



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

Date: July 27, 2024

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 24th Annual General Meeting along with Annual Report for the FY 2023-24.

This is in continuation to our letter of even no. dated 20/07/2024 regarding intimation of 24th Annual General Meeting ("AGM") of members of the Company to be held on **Wednesday, 21st August, 2024** at 11:30 Hrs (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

2. In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of Notice of 24th AGM together with Annual Report of the Company for the financial year 2023-24, is submitted for your reference and record.

3. The said Notice and Annual Report are also being hosted on the Company's website at <http://www.railtel.in/> and on the website of e-voting Agency-NSDL at www.evoting.nsdl.com. The same can also be downloaded from the link: <https://drive.rcil.gov.in/index.php/s/P6GSFjWDNwuJcPe>.

4. In compliance with the provisions of Section 108 of the Companies Act, 2013, rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members are provided with the facility to cast their vote electronically through remote e-voting/e-voting services provided by NSDL on all resolutions set-forth in the Notice of AGM.

5. The remote e-voting period will commence at 09:00 Hrs (IST) on Sunday, 18th August, 2024 and ends at 17:00 Hrs (IST) on Tuesday, 20th August, 2024. During this period, Members of the Company, holding shares as on the **cut-off date i.e. Wednesday, 14th August, 2024** shall be entitled to cast their vote through remote e- voting facility. Those members, who intend to participate in the AGM through VC/ OAVM facility and have not cast their vote on the Resolutions through remote e-voting, shall be eligible to vote through e-voting system during the AGM.

6. 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: 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-2, East Kidwai Nagar, New Delhi-110023,

T : +91 11 22900615, F : +91 11 22900699

Website : www.railtelindia.com

24^{वीं} वार्षिक रिपोर्ट ANNUAL REPORT 2023-24



रेलटेल
RAILTEL

A Mini Ratna Enterprise



रेलटेल कॉर्पोरेशन ऑफ इण्डिया लिमिटेड
(भारत सरकार का उपक्रम)

RailTel Corporation of India Limited

(A Government of India Undertaking)





Vision



To become the preferred telecom solutions and services provider for knowledge economy

Mission

To attain leadership in providing premier telecom infrastructure service by offering cost-effective state-of-the-art communication solutions



CONTENTS

Corporate Overview



Corporate Information	2
Company Milestones	5
RailTel at a Glance	6
Featured Stories	8
Chairman's Speech	11
Board of Directors	16
Profile of Directors	17
Key Financial Highlights	21
Financial Data for last 10 financial years	24

Statutory Reports



Notice of Annual General Meeting	25
Board's Report & its Annexure	38
Management Discussion and Analysis Report	70
Report on Corporate Governance	96
Business Responsibility & Sustainability Report (BRSR)	130

Financial Statements



Independent Auditor's Report	162
Balance Sheet	181
Statement of Profit & Loss	182
Statement Cash Flow	183
Statement of Changes in Equity	186
Notes to Financial Statements	187
C&AG Comments	252

CORPORATE INFORMATION

PRESENT COMPOSITION OF BOARD OF DIRECTORS

1.	Shri Sanjai Kumar	Chairman & Managing Director
2.	Shri V. Rama Manohara Rao	Director-Finance
3.	Shri Manoj Tandon	Director – Project, Operation & Maintenance
4.	Shri Yashpal Singh Tomar	Director – Network Planning & Marketing
5.	Shri Rameshwer Meena	Part-time Govt. Nominee Director
6.	Shri Ranjit Kumar	Part-time Govt. Nominee Director
7.	Shri N. Manoharan	Part-time non- official Director/ Independent Director

KEY MANAGERIAL PERSONNEL (KMPs)

1.	Shri V. Rama Manohara Rao	Chief Financial Officer
2.	Shri J. S. Marwah	Company Secretary & Compliance Officer



REGIONAL OFFICES

Northern Region:

Smt. VijayLaxmi Kaushik
Principal Executive Director
6th Floor, IIIrd Block,
Delhi Technology Park, Shastri Park,
New Delhi-110053
Tele: +91 11-22185933-34 | Fax: +91 11-22185978

Southern Region:

Shri K. Manohar Raja
Principal Executive Director
1-10-39 to 44, 6A, 6th Floor, Gumidelli Towers,
Begumpet Airport Road, Opp. Shoppers Stop,
Hyderabad – 500016.
Tele: +91-40-27788000 | Fax: +91-40-27820682

Eastern Region:

Shri Zakir Husain Siddiqui,
Principal Executive Director
19th Floor, Aurora Waterfront Building,
Plot no. 34/1, Block – GN, Sector – V, Salt Lake City,
Kolkata - 700071
Tele: +91 33-44041499 | Fax: +91 33-44041499

Western Region:

Shri Vinod Kumar Agarwal
Principal Executive Director
Western Railway Microwave Complex,
Senapati Bapat Marg, Mahalakshmi
Mumbai – 400013
Tele: +91 22-24923907 | Fax: +91 22-24923913



REGISTERED & CORPORATE OFFICE:

Plate-A, 6th Floor, Office Block Tower-2, East Kidwai Nagar, New Delhi-110023
Tele:+91 11-22900600 | Fax :+91 11-22900699



www.railtel.in



INTERNATIONAL SECURITIES IDENTIFICATION NUMBER (ISIN) : INE0DD101019



BANKERS

- Union Bank of India
- Axis Bank
- Yes Bank
- State Bank of India
- HDFC Bank
- Indian Overseas Bank
- Canara Bank
- RBL Bank
- ICICI Bank
- Indusind Bank
- IDBI Bank

STATUTORY AUDITORS



M/s S R Goyal & Co,
Chartered Accountants
906, 9th Floor, New Delhi House,
27, Barakhamba Road, New Delhi-110001 (Delhi)



BRANCH AUDITORS

Northern Region:

M/s S R Goyal & Co,
Chartered Accountants
906, 9th Floor, New Delhi House,
27, Barakhamba Road,
New Delhi-110001 (Delhi)

Southern Region:

M/s Laxminivas & Co.,
Chartered Accountants
6-3-569 4th Floor Opp RTA Office
above BMW Showroom Khairtabad,
Hyderabad – 500082 (Telangana)

Eastern Region:

M/s J L Sengupta & Co.,
Chartered Accountants
70A, Lenin Sarani Rd, 1st Floor Taltala,
Kolkata- 700013 (West Bengal)

Western Region:

M/s Banshi Jain & Associates,
Chartered Accountants
5th Floor, La Magasin above Rookkala,
SV Road Santacruz West Mumbai,
Mumbai – 400054 (Maharashtra)



INTERNAL AUDITORS

Corporate Office:

M/s. Raj Har Gopal & Co.
412, Ansal Bhawan,
16, Kasturba Gandhi Marg, New Delhi-110001
E mail: rajhargopalho@gmail.com

Eastern Region:

M/s KGRS & CO

Chatterjee Internal Centre, Flat No. 13, 17th Floor,
33-A, Jawaharlal Nehru Road, Park Street area,
Kolkata, West Bengal – 700071
E mail: soumyajyoti.kgrs@gmail.com

Western Region:

M/s Vinod Singhal and Co. LLP

801, 8th Floor, Parekh Market,
39 J S S Road, Kennedy Bridge, Opera House,
Mumbai-400004, Maharashtra
E mail:manojbokadia@vsc.co.in

Northern Region:

M/s Sudhir Kumar Jain and Associates

Nirmal Tower, Room No: 1005, 10th Floor
26, Barakhamba Road,
New Delhi – 110001
E mail: jain_sudhirkol@yahoo.co.in

Southern Region:

M/s A R Sulakhe

Anand Apartment, 1180/2,
Behind Hotel Sheetal, F.C. Road, Shivaji Nagar,
Pune – 4111005
E mail: anand@arsulakhe.com



SECRETARIAL AUDITORS

M/s T. Chatterjee & Associates, Company Secretaries

1209, 12th Floor, Ansal Tower, 38 Nehru Place
New Delhi – 110019 (Delhi)

COST AUDITORS

M/s Dhananjay V Joshi & Associates, Cost Accountants

CMA Pride, Ground Floor, Plot No. 6, S. No. 16/6
Erandawana Co. Op. Hsg Society, Erandawana
Pune – 411004 (Maharashtra)



REGISTRAR & SHARE TRANSFER AGENT:

Beetal Financial & Computer Services Pvt. Ltd

BEETAL HOUSE, 3rd Floor, 99, Madangir,
Behind LSC, New Delhi – 110062, New Delhi
Tel: +91 11-29961281-283 , 26051061, 26051064,
Website: www.beetalfinancial.com
Investor grievance
e-mail: railtel@beetalfinancial.com,
SEBI Registration No.: INR000000262

DEPOSITORIES

National Securities Depository Limited (NSDL)
Central Depository Services (India) Limited (CDSL)

SHARE LISTED AT

Stock Exchanges	SCRIP Code/ Symbol
BSE Limited (BSE)	543265
National Stock Exchange of India	RAILTEL

COMPANY MILESTONES



2000-01

INCORPORATION YEAR
Incorporated as 'schedule A' CPSE under Ministry of Railways



2002-03

BANDWIDTH LEASE
Obtained IP-2 licence to start Commercial operations of leasing Bandwidth to private telco.



2005-06

1st STM- 16 NETWORK
Established India's 1st STM-16 network enabling higher bandwidth in the Country



2010-11

EXCELLENCE AWARD
Received MOU excellence award as best PSU in Electronics & Communication Sector



2012-13

MINI RATNA STATUS
Entered into the exclusive club of Mini Ratna (Category-I) Enterprises



2013-14

DC & RAILWIRE LAUNCH
Created 1st Tire-III data Center (DC) and Launched RailWire and DC services on Pan-India basis



2014-15

INTERNATIONAL ENTRY
Completed Bhutan JCT project and launched Tpaas Services. Started it's wholly owned subsidiary, REL



2015-16

1st STATION Wi-Fi by RAILTEL
Bengaluru became the first station to get Public Wi-Fi by RailTel



2016-17

Started Wi-Fi rollout at Railway Stations with Google. Received unified license. Crossed 1 Lakh Subscribers in RailWire



2017-18

Wi-Fi across 250 Stations Completed.



2018-19

INTRODUCTION OF E-OFFICE
RailTel implemented paperless working system in South Central Railway HQ & Guntur Division



2019-20

IMPLEMENTED E-OFFICE
Over 106 Establishments Of Indian Railways For 1,00,000 Users
• Wi-Fi Across 5600 + Stations Completed



2020-21

Launch of Initial Public Offer (IPO) and Listing of Equity Shares in Stock Exchanges



2021-22

Completed Hospital Management Information System (HMIS) implementation at 699 Railway Hospitals/Health Unit



2022-23

RailTel crossed turnover of ₹ 2,000 Crore



2023-24

- SCOPE Eminence Award in Institutional Excellence (Mini Ratna ISII Category for overall outstanding Performance)
- Merger of RailTel Enterprises Ltd with RailTel Corporation of India Ltd.
- Railtel Establishes a Centre of Excellence (CoE) for Railway Signalling

"ON PATH TO BECOME A PREFERRED TELECOM SOLUTIONS PROVIDER OF KNOWLEDGE ECONOMY"



RAILTEL AT A GLANCE

RailTel, a distinguished Miniratna PSU under the Ministry of Railways, is recognized as one of the nation's most reliable end-to-end Telecom, IT and ICT solution provider. With a focus on excellence and innovation, RailTel has garnered unwavering trust as a partner in delivering cutting-edge services. With a team of highly skilled and seasoned experts in Telecom, Signalling and IT, along with an extensive and nationwide infrastructure, we possess the ability to deliver digital transformation services across the country and beyond the border.



Our Nationwide Robust Infrastructure



62,000+ route km OFC (Optical Fiber Cable) along Railway Tracks



Digital infrastructure at 6,108 Railway Stations



A City Access Network spanning over 21,000+ km



2 UPTIME USA certified Tier III Data Centres



MeitY empannelled Cloud - RailCloud



A dedicated Security Operation Centre



Over 11,000+ Points of Presence (PoPs)



1,100 Telecom towers



24X7 support by Network Operation Centres (NOCs)

Our Key Services

Telecom Services

MPLS VPN, Leased Line, Tower Co-location, HD Video Conferencing, Retail broadband - RailWire, Managed Wi-Fi, Dark Fibre



Managed Data Centre & Hosting Services

Data Centre services, Cloud Services, Security Operation Centre Services, Aadhaar-based Authentication Services, e-Tendering

Project Management

- E-Governance applications
- Modernizing Railway Signalling System
- Tunnel Radio Communication
- Hospital Management Information System
- Smart City & Safe City Initiatives
- Video Surveillance System
- Wide Area Network (WAN) / Software Defined WAN (SDWAN)



Consultancy & Professional Development

- IT and ICT Consultancy Services
- Railway Signalling & Telecom Competence Certification/ Consultancy Services

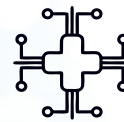
Machine Vision & AI/ML Powered Solutions



Digital Twin:
Leveraging AI to create a virtual representation of Railway and similar Systems & Operations for better planning and management.



AI-Based Predictive Maintenance System:
Ensuring very high availability and reduced OPEX.



AI Assisted Health Expert System:
Leveraging AI for advanced healthcare solutions.



AR/VR Based Systems:
Offering immersive experiences for various applications.



रेलटेल
RAILTEL

A Mini Ratna Enterprise

Featured Stories



Connecting the ~~un~~ Connected

RailTel's RailWire Home Broadband operates on a partnership model with a unique offering, reaching the hinterlands of India and enabling local entrepreneurship. Our pan-India network infrastructure, with fibre laid along railway tracks, reaches 6,108 Wi-Fi-enabled railway stations, most of which are in rural areas. By leveraging this extensive network, we aim to extend RailWire broadband services to remote villages with minimal or no telecom infrastructure. Connecting rural India, we strive to enrich the daily lives of rural people through digital empowerment.

Key Accolades
Dun & Bradstreet
Award 2023
 In
 Telecommunication &
 Information Technology
 (Central PSUs)
 Category

KEY HIGHLIGHTS OF FY 2023-24		
56,692 NEW SUBSCRIBERS ADDED	52,295 NEW RURAL SUBSCRIBERS ADDED	22 NO. OF OTT'S AS VAS OFFERING
1130 TOTAL PARTNERS ADDED	961 TOTAL RURAL PARTNERS ADDED	690 TOTAL DISTRICT CONNECTED TILL FY 23-24

Featured Stories

PAPERLESS OFFICE

The NIC e-Office is a Mission Mode Project under National e-Governance Plan, spearheaded by the Department of Information Technology, GoI. This initiative aims to enhance productivity, quality, and resource management while increasing transparency by replacing traditional manual processes with an electronic file system. The NIC e-Office project supports the dual objectives of going green and going paperless and facilitates remote working through secure VPN connectivity.

Following the successful implementation of the e-Office services in all 236 units of Indian Railways, RailTel now has extended this solution to 85+ organizations, including hosting on **RailTel's cloud***

Key Accolades

Express Computer Data
Centre Champion Award
2023

*Through the MeitY empaneled RailCloud solution from our Tier-III Data centres in Gurgaon and Secunderabad, We are dedicated to delivering top-notch Secure Data Centre Services

Adopt NIC e-office
Save Trees



Key highlights of FY 23-24
(e- office service to Indian Railways- 236 units)

12,602
New users

↑
9%

9,00,815
New files created

↑
30%

1,04,17,386
e-Receipts generated

↑
43%



रेलटेल
RAILTEL

A Mini Ratna Enterprise

Featured Stories



Redefining HealthTech

Hospital Management Information System

RailTel has implemented **Hospital Management Information System (HMIS)** in all 710 health units of Indian Railways nationwide. This web-based, multi-module, feature-rich system brings unprecedented transparency, efficiency, and accountability to the railway health system. Fully compliant with the **Ayushman Bharat Digital Mission**, HMIS ensures a patient-friendly experience.

Key Highlights of FY 2023-24

710
Total no. of Railway Hospitals/Units onboarded till date

1657
New Users

30
Integration of Kiosks

29
Integration of New Machines

205
Inclusion of various Surgeries/Operations

234
Integration of Procedures

839
Inclusion of Investigations

6369
Inclusion of Drugs/Consumables

14204
No of tickets resolved (including whatsapp messages)

18477
No of calls attended

Chairman's Speech

“ India's digital transformation journey is pivotal for sustainable growth and development. RailTel is honored to play a leading role in this transformative process. ”

Dear Shareholders,

It gives me immense pleasure to address my 3rd Annual General Meeting as Chairman and present the 24th Annual Report of our esteemed company. We are at an interesting stage in the development of our country and company alike and intend to make maximum of the emerging opportunities to grow in a sustainable way. Despite challenging global market conditions, we've showcased remarkable performance, making this year particularly special as we enter our 25th foundation year. It's with immense pride that I share RailTel's transformation from an in-house telecom service provider for Indian Railways to one of the nation's largest neutral telecom infrastructure providers and a trusted IT & ICT service provider. With a market capitalization of about ₹15000 crore and growing investor confidence, we aim for consolidation and further expansion.

Our commitment to enhancing and maintaining our expansive nationwide network remains unwavering, spanning over 62,000 RKM of high-capacity OFC network along railway tracks, supported by a citywide access network exceeding 21,000 KM. Reinforced by UPTIME USA certified TIER III Data Centres, MeitY empanelled cloud i.e. 'Railcloud,' a state-of-the-art Security Operation Centre, Network Operation Centres, and a workforce of over 800 skilled



professionals, we are poised for growth. A planned capital expenditure investment of approximately ₹250 crore for FY 25 will further fortify our vital network.

Results & Progress

I'm thrilled to announce that RailTel has achieved record-breaking growth once again. For the fiscal year ending March 31, 2024, we posted a total income of ₹2,622 crores and a total PAT of ₹246 crores, reflecting a remarkable 31% increase in both turnover and profits compared to the previous year. Our telecom segment contributed ₹1,265 crores, while the project segment added ₹1,302 crores to our operating turnover. Notably, for the first time, our project income has surpassed our telecom income.

In line with our financial commitments, we have paid ₹82 crores to the Department of Telecommunications (DoT) for license fees and ₹43 crores as revenue share to Indian Railways. We have also issued an interim dividend of ₹1 per share, equating to 10% of the paid-up share capital, benefiting all our shareholders. Additionally, I am pleased to inform you that the Board of Directors has recommended a final dividend 18.5% of paid-up share capital (₹1.85/- per share) for the financial year 2023-24, subject to shareholder approval at the upcoming AGM. Our Earnings per Share for the fiscal year 2023-24 stood at ₹7.67.

Data Centre and SoC

This is the era of rapid digitalization which has fuelled an unprecedented demand for data storage facilities as well as proactive cyber security. RailTel in addition to having various telecom licenses, has two Tier III Data Centres, MeitY empanelled cloud-'RailCloud' and an in-house specialized Security Operation Centre (SOC). There are very few govt companies in India with this unique mix of service under one roof. Understanding potential of this, we are actively working on expanding the capacity of our data centres and cloud infrastructure through strategic capital expenditure investments.

We have established partnership to set up 102 Edge Data Centres across country at multiple locations within railway premises/land. This has huge business potential given the low latency streaming demand rise for OTT platforms, gaming etc. We are starting to roll out the set ups and this will reflect in our revenues soon.

Furthermore, your company is actively working on establishing another state-of-the-art data center in Noida in by inviting private investment partnership.

RailTel- Partnering Digital Transformation of Indian Railways

RailTel serves as the digital transformation partner of the Ministry of Railways undertaking ambitious projects aimed at modernizing Indian Railways like NIC e-Office solution across 236 units, Public Wi-Fi at 6108 stations, IP-based Video Surveillance Systems at 5000+ railway stations etc. RailTel's implementation of the Hospital Management Information System (HMIS) across 709 healthcare facilities of Railways enhances hospital administration and patient care by maintaining electronic medical records. We've developed teleconsultation and beneficiary apps, seamlessly integrated with HMIS, empowering medical beneficiaries. Integrating HMIS with the Ayushman Bharat Digital Mission (ABDM) further enhances healthcare capabilities.

We are committed to creating safer, more efficient, and digitally empowered railway infrastructure, fostering the growth and modernization of Indian Railways. The invaluable experience gained by RailTel in implementing solutions for Indian Railways is opening new opportunities across various government departments.

Railway Telecom & Signalling

Railway Telecom & Signalling plays a very crucial role in operational efficiency and safety for Indian Railways. RailTel has core expertise to execute such high-tech modern projects for improving train operation as well as safety. We are currently working on a project of replacing the old mechanical

signalling with Electronic Interlocking at 26 stations of Northern Railway. We are also working on installing Integrated Tunnel Communication System on a number of critical sections of the Indian Railways network. Recently your company has been entrusted with the work of Implementation of unified communication infrastructure comprising IPMPLS LAN Infra, VOIP exchange, IP based control communication and replacement of UTN over Western Railway.

