

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

Date: October 03, 2022



<p>लिस्टिंग विभाग नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड 'एक्सचेंज प्लाजा', सी-1, ब्लॉक जी, बांद्रा - कुर्ला कॉम्प्लेक्स, बांद्रा (ई), मुंबई - 400 051</p> <p>Listing Department, National Stock Exchange of India Limited 'Exchange Plaza', C-1, Block G, Bandra - Kurla Complex, Bandra (E), Mumbai - 400051</p> <p>Scrip Symbol- RAILTEL</p>	<p>कॉर्पोरेट संबंध विभाग, बीएसई लिमिटेड, रोटुंडा बिल्डिंग, पी जे टावर्स, दलाल स्ट्रीट, किला, मुंबई - 400 001</p> <p>Corporate Relationship Department, BSE Limited, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai - 400 001</p> <p>Scrip Code- 543265</p>
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Sub: Submission of voting results of 22nd Annual General Meeting along with Report of the Scrutinizer.

Dear Sir/Madam,

Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the results of voting (remote e-voting as well as e-voting during AGM) in the prescribed format for the resolutions proposed at the 22nd Annual General Meeting held on Friday, 30th September, 2022 at 11:30 Hrs (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") along with the Report of the Scrutinizer.

2. The resolutions have been passed by the shareholders with requisite majority. The result of the voting and Report of the Scrutinizer is also being hosted on the website of the Company i.e. www.railtelindia.com and website of National Securities Depository Limited (e-voting agency) i.e. www.evoting.nsdl.com.

3. Please take note of 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

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

RAILTEL CORPORATION OF INDIA LIMITED

Voting result of the 22nd ANNUAL GENERAL MEETING of the Company Held on September 30, 2022

Date of AGM	30-Sep-22
Total No. of shareholders as on Record Date (23/09/2022)	300379
No of shareholders present in the meeting either in person or through proxy: Promoters and Promoters Group Public	NA (The meeting was held through VC/OAVM)
No of shareholders attended the meeting through Video Conferencing	
Promoters and Promoters Group	1
Public	83

Detail of the Agenda:

Item No. 1	To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2022 together with the report of the Board of Directors and Auditors thereon and the comments of the Comptroller & Auditor Genreal (C&AG) of India thereon.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	233785038	233785038	100.00	233785038	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	233785038	233785038	100.0000	233785038	0	100.0000	0.0000
Public - Institutional holders	E-Voting	15443979	14493442	93.8453	14493442	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	15443979	14493442	93.8453	14493442	0	100.0000	0.0000
Public - Non Institutional holders	E-Voting	71709390	372719	0.5198	362878	9841	97.3597	2.6403
	Poll		3128	0.0044	3128	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	71709390	375847	0.5241	366006	9841	97.3816	2.6184
G-TOTAL		320938407	248654327	77.4773	248644486	9841	99.9960	0.0040

Item No. 2	To confirm the payment of Interim dividend for the Financial Year 2021-22 and to declare Final dividend for the Financial Year 2021-22.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	233785038	233785038	100.00	233785038	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	233785038	233785038	100.0000	233785038	0	100.0000	0.0000
Public - Institutional holders	E-Voting	15443979	14493442	93.8453	14493442	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	15443979	14493442	93.8453	14493442	0	100.0000	0.0000
Public - Non Institutional holders	E-Voting	71709390	373343	0.5206	366897	6446	98.2734	1.7266
	Poll		3128	0.0044	3128	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	71709390	376471	0.5250	370025	6446	98.2878	1.7122
G-TOTAL		320938407	248654951	77.4775	248648505	6446	99.9974	0.0026

Item No. 3	To appoint a Director in place of Shri Sanjai Kumar, Chairman and Managing Director (DIN: 06923630), who retires by rotation and being eligible, offers himself for re-appointment.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	233785038	233785038	100.00	233785038	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	233785038	233785038	100.0000	233785038	0	100.0000	0.0000
Public - Institutional holders	E-Voting	15443979	14493442	93.8453	14045288	448154	96.9079	3.0921
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	15443979	14493442	93.8453	14045288	448154	96.9079	3.0921
Public - Non Institutional holders	E-Voting	71709390	364131	0.5078	334952	29179	91.9867	8.0133
	Poll		3128	0.0044	3128	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	71709390	367259	0.5121	338080	29179	92.0549	7.9451
G-TOTAL		320938407	248645739	77.4746	248168406	477333	99.8080	0.1920

