones & wings of Indian Railways like Chief Workshop Manager (CWM), Ghaziabad; Divisional Railway Manager (DRM),	Dr. Subhash Sharma is a trained Economist who is engaged in various academic and social activities. He completed his Ph.D in Economics from Punjabi University, Patiala and started his career as a professor of Economics. He also completed his LLB from Desh Bhagat University in 2018. Today, he heads the Think Tank,	Shri N. Manoharan has Mechanical Engineering degree from Bharathiyar University, Coimbatore, India and Master of Engineering Management degree from Duke University, North Carolina, USA with over 20 years of hands-on experience in engineering, technology, management/business consulting, and	Shri V. Shanker is presently holding the position of Executive Director (Planning), Railway Board. He has joined Indian Railway Traffic Service in the Year 1990. He has worked on several zones and divisions of Indian Railways and a large part of it on Railway Operations in Western	Shri Rakesh Ranjan is presently working as Executive Director (Telecom Development) in the Ministry of Railways. He has 24 years of experience in the Railways and has worked in NER, ECR, IRISSET and Railway Board besides working in RCIL and Central Electronics Limited (CEL) on deputation. He has undertaken higher management courses in ISB,

	<p>Hyderabad Division, South Central Railway; Chief Signal & Telecom Engineer (CSTE)/(Project) & Chief Communication Engineer, Northern Railway; Principal Chief Safety Officer, North Western Railway; Additional General Manager (AGM)/North Western Railway & Executive Director (ED)/Railway Electrification/(S& T) in Railway Board, etc.</p> <p>She holds a Bachelor's degree in Electronics & Telecommunication from Delhi College of Engineering, Delhi and Diploma in Public Policy from IIPA, New Delhi.</p> <p>She has also undergone training programmes/Courses in India & Abroad during her career which includes</p>	<p>Centre for Economic Policy Research as a Founder Director. Previously, he was also on the Board of Hindustan Copper Limited - A Mini Ratna Company of Government of India, as an Independent Director. He frequently writes and publishes articles on socio economic and socio political issues in various newspapers and magazines. About 150 articles have been published in various research journals, magazines and newspapers. He has authored three books namely Organic Farming: An Economic Analysis, Walmart: Threat to Indian Retail Sector, Bharat: Smridhi ka marg and two are in the process.</p>	<p>experience in building engineering services team with global standards. Main areas of experience include product design & development, product management, business process improvement, and supply chain management. Manoharan has worked in Consumer Products, Heavy Equipment & Machinery, Life Science & Laboratory Products, Analytical Instruments and Automation & Control industries. Manoharan has entrepreneurial experience along with techno-commercial capabilities.</p>	<p>Region, Ports, Northern Region etc. He is trained in Freight and Logistics in Germany along with on the Job training with Hamburg Port Consultancy.</p> <p>He has undertaken higher management courses in ISB, Hyderabad, ICLIF, Kuala Lumpur and Insead, Singapore. He also coordinated with the preparation and Development of National Rail Plan for Indian Railways.</p>	<p>Mohali ICLIF, Kuala Lumpur and INSEAD, Singapore. While working in RCIL, he has been associated with the commissioning of the first STM-16 network on Indian Railways. He has also been instrumental in commissioning of the IP/MPLS network and NGN of RCIL. He was heading the Railway division in CEL and besides being part of the CEL turn-around story was instrumental in maturing the MSDAC along with reviving the Railways R&D in CEL. He also played a key role in designing and developing the next-generation axle counters in CEL. He enjoys teaching and at IRISSET he designed and delivered courses on IP Telephony, SDH networks etc. An ardent lover of open-source software, he got commissioned IP exchanges and VoIP control communication system in ECR using open-source software.</p>
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	professional courses from Indian Railways Institute of Signal Engineering and Telecommunications, (IRISET) Secunderabad, Strategic Management courses from Shanghai and Paris and Management Strategies course from Carnegie Mellon University, USA.				His current area of interest includes IP exchanges and VoIP control communication systems, LTE-R for Indian Railways, network optimization for IR, central monitoring of Railway Telecom gears, adoption of open-source software and technologies, secure surveillance systems, and road-map for 5G on Indian Railways.
Relationship with Directors & KMP inter-se	No inter-se relationship with any other Director's or KMP of the Company.	No inter-se relationship with any other Director's or KMP of the Company.	No inter-se relationship with any other Director's or KMP of the Company.	No inter-se relationship with any other Director's or KMP of the Company.	No inter-se relationship with any other Director's or KMP of the Company.
Directorship held in other listed entities	Nil	Nil	Nil	IRCTC (Part-time Director) Govt.	Nil
Details of listed entities from which resigned in the past three years	Nil	Nil	Nil	Nil	Nil
Shareholding of non-executive directors in RCIL including shareholding as a beneficial owner	Nil	Nil	Nil	Nil	Nil

Chairmanship/Membership* of Committees across all Public companies	1) Chairperson- Risk Management Committee in RCIL.	1) Chairperson - Nomination & Remuneration Committee in RCIL. 2) Member - Audit Committee in RCIL.	1) Chairperson- Stakeholders Relationship Committee in RCIL. 2) Member - Nomination & Remuneration Committee in RCIL. 3) Member - Risk Management Committee in RCIL.	1) Member- Audit Committee in RCIL. 2) Member- Nomination & Remuneration Committee in RCIL. 3) Member - Risk Management Committee in IRCTC 4) Member- Stakeholders Relationship Committee in IRCTC.	Nil
Terms and conditions of appointment and proposed remuneration to be paid	Appointment as per order of the President of India vide Ministry of Railway's letter no. 2017/E(O)II/40/6 dated 06/05/2022.	Appointment as per order of the President of India vide Ministry of Railway's letter no. 2019/PL/57/22 dated 09/11/2021.	Appointment as per order of the President of India vide Ministry of Railway's letter no. 2019/PL/57/22 dated 09/11/2021.	Appointment as per order of the President of India vide Ministry of Railway's letter no. 2021/PL/51/13 Pt.1 dated 13/12/2021.	Appointment as per order of the President of India vide Ministry of Railway's letter no. 2022/PL/48/11 dated 12/04/2022.
Number of Board meetings attended during tenure	1 out of 1 Board Meeting attended	5 out of 5 Board Meeting attended	5 out of 5 Board Meeting attended	3 out of 5 Board Meeting attended	2 out of 2 Board Meeting attended
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements*	-	RailTel being a Govt. Company, the skill and capabilities for the role of Independent Director are identified by DPE/ MoR.	RailTel being a Govt. Company, the skill and capabilities for the role of Independent Director are identified by DPE/ MoR.	-	-

*(for Independent Directors only).