Indian Railways is rapidly modernizing its signalling system with initiatives like LTE-R and Kavach and we are aiming to become an integral part of this ambitious journey. We have already secured a project to provide comprehensive Ground Infrastructure Works for 4G LTE-R over 523 RKM in Secunderabad Division, South Central Railway. Moving forward, we will focus on participating in projects related to Kavach and similar safety systems. Recently we have signed an MoU with Quadrant Future Tek Limited, establishing an exclusive partnership to aggressively pursue Kavach tenders. Quadrant Future Tek Limited is in the final stages of RDSO approval as an OEM for the Kavach project. With this partnership we are dedicated to contributing to Indian Railways' implementation of indigenous safety systems like Kavach and exploring the potential to proliferate Kavach technology internationally.

RailTel Centre of Excellence – Training Centre for Railway Signalling, Communication and Cyber Security

In order to ensure the availability of competent and skilled manpower in the field of Railway Signalling, we have launched a Centre of Excellence (CoE) for Railway Signalling, Telecommunication and Cyber Security training. In collaboration with esteemed institutions such as IITs, the CoE will offer a spectrum of certifications and courses covering pivotal areas like KAVACH (Automatic Train Protection) and Cyber Security. Additionally, the CoE intends to serve as the assessment agency for the globally recognized competency certification of IRSE License, catering to both seasoned Railway professionals and young engineers.

RailTel as Integrated Telecom Solution and Cyber Security Service Provider for G20 Summit

The G20 Summit in New Delhi marked a pivotal moment for the country, as world leaders convened to address various global concerns. RailTel played a crucial role by delivering integrated telecom solutions at ITPO, Pragati Maidan in New Delhi focusing on the newly inaugurated Bharat Mandapam and exhibition halls. This assignment was both a significant challenge and a prestigious opportunity for the company.

To meet this challenge, RailTel and its partners established state-of-the-art mobile network infrastructure and a neutral in-building telecom infrastructure, significantly improving mobile coverage across the 122-acre ITPO campus. Wi-Fi infrastructure was strategically placed in outdoor corridors and various halls designated for G20 events, seamlessly integrated with the indoor Wi-Fi infrastructure.

RailTel also addressed cybersecurity concerns by deploying necessary security solutions to safeguard the network. Additionally, the company provided end-to-end bandwidth to integrate camera feeds from Bharat Mandapam, Rajghat, New Delhi Parliament Street, and other locations to the Delhi Police HQ at Jai Singh Marg.

Successful delivery of this project solidified RailTel's position as a trusted telecom solution provider. The telecom setup at ITPO not only provides a steady revenue stream from year-round events at Pragati Maidan but also serves as a model we plan to replicate at other large-scale venues

RailWire

Our retail broadband service RailWire serves 5.70 Lakh subscribers through successful partnerships with more than 10,500 partners. RailWire generated revenue of ₹344 crore in FY 24.

Extending the idea of bringing digital connectivity to all, we have joined hands with Gujarat Fibre Grid Network Limited (GFGNL) for providing FTTH/FTTX

services across 22 districts of Gujarat via a revenue-sharing model. This agreement aims to bring broadband connectivity to homes, government offices, health centres, Anganwadi centres, post offices, and banks in 8080 Gram Panchayats, offering high-speed internet and Quad Play Services (FTTH, IPTV, OTT, Digital Services). This has good revenue potential and we are also exploring similar opportunities in other states.

Sectoral footprint

RailTel has a strong presence across multiple sectors, including Railways, IT, Defense, Health, Mining, Coal, Banking, Smart Cities, Insurance, and more. We maintain a robust order book valued at about ₹4750 cr, regularly winning multi-crore bids, mostly through open tendering including orders of ₹556 cr from Railway. In FY 24 alone, we have won orders worth about ₹2870 cr. This shows RailTel's competitive edge and its ability to excel even in demanding circumstances.

Recently, we've focused on bidding for diversified projects, gaining opportunities to work on unique initiatives. We have been selected as the Master System Integrator for Prasar Bharati's OTT platform. We have also secured a significant order worth ₹351.95 crore (excluding GST) to implement a Health Management Information System (HMIS) for the Brihanmumbai Municipal Corporation. Additionally, we are working with the Directorate of Geology and Mining, Government of Madhya Pradesh, to implement an AI-based Smart Enforcement System to curb illegal mineral transportation, with three years of operation and maintenance.

These projects and such many more are promising, opening doors to numerous similar opportunities in other organizations/state governments.

Business Beyond Border

Your company is actively seeking business opportunities in Southeast Asia and Caribbean countries. We're currently in discussions with Vietnam Railways for their upgradation projects and other service areas. Our experience in supporting Indian Railway's digital transformation

and upgradation positions us well for similar opportunities in developing and underdeveloped nations.

We've signed a tripartite MOU with InoviTel (PTY) LTD and Tsiko Africa Energy & Infrastructure for Tsiko Group. This collaboration allows us to explore opportunities in telecom, railways, and other IT/ICT sectors in South Africa and the surrounding region. This marks a significant step in expanding RailTel's services internationally.

Forging Partnerships for Diversification

RailTel has forged strategic partnership with IITM Pravartak for training on advanced networking, 4G/5G, security etc. We have also signed a MoU with University of Birmingham for development of Digital Twin for railway operation and maintenance. Additionally, our collaborations with premiere organizations such as IIIT-Delhi, AIIMS-Delhi, CDOT, NIC & NICS, and CDAC aim to introduce innovative solutions spanning healthcare, IT, and ICT domains.

Human resource

Our greatest strength is our talented and dedicated workforce. We invest in their continuous development through extensive training programs in areas like Cyber Security, AI for Business, Public Procurement, Finance, HR, and more. In line with the government's Skill Development initiative, we annually welcome apprentices, offering them valuable training and hands-on experience.

To support our growing operations, we've recently added over 140 skilled and dynamic professionals to various teams within RailTel.

Awards & Accolades

In FY 2024, your company achieved remarkable success, earning six prestigious awards from esteemed organizations like SCOPE, Express Computer, Dun & Bradstreet, Governance Now, and CMO Asia. Notably, the SCOPE award was presented by the Hon'ble Vice President of India, Sh. Jagdeep Dhankhar. These accolades highlight RailTel's exceptional accomplishments and reinforce our leadership in the industry.



Corporate Governance

At our company, we prioritize strong corporate governance principles, upholding values of transparency and integrity. To ensure ethical governance, we have established several committees: Audit, CSR, Nomination and Remuneration, Stakeholder Relationship, and Risk Management. RailTel adheres to all guidelines from the Department of Public Enterprises and the Government of India, supporting the Make in India program. Our commitment to compliance ensures we operate within the regulatory framework, fulfilling our responsibilities to stakeholders and creating long-term value for our organization and its community.

Corporate Social Responsibility

Corporate Social Responsibility (CSR) is the cornerstone of our commitment to positively impact society while achieving business success. In FY 24, RailTel allocated an amount of ₹484.49 lakh towards various CSR projects. These initiatives include our flagship program of Super-30, Operating Sehat Centre, donating fully equipped ambulance, providing health and nutrition to children of sex workers, poor women in weaver's village and other

needy orphaned children. These initiatives reflect our dedication to creating a better world for future generations while driving innovation and growth within our company.

Acknowledgement

I want to take this moment to extend my heartfelt gratitude to our shareholders, members of the Board of Directors, Chairman & CEO of the Railway Board, as well as the esteemed members and officers of the Railway Board, Zonal railways, Ministry of Railways, DoT, MeitY, other government departments, and regulators. Your unwavering support, invaluable advice, and cooperative spirit have been instrumental in our success.

I also want to express my deepest appreciation to the RailTel team. It is through their hard work, commitment, and dedication that your company has achieved remarkable milestones. To all our stakeholders, I reaffirm our commitment to maintaining our growth trajectory. With your continued support and trust, we will forge ahead, striving for excellence and delivering value to all.

Jai Hind.

Sd/-
Sanjai Kumar
Chairman & Managing Director
DIN: 06923630



BOARD OF DIRECTORS



- | | | | | | | |
|--|---|---|---|--|--|---|
| 1. Shri Manoj Tandon
Director – Project, Operation & Maintenance | 2. Shri V. Rama Manohara Rao
Director/Finance & Chief Financial Officer | 3. Shri Rameshwer Meena
Part-time Government Nominee Director | 4. Shri Sanjai Kumar
Chairman & Managing Director | 5. Shri Ranjit Kumar
Part-time Government Nominee Director | 6. Shri Manoharan Nallasamy
Independent Director | 7. Shri Yashpal Singh Tomar
Director – Network Planning & Marketing |
|--|---|---|---|--|--|---|

PROFILE OF DIRECTORS



Shri Sanjai Kumar

Chairman & Managing Director
DIN: 06923630

Shri Sanjai Kumar took over the charge of Chairman & Managing Director w.e.f 23.09.2022. Prior to this, he was shouldering the responsibilities of the Director (Network Planning & Marketing) and (Project, Operations & Maintenance - Additional Charge) of RailTel. He is an Electronics and Telecommunication Engineering Graduate from University of Allahabad and joined Indian Railway Service of Signal Engineers (IRSSE) of Indian Railways in 1992. During his stint in various capacities in North Eastern Railway (NER), he worked in the areas of Train Operation, Planning & Construction of Signalling Systems including commissioning of Panel Interlocking at more than 50 stations in Samastipur, Sonpur & Varanasi divisions of the then NE Railway. He has a full-time Post Graduate Diploma in Management (PGDM) from prestigious Management Development Institute (MDI) Gurugram. Shortly after completing his PGDM, he joined RailTel Corporation of India Ltd in 2002 on deputation before taking absorption in 2008. Being associated with RailTel from its formative years, he has valuable experience of building an organization from scratch. He has been instrumental in creation of National Knowledge Network while associating with NIC.



Shri V. Rama Manohara Rao

Director/Finance & Chief Financial Officer
(DIN: 06689335)

Programme from Indian Institute of Management Bangalore and Maxwell School of Citizenship, Syracuse USA., and holds M.Sc. in Physics from Sri Venkateswara University, AP.

Mr. Rao has attended various leadership and training programs in United States (Maxwell School of Public Policy, Syracuse), Japan (JICA) and London (ESCP).

He took charge as Director/Finance in RailTel Corporation of India limited w.e.f. 27/10/2022.

Shri V. Rama Manohara Rao is a civil servant of 1998 batch of Indian Railway Accounts Service and carries rich experience in Infrastructure financing, policy formulation, budgeting and administrative fields across sectors of Rail Transport and Urban Development.

He held leadership positions in the Ministry of Railways., Government of India and in the Government of Andhra Pradesh on deputation.

He served as Senior Divisional Finance Manager in three Railway Divisions and as Director Finance in Railway Board, Ministry of Railways dealing with Union rail budget. On deputation to Government of AP., he served as Special Commissioner and Group Director Finance in AP Capital Region Development Authority and as the Secretary Municipal Administration and Urban Development in Government of AP.

He has served as Government nominated Director in both central and state government Public Sector Enterprises.

He has done Post Graduate Public Policy and Management



Shri Manoj Tandon

Director – Project, Operation & Maintenance (DIN: 10044053)

Shri Manoj Tandon took over the charge of Director — Project, Operations & Maintenance w.e.f. 20.03.2023. Shri Tandon is responsible for O&M of entire Telecom & IT infrastructure of RailTel, for expanding network capacities/reach/resiliency and for onboarding of cutting-edge technology solutions. He is also driving value added business to expand product portfolio.

Prior to this Shri Tandon was shouldering the responsibilities of the Group General Manager-Operations and also heading retail broadband business of RailTel. During his earlier stint in various capacities in RailTel, he worked in the areas of evolving Telecom operations to improve network resiliency and user experience.

Before joining RailTel, Shri Tandon has worked with leading Telecom Service Operators and delivered many greenfield telecom network rollouts. He also conceived transformational projects for continuous evolution of end-to-end network automation consisting of Service Assurance & Service fulfilment stacks to strengthen NOC's capabilities to ensure agile & efficient management of Network, Service & Customer Experience.

He believes strongly in, collaboration with industry players to expand reach & resiliency of network and partnerships with eco system players to leverage each other's strength to expand products portfolio and deliver value to customers.

He is Bachelor of Engineering in Electronics from Maulana Azad of Technology (REC/NIT), Bhopal in 1990 and attended many leadership development programs including Advanced Global Leadership program by SCOPE in collaboration with IIM Calcutta.



Shri Yashpal Singh Tomar

Director – Network Planning & Marketing
(DIN: 10215386)

Shri Yashpal Singh Tomar took over the charge of the post of Director (Network, Planning & Marketing) w.e.f. 04/07/2023 (A/N). Prior to this, Sh. Yashpal Singh Tomar was shouldering the responsibilities of the Divisional Railway Manager, Palghat division of Indian Railways. He is M. Tech from IIT Kanpur and joined Indian Railway Service of Signal Engineers (IRSSE) of Indian Railways in 1992. During his stint in Central Railway, North Central Railway, South Central Railway, Research Designs and Standards Organisation (RDSO) Lucknow, Indian Railway Institute of Signal Engineering and Telecommunications (IRISET) Secunderabad, he worked in the areas of Railway Operations and Projects, Research and Development and Training. He has also worked as Group General Manager in his earlier stint to RailTel.

Shri Rameshwer Meena belongs to 1992 exam batch of Indian Railway Service of Signal Engineers (IRSSE), carries rich experience in Signalling & Telecommunication field involving planning, implementation and commissioning of Infrastructure projects over IR such as Railway electrification, Automatic Signalling, Doubling, Multi-Tracking. He is presently working as Executive Director/Signal in Railway Board, Ministry of Railways.

He has served at various positions in Western Railway, North Central Railway, Central Organisation for Railway Electrification of Indian Railways and also on deputation to Rail Vikas Nigam Ltd. (PSU under Ministry of Railways) dealing with construction and maintenance of Signalling & Telecom systems. He has ample experience in maintenance of Modern Signalling Systems of IR while working in North Central Railway.

He has attended Training programs on Train Protection Warning System in Italy & France.

He took charge as part-time Govt. Nominee Director in RailTel Corporation of India limited w.e.f. 17/03/2023.



Shri Rameshwer Meena

Part-time Government Nominee Director
(DIN : 10077767)



Shri Ranjit Kumar

Part-time Government Nominee Director
(DIN : 10404869)

His current areas of interest include Technological up gradation and improving efficiency of IR telecom network.

He took charge as part-time Government Nominee Director of RailTel Corporation of India limited w.e.f. 15.12.2023.

Shri Ranjit Kumar is a 1997 batch officer of the Indian Railway Service of Signal Engineers and is presently working as Executive Director (Telecom Development) in the Ministry of Railways. He has approximately 25 years of experience in Construction, Maintenance, PSU (DFCCIL), Vigilance and Railway Board. He has worked as Sr. DSTE in Raipur and Nagpur Divisions of Indian Railway. He has acquired experience of commissioning of Signalling and Telecommunications mega projects and setting up of new Zonal infrastructure (all types of Telecom and IT assets). He has also been suitably awarded for his distinguished works. He has undertaken higher management courses in ICLIF, Kuala Lumpur and INSEAD, Singapore and has exposure in the international arena of Austrian and Hungarian Railways. He also has experience of finalisation and execution of global EPC contracts based on FIDIC conditions.

Shri Manoharan Nallasamy has Mechanical Engineering degree from Bharathiyar University, Coimbatore, India and Master of Engineering Management degree from Duke University, North Carolina, USA with over 21 years of hands-on experience in engineering, technology, management/business consulting, and 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.

He took charge as part-time non-official (Independent Director) in RailTel Corporation of India limited w.e.f. 09/11/2021.

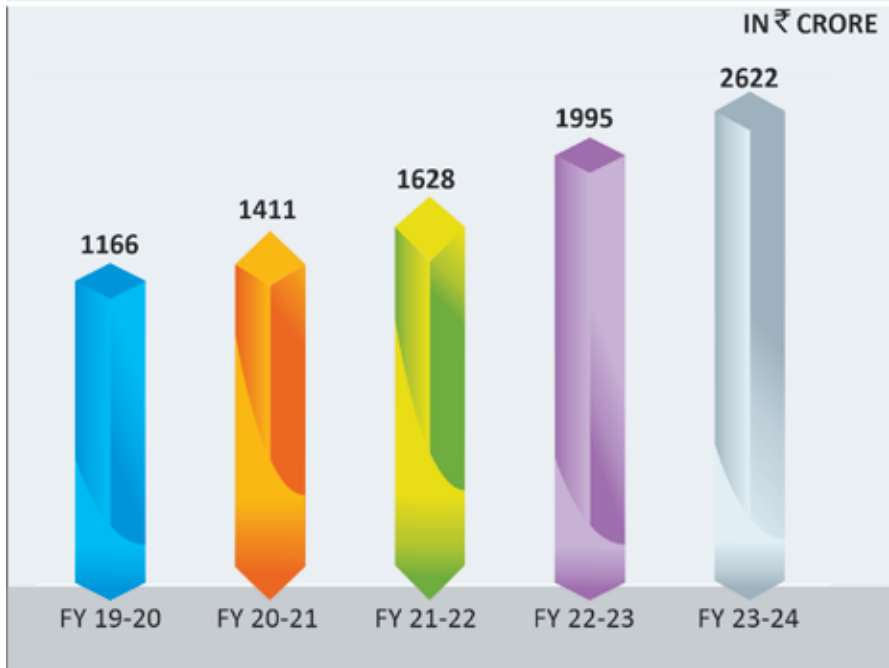


Shri Manoharan Nallasamy

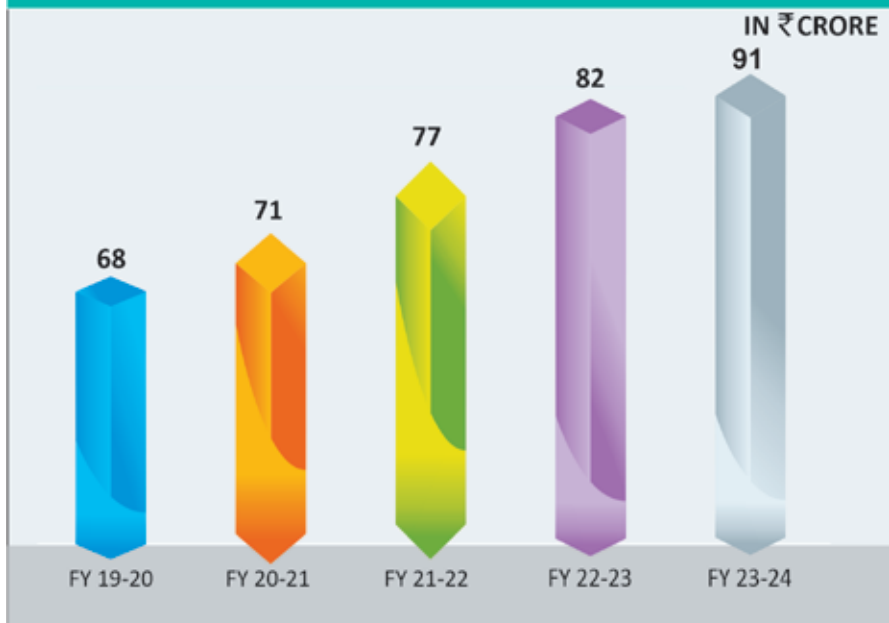
Independent Director
(DIN: 06430322)

