

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

Date: August 31, 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 - 400001
Scrip Symbol- RAILTEL	Scrip Code- 543265

Sub: Proceedings of 23rd Annual General Meeting of the Company.

Dear Sir/Madam,

This is to inform that the 23rd Annual General Meeting of the Company was held on Thursday, 31st August, 2023 at 11:30 Hrs through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

- Pursuant to requirement of Part A of Schedule III read with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of the 23rd AGM are being submitted herewith.
- 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: 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

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

Proceedings at the 23rd Annual General Meeting (AGM) of RailTel Corporation of India Limited held on 31/08/2023

The 23rd AGM of the Members of RailTel Corporation of India Limited ("RailTel"/ "the Company") was held on Thursday, the **31st August, 2023 at 11:30 Hrs (IST)** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). The brief proceedings of which are as under:-

2. The Meeting commenced at 11:30 Hrs. Shri Sanjai Kumar, Chairman and Managing Director of the Company, Chaired the meeting. The Members joined the meeting through virtual mode. All those members present in the meeting were welcomed. The requisite quorum, as required under the provisions of the Companies Act, 2013 being present, the Chairman and Managing Director called the meeting to order.

3. The Chairman in his speech gave an overview of the performance of the Company for the Financial Year 2022-23 and future plans of the Company.

4. With the permission of the Shareholders, the Notice of the Meeting and Reports of the Directors, Statutory Auditors, Secretarial Auditors and Comments of C&AG of India on the Financial Statements of the Company for the Financial Year 2022-23 along with other documents were taken as read.

5. The Company Secretary informed that pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, remote e-voting facility was available from 9:00 A.M. on Sunday, 27th August, 2023 up to 5:00 P.M. on Wednesday, 30th August, 2023. In addition, facility for e-voting was also provided during the AGM to those members who did not cast vote through remote e-voting facility.

6. Shri N. K. Sinha of M/s. Kumar Naresh Sinha & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well e-voting at AGM in a fair and transparent manner.

7. The following 9 business items, as set out in the Notice of AGM, were proposed for approval of the members:

Sr. No.	Brief description of the Business Item	Type of Resolution	Mode of voting
ORDINARY BUSINESS			
1.	To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2023 together with the Report of the Board of Directors and Auditors thereon and the Comments of the Comptroller & Auditor General ("C&AG") of India thereon.	Ordinary	E-Voting



रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड, भारत सरकार (रेल मंत्रालय) का उपक्रम

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

2.	To confirm the payment of Interim Dividend for the Financial Year 2022-23 and to declare the Final Dividend for the Financial Year 2022-23.	Ordinary	E-Voting
3.	To appoint a Director in place of Shri V. Rama Manohara Rao, Director/Finance (DIN: 06689335) who retires by rotation and being eligible, offers himself for reappointment.	Ordinary	E-Voting
4.	To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors to be appointed by C&AG of India for the Financial Year 2023-24.	Ordinary	E-Voting
SPECIAL BUSINESS			
5.	Appointment of Shri Rameshwer Meena as Part-time Govt. Nominee Director of the Company, not liable to retire by rotation.	Ordinary	E-Voting
6.	Appointment of Shri Manoj Tandon as Director/Project Operation & Maintenance of the Company, liable to retire by rotation	Ordinary	E-Voting
7.	To accord approval to the change in designation of Shri Rakesh Ranjan as Part-time Govt. Nominee Director of the Company, not liable to retire by rotation	Ordinary	E-Voting
8.	Appointment of Shri Yashpal Singh Tomar as Director/Network Planning & Marketing of the Company, liable to retire by rotation	Ordinary	E-Voting
9.	To ratify the remuneration of the Cost Auditors for the Financial Year 2023-24	Ordinary	E-Voting

8. Subsequent to briefing of agenda items by Company Secretary, those members who had pre-registered themselves as speaker with the Company to raise their queries, express their views, and offer suggestions were invited. Out of 13 pre-registered Speakers, 9 nos. of pre-registered Members spoke at the meeting and raised wide range of queries on the financials/ operations and other matters of the Company. The Chairman and other functional directors responded to all the queries sought by the Members which inter-alia included performance of the Company, financial statements and other initiatives taken by the Company.

9. The Company Secretary then, requested the Members to continue voting and informed that the E-voting results shall be declared after receipt of the Scrutinizer's Report from the Scrutinizer. Company Secretary also informed that the E-voting results along with the Scrutinizer's Report would be notified to stock exchanges (BSE and NSE) and would be placed on the Company's website i.e. www.railtelindia.com and on the website of NSDL i.e. www.evoting.nsdl.com within 2 working days of conclusion of the AGM.

10. The meeting was concluded at 12:53 Hrs with vote of thanks by Shri V. Rama Manohara Rao, Director (Finance). The Facility for e-voting remained open for 15 minutes after conclusion of the meeting to enable the members to cast their vote.

11. Further, it is hereby confirmed that the meeting was called, convened, held and conducted as per the provisions of the Companies Act, 2013 read with relevant circulars issued by Securities and Exchange Board of India (SEBI) and Ministry of Corporate affairs (MCA).



12. The aforesaid proceedings does not purport to the minutes of the proceedings at the said Annual General Meeting.

For RailTel Corporation of India Limited



J S Marwah
Company Secretary & Compliance Officer

Date: 31/08/2023
Place: New Delhi