Item No. 4	To Authorize the Board of Directors of the Company to fix the remuneration of Statutory Auditors to be appointed by C&AG of India for the Financial year 2022-23.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	233785038	233785038	100.00	233785038	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	233785038	233785038	100.0000	233785038	0	100.0000	0.0000
Public - Institutional holders	E-Voting	15443979	14493442	93.8453	14493442	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	15443979	14493442	93.8453	14493442	0	100.0000	0.0000
Public - Non Institutional holders	E-Voting	71709390	365709	0.5100	345570	20139	94.4932	5.5068
	Poll		3128	0.0044	3128	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	71709390	368837	0.5143	348698	20139	94.5399	5.4601
G-TOTAL		320938407	248647317	77.4751	248627178	20139	99.9919	0.0081

Item No. 5	To ratify the remuneration of the Cost Auditors for the Financial year 2022-23.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	233785038	233785038	100.00	233785038	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	233785038	233785038	100.0000	233785038	0	100.0000	0.0000
Public - Institutional holders	E-Voting	15443979	14493442	93.8453	14455788	37654	99.7402	0.2598
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	15443979	14493442	93.8453	14455788	37654	99.7402	0.2598
Public - Non Institutional holders	E-Voting	71709390	365984	0.5104	341495	24489	93.3087	6.6913
	Poll		3128	0.0044	3128	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	71709390	369112	0.5147	344623	24489	93.3654	6.6346
G-TOTAL		320938407	248647592	77.4752	248585449	62143	99.9750	0.0250

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman,
RailTel Corporation of India Limited (RAILTEL),
CIN: L64202DL2000GOI107905

Dear Sir,

Ref.: 22nd Annual General Meeting (AGM) of RailTel Corporation of India Limited (RAILTEL), held on Friday, 30th September, 2022 at 11:30 Hrs IST through Video Conferencing (VC) or Other Audio-Visual Means (OAVM)

Sub.: Consolidated Scrutinizer's Report on Remote e-voting and e-voting at the AGM conducted pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Naresh Kumar Sinha, Practicing Company Secretary and proprietor of Kumar Naresh Sinha & Associates, Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of RAILTEL pursuant to Regulation 44 of 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, to scrutinize the remote electronic voting process held between **Monday, 26th September, 2022 at 09:00 A.M to Thursday, 29th September, 2022 at 05:00 P.M IST** and e-voting during the 22nd AGM of the Company.

In compliance with Ministry of Corporate Affairs ("MCA") vide General Circular no. 2/2022 dated May 5, 2022, read with Circulars nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021 and 21/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021 and December 14, 2021 respectively and SEBI Circular no. SEBI/ HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, the Notice dated 5th September, 2022 convening 22nd Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 were sent only through electronic mode to those Members whose email addresses are registered with the RTA/Depositories, in respect of the below mentioned resolution(s) to be passed at the 22nd Annual General Meeting of the Company to be held on Friday, 30th September, 2022 at 11:30 Hrs IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

The Company has availed the e-voting facility offered by National Securities Depository Services (India) Limited (NSDL) for conducting remote e-voting and e-voting during 22nd AGM by the Shareholders of the Company.



The Shareholders of the Company holding shares as on the "cut-off" date i.e., Friday, 23rd September, 2022, were entitled to vote on the proposed resolution(s) as set out at item nos. 1 to 5 in the Notice of the 22nd AGM of RAILTEL.

The Company had also provided the facility of E-voting during the 22nd AGM only to such members who have participated in the AGM through VC/OVAM and who had not cast their vote through remote E-voting period.

The voting period for remote e-voting commenced on Tuesday, 26th September, 2022 (09:00 A.M) and ended on Thursday, 29th September, 2022 (05:00 P.M) IST and after the conclusion of e-voting cast during the 22nd AGM, the NSDL e-voting platform was blocked thereafter votes cast through remote e-voting and e-voting during the 22nd Annual General Meeting of the Company, were then unblocked in the presence of the two witnesses not being in the employment of the Company. Their confirmation in writing is attached as Annexure-A.

We have scrutinized and reviewed the remote e-voting and e-voting during 22nd AGM based on the data downloaded from the NSDL e-voting system.

Based on the report furnished by Beetal Financial & Computer Services (P) Ltd. (RTA) on the remote e-voting and e-voting conducted during the 22nd Annual General Meeting of the Company, the consolidated results of Remote e-voting and e-voting during the 22nd AGM are as under:

Ordinary Business:	
Item No.	1
Subject Matter of Resolution	To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2022 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.
Type of Resolution	Ordinary

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage %
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	
Assent	1121	248641358	10	3128	1131	248644486	99.996
Dissent	25	9841	0	0	25	9841	0.004
Total	1146	24865119	0	0	1156	248654327	100
Abstain							

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 1 of the Notice dated 5th September, 2022 has been passed with requisite majority.