KEY FINANCIAL HIGHLIGHTS

GROSS REVENUE

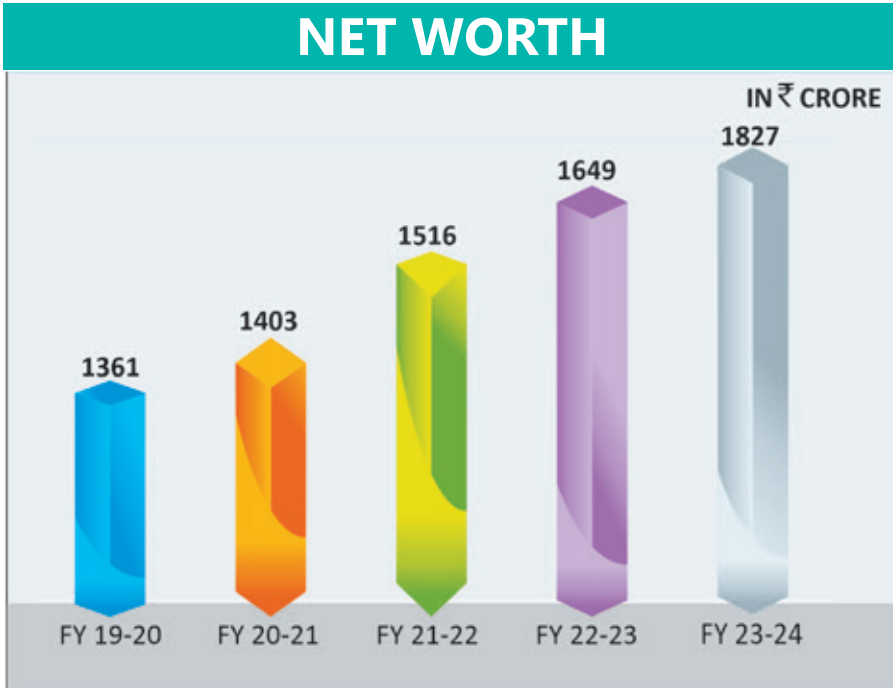


DIVIDEND PAYOUT

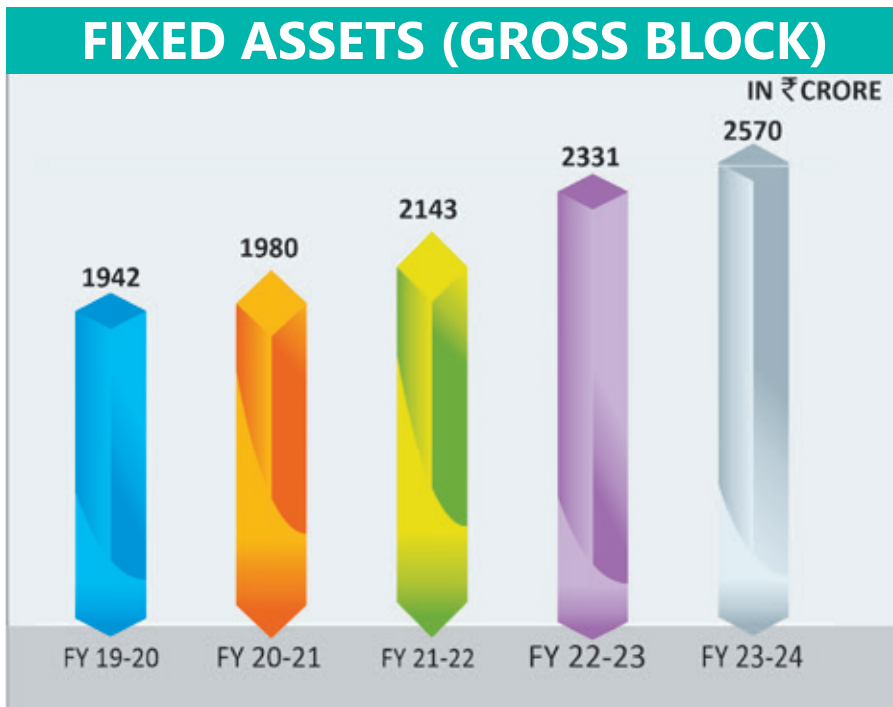


KEY FINANCIAL HIGHLIGHTS

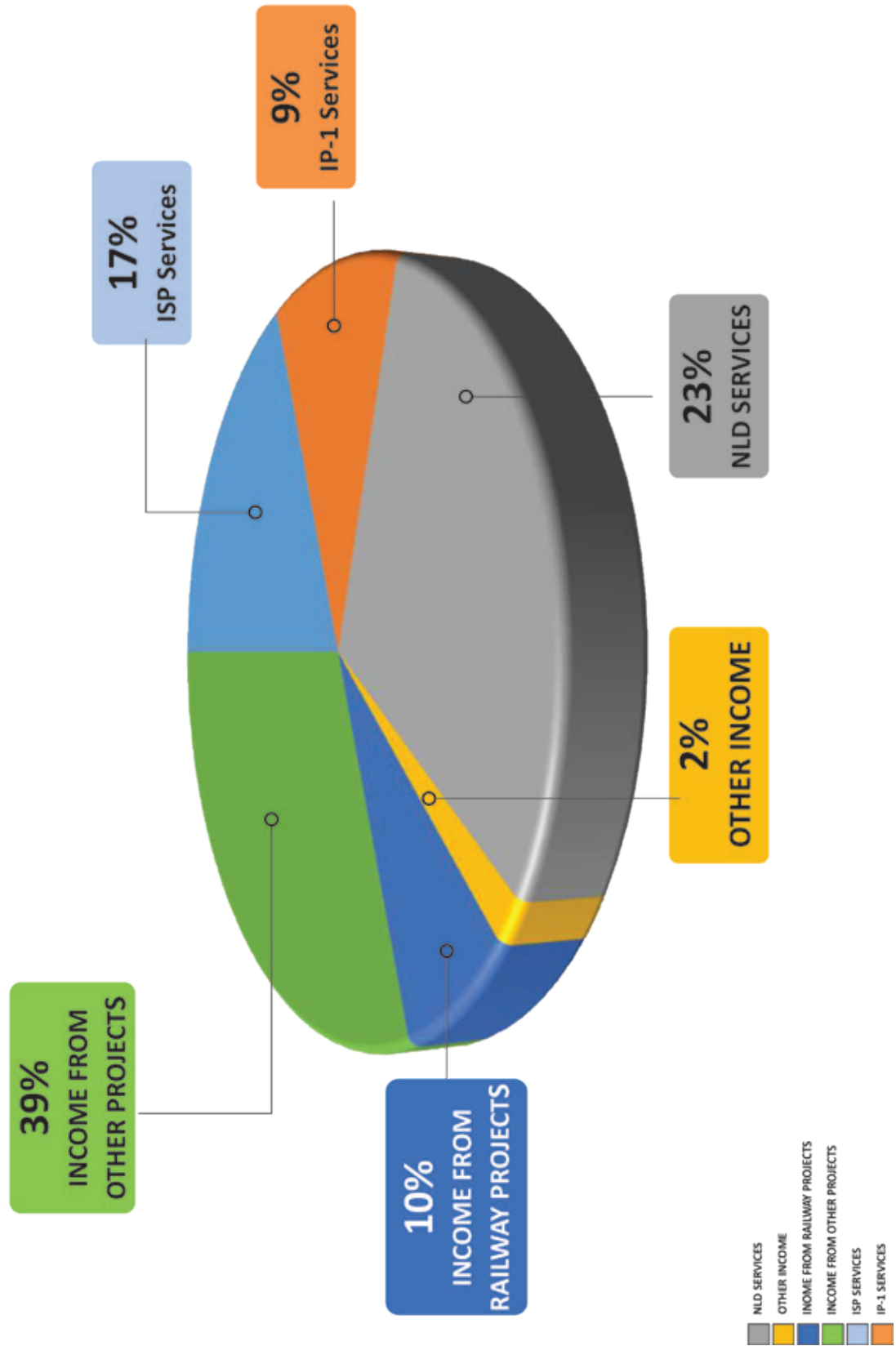
NET WORTH



FIXED ASSETS (GROSS BLOCK)



REVENUE MIX



FINANCIAL DATA FOR LAST 10 FINANCIAL YEARS

(₹ in Crore)

S. No.	Particulars	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24
1	Total Income (incl. other income)	554	642	900	1025	1017	1112	1366	1598	1981	2622
2	Expenditure (incl.increase/decrease in stock)	298	367	595	712	690	751	1012	1158	1572	2109
3	Interest Expenses	-	-	-	-	-	-	-	-	-	-
4	Depreciation	90	81	116	119	112	131	159	160	154	158
5	Profit before tax and Exceptional Item	-	-	-	194	215	230	195	280	255	355
6	Exceptional Items	-	-	-	-	36	49	-	-	2.06	26.72
7	Profit before tax	166	194	189	194	179	181	195	280	253	328
8	Profit after tax	121	102	127	156	110	138	140	208	187	246
9	Dividend pertaining to FY	17	41.53	51.53	62.47	64.20	68.06	70.61	77.02	81.83	91.47
10	Reserves & surplus	683	763	836	928	963	1040	1082	1195	1316	1506
11	Fixed Assets (Gross block)	1236	1,431	1,531	1,643	1,856	*1942	*1980	*2143	*2331	*2570
12	Inventories	1.00	0.59	0.22	-	0.87	0.49	1.21	1.00	0.92	3.01
13	Share Capital	321	321	321	321	321	321	321	321	321	321
14	Capital employed	833	1,084	1,153	1,249	1,284	1,361	1,403	1,516	1,636	1,827
15	Net Worth	1004	1,084	1,153	1,249	1,284	1,361	1,403	1,516	1,636	1,827
16	Number of Employees (nos)	525	537	814	793	754	721	700	698	765	858
17	Income per employee	1.06	1.19	1.11	1.29	1.35	1.54	1.95	2.29	2.59	3.06
18	Current ratio	3.28:1	1.77:1	1.50:1	1.69:1	1.41:1	1.32:1	1.48:1	1.29:1	1.38	1.21
19	Debt/equity ratio	-	-	-	-	-	-	-	-	-	-
20	Expenditure / income	53.79%	57.20%	66.11%	69.46%	67.85%	67.54%	74.08%	72.47%	79.36%	80.43%
21	PBT Before Exceptional Item/ Capital Employed	-	-	-	15.53%	16.74%	16.90%	13.90%	18.47%	15.56%	19.43%
22	PBT/ Capital Employed	19.93%	17.89%	16.36%	15.53%	13.94%	13.30%	13.90%	18.47%	15.43%	17.95%
23	PAT/ Share capital	37.68%	31.77%	39.48%	48.60%	34.27%	42.99%	43.61%	64.80%	58.39%	76.64%
24	PBT Before Exceptional Item/ Turnover	-	-	-	18.93%	21.14%	20.68%	14.28%	17.52%	12.86%	13.54%
25	PBT/ Turnover	29.96%	30.23%	20.95%	18.93%	17.60%	16.28%	14.28%	17.52%	12.75%	12.51%
26	PAT/ Turnover	21.83%	15.89%	14.08%	15.22%	10.82%	12.41%	10.25%	13.02%	9.46%	9.38%
27	PAT/Net Worth	12.05%	9.40%	10.99%	12.49%	8.57%	10.14%	9.98%	13.72%	11.45%	13.46%
28	Dividend/PAT	14.06%	40.73%	40.66%	40.04%	58.36%	49.32%	50.44%	26.92%	43.76%	37.18%
29	Dividend/Net worth	1.69%	3.83%	4.47%	5.00%	5.00%	5.00%	5.03%	5.08%	5.01%	4.96%
30	Book Value per share (In Rupees)	31	34	36	39	40	42	44	47	51	61
31	Basic EPS (In Rupees)	3.77	3.18	3.95	4.87	3.42	4.31	4.37	6.49	5.84	7.67

*It Includes Right of use Assets.



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.railtel.in **Email ID:** cs@railtelindia.com

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

NOTICE

NOTICE is hereby given that the **Twenty-Fourth (24th) Annual General Meeting ("AGM")** of the Members of RailTel Corporation of India Limited ("Company") will be held on **Wednesday, 21st August, 2024** at 11:30 Hrs (IST) **through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")** to transact the following businesses:-

ORDINARY BUSINESS:

- 1) To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon and the Comments of the Comptroller & Auditor General ("**C&AG**") of India thereon.
- 2) To confirm the payment of Interim Dividend for the Financial Year 2023-24 and to declare the Final Dividend for the Financial Year 2023-24.
- 3) To appoint a Director in place of **Shri Sanjai Kumar, Chairman and Managing Director (CMD) (DIN: 06923630)** who retires by rotation and being eligible, offers himself for reappointment.
- 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 2024-25.

SPECIAL BUSINESS:

- 5) Appointment of Shri Ranjit Kumar as Part-time Govt. Nominee Director of the Company, not liable to retire by rotation.

To consider, and if thought fit, to pass with or without modification(s) 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 read with rules made thereunder, Regulation 17(1C)

and other applicable provisions of 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, the appointment of **Shri Ranjit Kumar, (DIN: 10404869)**, who has been appointed as Part-time Govt. Nominee Director on the Board of the Company by the Board of Directors with effect from 15/12/2023 in terms of Ministry of Railways Letter no. 2022/PL/57/10 dated 14/12/2023, be and is hereby approved as Part-time Govt. Nominee Director w.e.f. 15/12/2023, not liable to retire by rotation, till he holds the post of Executive Director/Telecom Development, Railway Board or further orders, whichever is earlier and on such terms & conditions and tenure as may be determined by the President of India acting through Ministry of Railways from time to time."

- 6) To ratify the remuneration of the Cost Auditors for the Financial Year 2024-25, and if thought fit, to pass with or without modification(s) 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 2024-25 at a remuneration of Rs. 40,000/- plus GST."

**By order of the Board of Directors
For RailTel Corporation of India Limited
Sd/-
(J.S. Marwah)
Company Secretary & Compliance Officer**

Date: 27th July 2024

Place: New Delhi

Notes: -

1. The Ministry of Corporate Affairs ("**MCA**") vide its general circular no. 09/2023 dated 25 September, 2023 read with circular nos. 20/2020 dated 5 May, 2020, 17/2020 dated 13 April, 2020 and 14/2020 dated 8 April, 2020 (collectively referred to as "**MCA Circulars**") and the Securities and Exchange Board of India ("**SEBI**") vide its SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 inter-alia, permitted conduct of Annual General Meeting ("**AGM**") through Video Conferencing or any Other Audio-Visual Means ("**VC/OAVM**") facility till 30 September, 2024. In compliance with the MCA Circulars and SEBI Circular, the Company will be convening its 24th AGM through VC/OAVM facility provided by National Securities Depository Limited ("**NSDL**") without the physical presence of the Shareholders at a common venue. The registered office of the Company as stated in this Notice shall be the deemed venue of the AGM. The members can attend and participate in the AGM through VC/OAVM.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. However, MCA while granting the relaxations to hold the AGM through VC/OAVM has also provided exemption from the requirement of appointing proxies. Hence for this AGM the facility for appointment of proxy by the members is not being provided. Accordingly, the proxy form, attendance slip and the route map of the venue have also not been provided along with the notice. In pursuance of section 112 and section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the AGM.

3. In line with the aforesaid MCA Circulars and SEBI Circular, the Notice of AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 as amended, and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. Those shareholders who do not opt to cast their vote through remote e-voting, may cast their vote through electronic voting system during the AGM.
8. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.railtel.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. Pursuant to Section 139 (5) of the Companies Act, 2013, the Statutory Auditors of the Government company are appointed by the C&AG and in terms of Section 142 of the Companies Act, 2013, the remuneration has to be fixed by the Company in the AGM or in such manner as the company in AGM may determine. The Members may authorize the Board of Directors of the Company to fix the remuneration of Statutory Auditors on the recommendation of the Audit Committee for the Financial Year 2024-25.
10. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Businesses, as set out above is annexed hereto.
11. Brief resume of the Directors seeking appointment/re-appointment at AGM, as required under Regulation 36 of SEBI (LODR) Regulations, 2015 is annexed hereto and forms part of the Notice.

12. Dividend:-

- i) The Board of Directors, in its meeting held on 26th October, 2023, had declared an Interim Dividend of ₹ 1.00/- per share (i.e. @ 10% on the paid-up equity share capital of the Company) for the Financial Year 2023-24. The Board of Directors of the Company in its meeting held on 8th July 2024 had further recommended a Final Dividend of ₹1.85 per share (i.e. @ 18.5% on the paid-up

equity share capital of the Company) for the Financial Year 2023-24 which is subject to approval of shareholders in the AGM.

- ii) The Company has fixed Wednesday, 14th August, 2024 as record date for the purpose of determining the members eligible to receive final dividend. Final dividend, if approved at the AGM shall be paid within 30 days from the date of its declaration at the AGM.
- iii) Members, who have not registered their NECS Mandate, are requested to send their NECS Mandate request to their Depository Participant. Members who have not registered their e-mail addresses/ Bank details can update the same by contacting their respective Depository Participants as per the process advised by them.

13. Procedure for Inspection of Documents:-

Members who wish to inspect the relevant documents referred to in the Notice can send an email to cs@railtelindia.com on or before Sunday, 18th August, 2024 mentioning their name, demat account number/ folio number, email id and mobile number.

14. Other Information:-

- i) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are, therefore, requested to update their PAN with their DP/ RTA of the Company.
- ii) Annual listing fees for the Financial Year 2023-24 has been paid to the Stock Exchanges wherein the equity shares of the Company are listed (i.e. BSE and NSE). Also, the Annual Custodian Fee for the Financial Year 2023-24 has been paid to both Depositories [i.e. Central Depository Services (India) Limited and National Securities Depository Limited].
- iii) The Company has appointed M/s. Kumar Naresh Sinha & Associates, Practicing Company Secretary as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- iv) The results of the e-voting indicating the number of votes cast in favour or against each of the Resolution(s), invalid votes and whether the Resolution(s) have been carried out or not, together with the Scrutinizer's Report, will be uploaded on the website of the Company i.e. <https://www.railtel.in/> and on NSDL website i.e. www.evoting.nsdl.com and will also be submitted to BSE Limited and National Stock Exchange of India Limited within the prescribed time.

15. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 18th August 2024 (Sunday) at 09:00 A.M. and ends on 20th August 2024 (Tuesday) 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 record date (cut-off date) i.e. Wednesday, 14th August, 2024 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.

16. 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 and joining virtual meeting 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget 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.com or call at 022 - 4886 7000
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 toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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.com 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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.com and cs@railtelindia.com. 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.: 022 - 4886 7000 or send a request to Ms. Pallavi at evoting@nsdl.com

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 and joining virtual meeting for Individual shareholders holding securities in demat mode](#)**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at cs@railtelindia.com . The same will be replied by the company suitably.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at cs@railtelindia.com from 14th August 2024 (Wednesday) to 18th August 2024 (Sunday). Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

17. A brief resume of Director Proposed to be re-appointed is given below:-

Item no. 3:- To appoint a Director in place of Shri Sanjai Kumar, CMD (DIN: 06923630) who retires by rotation and being eligible, offers himself for reappointment.

Name of Director(s)	Shri Sanjai Kumar
Appointment/Re-appointment	Re-appointment as CMD
DIN	06923630
Date of Birth & Age	DoB:- 18.02.1968 Age:-56 Years
Date of Appointment	23.09.2022

Brief Resume and Expertise in specific functional areas and Experience	Shri Sanjai Kumar took over the charge of Chairman & Managing Director w.e.f 23.09.2022. Prior to this he was shouldering the responsibilities of the Director (Network Planning & Marketing) and Director (Project, Operations & Maintenance - Additional Charge) of RailTel. He is an Electronics and Telecommunication Engineering Graduate from University of Allahabad and joined Indian Railway Service of Signal Engineers (IRSSE) of Indian Railways in 1992. During his stint in various capacities in North Eastern Railway (NER), he worked in the areas of Train Operation, Planning & Construction of Signalling Systems including commissioning of Panel Interlocking at more than 50 stations in Samastipur, Sonpur & Varanasi divisions of the then NE Railway. He has a full-time Post Graduate Diploma in Management (PGDM) from prestigious Management Development Institute (MDI) Gurugram. Shortly after completing his PGDM, he joined RailTel Corporation of India Ltd in 2002 on deputation before taking absorption in 2008. Being associated with RailTel from its formative years, he has valuable experience of building an organisation from scratch. He has been instrumental in creation of National Knowledge Network while associating with NIC
No. of shares held in RCIL	5,270
Relationship with Directors & KMP inter-se	No inter-se relationship with any other Director or KMP of the Company.
Directorship held in other listed entities	Nil
Details of listed entities from which resigned in the past three years	Nil
Chairmanship/Membership of Committees across all Public companies	Member in Risk Management Committee,
No. of Board Meetings held and attended during the FY 2023-24 in his tenure.	7 out of 7 Board Meetings attended.

18. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FOR SPECIAL BUSINESS ITEMS:-

Item No. 5:- Appointment of Shri Ranjit Kumar as Part-time Govt. Nominee Director of the Company, not liable to retire by rotation.

- Shri Ranjit Kumar, (DIN: 10404869) was appointed as Part-time Govt. Nominee Director by the Board of Directors of the Company in terms of MoR Letter no. 2022/PL/57/10 dated 14/12/2023 till he holds the post of Executive Director/Signal, 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 Ranjit Kumar is eligible for appointment as Director in terms of provisions of Section 164 of the Companies Act, 2013.
- iii) Brief profile of Shri Ranjit Kumar is enclosed as **Annexure – I**.
- iv) Shri Ranjit Kumar 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:- To ratify the remuneration of the Cost Auditors for the Financial Year 2024-25:-

1. The Board of Directors at its meeting held on 8th July 2024, on the recommendations of the Audit Committee, has approved the appointment of M/s. Dhananjay V. Joshi & Associates, Cost Accountants, as Cost Auditors of the Company for the Financial Year 2024-25 at a remuneration of Rs. 40,000/- plus GST to conduct the audit of cost records maintained by the Company as per the applicable Rules/ Guidance Note, etc., or any amendments thereof. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought by passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the FY 2024-25, as approved by the Board.
2. The Board of Directors of your Company recommends the passing of resolution as an Ordinary Resolution.
3. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, interested or concerned financially or otherwise in the resolution.

Annexure-I

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

Name of Director (s)	Shri Ranjit Kumar
DIN	10404869
Date of Birth & Age	DoB:- 19.11.1975 Age:- 48 years
Date of Appointment (Initial)	15.12.2023
Qualifications	He is an Indian Railway Service of Signal Engineer (IRSSE).
Brief Resume and Expertise in specific functional areas and Experience	Shri Ranjit Kumar is presently working as Executive Director (Telecom Development) in the Ministry of Railways. He has approximately 25 years of experience in Construction, Maintenance, PSU (DFCCIL), Vigilance and Railway Board. He has worked as Sr. DSTE in Raipur and Nagpur Divisions of Indian Railway. He has acquired experience of commissioning of Signalling and Telecommunications mega projects and setting up of new Zonal infrastructure (all types of Telecom and IT assets). He has also been suitably awarded for his distinguished works. He has undertaken higher management courses in ICLIF, Kuala Lumpur and INSEAD, Singapore and has exposure in the international arena of Austrian and Hungarian Railways. He also has experience of finalisation and execution of global EPC contracts based on FIDIC conditions. His current areas of interest include Technological up gradation and improving efficiency of IR telecom network.
Relationship with Directors & KMP inter-se	No inter-se relationship with any other Directors or KMP of the Company.
Directorship held in other listed entities	Nil
Details of listed entities from which resigned in the past three years	Nil
Shareholding of non-executive directors in RCIL including shareholding as a beneficial owner	Nil
Chairmanship/ Membership of Committees across all Public companies	1) Member – Nomination & Remuneration Committee in RCIL. 2) Member – Audit Committee in RCIL. 3) Member – CSR Committee in RCIL.
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. 2022/PL/57/10 dated 14.12.2023.
Number of Board meetings attended during tenure	3 out of 3 Board Meeting attended

Board's Report

Dear Shareholders,

Your Company's Directors are pleased to present 24th Annual Report of the Company, together with the Auditors' Report and Comments of the Comptroller and Auditor General of India ("C&AG"), for the Financial Year ended 31st March, 2024 prepared in accordance with the provisions of the Companies Act, 2013 read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- ["Listing Regulations"] as amended from time to time.

1. Company Overview

RailTel Corporation of India Limited (**RCIL**), a "Mini Ratna (Category-I)" Central Public Sector Enterprise is an ICT provider and one of the largest neutral telecom infrastructure providers in the country owning a Pan-India optic fiber network. The OFC network covers important towns & cities of the country and several rural areas.

RCIL was incorporated on September 26, 2000 with the aim of modernizing the existing telecom system for train control, operation, and safety and to generate additional revenues by creating nationwide broadband and multimedia network, laying optical fiber cable using the right of way along railway tracks. Presently, the optic fiber network of RailTel covers over 62000+ route kilometers and covers 6108+ railway stations across India. Our citywide access across the country is 21000+ kms.

RCIL's various operations are certified for Tier-III (Design & Facility), ISO 27001:2013 Certified for Information Security Management System, ISO 20000:2018 Certified for Service Management System, ISO 9001:2015 Certified for Quality Management System, ISO 27017:2015 Certified for Cloud Security, ISO 27018:2019 Certified for Data

Privacy in Cloud Service, ISO 27033 Certified for Network Security, CMMI Maturity Level-4 Certified for Process Improvement.

RCIL has a strategic relationship with the Indian Railways and it undertakes a wide variety of projects including provision of mission critical connectivity services like IP based video surveillance system at stations, 'NIC's e-Office' services and implementing short haul connectivity between stations and long haul connectivity to support various organizations within the Indian Railways. RailTel also provide various passenger services including content on demand services and Wi-Fi across major railway stations in India.

RCIL believes that their experience and expertise in handling and undertaking telecom and ICT projects, has led them to be selected for implementation of various mission-mode projects for the Government of India including rolling out the National Knowledge Network, Bharat Net (formerly, the National Optical Fiber Network) and USOF funded optical fiber-based connectivity project in North East India.

RCIL being a "Mini Ratna (Category-I)" PSU is steaming ahead in the enterprise segment with the launch of various services coupled with capacity augmentation in its Core network. Your company stands as the only telecom PSU, which is a **100% debt free company** and consistently profit-making and dividend paying PSU in telecom sector.

2. Financial Highlights

During the year, your Company has achieved total turnover of ₹2622 Crore. The Company has observed an increase of 31% in its revenue from operations which comes out to be ₹2568 Crore. The total turnover of the Company during the year is ₹2622 Crore including other income of ₹56 Crore. The summarized financial results of your Company are shown in **Table 1**.

Table1: Financial Highlights of Company

(In ₹ Crore)

Particulars	Year ended	Year ended
	31/03/2024	31/03/2023
Total Revenue		
-Revenue from Operations	2567.82	1957.34
-Other Income	56.30	35.62
-Finance Income	(1.95)	1.68
Expenditure excluding depreciation	2109.66	1584.39
Depreciation	157.70	154.29
Profit Before Interest, Tax & Exceptional items	354.81	255.96
Interest	0	0
Exceptional Items	26.72	2.06
Tax/ Others	81.88	65.65
Profit for the Year	246.21	188.25
Basic EPS (In ₹)	7.67	5.87

3. Listing of Shares

The equity shares of the Company got listed on 26/02/2021 on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). The Scrip Code for equity shares of RCIL assigned by BSE is **543265** and Scrip Symbol assigned by NSE is **RAILTEL**.

4. Share Capital

Subsequent to merger of subsidiary company i.e RailTel Enterprises Ltd with RCIL, the authorized capital of the company stands increased to ₹1050 Crore.

There is no change in issued, subscribed and paid-up Share Capital of the Company which stood ₹320.94 crore divided into ₹32.09 crore Equity Shares of ₹ 10 each as on 31st March, 2024 including ₹ 305.94 crore issued for consideration other than cash.

The details of dematerialization of shares, Demat Suspense Account/Unclaimed Suspense Account is provided in the Corporate Governance Report as annexed to this report.

5. Dividend

Your Company has a consistent track-record of dividend payment. The Board of Directors of your Company had earlier approved payment of an Interim Dividend of ₹1.00 per share amounting to ₹32.09 Crore for the FY 2023-24. Further, the Board has recommended payment of final dividend of ₹1.85 per share amounting to ₹ 59.37 Crore for the FY 2023-24. The total dividend payment for the FY 2023-24 would be ₹ 91.47 Crore as compared to ₹ 81.83 crore paid for the FY 2022-23.

In terms of Regulation 43A of Listing Regulations and the guidelines on "Capital Restructuring of Central Public Enterprises" issued by the DIPAM, the Board of Directors of the Company has formulated and adopted the Dividend Distribution Policy. The said Policy is annexed to this report and is also available on the Company's website i.e. www.railtel.in.

6. Railways Revenue Share

The Company is also contributing by way of revenue share @7 % on services to Indian Railways and the

total share of such contribution comes to ₹43.17 Crore as against such share of ₹41.93 Crore in the preceding year. The cumulative revenue share to Railways amounting to ₹433 Crore till this year.

Besides, the Company has also paid license fee @ 8% (at present) to DoT, Govt. of India on its income from telecom business carried by it under licenses granted to it. The cumulative license fee paid to DoT amounting to ₹ 654 Crore till this year.

7. Reserves

The Company appropriated its profit earned during the year under review. The Company has not transferred any amount to the General Reserves during the year. The total reserves & surplus at the end of the FY 2023-24 is ₹ 1506 Crore.

8. Capital Expenditure

During the year, Capital expenditure of ₹199 Crore approx. was incurred mainly on OFC related assets, Data Centre, Telecom & Radio equipment's etc. The Company made commitments to the tune of ₹296 Crore on capital account and accordingly, expenditure would be booked during the upcoming financial year.

9. Declaration from Independent Directors

RCIL has received a declaration from its Independent Directors stating that they have met the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) read along with Regulation 25(8) of Listing Regulations and are not disqualified from continuing as Independent Directors. There is no extension of any Independent Director for a term exceeding Five (5) years as per Section 149(10) of the Companies Act, 2013.

10. Number of Meetings of Board

The Board met Seven (7) times for transacting the business of the Company during the FY 2023-24 i.e., on 17/05/2023, 09/07/2023, 27/07/2023, 26/10/2023, 03/01/2024, 24/01/2024 and

19/03/2024. The particulars of the meetings held and attended by Directors are detailed in the Corporate Governance Report as annexed to this report.

11. Details of changes in Directors and other Key Managerial Personnel:

The following changes took place in the Board/Key Managerial Personnel of the Company during the year and up-to date of Report:

Appointment of directors: -

1. Shri Yashpal Singh Tomar has been appointed as Director/NPM w.e.f. 04/07/2023.
2. Subsequent to appointment of Shri Yashpal Singh Tomar as Director/NPM, Shri Rakesh Ranjan, who was earlier entrusted with additional charge of the post of Director/NPM ceased to Director/NPM w.e.f. 04/07/2023. However, he continued as Part-time Govt. Nominee Director w.e.f. 05/07/2023.
3. Shri Ranjit Kumar has been appointed as Part-time Govt. Nominee Director w.e.f. 15/12/2023.

Cessation of Directors: -

1. Shri Rakesh Ranjan ceased to be Part-time Govt. Nominee Director w.e.f. 07/11/2023.
2. Dr Subhash Sharma had resigned from the post of Independent Director w.e.f. 10/05/2024 citing his personal reason related to his profession.

12. Retirement of Director by Rotation

In terms of the Companies Act, 2013, the provisions with respect to retirement of Directors by rotation will not be applicable to the Independent Directors of the Company. In view of this, no Independent Director is being considered to be retired by rotation. The Part-time Govt. nominee directors are considered as directors not liable to retire by rotation and all other directors (i.e. functional directors) are considered as director liable to retire by rotation. Accordingly, Shri Sanjai Kumar will be retiring in the AGM and being eligible, offers himself for reappointment.

13. Remuneration to Directors

RCIL, being a Government Company under the provisions of the Companies Act, 2013, the Directors of the Company are appointed by the President of India acting through Ministry of Railways ("MoR"), Government of India. The functional Directors are appointed by the Government of India who draw remunerations under Industrial Dearness Allowance pattern of pay scale as pre-determined by the Government and as per the terms and conditions of their appointment issued by the Government of India from time to time.

The Part time Government Nominee Directors on the Board of the Company do not draw any remuneration from the Company.

The Part-time non-official Directors/Independent Directors are paid a sitting fee of ₹20,000 per meeting for attending meetings of Board or Committees thereof, besides cost of travel and lodging in case of outstation Directors.

14. Policy on Performance Evaluation of Directors

RCIL is a Government Company under the administrative control of MoR. The functional directors including Chairman and Managing Director are selected on the recommendations of Public Enterprises Selection Board in accordance with the procedure and guidelines laid down by Government of India.

The Company enters into Memorandum of Understanding ("MoU") with the Administrative Ministry, i.e. MoR every year, containing key performance parameters for the company. The performance of the Company is evaluated by Department of Public Enterprise vis-à-vis MoU entered into with the MoR.

The evaluation of performance of Functional Directors includes self-evaluation by the respective functional directors and subsequent assessment

by CMD with final evaluation by the MoR (the administrative ministry).

The performance evaluation of CMD includes self-evaluation and final evaluation by the MoR.

In respect of Part-time Government nominee directors, their evaluation is done by the MoR as per the procedure laid down. Since, Independent Directors are appointed by the administrative Ministry, their evaluation is also done by the MoR and Department of Public Enterprises ("DPE").

Ministry of Corporate Affairs ("MCA") vide its circular dated June 5, 2015 had exempted Government Companies from the provisions of section 178(2) of the Companies Act, 2013, which requires performance evaluation of every director by the Nomination & Remuneration Committee. The circular further exempted Government Companies from the provisions of Section 134 (3) (p) of Companies Act 2013, if directors are evaluated by the Ministry which is administratively in-charge of the Company as per its own evaluation methodology.

Further, MCA vide its notification dated 5th July, 2017 has exempted the provisions relating to review of performance of Chairperson and non-independent directors and the Board as a whole from evaluation mechanism, prescribed in Schedule IV of the Companies Act, 2013, for Government Companies.

15. Committees of the Board

As on March 31, 2024, the Board had five committees namely the Audit Committee, the Nomination & Remuneration Committee, the Corporate Social Responsibilities Committee, the Stakeholders Relationship Committee and the Risk Management Committee. The detailed note on the composition of the Board and its committees are provided in the Corporate Governance Report section of this Annual Report and the details of the Committees of the Board is also available on the website of the Company i.e., www.railtel.in

16. Subsidiary

During the financial year 2023-24, Ministry of Corporate Affairs (MCA) vide its order dated 29.08.2023, on Company Petition no. 24.01.2023-CL-III, had approved the Scheme of Amalgamation ("Scheme") embodying amalgamation of RailTel Enterprises Ltd ("Subsidiary Company") with and into RailTel Corporation of India Ltd ("Holding Company"), under the provisions of section 230-232 of the Companies Act, 2013 and rules framed thereunder read with notification no. GSR. 582(E) dated June 13, 2017 issued by MCA.

Both subsidiary and holding Companies have duly filed their respective e-forms-INC 28 with the Registrar of Companies on 26.09.2023 and 27.09.2023, respectively. Consequently, the Scheme has come into force on 27.09.2023, with effect from the appointed date of the Scheme i.e. 01.10.2022. Accordingly, subsidiary Company stands amalgamated with holding company and now stands dissolved.

Subsequent to amalgamation of RailTel Enterprises Limited with RailTel Corporation of India Limited your company do not have any subsidiary company.

17. Projects Undertaken

The details of the projects undertaken during the year are included in Management Discussion & Analysis Report which is forming part of this Annual report.

18. Procurement from Micro and Small Enterprises

The Govt. of India has notified a Public Procurement Policy for Micro and Small Enterprises ("**MSE**") Order, 2012. In terms of said policy and issued guidelines, a mandatory procurement of a minimum of 25% of total annual procurement is required from Micro and Small Enterprise's. Out of 25% target of annual procurement from MSE's, sub targets of 4% from MSEs owned by Schedule Caste or Scheduled Tribe Entrepreneurs and 3% from MSEs owned by Women Entrepreneurs are also earmarked for procurement.

The achievement of procurement target from MSEs (25% including a sub-target of 4% from MSEs owned by SC/ST entrepreneurs and 3% from women owned MSEs) during the financial year 2023-24 in compliance to the aforementioned Public Procurement Policy is shown in **Table-2**.

Table-2

S. No.	Particulars	2023-24 (₹ in Cr.)
1	Total annual procurement - goods & services (in value)	512.17
2	Total value of procurement(goods & services) through MSEs	270.26
3	Procurement of goods & services through MSEs as % of total procurement of goods and services	53%
4	Total value of procurement (goods & services) through SC/ST MSEs	18.93
5	Procurement of goods or services through SC/ST as % of total procurement of goods and services	4%
6	Total value of procurement through Women MSEs	14.97
7	Procurement of goods or services through women MSEs as % of total procurement of goods and services	3%

Central Government vide its notification no. F. No. 16/8/2018-P&G policy dated 02.11.2018 has mandated that companies registered under Companies Act 2013 with a turnover of more than ₹500 Crores and all CPSUs shall be required to get themselves on boarded on Trade

Receivables Discounting System (TReDS). TReDS is an institutional mechanism set up in order to facilitate the discounting of invoices for MSMEs from Corporate Buyers through multiple financiers. RailTel is registered on TReDS platform w.e.f. 18.03.2019 through Mynd Solution Private Limited or M1 Xchange.

RailTel is always putting efforts for overall development of community and provides sufficient opportunities to all sections of the society in terms of procurement. However, despite providing sufficient opportunities and raising awareness among Micro, Small, and Medium Enterprises (MSEs), including SC/ST and Women-owned MSEs, their participation in opportunities offered by RailTel in terms of procurement of goods and services remains low due to dynamic nature, technical requirements and competitive environment of the service industry. Necessary awareness and interactive sessions (Vendor meets) were organised in February 2024 and March 2024, to increase their participation in procurements done by RailTel. This included 'All India Vendor Meet' in Feb 2024 to strengthen partnerships, listen to vendor challenges and gather suggestions that will help streamline operations/executions, make processes smoother and more user-friendly for growth as well as brighter future for all parties involved. RailTel also launched new 'Vendor Bill tracking system' so that they could track their bills and vendors were made aware about the system. Apart from this, mutual discussions were also held in the meeting to maintain transparency between RailTel and vendors. A Vendor meet specifically targeted for Women is conducted in March 2024.

19. Right to Information Act, 2005

Your Company has a well-defined mechanism in place to deal with the RTI applications under the Right to Information Act, 2005 ("RTI Act"). RCIL being a responsible Public Sector Undertaking has complied with the provisions of the RTI Act and has designated Nodal Officer, CPIO, CAPIO, Transparency officer and Appellate Authority as required under the provisions of the RTI Act. The RTI Act seeks to provide for setting out the practical regime of Right to Information for citizens to secure access to information under the control of Public Authorities in order to promote transparency and accountability in the working of every Public Authority.

Your Company has hosted RTI related information on its website and same may be accessed at <https://www.railtel.in/rti.html>. Besides, keeping in view the purpose of suo-motu disclosures under section 4 of the RTI Act, 2005, your Company has hosted a dedicated page on its website, through which a large amount of information in the public domain is placed on a proactive basis. This is being done to make the functioning more transparent and reduce the need for filing individual RTI applications.

The details of RTI dealt during the year is shown in **Table-3**.

Table-3

Particulars	Nos.
No. of RTI cases pending as on 01/04/2023	06
Received during the Year	168
Disposed off (including rejected) during the year	165
Pending as on 31/03/2024	9*

*All pending applications were within statutory timeline prescribed by RTI Act.

20. Business Responsibility and Sustainability Report

In compliance with the requirement of Clause (f) of sub-regulation (2) of Regulation 34 of Listing Regulations, the Business Responsibility & Sustainability Report ("**BRSR**") is presented in the separate section which is forming part of this Annual Report.

21. Particulars of Loans, Guarantees or Investments

During the year, RCIL has not given any loan or guarantees covered under the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.

The detail of investments made by the Company is given in the notes to the Financial Statements.

22. Internal Controls Systems and their Adequacy

The Company has an internal control system in commensuration with size, scale and complexity of its operations. During the year, the Company has engaged Internal Auditors to carry out Internal Audit of the Company. The highlights of internal audit report and their synopsis were placed before the Audit Committee for its review.

RCIL implemented ORACLE ERP solution with name "Project Parivartan" and all modules like Projects, Procurement, Operations, Maintenance, Finance, HR, Sales and Marketing and these modules are live from December 2013. Implementation of "Project Parivartan" has empowered all employees to focus on their core competencies, making the work environment stress free, at the same time ensuring transparency and decision making in the system. During the year 2023-24, RCIL's IT team continuously worked towards strengthen of core processes of these implemented modules so that users could effectively and efficiently use ERP for day-to-day work. New features such as Upgradation of ERP to newer version with better look and feel, Implementation of Password Change Policy, Implementation of New Order Entry System for Stock Exchanges Intimation, Attendance Management Solution for CO Office, Development of ERP Change Request Portal, Tender EMD Application and Customer Tender Application Registry have been developed apart from regular O&M and enhancements works including development of new reports.

23. Annual Return

The Annual Return of RCIL pursuant to Section 134(3)(a) read with Section 92(3) of the Companies Act, 2013 and Regulation 34 of Listing Regulations, for the financial year ended on March 31, 2024 is placed at <https://www.railtel.in/annual-return.html>.

24. Management's Discussion and Analysis Report

In compliance with the requirement of Regulation 34(2)(e) of Listing Regulations, the Management's Discussion and Analysis Report for the year under review is presented in separate section which is forming part of this Annual Report.

25. Human Resource Development

The Human Resource Development ("HRD") function in the organization has been designed to maximize employee performance. HRD is primarily concerned with the management of people within organization and focusing on policies and systems. RCIL firmly believes in the strength of its most vital asset i.e. Human Resource. RCIL cares and values for its human resource which is the bedrock of success story. To keep the employees' morale high, your Company extends several welfare benefits to them and their families by way of implementing various new and revised welfare policies for its employees..

As on 31st March, 2024, the Company had total manpower strength of **858** employees including regular, deputationist, contractual and consultants. The details are shown in **Table-4**. During the year, Company has also availed the services of **1803** outsourced employees.