Item No.	2
Subject Matter of Resolution	To confirm the payment of Interim Dividend for the Financial Year 2021-22 and to declare the Final Dividend for the Financial Year 2021-22
Type of Resolution	Ordinary

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage %
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	
Assent	1127	248645377	10	3128	1137	248648505	99.997
Dissent	22	6446	0	0	22	6446	0.003
Total	1149	248651823	10	3128	1159	248654951	100
Abstain							

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 2 of the Notice dated 5th September, 2022 has been passed with requisite majority.

Item No.	3
Subject Matter of Resolution	To appoint a Director in place of Shri Sanjai Kumar, (DIN: 06923630), Chairman & Managing Director who retires by rotation and being eligible, offers himself for re-appointment.
Type of Resolution	Ordinary

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage %
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	
Assent	1055	248165278	10	3128	1065	248168406	99.808
Dissent	83	477333	0	0	83	477333	0.192
Total	1138	248642611	10	3128	1148	248645739	100
Abstain							

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 3 of the Notice dated 5th September, 2022 has been passed with requisite majority.

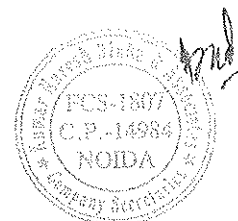
Item No.	4
Subject Matter of Resolution	To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors to be appointed by C&AG of India for the Financial Year 2022-23.
Type of Resolution	Ordinary

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage %
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	
Assent	1093	248624050	10	3128	1103	248627178	99.992
Dissent	49	20139	0	0	49	20139	0.008
Total	1142	248644189	10	3128	1152	248647317	100
Abstain							

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 4 of the Notice dated 5th September, 2022 has been passed with requisite majority.

Special Business:	
Item No.	5
Subject Matter of Resolution	To ratify the remuneration of the Cost Auditors for the Financial Year 2022-23, and if thought fit, to pass the following resolution as an Ordinary Resolution: "RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, the Company hereby ratifies the remuneration of M/s. Dhananjay V. Joshi & Associates, Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial year 2022-23, at a remuneration of Rs. 40,000/- plus applicable taxes."
Type of Resolution	Ordinary

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage %
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	
Assent	1089	248582321	10	3128	1099	248585449	99.975



Dissent	53	62143	0	0	53	62143	0.025
Total	1142	248644464	10	3128	1152	248647592	100
Abstain							

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 5 of the Notice dated 5th September, 2022 has been passed with requisite majority.

The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Chairman/Company Secretary, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

The Company may accordingly declare the results of voting, as required.

**For Kumar Naresh Sinha & Associates
Company Secretaries**



(Handwritten Signature)
(CS Naresh Kumar Sinha)
Proprietor
FCS: 1807; CP No.: 14984
PR: 610/2019
FRN: S2015UP440500
UDIN: F001807D001105063

**Date: 30th September, 2022
Place: Noida**

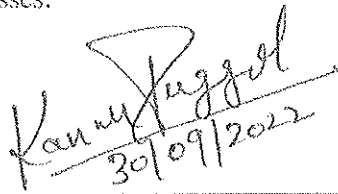
**Countersigned by:
For RailTel Corporation of India Limited**

(Handwritten Signature)
30/09/2022
Chairman & Managing Director

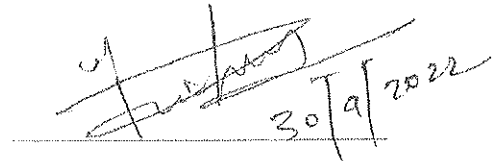
1. The e-votes cast through Remote e-voting and e-voting during the 22nd Annual General Meeting of RailTel Corporation of India Limited (RAILTEL) on the resolutions stated in the notice dated 5th September, 2022, held on 30th September, 2022 at 11:30 Hours IST through Video Conferencing (VC)/Other Audio Visual Means (OAVM) were unblocked in our presence.

2. We are not in the employment of the Company.

Witnesses:


30/09/2022

(Ms. Kannu Duggal)


30/9/2022

(Shri Mukesh Mishra)

Add.: P-21, Sector-11, Noida, UP-201301

Add.: 264/3 Chhalera, Sector-44, Noida,
UP-201301