Table-4

Category	No. of Employees for the year ended 31.03.2023	No. of Employees for the year ended 31.03.2024
Regular Employees	474	478
On Deputation	45	48
On Contract (Direct)	206	291
On Contract (Re-employed)	27	30
Consultants	13	11

The percentage of women employees, SC/ST/OBC/EWS employees, persons with disabilities and ex-servicemen out of regular employees of the Company is shown in **Table-5:-**

Table-5

Category	No. of Employees for the Year ended 31.03.2023	No. of Employees for the Year ended 31.03.2024	% of total no. of regular employees during financial year ended 31.03.2024	No. of recruitment made in these categories*
Women Employees	49	52	10.88	3
SC Personnel	72	73	15.27	1
ST Personnel	22	25	5.23	3
Other Backward Classes	132	136	28.45	4
Person with Disabilities	7	9	1.88	2
Ex-Serviceman	0	1**	0.21	0
Economic Weaker Section (EWS)	0	0	0	0

* Employees who join on absorption basis are regular employees but not part of recruitment data.

**One employee has been absorbed from subsidiary company i.e. RailTel Enterprises Limited (REL) to RCIL on merger of REL into RCIL in September 2023.

The company has been following the Government guideline regarding reservation for SCs, STs, OBCs, EWS, Person with disabilities and Ex-Servicemen.

26. Particulars of Employees

Your Company being a Government Company, the provisions of Section 197(12) of the Companies Act, 2013 and relevant rules issued thereunder, are not applicable as per notification dated June 05, 2015 issued by MCA.

The terms and conditions of the appointment of Functional Directors are subject to the applicable guidelines issued by the DPE, Government of India.

27. Rajbhasha (Official Language)

For implementation of the Official Language Policies of the Government of India, an Official Language Cell is set up in RailTel Corporate Office comprising of Mukhya Rajbhasha Adhikari, a nominated Rajbhasha Adhikari and a Senior Manager/Rajbhasha, Consultant/Rajbhasha. Each Regional Office of RailTel has one Nominated Rajbhasha Adhikari. In RailTel, the Official Language Implementation Committee meeting is held every quarter under the chairmanship of Chairman and Managing Director. Official language progress reports are regularly sent to Railway Board,

Ministry of Home Affairs, Town Official Language Implementation Committee (NARAKAS).

Second Sub-Committee of the Parliamentary Committee on Official Language inspection.

RailTel's Patna, Lucknow, Bangalore, Prayagraj, Nagpur territory offices had been inspected by the Second Sub-Committee of the Parliamentary Committee on Official Language on 10.05.2023, 24.06.2023, 16.07.2023, 18.11.2023, 18.01.2024 respectively to review the use of Hindi.

Organizing Hindi Pakhwada

On the occasion of Hindi Diwas, Hindi Pakhwada was celebrated in RailTel from 14 to 29 September, 2023 and various activities/programs were organized during the pakhwada. On the occasion of the closing ceremony of Hindi Pakhwada 2023, the Chairman and Managing Director gave cash prizes and certificates to the officers and employees who secured first, second and third place in different competitions. Consolation prizes were also given. Besides, award was also given to employees who had done Commendable work in Hindi during the year.

Hindi Workshop:

As per the instructions of the Department of

Official Language Ministry of Home Affairs, Hindi workshops are organized every quarter in the office in which eminent scholars of Hindi are invited for lectures. Four workshops were organized by RailTel during Financial Year 2023-24.

Publication of "RailTel Gatividhian" and Rajbhasha Patrika "RailTel Pragati"

A quarterly newsletter "RailTel Gatividhian" is being published regularly by RCIL for the use of the Official Language. Its 19th edition was published as International Women's Day special edition named "Tavishi". Besides this, RailTel also publishes the official language magazine "RailTel Pragati" on a half yearly basis of which nine(9) editions have been published so far. Provision has been made to pay honorarium for articles published in RailTel magazine and News letter.

RailTel Rajbhasha Magazine "RailTel Pragati" was awarded in the best magazine category by Town Official Language Implementation committee (NARAKAS).

It is a matter of pride for "RailTel Pragati" and a tremendous achievement as the Town Official Language Implementation Committee has 44 PSUs as its members.

28. Prevention, Prohibition and Redressal of Sexual Harassment

In order to provide protection against sexual harassment of women at workplace and for prevention and redressal of complaints of sexual harassment, RailTel has Internal Complaint Committee as a system to prohibit & prevent the social evil of Sexual Harassment at Workplace in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder.

The objective is to provide women, a workplace, free from harassment, to ensure that every woman is treated with dignity and respect and to provide a speedy redressal mechanism to women who have been subjected to sexual harassment.

For the said purposes, RCIL has an Internal Complaints Committee (ICC) in place at its Corporate Office and

all four Regional Office(s) which is responsible to:-

- Investigate every formal written complaint of sexual harassment.
- Meet at regular intervals.
- Prepare an Annual Report containing the details of complaints of sexual harassment pursuant to the provisions of Act and provide the same to employer.
- Take appropriate remedial measures to respond to any substantial allegations of sexual harassment.

The composition of Internal Complaints Committee on Sexual Harassment comprised of one independent nominee from YWCA as member of the committee, besides, three other executives from corporate office of the company as member of the committee. The Committee is headed by women Chairperson.

The summary of complaints dealt during the year is shown in **Table-6**:

Table-6

Particulars	Nos.
Number of complaints of Sexual Harassment received in the year.	Nil
Number of complaints disposed off during the year.	Nil
Number of cases pending for more than 90 days.	Nil
Number of workshops on awareness programmes against sexual harassment conducted during the year.	2

29. Risk Management

The Board of Directors of your Company in their 122nd meeting held on 17th June, 2021 has considered and approved the revision in existing RMP to make it sync with the requirement of amendment in SEBI (LODR) Regulations, 2015. The revised Risk Management Policy is implemented in RCIL.

In order to develop and implement an Enterprise Risk Management Framework, RCIL has constituted a Board Level Risk Management Committee

(Apex Level). The Risk Management Committee has the key role of monitoring the development, implementation and performance of the Enterprise Risk Management framework and maintains an enterprise-wide view of the top risks.

In order to further strengthen Risk Management and implement a suitable process, RCIL has also formed a Functional Risk Management Committee constituted with Chief Risk Officer and heads of key functions/ departments. The functional heads will facilitate the identification and assessment of risks within their departments/functions with the assistance of their teams.

In terms of the approved Risk Management Policy, following key risks have been identified:

- 1) Project Risk
- 2) Strategy Risk
- 3) Market Risk
- 4) People Risk
- 5) Technology Risk
- 6) Reputation Risk
- 7) Insurable Risk
- 8) Contractor/Vendor Risk
- 9) Cyber Security Risk

30. Related Party Transactions

Your Company has formulated a policy on Related Party Transactions which is also available on Company's website at www.railtel.in. This policy deals with the review and approval of Related Party Transactions.

In terms of Ministry of Corporate Affairs order dated 29.08.2023, RailTel Enterprises Limited wholly owned subsidiary of your company stand amalgamated with RailTel Corporation of India Ltd. As on date, your Company has no subsidiary company pursuant to section 134(3)(h) of the Companies Act 2013, read with Rule 8(2) of Companies (Accounts) Rules, 2014. During financial year 2023-24, particulars of contracts or arrangements with related parties in specified Form no. AOC-2 and is placed at **Annexure-1**.

31. Corporate Governance

A detailed report on Corporate Governance as stipulated under Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is appended and forms part of the Annual Report. The Company has always worked towards enhancing the Corporate Governance and the principles underlying the same within the organization. Your Company is in compliance with DPE Guidelines on Corporate Governance to the extent possible. Pursuant to the requirements of DPE Guidelines, 2010, a certificate obtained from Practicing Company Secretary and is forming part of this Annual Report.

In compliance with the directives of DPE, the Company is sending its quarterly report in the prescribed manner to its Administrative Ministry/ DPE. For each quarter, CPSEs are graded under various heads viz; Composition of Board, Non-Official Directors, Board Meetings, Code of Conduct, Audit Committee, Remuneration Committee, Board Disclosures, Directors' Remuneration etc. on the basis of scores prescribed for each head. For the year under review, RCIL has secured, based on self-evaluation, an annual score of **"94.84%"** which falls under **"Excellent"** grade for compliance of DPE Guidelines on Corporate Governance for FY 2023-24.

32. Corporate Social Responsibility

As per Section 134(3)(o) read with Section 135 of the Companies Act, 2013 along with the Rules made under Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company has formulated a CSR & Sustainability Policy which provides a broad framework within which the Company will carry out its CSR activities. The policy aims for social and economic development of community in the areas of nutrition and healthcare, women empowerment, rural development, education, skill development, health and such other areas and adhere to sustainable and transparent business practices. The activities to be undertaken under the policy will be in accordance with Schedule-VII of the Act and directives issued by DPE from time to time.

During the FY 2023-24, RCIL has undertaken to spend ₹ 739.36 lakh on CSR activities (₹ 484.49 Lakh for FY 2023-24, which is 2% of average net profit before tax (PBT) of the company earned during the immediately preceding three Financial Years) plus ₹ 254.87 Lakh as unspent from previous years. Out of this CSR budget, ₹ 484 Lakh was spent during FY 2023-24 on CSR activities.

During the year, RCIL has carried out various CSR activities like Promoting Education, establishing Health Center in Purulia, West Bengal, Healthcare and Nutrition for poor at SPSR, Vellore & children of sex workers in Kolkata, Support to orphan/slum children, Skill development for youth at Delhi, Donation of sewing machines at Delhi, Construction of toilets and Installation of Street Lights at Kushambi, UP etc.

One of the RCIL's flagship CSR initiative namely 'RailTel's Akansha Super-30, Dehradun, Uttarakhand' is related to providing free lodging and mentorship to poor but talented students from state of Uttarakhand, for admission to IIT's and other premier engineering institutes. The program has success rate of 96% with students getting admission to IIT-JEE and other premier engineering institutes. The Annual Report on CSR as prescribed under Companies (Corporate Social Responsibility Policy) Rules, 2014 is forming part of this Report and is placed at **Annexure-II**.

33. Secretarial Standards

During the year, the Company is in compliance with the applicable Secretarial Standard issued by the

Institute of Company Secretaries of India (ICSI) to the extent applicable.

34. Compliance of Cyber Security Guidelines

During the year, the Company is in compliance with the applicable Cyber Security Guidelines issued by the Government of India to the extent applicable.

35. Vigil Mechanism

Vigilance Administration is an integral part of any organization. If the vigilance set up is effective in an organization, it will certainly ensure the functioning of the other segments in an efficient way. The Vigilance Administration consists of preventive and punitive anti-corruption measures. The measures include detecting irregularities, analyzing, and finding out reasons for such irregularities and making effective systemic improvements to curb them. It also includes identifying public servants accountable for misconduct and taking appropriate punitive actions.

During the year, the Vigilance Department carried out various preventive activities including periodic and surprise inspections which led to various system improvements. This shall enable RCIL to proactively ensure transparency in various spheres of Company's activities as well as also take punitive measures wherever required.

The Status of Vigilance activities during the year is shown in **Table-7**:

Table-7

Sr. No.	Particulars	Nos.	Remarks
1	Number of Complaints received during the year	36	All complaints dealt as per complaint handling policy in a timely manner.
2	Number of investigation reports carried out during the year (incl. under directions of CVC & Railway Board)	14	Related to tender/contract management and procedure violations.
3	Number of Officers against whom disciplinary proceeding initiated arising out of investigations (incl. CBI cases)		
	a) Major departmental action	0	

Sr. No.	Particulars	Nos.	Remarks
	b) Minor departmental action	0	
4	Number of Inspections conducted during the year		
	a) Periodic inspection	50	Across Corporate Office, Regional offices & field units.
	b) Surprise inspection	13	
	c) CTE Type inspection	04	
5	Number of System Improvements taken up during the year	12	In respect to HR/Admin policies & procurement matters.

(i) Inspections by Vigilance Department

Vigilance team led by CVO visited Hyderabad from 07.07.2023 to 11.07.2023 during which inspection was carried out at Southern Region Regional Office and Store & Data Center at Secunderabad.

CVO accompanied by Vigilance team inspected Chandigarh Territory Office, Chandigarh PoP, Hartron Project Office and Ambala PoP from 19.07.2023 to 20.07.2023.

CVO visited Bangalore from 19.09.2023 to 21.09.2023 during which Territory Manager/Bangalore gave an overview of the territory.

CVO inspected Gandhigram PoP on 07.09.2023 and Ekta Nagar PoP on 09.09.2023.

As a part of periodic inspection, Vigilance team inspected Jaipur PoP and Dausa PoP on 30.04.2023 & 01.05.2023 respectively. The team also inspected Varanasi and Prayagraj PoP from 08.09.2023 to 09.09.2023 and Ludhiana and Amritsar PoP on 15.06.2023 to 17.06.2023.

Other than periodic inspections, Sr. DGM/Vigilance made a surprise inspection of Bhubaneswar PoP and Puri PoP on 01.12.2023.

(ii) Other important work done in Vigilance department

- **IT Initiatives:** Online Complaint Portal is already linked to website for complaints handling. Vigilance profiles for all E-5 and above level Executives updated on SOLVE (System for Online Vigilance Enquiry) portal of DoPT. Online Vigilance database of all Executives are updated in ERP. After receiving request from HR Department, 100% vigilance clearance is processed by Vigilance Department on ERP.

- **Trainings:** 28 trainings conducted on procurement, contract and preventive vigilance matters covering all employees.

(iii) Vigilance Awareness Week

As per the CVCs directives, Vigilance Awareness Week was observed in RailTel from October 30, 2023 to November 5, 2023 with the theme "Say no to corruption; commit to the Nation"; "भ्रष्टाचार का विरोध करें राष्ट्र के प्रति समर्पित रहें"- During the week, a number of vigilance awareness activities were carried out and events organized involving RCIL's Officials as well as for other Citizens. The week began with integrity pledge to RCIL officials on 30.10.2023. A brief of such activities is as under:

- 1) During the Vigilance Awareness Week on 30.10.2023, CMD administered integrity pledge to all RailTel Employees. The Officials from Regional/Territory Offices also joined through RailTel's in-house Telepresence services.
- 2) A Nukkad Natak on Public Interest Disclosure & Protection of Informer (PIDPI) was organized by employees on 30.10.2023.
- 3) A Quiz competition was held among all employees of Corporate Office on 30.10.2023.
- 4) On 31st October, 2023 Mrs Arti C Srivastava, Addl. Secy, CVC delivered a talk about awareness of PIDPI.
- 5) On 1st November, 2023, Additional Secretary from CVC, Dr Praveen Kumari Singh spoke about Good Governance & Cyber hygiene and and Shri B.K. Singh, Dy. Legal Adviser, CBI delivered a talk on Departmental Misconduct and Criminal Misconduct.

- 6) On concluding day, Shri S.P. Beck, ED (Vigilance/S&T), Railway Board delivered a talk on importance of honesty, integrity and probity in life.
- 7) During the observance of VAW-2023, various competitions were held, where employees and their family members participated. The winners for Speech/Debate, Article/Essay, Poem, Quiz, Nukkad Natak & Posters competition were also felicitated with certificate of appreciation on 03.11.2023.
- 8) During the closing ceremony of Vigilance Awareness Week, RailTel Vigilance Department released Fourteenth edition of Vigilance Bulletin.
- 9) Vendors Meet: Organized Vendor meets at Regional Offices and Corporate Office during Vigilance Awareness Week 2023.
- 10) During 3 Months campaign period (16th August, 2023 to 15th November, 2023), as per CVC directives, RailTel had very fruitful Capacity Building Program sessions on 5-themes, namely, Systems and Procedures, Cyber Hygiene & Security, Procurement, Role of IO/PO in conducting inquires and HR Systems & Procedures.

36. Statutory Disclosures

Your Directors have made necessary disclosures, as required under various enactments including the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

37. Auditors

Statutory Auditors

The C&AG has appointed M/s S.R. Goyal & Co. of New Delhi as Central Statutory Auditors of the Company to audit the Financial Statements for the year ended on 31st March, 2024.

Besides that, the C&AG has also appointed the following firms of Chartered Accountants as Branch Auditors for audit of the Regional Office(s) of the Company:

Auditor	Region
M/s. S.R. Goyal & Co.	Northern Region & Corporate Office
M/s. Laxminiwas & Co.	Southern Region
M/s. J L Sengupta & CO.	Eastern Region
M/s. Banshi Jain & Associates	Western Region

In terms of the authorization given by the members in their last Annual General Meeting, the Board on the recommendation of Audit Committee has already considered and approved the payment of fee for all the above Auditors to the aggregate extent of ₹39 Lakh excluding GST.

Cost Auditors

The Company has appointed M/s. Dhananjay V. Joshi, Cost Accountants as Cost Auditors to audit the cost record maintained by the Company for the Financial Year 2023-24.

The Company has filed Form CRA-2 with the MCA in this regard.

Secretarial Auditor

During the year, pursuant to provisions of Section 204 of the Companies Act, 2013 read with rules made thereunder, RCIL has appointed M/s. T. Chatterjee & Associates, Practicing Company Secretaries, as Secretarial Auditor of the Company for the Financial Year 2023-24. The Secretarial Audit has been conducted by M/s. T. Chatterjee & Associates, Practicing Company Secretaries and issued a Secretarial Audit Report in the format prescribed under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Secretarial Audit report of the Company for the year ended 31st March, 2024 in Form no. MR-3 and the Management's reply on the observation/comments of Secretarial auditor shall forms part of this report and are placed at **Annexure-III** and **Annexure-IV** respectively.

Internal Auditors

Your Company has appointed five Internal Auditors for carrying internal audit of Corporate & four regions. The details of internal auditors are as under: -



Name Internal Auditors	Region
M/s Raj Har Gopal & Co.	Corporate Office
M/s Sudhir Kumar Jain and Associates	Northern Region
M/s A R Sulakhe	Southern Region
M/s KGRS & Co	Eastern Region
M/s Vinod Singhal & Co. LLP	Western Region

38. Comments of C&AG

The comment(s) of C&AG are attached and forming part of this Annual Report.

39. Auditors' Report

The Auditors' Report of the Company for the year ended 31st March, 2024, is attached with the Financial Statement of the Company. There is no qualification in the Auditors Report on the Financial Statements of the company. During FY 2023-24, no fraud has been reported by the Auditors of the Company.

40. Energy Conservation, Technology Adoption, Foreign Exchange Earnings and Outgo

The Company is presently engaged in providing telecom services. The disclosure on Conservation of Energy and Technology Absorption as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 and as prescribed under Rule 8 of Companies (Accounts) Rules, 2014 is forming part of this Report and is placed at **Annexure- V**.

41. MOU with Administrative Ministry

RCIL is signing a MoU with the Government of India, MoR whereby laying inter alia the physical and financial targets. The MOU pertaining to FY 2023-24 has been signed with MoR within stipulated time. For the year 2022-23, RCIL has got **"Very Good"** rating from DPE.

For the MoU targets 2023-24, RCIL has complied with various guidelines communicated by DPE as given below:-

- DPE Guidelines issued from time to time on CSR expenditure;

- Steps and initiative taken for Health & Safety improvement of Human Resources in CPSEs as prescribed by the Administrative Ministry;
- Procurement from GeM is Rs. 56.45 Crore (11.02%) of total procurement (goods & services) against approved plan of Rs. 52.83 Crore.
- Procurement of goods or services through MSEs is 53% total procurement of goods and services against target of 25%.
- Procurement of goods & services through SC/ST MSEs is 4% of total procurement of goods & services against target of 4%.
- Procurement of goods & services through Women MSEs is 3% of total procurement of goods and services against target of 3%.
- Acceptance/Rejection of goods & services through TReDs portal is 100%.
- Expenditure management economy measures and rationalization of expenditure.
- Guidelines on Accessible India Campaign (Sugamya Bharat Abhiyan)
- Guidelines on implementation of the Apprenticeship Act, 1961
- Compliance of provisions related to TREDIS as outlined in DPE OM NO-DPE-7(4)/2007-Fin dated 04.05.2020.

The company has also complied with the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 which are within the control of the company.

The details of DPE MOU 2023-24 target parameter vs achievement has been given at **Annexure-VI**.

42. Event occurring after the Balance Sheet Date

As such, no significant events occurred between the end of the financial year to which this Financial Statements relates and date of this report.

43. General Disclosure

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Details relating to deposits covered under Chapter V of the Companies Act, 2013.

- (b) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- (c) Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- (d) Neither the Chairman and Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from subsidiary company.
- (e) No Significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- (f) Application made or proceeding pending under the Insolvency and Bankruptcy Code, 2016.
- (g) One time settlement of loan obtained from the Banks or financial institutions.

44. Transfer of Unclaimed Dividend to Investor Education and Protection Fund

During the year under review, no amount was required to be transferred to the Investor Education and Protection Fund by the Company.

45. Directors Responsibility Statement

In terms of the provisions of section 134(3)(c) read with section 134(5) of the Companies Act, 2013, as amended, your Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and

- fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) that internal financial controls are adequate and operating effectively; and
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

46. Acknowledgements

Your Directors would like to place on record their sincere appreciation and gratitude to the Indian Railways, Government of India, Department of Investment and Public Asset Management (DIPAM), Ministry of Communications and IT and other Ministries/Departments, subscribers of Company's telecom services, the stakeholders, and bankers and to all the State Governments, Local Bodies and Regulatory authorities for their continued cooperation and invaluable support.

Your Directors thank all shareholders, business partners and all members of the RCIL Family for their faith, trust and confidence reposed in the Board.

Your Directors express their deep appreciation for the hard work and dedicated efforts put in by the employees at all levels and look forward to their continued contribution in achieving the mission and objective of the Company.

For and on behalf of the Board of RCIL

**Sd/-
Sanjai Kumar
Chairman and Managing Director
DIN: 06923630**

**Place: New Delhi
Date: 23.07.2024**

Annexure – I

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

A. Details of contracts or arrangements or transactions not at arm's length basis:

S. No.	Name (s) of the related party and nature of relationship	Nature of contracts/arrangements /transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
1.	RailTel Enterprises Limited (REL) (Subsidiary Company)	Manpower Sharing	2023-24*	<p>RCIL assisting REL in providing staff/executives of RailTel for looking after and attending to REL's work by devoting limited time.</p> <p>i. 5% salary of limited officers of RCIL to be charged to Company.</p> <p>ii. Based on the respective strength, domain knowledge and competency this arrangement shall synergize capabilities and capacities of RCIL and REL in the overall business interest of both the entities and result in better utilization of available manpower.</p> <p>iii. The total amount of salary charged from REL for Q- 1 of FY 2023-24 stood ₹ 25.59 Lakh excluding taxes.</p>	27.07.2023	Nil

*vide MCA order dated 29.08.2023, RailTel Enterprises Ltd. stand amalgamated with RailTel Corporation of India Ltd.

B. Details of material contracts or arrangement or transactions at arm's length basis are given below: NIL

For and on behalf of the Board of RCIL

Sd/-
Sanjai Kumar
Chairman and Managing Director
DIN: 06923630

ANNEXURE-II

RAILTEL CORPORATION OF INDIA LIMITED

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2023-24

Corporate Overview

Statutory Reports

Financial Statements

1	<p>Brief outline on CSR Policy of the company</p>	<p>RailTel's CSR vision is "To be a Company that sets a defined strategy for Social & Economic Development of communities in an inclusive manner and adhering to sustainable & transparent business practices"</p> <p>RailTel's CSR mission is "To align CSR and Sustainability policy with the business policy so as to conduct business in a sustainable manner and to undertake high impact community development projects in the areas of rural development, education, skill development, health, nutrition and other areas of national and local importance in consultation with stakeholders utilizing the ICT expertise developed in the Company."</p> <p>The Company already has a Board approved policy on Corporate Social Responsibility (CSR). The focus sectors under CSR for the Company shall be in the areas of health & nutrition, rural development, education, women empowerment & citizen centric services utilizing the ICT tools & technologies. The Company may choose to take up other areas based on need assessment of the local community and geographic locations. The activities proposed to be undertaken under CSR shall include all activities consistent with CSR provisions of the Act and Schedule VII of Act, DPE guidelines and rules framed thereunder.</p> <p>During the year 2023-24, the following CSR activities were approved by the Board level CSR committee of RailTel:</p> <ul style="list-style-type: none"> a) Continuity of RailTel Akansha Super-30, at Dehradun, Uttarakhand: A flagship project of RailTel, is an innovative manifestation of RAILTEL. It is a very unique, tangible and time bound CSR project. The objective of Akansha Super 30 Project is to transform the lives of 30 underprivileged but talented students by strengthening their academic excellence through residential coaching, boarding and lodging and preparing them for IIT/JEE the most prestigious examination for aspiring engineers. b) Sehat Center at Purulia West Bengal: This project is aimed for better health status of around 2400 women beneficiaries of Purulia District of West Bengal. The activities being carried out at centre, range from counselling for better health seeking behavioral change, Menstrual health & hygiene, and sanitation (Free sanitary pad distribution), Eye check-up camps (Free distribution of spectacles to needy people), Support services to pregnant women and lactating mothers & Anemic women/girls. c) Mobile Medicare Unit "Jeevan Ayuska": The "Jeevan Ayuska" project aims to provide quality healthcare services to the poor and needy population of SPSR Nellore district in Andhra Pradesh through a mobile medical unit. The project includes medical consultation, diagnosis, health education, medical dispensation, referral services, and health data collection. A vehicle equipped with medical equipment will be staffed by qualified healthcare professionals to provide free essential medications and conduct healthcare workshops. The project will establish referral
---	--	---

linkages with nearby healthcare facilities for serious health conditions and collect data for monitoring and evaluation.

- d) Health and Nutrition of Children of Sex Workers (Project UDAAN):** The project in Sonagachi, Kolkata, aims to rescue and rehabilitate child sex workers and at-risk children, providing medical and nutritional support. It targets to improve the health conditions of socially marginalized women and girls from the red-light area by offering nutritious food, medical care, and psychological support. The project also aims to empower beneficiaries as responsible citizens through awareness campaigns.
- e) Skill Development Programme for Underprivileged Youth (SAMARTH BHARATH):** The project aims to conduct skill development training programs in Delhi for underprivileged youth in repairing home appliances such as ACs and refrigerators. It seeks to empower economically disadvantaged youth by equipping them with skills, guidance, and job opportunities. Through partnerships with local NGOs and community outreach, the project aims to narrow the gap between industry requirements and the capabilities of disadvantaged youth, thus promoting a more inclusive workforce.
- f. Awareness and Distribution of Nutritious Food to needy Women in Weaver Village (Project Poshan):** The project aims to conduct awareness programmes and distribute nutritious food to disadvantaged women in the Weaver Village of Maniabandha, Odisha, to address food and nutrition insecurity. The project seeks to enhance knowledge and practices related to food, nutrition, and hygiene among vulnerable rural households to promote the consumption of diversified nutritious foods and improve overall health outcomes.
- g) Installation of Sanitary Pad Vending Machine and Incinerators:** The project in Baramulla district aims to improve the health of adolescent girls and women by installing sanitary pad vending machines and incinerators in 10 rural government schools. Each machine is expected to benefit 10 to 50 users daily, enhancing menstrual hygiene and reducing the spread of infections. Additionally, the project aims to promote entrepreneurship among women in the community by training Self-Help Groups (SHGs) in sanitary pad production and machine maintenance and further creating job opportunities.

The above mentioned are some of RailTel's initiatives for the fiscal year 2023-24 aimed at enhancing its corporate social responsibility (CSR) efforts.

A comprehensive list of these projects can be found on RailTel's official website or by visiting the following URL:

<https://www.railtel.in/images/pdf/Web%20Upload%20CSR%202023-24%20Projects.pdf>

For details regarding the composition of RailTel's CSR committee, please refer to the following link: <https://www.railtel.in/board-committee.html>

To gain insights into RailTel's CSR policy, please visit the following link:

<https://www.railtel.in/images/pdf/FINAL%20Policy%20-%20CSR%20v1.pdf>

2. Composition of CSR Committee:

S. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Shri N. Manoharan (Independent Director)	Chairman	4	4
2	Shri Rameshwer Meena (Part-Time Govt. Nominee Director) (From 10.11.2023 to 03.01.2024)	Member	0	0
3	Shri Ranjit Kumar (Part-Time Govt. Nominee Director) W.e.f. 03.01.2024	Member	2	2
4	Shri Rakesh Ranjan (Part-Time Govt. Nominee Director) (upto 10.11.2023)	Member	2	0
5	Shri V. Rama Manohara Rao (Director/Finance)	Member	4	4

3.	Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.	https://www.railtel.in/images/pdf/Committees.pdf
4	Provide the executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable.	Not Applicable

(₹ in Lakh)

5	(a)	Average net profit of the company as per section 135(5)	24224.67
	(b)	Two percent of average net profit of the company as per section 135(5)	484.49
	(c)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	0
	(d)	Amount required to be set off for the financial year, if any	0
	(e)	Total CSR obligation for the financial year [(b) + (c) - (d)]	484.49

6	(a)	Amount spent on CSR Projects (both ongoing projects and other than ongoing projects)	237.86
	(b)	Amount spent in Administrative Overheads	7.39
	(c)	Amount spent on Impact Assesment, if applicable	NA
	(d)	Total Amount spent for the financial Year [(a) + (b) + (c)]	245.25
	(e)	CSR amount spent or unspent for the financial year :	

Amount Unspent (in ₹ Lakh)

Total Amount Spent for the Financial Year. (in ₹ Lakh)	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
245.25	239.24	24.04.2024	Nil		

(f)	Excess amount for sett off, if any	As detailed below
-----	------------------------------------	-------------------

Sl. No.	Particular	Amount (in ₹ Lakh)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per section 135(5)	484.49
(ii)	Total amount spent for the Financial Year	245.25
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-239.24
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0.00
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-239.24

7 (a) Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6) (in ₹ Lakh)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial year (in ₹ Lakh)
				Name of Fund	Amount (in ₹ Lakh)	Date of Transfer	
1	2020-21	7.25	0	7.25			0.00
2	2021-22	36.27	8.29	29.08			7.19
3	2022-23	210.54	41.15	169.38			41.16
	Total	254.06		205.71			48.35

8	Whether any capital assets has been created or acquired through Corporate Social Responsibility amount in the financial year	No
	If Yes, enter the number of Capital assets created/acquired	Not Applicable
	Furnish the details relating to such asset(s) so created so created or acquired through Corporate Social Responsibility amount spent in the financial Year	Not Applicable
9	Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).	The projects sanctioned during the year will be completed in subsequent years and there is milestone linked payment to various stages of completion of the projects.

Sd/-
Sanjai Kumar
Chairman & Managing Director
(DIN: 06923630)

Sd/-
N. Manoharan
Chairman CSR Committee
(DIN: 06430322)



ANNEXURE-III

T. Chatterjee & Associates
Company Secretaries

Kolkata Office : "ABHISHEK POINT" 4th Floor,
152, S. P. Mukherjee Road, Kolkata - 700026
Phone : (033) 4060 5149 / 2465 0061
E-mail : tchatterjeeassociates@gmail.com
Delhi Office : 1209, 12th Floor, Ansal Tower,
38 Nehru Place, New Delhi, Delhi - 110019

FORM MR-3

Secretarial Audit Report

(For the Financial Year ended 31st March, 2024)

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
**The Members of
RailTel Corporation of India Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RailTel Corporation of India Limited (CIN L64202DL2000GOI107905)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on verification of the books, papers, minute books, forms, returns filed and other records maintained by the Company, information provided by the Company, its officers (including RTA), electronic records available in the official portal of the Ministry of Corporate Affairs www.mca.gov.in, portal of the Stock Exchanges, we hereby report that in our opinion, the Company has, during the audit period covering financial year ended on **31st March 2024**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed with the stock exchange,

in the official portal of the Ministry of Corporate Affairs (MCA) etc. and other records maintained by the Company for the financial year ended on **31st March 2024**, according to the applicable provisions of:

- i) The Companies Act, 2013 (**the Act**) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the company;
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- d. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulation, 2021; (not applicable to the Company during audit period)
 - e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - f. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2021; (not applicable to the Company during audit period)
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (not applicable to the Company during audit period)
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations 2018; (not applicable to the Company during audit period)
 - i. The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015;
 - j. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- vi) Guidelines on Corporate Governance for Central Public Sector Enterprises (CPSEs), 2010 issued by Department of Public Enterprises ('DPE Guidelines').
 - vii) We further report that, having regards to the compliance system prevailing in the Company, on examination of the relevant documents and records in pursuance thereof, on test check basis, the Company has generally complied with the specifically applicable laws to the Company as identified by the Management, including the Telecom Regulatory Authority of India Act, 1997, the Telegraph Act, 1885, the Indian Wireless Telegraphy Act, 1933, etc., to the extent of their applicability to the Company.

We have also examined compliance of the applicable clauses of the following:

- a. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board Meetings (SS-1) and General Meetings (SS-2).
- b. The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Ltd read with the provisions of the Securities and Exchange Board of India (SEBI) [Listing Obligations & Disclosure Requirements] Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc. mentioned above, subject to the following observations:

The composition of the Board of Directors was not in compliance with Regulation 17 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations in regard to non – availability of one-half of the Independent Directors including Independent Woman Director on the Board of the Company.

We report that:

- a. The Board of Directors of the Company was not duly constituted with proper balance of Non-Executive Directors, Independent Directors and Independent Woman Director for the period as discussed in the preceding para. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c. The dissenting views of the member(s) of the Board of Directors and Committees thereof

were captured and minuted whenever arises. However, no such case has arisen during the period under review.

We report that during the period under review, the Board meetings were conducted where option was given to the Board Members to participate either physically or through video conferencing and adequate facilities are used to facilitate the Directors at other locations to participate in the meeting.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standard etc.

**For T. Chatterjee & Associates
Practising Company Secretaries
FRN No. - P2007WB067100**

Place: Delhi

Date: 01-06-2024

**Sd/-
Binita Pandey
Partner
ACS : 41594, CP : 19730**

**UDIN: A041594F000515210
Peer Review No.: 908/2020**

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report

ANNEXURE A

**To,
The Members of
RailTel Corporation of India Limited**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the Guidance Notes on ICSI Auditing Standard, audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For T. Chatterjee & Associates
Practising Company Secretaries
FRN No. - P2007WB067100**

**Place: Delhi
Date: 01-06-2024**

**Sd/-
Binita Pandey
Partner
ACS : 41594, CP : 19730**

**UDIN: A041594F000515210
Peer Review No.: 908/2020**

ANNEXURE-IV

RAILTEL CORPORATION OF INDIA LIMITED

Replies to the observations/comments made by Secretarial Auditor in their report:

Observations/comments made by Secretarial Auditor in their report	Management Replies
<p>The composition of the Board of Directors was not in compliance with Regulation 17 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations in regard to non – availability of one-half of the Independent Directors including Independent Woman Director on the Board of the Company.</p>	<p>RailTel is a Govt. Company under the administrative control of Ministry of Railways, Govt. of India.</p> <p>In terms of Article 67 of the Articles of Association of RailTel, the President of India shall have the power to appoint Directors on the Board of the Company.</p> <p>Since the power to appoint directors including Independent Directors/Woman Independent Director on the Board vests with the President of India, it was beyond the control of the Company to appoint on its own Independent Directors/Woman Independent Director on the Board.</p> <p>However, the Company kept on following up the matter with the Ministry of Railways for early appointment of requisite number of Independent Directors including Woman Independent Director on the Board</p>



रेलटेल
RAILTEL

A Mini Ratna Enterprise

ANNEXURE-V

RAILTEL CORPORATION OF INDIA LIMITED

Disclosure under Section 134(3)(m) of the Companies Act, 2013 as prescribed under Rule 8 of Companies Accounts Rules, 2013

(A) Conservation of Energy

(i)	Steps taken or impact on conservation of energy	<ol style="list-style-type: none"> 1. HVAC is working for optimum utilization of electrical energy. 2. Motion sensors are working in Corporate Office. 3. Disposal of IT waste is processed. 4. Timer switches are being installed to regulate the run of AC machine. 5. Temperature of Air Conditioner is set at 24°C higher range to save the electricity. 6. Effective saving during FY 2023-24 by the work of Retro fitment(replacement of old luminaries with LED solution). 7. Centralized control of High-Capacity Air Conditioning unit under Energy Conservation Plan. 8. Provision of Motion Sensors in Data Center for electricity saving. 9. Replacement of old SMPS battery chargers with high efficient rectifier battery charger. 10. Replacement of codal life completed/low-capacity battery banks with new battery banks. 11. Replacement of codal life completed/low efficient AC units with energy efficient/star rating inverter technology AC units.
(ii)	Steps taken by the company for utilising alternate sources of energy	<ol style="list-style-type: none"> 1. Replacement of old batteries of UPS is made. 2. 18 sets of VRLA battery have been supplied to the POPs for saving consumption of equipment's. 3. Earlier CFL lights were being utilized which has been replaced with LED lights to save energy consumption
(iii)	Capital investment on energy conservation equipment's	No capital investment on energy conservation equipment was made during the FY 2023-24.

(B) Technology Absorption

(i)	Efforts made towards technology absorption	<ol style="list-style-type: none"> 1. Replacement of old luminaries with LED solution has been done. 2. Provision of Auto Switch off light circuit in cabins has been made 3. Centralized control of High-Capacity Air conditioning units under Energy Conservation plan. 4. Provision of motion sensors for electricity saving
-----	--	---

		<ol style="list-style-type: none"> 5. Drive for major preventive maintenance activity schedule for all equipment's 6. Retrofitting of DG sets to control pollution of exhaust gases. 7. End of life SDH equipments were replaced with energy efficient higher capacity electronics (like routers/switches) 8. Retrofitting of all DG sets to control pollution as per NGT guidelines 9. Drive to ensure the loading in such a way to maintain unity power factor. 10. Annual Stack Monitoring (Pollution Check) of all DG sets as per CPCB guidelines, preventive maintenance activities, B-check & C-check activities as per the OEM standards.
(ii)	Benefits derived like product improvement, cost reduction, product development or import substitution	<ol style="list-style-type: none"> 1. Retrofitting of DG sets to control pollution of exhaust gases reduction of 75% to 95%. 2. Operational Efficiency – Regular scheduling of all equipments. 3. Service Quality improvement- Major overhauling of data center equipment's & PoPs equipments.
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	NA
(a)	Details of technology imported	NA
(b)	Year of import	NA
(c)	Whether the technology been fully absorbed	NA
(d)	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NA
(iv)	Expenditure incurred on Research and Development	NIL

(C) Foreign Exchange Earnings & Outgo

(₹ in Lakhs)

Sl. No.	Particulars	FY 2023-24	FY 2022-23
i.	Foreign Exchange Earnings	NIL	NIL
ii.	Foreign Exchange Outgo	8	NIL



रेलटेल
RAILTEL

A Mini Ratna Enterprise

ANNEXURE-VI

DPE MoU 2023 -24 (Target Vs Achievement)

S.No.	Parameter	Unit	Target	Achievement	Reference
1	Revenue from Operations	₹ in Cr.	2318	2568	Page No.-182 of Annual Report
2	CAPEX	₹ in Cr.	150	199	Page No-201, 202 Calculation: Summation of (i) & (ii) (i) Page-201: Under Note 2- Property, Plant & Equipment- as on 31.03.2024- 'Additions'- Rs 226.35 Cr (₹ 223.73+ ₹ 2.62) (ii) Page-202: Under Note 3- Difference of 'Capital Work-in Progress' of ₹ -27.34 (₹ 129.59-156.93)
3	EBITDA as a percentage of Revenue	%	22.48	19.55	Page No-182, EBITDA : ₹ 512.51 Cr (PBT (₹354.81 Cr) plus Depreciation (157.70 Cr)) divided by Total Revenue (₹ 2622.17 Cr)
4	Return on Net Worth	%	13.20	14.17	Page No - 181 & 182, PAT divided by Avg Networth (₹246.21Cr/₹1738.06Cr)
5	Asset Turnover Ratio	%	65.93	64.75	Page No - 181 Assets & 182 for Turnover, (₹ 2622 Cr divided by ₹ 4049.58 Cr)
6	Acceptance/ Rejection of Goods & Services through TReDS Portal	%	100	100	Page No-51 (g)
7	Procurement from GeM as% of total procurement	%	100	100	Page No-51 (c)
8	Trade Receivables as no. of days of Revenue from Operations	Number of Days	90	180	Page No-181 & 182
9	Expenditure on R&D / Innovations Initiatives as % of PBT	%	2.18	2.18	Page No-86 (Para-10)

RAILTEL CORPORATION OF INDIA LTD

DIVIDEND DISTRIBUTION POLICY

{Pursuant to Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

1. PREAMBLE

Securities and Exchange Board of India (“SEBI”) vide its notification dated 08.07.2016 has inserted Regulation 43A in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**Listing Regulations**”) which requires top five hundred (500) listed entities based on market capitalization (calculated as on March 31 of every financial year) to formulate a Dividend Distribution Policy (“**Policy**”) which shall be disclosed in their annual reports and on their websites.

Since, RailTel Corporation of India Limited (“**RailTel**” or “**Company**”) is in the process of launching an Initial Public Offer (IPO) by way of listing its equity shares on the Stock Exchange, the said regulation may become equally applicable on RailTel. In accordance with the Regulation 43 A of the Listing Regulations, the Company has framed a Dividend Distribution Policy. The Board of Directors of RailTel, at its meeting held on 26/09/2020 approved this Policy. This Policy will be effective from 26/09/2020. This Policy shall be known as RailTel’s Dividend Distribution Policy (the “**Policy**”).

2. REGULATORY/ POLICY FRAMEWORK

- (i) The policy has been framed broadly in line with the provisions of the Companies Act, 2013 and rules made thereunder (the Act), and the Listing Regulations;
- (ii) Taking into consideration, guidelines on “Capital Restructuring of Central Public Sector Enterprises” issued by Department of Investment and Public Asset Management (DIPAM), Ministry of Finance;
- (iii) Any other law, regulations, guidelines, to the extent applicable.

3. OBJECTIVE AND SCOPE OF THE POLICY

- (i) This Policy is aimed at increasing the Company’s fundamental value ensuring an annual dividend payout based on the amount of profit to be distributed amongst shareholders of the Company after balancing the requirement of deployment of internal accruals for its sustenance and growth plans.
- (ii) The Company’s commitment is to deliver sustainable value to all its stakeholders.
- (iii) The Company has been consistently paying dividend and this trend is expected to continue in future as well unless the company is unable to declare dividend due to any of the factors listed ahead.
- (iv) The Company endeavors to declare dividend as per the guidelines on capital restructuring issued by Department of Investment & Public Asset Management (DIPAM), Govt. of India from time to time.

4. INTENT OF THIS POLICY

The intent of this Policy is to broadly specify the following parameters:

- (i) The circumstances under which the shareholders of the Company may or may not expect dividend;
- (ii) The financial parameters that shall be considered while declaring dividend;
- (iii) Internal and external factors that shall be considered for the declaration of dividend;
- (iv) Policy as to how the retained earnings shall be utilized and;

- (v) Parameters that shall be adopted with regard to various classes of shares.

Provided that if the Company proposes to declare dividend on the basis of parameters in addition to clauses i) to v) or proposes to change such additional parameters or the dividend distribution policy contained in any of the parameters, the Company shall disclose such changes along with the rationale for the same in its annual report and on its website.

A. Circumstances under which the shareholders of the Company may or may not expect dividend.

The company has been consistently paying out dividends to its shareholders and is expected to continue in future as well, unless the company is restrained to declare dividends due to financial and other internal and external factors as mentioned below. The company would aim to strike a balance between rewarding shareholders through dividend and ensuring that sufficient profits are retained for growth of the Company and other needs.

Further, though the Company endeavors to declare the dividend as per the guidelines issued by DIPAM, Govt. of India, however, the Company may propose lower dividend after analysis of various financial parameters, cash flow position and funds required for future growth.

B. Financial Parameters that shall be considered while declaring dividend.

Being a Central Public Sector Enterprise (CPSE), the Company endeavors to declare the dividend as per the guidelines on "Capital Restructuring of Central Public Sector Enterprises" issued by DIPAM, Govt. of India dated 27.05.2016, mandating every CPSE to pay a minimum annual dividend of 30% of PAT or 5% of the net-worth, whichever is higher subject to the maximum dividend permissible under the extant legal provisions. Nonetheless, CPSEs are expected to pay the maximum dividend permissible under the Act under which a CPSE has been set up,

unless lower dividend proposed to be paid is justified on case to case basis at the level of Administrative Ministry/Department after considering the following financial parameters:

- (i) Realized and projected profitability;
- (ii) Net-worth of the Company and its capacity to borrow;
- (iii) Earning per share;
- (iv) Long-term borrowings;
- (v) CAPEX/Business Expansion needs;
- (vi) Retention of profit for further leveraging in line with the CAPEX needs; and
- (vii) Cash and bank balance.

C. Internal and External factors to be considered while declaring Dividend

- (i) Capital expenditure requirements considering expansion and other opportunities.
- (ii) Borrowing levels and the capacity to borrow
- (iii) Cost and availability of alternative source of financing.
- (iv) Macroeconomic and business condition
- (v) Regulatory norms
- (vi) Any other relevant factors that the Board may deem fit to consider before declaring dividend.

D. Utilization of Retained Earnings

The Board may retain its earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run. The decision of utilization of the retained earnings of the Company shall be based on the following factors:

- (i) Capital and Revenue Expenditures for the growth of the business and operations of the Company.
- (ii) Issue of bonus shares or buy back of shares as per DIPAM guidelines.

(iii) Any other purpose which the Board may consider appropriate.

E. Parameters to be adopted with regard to various classes of shares

The holders of the equity shares of the Company, as on the record date, are entitled to receive dividends. Since the Company has issued only one class of equity shares with equal voting rights, all the members of the Company are entitled to receive the same amount of dividend per share. The policy shall be suitably revisited at the time of issue of any new class of shares depending upon the nature and guidelines thereof.

5. STATUTORY REQUIREMENTS

The Board shall ensure compliance with the requirement of the Companies Act, 2013 and Rules framed thereunder, the guidelines on “Capital Restructuring of Central Public Sector Enterprises” issued by DIPAM, Govt. of India dated 27.05.2016 and all other applicable law while taking decision of a dividend payout during a particular year.

6. MANNER AND TIMELINES FOR DIVIDEND PAYOUT

- (i) Dividend for every financial year shall be decided by the Board considering various statutory requirements, financial performance of the company and other internal and external factors enumerated earlier in the policy.
- (ii) Interim dividend(s), if any, may be declared by the Board in addition to Final Dividend.
- (iii) Subject to applicable laws, the payment

of interim dividend shall be made within 30 days from the date of approval by the Board to the shareholders entitled to receive dividend on the record date.

- (iv) Recommendation for final dividend, if any, shall be done by the Board usually in the Board meeting that considers and approves the annual financial statements, subject to approval of shareholders of the company.
- (v) Subject to applicable laws, the payment of final dividend shall be made within 30 days from the date of approval by the members to the shareholders entitled to receive dividend on the record date.
- (vi) The payment of Interim Dividend shall be subject to Shareholders’ ratification.

7. DISCLOSURE OF THIS POLICY

The policy shall be disclosed in the Annual report of the Company as well as on Company’s website, as required under Companies Act, 2013 and Rules framed thereunder and the Listing Regulations or as may be required under any other law for the time being in force.

8. REVIEW

This Policy shall be subject to review / changes as may be deemed necessary and in accordance with regulatory amendments from time to time. The Chairman and Managing Director of the Company shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy in accordance with regulatory amendments from time to time and the same should be placed before the Board for their information.

Management Discussion and Analysis Report

1. Economy Overview

Introduction

India, a South Asian Nation, is the seventh-largest country by area, the most populous country with over 1.44 billion people, and the most populous democracy in the world. India boasts of an immensely rich cultural heritage, including numerous languages, traditions, and people. The country holds its uniqueness in its diversity and hence has adapted itself to international changes with poise and comfort. While the economy has welcomed international companies to invest in it with open arms since liberalisation in the 1990s, Indians have been prudent and proactive in adopting global best practices and skills and now setting competitive benchmarks in the world. Indian villagers have proudly implementing advance technologies in farming and agriculture and unique handicrafts as their profession on one hand, while the modern industries and professional services sectors are coming up in a big way on the other.

Thus, the country is attracting many global majors for strategic investments owing to the presence of a vast range of industries, investment avenues and a supportive government. A huge population, mostly comprising the youth, is a strong driver for demand and an ample source of manpower to the country and world. Further to that, India has become a major startup industries hub, incubating new age entrepreneurship in all sectors and creating value across nation and world.

India's Real GDP or GDP at Constant Prices is estimated to attain a level of ₹173.82 lakh crore in the year 2023-24, against the First Revised Estimates (FRE) of GDP for the year 2022-23 of ₹160.71 lakh crore. The growth rate in Real GDP during 2023-24

is estimated at 8.2% as compared to 7.0% in the previous year – the third successive year of 7% or above growth. This is one of the fastest growths of GDP across all major developed and developing countries. Between 2017 and 2023, while the global GDP per capita logged a compound annual growth rate (CAGR) of 3.4%, India's was higher at 4.9%, supported by investments in utilities, infrastructure & public administration and corporate revenue growth. India is ranked 5th in world's GDP rankings in 2024. India's economy boasts diversity and swift growth, fuelled by key sectors such as information technology, services, agriculture, and manufacturing. The nation capitalises on its broad domestic market, a youthful and technologically adept labour force, and an expanding middle class.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the continuous growth of the country.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

(source: <https://www.ibef.org/economy/indian-economy-overview>)

1.1 Market size

India's Gross Domestic Product (GDP) at Current Prices in the year 2023-24 is estimated to attain a level of ₹293.90 lakh crore, against ₹269.50 lakh crore in 2022-23, showing a growth rate of 9.1 percent.

- The fast-moving consumer goods (FMCG) sector is India's fourth-largest sector, expected to grow at a CAGR of 27.9% through 2021-27, reaching nearly USD 615.87 billion.
- Merchandise exports in March 2024 stood at USD 41.68 billion, with total merchandise exports of USD 437.06 billion during the period of April 2023 to March 2024.
- The market size of India's ICT industry is currently estimated at USD 180 billion and projected to grow to USD 350 billion by 2025.

(Source: www.ibef.org)

1.2 Recent Developments

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy, mostly recovered from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. There have been various developments that have taken place in the recent past:

- As of April 12, 2024, India's foreign exchange reserves stood at US\$ 643.162 billion.
- In 2023, India saw a total of USD 49.8 billion in PE-VC investments.
- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3rd position in the global number of scientific publications
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to

₹80,500 crore (USD 9.67 billion), while Domestic Institutional Investors (DII) sold ₹4,500 crore (USD 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (USD 8.06 billion) in India during January-April 2024.

- In March 2024, the gross Goods and Services Tax (GST) collection stood at second highest monthly revenue collection at ₹1.78 lakh crore (USD 21.35 billion).
- India has the 3rd largest Start-up Ecosystem globally and is home to the fastest-growing unicorns. From just about 350 Startups in the year 2014, Startups in India grew over 300 times in over ten years.

(source:www.ibef.org)

1.3 Government Initiatives for economy

Some of the initiatives and developments undertaken by the Government are listed below:

- The government is working towards achieving the goal of "**Viksit Bharat by 2047**", which means making India a developed Nation by 2047 by encompassing various areas of development, such as economy, environment, good governance and social progress. The government proposed a 50-year interest-free loan of Rs.75,000 crore to support the milestone-linked reforms by the State Governments, which will help to achieve Viksit Bharat 2047 goal.
- With a thrust on investment in infrastructure, the Union Ministry of Railways has been allocated ₹2.55 lakh crore for the financial year 2024-25, up by 5.8% from last year's allocation of ₹2.41 lakh crore. Three major economic railway corridor programmes will be implemented - energy, mineral & cement corridors, Port connectivity corridors, and High traffic density corridors. Moreover, forty thousand normal rail bogies will be converted to the Vande Bharat standards to enhance safety, convenience and comfort of passengers.
- Research and Innovation for catalysing growth, employment and development. For the same a corpus of ₹1 lakh crore to be established

with fifty-year interest free loan to provide long-term financing or refinancing with long tenors and low or nil interest rates. And a new scheme to be launched for strengthening deep-tech technologies for defence purposes and expediting **'Atmanirbharta'**.

- On April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'AtmaNirbhar Bharat' and 'Local goes Global'.
- To enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of ₹1,500 crore (USD 182.35 million).
- The government will launch a scheme for adaptation and restoration measures, coastal aquaculture and mariculture with an integrated and multi-sectorial approach to promote climate-resilient activities for blue economy 2.0.
- The government approved an allocation of over Rs 10,300 crore for the IndiaAI Mission on 7th March 2024, marking a significant step towards bolstering India's AI ecosystem. This substantial financial infusion, slated over the next five years, is poised to catalyse various components of the IndiaAI Mission, including pivotal initiatives like the IndiaAI Compute Capacity, IndiaAI Innovation Centre (IAIC), IndiaAI Datasets Platform, IndiaAI Application Development Initiative, IndiaAI FutureSkills, IndiaAI Startup Financing, and Safe & Trusted AI.
- On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
- The India Telecom Market size is estimated at USD 48.61 billion in 2024, and is expected to reach USD 76.16 billion by 2029, growing at a CAGR of 9.40% during the forecast period (2024-2029).

(source: www.clearartax.in, www.static.pib.in, www.thehindu.com)

1.4 Road Ahead

In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, In the budget of 2023-24, govt. took lead by steeply increasing the capital expenditure outlay by 37.4 % in BE 2023-24 to Rs.10 lakh crore (USD 120.12 billion) over ₹7.28 lakh crore (USD 87.45 billion) in RE 2022-23. The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability and increasing economic activity also contributed to rising capital spending levels. In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25, estimated at ₹47,65,768 crore (USD 571.64 billion) of which total capital expenditure is ₹11,11,111 crore (USD 133.27 billion).

(source: www.ibef.org, Conversion rate used for January 2024 is ₹1 = US\$ 0.012)

2. Telecom Industry

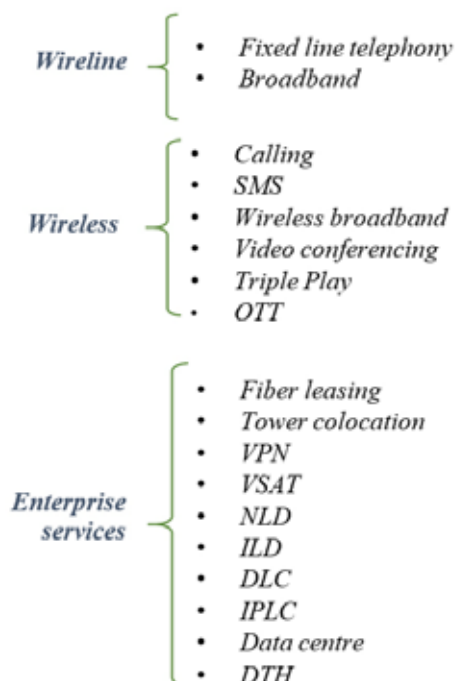
2.1 Telecom Industry Characteristics

The Indian telecom services industry can be broadly segregated into wireless, wireline and enterprise services. Wireline services are traditional landline calling services and wired broadband services. Wireless service includes mobile calling, SMS (short message service), wireless broadband, triple play service, and over-the-top (OTT) platforms. Enterprise services provide network connectivity across locations and users in an organization as elaborated below:

Structure of the Indian telecom industry

2.1.1 Wireline services

- **Landline Telephony:** Traditional fixed-line services provided by operators like BSNL, MTNL, and private players such as Airtel, Jio. While the market share has declined, it remains significant for business and residential users requiring reliable voice services.



- **Fixed Broadband:** Wired broadband services offering high-speed internet access through fiber-optic or DSL connections. Key providers are BSNL, Reliance Jio, Airtel, ACT Fibernet, and Hathway including RailWire of RailTel.

2.1.2 Wireless services

- **Voice Calling:** Mobile phone network by which end-users are connected to the network via wireless transmission technologies.
- **SMS:** This is a text messaging service component of most telephone, internet and mobile device systems. It uses standardized communication protocols to enable mobile devices to exchange short text messages. An intermediary service can facilitate a text-to-voice conversion to be sent to landlines.

- **Broadband:** Broadband is a high-speed internet connection that is always on and faster than traditional dial-up access. It allows for the transmission of large amounts of data over various types of networks and can support multiple forms of communication, including voice, video, and data, simultaneously.

2.1.3 Video conferencing: is a technology that allows people in different locations to hold face-to-face meetings without the need to travel. It enables real-time audio and video communication, which helps simulate an in-person meeting experience. This technology is widely used in various sectors, including business, education, healthcare, and personal interactions. It enhances collaboration through features like screen sharing, file sharing, and virtual whiteboards, and it offers significant benefits such as cost savings, increased productivity, and flexibility. This reduces and helps in achieving commitments & reduce Green House Gases (GHG).

2.1.4 Triple play: Triple play refers to a bundled telecommunications service offering that includes three primary services: high-speed internet, television, and telephone services, all delivered over a single broadband connection. This approach is designed to provide convenience and cost savings for consumers while enhancing the overall customer experience by integrating multiple services into one package.

2.1.5 OTT: Over-the-top (OTT) services refer to media services delivered directly to consumers via the internet, bypassing traditional distribution channels like cable or satellite television. This technology allows users to stream content, such as movies, TV shows, music, and live events, on-demand, using devices like smartphones, tablets, smart TVs, and computers. Examples of these services are social media apps (WhatsApp, Instagram, etc) and content streaming services (RailWire's Tarang/Umang OTT bundled broadband plans including, Zee5, SonyLiv, Disney+ Hotstar, Amazon Prime, SunNXT, AHA/Telugu, Discovery+, Hungama, ALT Balaji etc). To adapt to the growing acceptance of OTT services, communication service providers are resorting to bundling of OTT and data subscription packs.

2.1.6 Enterprise services

- Dedicated leased fiber:** Typically, dedicated fiber-leased lines fulfil two purposes: (i) provide corporate offices with high-capacity connection to the internet and (ii) connect the local network of several corporate offices to form a Wide Area Network. In this case, individual subscribers could be organisations using fiber for business purposes. Having access to a leased fiber line has many benefits, such as faster connection speeds, connection reliability, stronger signal, low latency, symmetrical speed (in terms of equal download and upload speeds). RailTel Corporation of India Ltd., Reliance Jio Infocomm Ltd., Bharti Airtel Ltd., Bharat Sanchar Nigam Ltd. (BSNL), Tata Tele Services Communications Ltd. and Vodafone Idea Ltd are major players providing these services.
- Tower co-location:** This is a service provided by Infrastructure Provider (IP) companies. Co-location involves mounting of nodes on existing tower infrastructure to receive and transmit data and voice packets wirelessly. IP companies receive rent from wireless telecom companies that do not have funds or do not want to undertake significant capex to set up their own BTS network. RailTel Corporation of India Ltd, Bharti Infratel Ltd, Bharti Airtel Ltd, GTL Infrastructure Ltd, Indus Towers Ltd, Reliance Jio Infocomm Ltd, and Vodafone Idea Ltd are the main players providing tower co-location services. Tower co-location has become an important source of revenue for these companies with the rise in spectrum allocation, enhancing the need for more BTS units to be installed.
- VPN:** A virtual private network (VPN) uses public telecommunication infrastructure, such as the internet, to securely connect remote sites/users to the organisation's network. These services cost less than alternatives, such as traditional leased lines or remote access servers. RailTel Corporation of India Limited, Tata tele business services, Sify technologies, Reliance Jio Infocomm are major services providers.
- MPLS-VPN:** To provide traffic isolation and differentiation without substantial overheads, Multi-Protocol Label Switching (MPLS) is among the commonly used methods to create VPNs. MPLS involves setting up a specific path for a given sequence of data packets, each identified by a label, which reduces the time for a router to look up the address of the node where the data packet is forwarded to. Besides speeding up internet traffic, MPLS makes it easy for a service provider to monitor the quality of service (QoS). MPLS-VPN technology allows service providers complete control over parameters that are critical to offering customers service guarantees with regard to bandwidth throughputs, latencies, and availability. It reduces network complexity and cost for the customer, and eliminates the need for an in-house technical workforce. RailTel, Tata tele business services, Sify technologies, Reliance Jio are major services providers.
- VSAT:** Very small aperture terminal (VSAT) refers to a small fixed earth station, which provides a vital communication link required to set up a satellite-based communication network. It refers to receiving/ transmit terminals installed at dispersed sites connecting to a central hub via satellite using small diameter antenna dishes (0.6-3.8 metres). Bharti Airtel limited, Hughes Escorts communications ltd., ITI ltd., Tatanet services limited, are few service providers in the segment.
- NLD:** National Long Distance (NLD) service refers to carriage of switched-bearer telecommunication services over a long distance network, i.e., a network connecting different short distance charging areas, or SDCAs. Such a service provider is usually a telecom operator providing the required digital capacity to carry long distance telecommunication services within the scope of their licence, which may include various tele-services, such as voice, data, fax, text, video and multimedia, etc. Major players in the NLD space are BSNL, Bharti Airtel, Mahanagar Telephone Nigam Ltd, Power Grid Corporation of India Ltd, Reliance Jio Infocomm, Tata Communications and Vodafone Airtel, including RailTel Corporation of India Limited.

- **ILD:** International Long Distance (ILD) service is defined as a network carriage service, providing NLD operators in the country international connectivity, by connecting to network facilities operated by foreign carriers in other countries. It involves setting up of undersea fiber cables to transmit voice and data globally. It provides most services an NLD licensee would provide, but internationally. Major players operating with ILD licence are AT&T Global Network Services India, Bharti Airtel, BSNL, Reliance Jio Infocomm, Sprint Telecom India, Tata Communications, Verizon Communications India and Vodafone Idea.
- **DLC:** Domestic Leased Circuits (DLC) refers to a leased circuit that is connected to a subscriber's premises within India. The telecom service providers provide DLCs to connect two or more customer sites or customers to their own or other service provider's network. Currently, Reliance Jio Infocomm, Bharti Airtel, BSNL, RailTel, Tata Communications, and Vodafone Idea are the major players operating in the DLC business.
- **IPLC:** International Private Leased Circuit (IPLC) is a point-to-point private line used by an organisation to communicate between geographically dispersed offices that need dedicated international connectivity with a committed bandwidth. An IPLC can be used for internet access, business data exchange, video conferencing, and any other form of digital transmission. Currently Bharti Airtel, BSNL, Reliance Jio Infocomm, Tata Communications and Vodafone India are major players providing international leased line services in India.
- **Data Centre:** A data centre is a facility used to house computer systems and associated components, such as telecommunications and storage systems. It typically includes backup powersupplies, redundant data communications connections, environmental controls (like air conditioning and fire suppression), and various security devices. Data centres are essential for the continuous operation of IT services

and are integral to business operations in the digital age. Data Centre services can be further classified into two types: the captive model and the co-location model. Bharti Airtel, Ctrl-S, NTT, Tata Communications Sify Technologies, STT Global Data Centre, Vodafone Idea, Amazon including RailTel Corporation of India are some of the players providing data centre services in India.

2.2 Recent trends in Telecom and Telecom Data services industry in India

Currently, India is the world's second-largest telecommunications market with a total telephone subscriber base of 1,199.28 million in March 2024 and has registered strong growth in the last decade. The Indian mobile economy is growing rapidly and will contribute to India's Gross Domestic Product (GDP).

As of March 2024, the wireless subscribers base stood at 1,165.49 million. Total broadband subscriptions in the country grew from 149.75 million in FY16 to 924.07 million in FY24. The number of wired broadband subscriptions stood at 40.06 million in FY24. Wireless broadband subscribers stood at 884.01 million in FY24. As of March 2024, the top five service providers are Reliance Jio Infocom Ltd, Bharti Airtel, Vodafone Idea, MTNL and BSNL.

The total wireless data usage in India grew at a rate of 10% from 44,967 PB in June 2023 to 49,543 PB in December 2023. Out of total data wireless usage, 2G data usage was 45 PB, 3G data usage was 324 PB, 4G data usage was 42,935 PB and 5G data usage was 6,239 PB during the Sept-Dec quarter. The contribution of 2G, 3G, 4G and 5G data usage in total volume of wireless data usage are about 0.09%, 0.65%, 86.66% and 12.59% respectively during the Quarter Ending Dec-23.

Below are the key emerging trends that are essential for telecoms in the digital age and will be critical in shaping the future of the telecom industry:

- **5G fixed wireless access:** The emergence of 5G is facilitating a ground-breaking convergence between mobile technology and the

requirements of fixed-line services and pricing. Catering to home and business needs in areas where laying and maintaining fibre is cost-prohibitive, FWA empowers network operators to provide ultra-high-speed broadband to suburban and rural regions, especially those in fibre-dark areas.

- **Satellite communications:** Satellite internet, or broadband, is a wireless internet connection facilitated by communication satellites orbiting the earth. Offering global coverage, it is location-independent, accessible from anywhere within the satellite range, providing a versatile and widespread internet service. Since satellite internet is location-independent and accessible from anywhere, it can address the telecom industry's challenge of installing traditional network infrastructure in rural and remote areas with difficult terrains and other issues.

In 2023, the Government of India approved the Indian Space Policy 2023, which allows non-government entities to use low earth orbit (LEO) and medium earth orbit (MEO) satellites to provide broadband services in the country. Jio Satellite Communications Ltd and OneWeb India Communications Pvt Ltd (Eutelsat OneWeb) have been provided with global mobile personal communication by satellite (GMPCS) licences.

- **5G application development labs:** In Union Budget 2023, the Finance Minister of India announced the government's plan to set up 100 labs in engineering institutions to develop applications using 5G services. These labs will play a crucial role in investigating possibilities across various industries, such as smart classrooms, precision farming, intelligent transport systems and healthcare. The central government has also made a provision of ₹ 5.56 crore for 5G testbed in fiscal 2024.
- **Investment in domestic telecom equipment manufacturing capabilities:** The research and development arm of DoT — Centre for Development of Telematics — received ₹550 crore from the central government for fiscal

2024, compared with ₹50 crore in fiscal 2023. This financial commitment is anticipated to stimulate progress and creativity in the telecommunications industry, fostering advancements in technology and services.

The government's PLI scheme for mobile, telecom and networking products aims to offer financial incentives to boost domestic manufacturing and attract investments in target segments. Such initiatives will boost the availability of equipment and devices in the domestic market, catering to both demand and supply markets. This, in turn, is expected to lower import bill and drive growth in the telecom sector.

- **Green telecom:** To align with sustainability and environmental protection goals, telecom companies are transitioning towards green telecom. To reduce greenhouse gas (GHG) emissions from power consumption related to tower assets, the telecom industry is exploring solutions such as distributed solar plants, lithium-ion storage plants and piped natural gas (PNG) gensets, which will help reduce diesel consumption by towers. According to TRAI, going green has become necessary for telecom operators, given that energy costs account for 25% of their operating expenses. Amid rising environmental concerns related to GHG emissions, these sustainability initiatives in Telecom will help India achieve its Net Zero goals.

2.3 Key opportunities and Threats in the telecom services industry

The Indian telecom sector is experiencing a period of immense transformation. Fuelled by rapid technological advancements and government initiatives, the industry is brimming with exciting opportunities. From large-scale job creation and the establishment of manufacturing hubs to the embrace of next-generation technologies like 5G and 6G, the sector is poised for significant growth. However, this growth trajectory is not without its challenges. Cybersecurity threats, financial scams, and a complex regulatory landscape pose significant risks that need to be addressed. This



analysis will delve into both the key opportunities and threats shaping the future of the Indian telecom sector, providing a comprehensive overview of the industry's current landscape.

2.3.1 Opportunities

- a) **Employment Boom:** The Indian telecom sector is experiencing rapid growth, making it a top five employer in the country. The battery charger production alone is expected to generate a whopping 800,000 jobs by 2025. Additionally, self-sustainability in telecom gears and associated equipment is becoming a large industry. This presents a significant opportunity for skilled professionals to contribute to India's digital transformation and build fulfilling careers in various telecom-related fields.
- b) **Innovation Through 5G and 6G:** India's embrace of next-generation wireless technologies like 5G and its focus on developing 6G opens doors for groundbreaking advancements. This fosters innovation in areas like high-speed data transmission, low latency communication, and the potential for entirely new applications. It presents opportunities for companies and researchers to develop cutting-edge solutions that leverage these technologies. This will provide a high speed quality infrastructure for other sectors to innovate.
- c) **Semiconductor Technology Integration:** The semiconductor technology will play a crucial role in the telecom sector's evolution and will create significant opportunities for companies in this field to develop efficient chips that can handle the ever-increasing demands of future networks. This includes advancements in areas like radio frequency (RF) and millimetre-wave technology, enabling faster data processing and improved network performance.
- d) **Growing Cybersecurity Importance:** As India's reliance on digital technologies increases, the need for robust cybersecurity measures becomes paramount. This creates opportunities for companies specializing in cybersecurity to develop and implement advanced solutions to safeguard critical infrastructure, networks, and

customer data. This includes areas like network security, threat detection, and data encryption to ensure a secure digital environment.

- e) **Over-The-Top (OTT) Services:** The growing popularity of OTT platforms like Netflix and Disney+ Hotstar creates opportunities for telecom companies to offer bundled services that combine internet access with OTT subscriptions. This can attract new customers and generate additional revenue streams.
- f) **Enterprise Services:** Telecom companies can cater to the growing demand for enterprise solutions like cloud computing, Software-Defined Networking (SDN), and Managed Services. This offers them a chance to expand their business beyond individual consumers and tap into the lucrative corporate market.
- g) **FinTech Integration:** The convergence of telecom and financial technologies (FinTech) presents exciting possibilities. Telecom companies can partner with FinTech players to offer mobile payment solutions, digital wallets, and other financial services, expanding their reach and attracting a tech-savvy customer base.
- h) **Data Analytics and Big Data:** As data usage increases, telecom companies can leverage their vast data troves to offer data analytics services to businesses. This can provide valuable insights into customer behaviour and market trends, helping businesses make informed decisions.
- i) **Internet of Things (IoT) Solutions:** The growth of IoT devices creates opportunities for telecom companies to offer specialized connectivity plans and data management solutions for these devices. This can cater to various sectors like smart homes, agriculture, and industrial automation.

2.3.2 Threats

The Indian telecom sector is on an exciting trajectory with the rollout of 5G services and increasing internet penetration. However, this growth comes alongside a set of challenges that threaten its stability and sustainability. Here are some of the key threats:

- a) Cybersecurity threats:** As telecom networks become more complex and interconnected, they become increasingly vulnerable to cyberattacks. Hackers can target telecom infrastructure to disrupt services, steal sensitive data, or launch ransomware attacks. The growing adoption of Internet of Things (IoT) devices further expands the attack surface for malicious actors. As cyberattacks escalate and the power of Generative AI (powerful AI that can create realistic content like text, audio, or code) grows, data security is paramount. Telecom companies must prioritize robust cybersecurity measures and develop responsible AI practices to maintain customer trust. Data breaches and ethically questionable AI applications can erode trust quickly, jeopardizing customer loyalty and brand reputation.
- b) Financial fraud:** SIM swap fraud and other financial scams are a major concern for telecom providers and customers alike. These scams involve fraudulently obtaining control of a victim's phone number, which can then be used to intercept financial transactions or access other sensitive accounts.
- c) Data breaches:** Data breaches are a constant threat in today's digital world, and the telecom sector is no exception. With large amounts of customer data stored on their networks, telecom companies are prime targets for hackers. A data breach can expose sensitive customer information, such as names, addresses, phone numbers, and financial data, leading to identity theft and other financial losses.
- d) Regulatory landscape:** The regulatory landscape for the telecom sector is constantly evolving. Telecom companies need to stay up-to-date with the latest regulations to avoid hefty fines and penalties. Additionally, navigating the complexities of regulations surrounding spectrum allocation, net neutrality, and data privacy can be a challenge for telecom operators.
- e) Monetizing 5G:** While 5G offers a wide range of potential applications, monetizing these

services remains a challenge for telecom operators. They need to develop innovative pricing models and service packages that incentivize customers to upgrade to 5G plans.

- f) Talent shortage:** The Indian telecom sector faces a shortage of skilled cybersecurity professionals. This lack of expertise makes it difficult for companies to effectively defend their networks against cyberattacks.

(Source: www.cxotoday.com, www.investindia.gov.in, www.quantzig.com)

3. IT/ICT Industry

ICT refers to a range of technological applications used to transmit and process information. Information, Communication, and Technology are combined to produce the term ICT. The market is segmented based on the type (hardware, software, IT services, and telecommunication services), the size of enterprises (MSMEs and large enterprises), the industry vertical (BFSI, IT and telecom, government, retail and E-commerce, manufacturing, energy and utilities, and other industry verticals) across India.

The Information and Communication Technology (ICT) sector contributes over 13 percent to the country's Gross Domestic Product (GDP) and India's digital economy generates about USD 200 billion of economic value annually from business process management (IT-BPM), e-commerce, domestic electronics manufacturing, digital payments, digital communication services (including telecom), etc. By 2025, India is expected to have an overall digital economy of about USD 800 billion. According to KPMG, the market size of India's ICT industry is currently estimated at USD 180 billion and projected to grow to USD 350 billion by 2025. The market breakdown by category is: IT services (52 percent), ITes BPM (19 percent), Engineering and R&D Software (20 percent) and Hardware (9 percent).

India's information and communication technology sector is indeed booming. The success is hard-earned via deploying multiple government initiatives and overcoming numerous challenges, including the development of adequate digital infrastructure, bolstering policy, legal and regulatory framework,

enhancing rural connectivity with 'broadband for all,' digital literacy, ensuring data security, sustainable innovation, and fostering public-private partnerships.

- India is considered one of Asia's largest and fastest-growing markets for digital consumers, yet adoption among businesses is mixed. As digital capabilities increase and connectivity becomes ubiquitous, digital technology is poised to rapidly drive every sector of the Indian economy. Building a digital infrastructure is a fundamental approach for countries to advance their digital value chains.
- India's e-commerce market is one of the fastest growing in the world, and it is expected to reach USD 1 trillion by 2030 from USD 175 billion in 2022. The e-commerce market includes business-to-consumer, business-to-business, software as a service, online travel, online media, online food delivery, edtech, health-tech, online ride hailing, and others. India has emerged as a preferred destination for e-commerce due to its large consumer base, diverse demographics, low-cost digital infrastructure and services, and supply chain ecosystem.
- FinTech and Digital Finance in India is one of the world's fastest-growing financial technologies markets. Digital payments are the primary driver of growth in this sector, followed by digital lending and other tech-enabled financial services. According to Invest India, the Indian FinTech market is expected to grow to USD 150 billion by 2025 from USD 50 billion in 2021. According to India's central bank and regulator of payment systems, the Reserve Bank of India, total digital payments were recorded as 11.9 billion in volume and USD 2.4 trillion in value in June 2023. The regulator has taken several measures contributing to the evolution of the FinTech ecosystem in India, recognizing its importance to the growth of the Indian economy.

India ranked tenth in the International Telecommunication Union's Global Cybersecurity Index 2020. According to Gartner, India's security and risk management spending

is expected to reach USD 2.65 billion in 2023 from USD 2.44 billion in 2022, an increase of 8 percent. Security and risk management products and services include application security, cloud security, consumer security software, data privacy, data security, identity access management, infrastructure protection, integrated risk management, network security equipment, and security services. Leading industry sectors driving cybersecurity growth are banking, healthcare, insurance, capital markets, and critical information infrastructure such as energy, oil and gas, defence, transportation, and telecommunications.

4. Government Initiatives for Telecom Industry

The government in the Interim Budget of FY 2024-25 has allocated ₹1,11,876.6 crores for the Department of Telecommunications, which is 14.64% increase over the budget allocated in FY 2023-24 and 13.74% over the revised estimate for 2023-24. The allocation is 2.3% of the total budget of the central government. The Government has fast-tracked reforms in the telecom sector and continues to be proactive in providing room for growth for telecom companies. Some of the key initiatives taken by the Government are as follows:

- To bridge the digital divide, an initiative has been launched to equip rural tribal populations under the Particularly Vulnerable Tribal Groups (PVTGs) Development mission which provides facilities including telecom connectivity, aiming to improve socio-economic conditions in rural areas.
- New tariff lines are also proposed to be created, which will help in better identification of products, including telecom products potentially leading to more informed consumer choices.
- To increase manufacturing of telephones, relief in customs duty will decrease the cost of phones, increasing demand and boosting the telecom industry.
- In a bid to enhance ease of doing business

in the telecom sector, the Department of Telecommunications (DoT) in March 2024, announced a regulatory sandbox policy to give easy permission for spectrum needed in any kind of trials of equipment and research and Development (R&D).

- The Government of India intends to establish one hundred labs for creating applications using 5G services in engineering universities as part of the Union Budget 2023, in order to realize a new range of possibilities, business models, and job potential.
- As of March 2023, the PLI scheme for Large-Scale Electronics Manufacturing (LSEM) attracted investment of ₹5,998 crore (US\$ 726.77 million) and led to a total production of ₹2,76,903 crore (US\$ 33.55 billion), including exports of ₹1,28,886 crore (US\$ 15.61 billion).
- To drive the development of 6G technology, the Department of Telecommunications (DoT) has developed a sixth generation (6G) innovation group.
(Source: www.ibef.org & www.financialexpress.com)

5. Govt Regulation and Reforms

The liberal and reformist policies of the Government of India have been instrumental along with strong consumer demand in the rapid growth of the Indian telecom sector. The Government has enabled easy market access to telecom equipment and a fair and proactive regulatory framework, which has ensured the availability of telecom and ICT services to consumers at affordable prices. The deregulation of Foreign Direct Investment (FDI) norms has made the sector one of the fastest growing and the top five employment opportunity generator in the country. Few of the reforms in FY 2023-24 are as indicated below:

The Digital Personal Data Protection (DPDP) Act 2023 became law in August 2023, aims to protect the privacy of Indian citizens and safeguard personal data in the context of a globally interconnected digital economy. It sets obligations for entities that process data with an emphasis

on individuals providing consent for data use and provides safeguards for children's data. The Act allows for cross-border data transfers and adopts a more permissive approach than previous iterations, granting the government power to note specific countries where data transfers will not be permitted.

- The DPDP Act, applies to the processing of digital personal data within the territory of India collected online or collected offline and later digitized. It is also applicable to processing digital personal data outside the territory of India, if it involves providing goods or services to the data principals within the territory of India.
- DPDP Act underlines the role of significant data fiduciary (SDF), which the government will identify using the volume and sensitivity of personal data processed and risk associated. The specific obligations under this include appointing a data protection officer (DPO) based in India; appointing an independent data auditor; and conducting a data protection impact assessment (DPIA).
- The Act will empower the citizens of the country as the data principal rights specifically allows, Right to Information, Right to correction and erasure, Right to nominate and Right to grievance redressal.

The Telecommunications Act, 2023, modernises legal framework by replacing outdated laws of 1977 to better address current telecom challenges, including digital services and cybersecurity and implements stringent security protocols to protect telecom networks from cyber threats and unauthorized access

- Authorisation will be required from the central government to: (i) establish and operate telecommunications networks, (ii) provide telecommunications services, or (iii) possess radio equipment.
- Spectrum will be allocated through auction, except for specified entities and purposes for which it will be assigned administratively.
- Telecommunication may be intercepted on specified grounds including security of the

state, public order, or prevention of offences. Telecom services may be suspended on similar grounds.

- The Act provides a mechanism to exercise the right of way for laying telecom infrastructure in public as well as private property.
- The central government may provide measures to protect users such as requiring prior consent to receive specified messages, and creation of a do not disturb register.

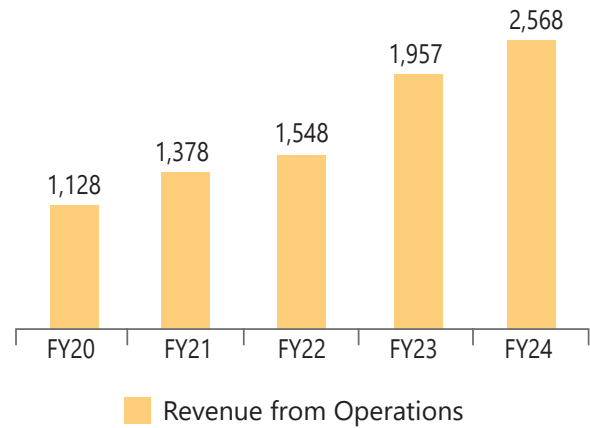
6. RailTel – An Overview

RailTel Corporation of India Ltd is a “Mini Ratna (Category-I)” CPSE formed in the year 2000 as a ‘Schedule A’ CPSE, under the Ministry of Railways, in line with National Telecom Policy-’99. RailTel has seamless Right of Way (RoW) along 67,956 KM of Railway Track passing through 7325 stations across the country. We are one of the largest neutral telecom infrastructure providers in the country owning a Pan-India optic fiber network.

RailTel’s high speed OFC Backbone Network shall ultimately cover the entire railway network across the country. In high bandwidth backbone segment on a secured and distinct right of way, RailTel occupies a proud place with its unparalleled network. The network has the ability to provide the mission critical customized connectivity platform for enhanced corporate efficiency and growth. RailTel is creating Point of Presence at every Railway station enroute which are spaced at 8-10 Kms.

The network is spread along the length and breadth of the country covering all the important and major cities including small towns. With the spread and reach, RailTel is in a position to serve 70% of the country’s population. With its collaborative RailWire retail broadband platform, RailTel is able to extend its offering of reliable broadband services to a number of retail and enterprise customers across the country. RailTel is having an Optical Fiber Cable network of 62,000+ RKM spread across the country. The access network of RailTel in cities and towns spans to another 21000+ kms and helps deliver high speed reliable connectivity to close to 758 institutes of higher learning like IITs, IIMs, IISC, SAC,

Revenue from Operations (₹ in Crore)



Snapshot of RailTel’s 5 year performance

Agricultural and research institutes and universities across the country.

We take pride in sharing that RailTel remains the ONLY consistently profitable, consistently dividend paying company in Telecom space under the Govt. of India.

7. Network Architecture:

RailTel’s OFC based network is designed in a defined hierarchical form with Core, distribution and edge layer. RailTel’s OFC based communication system comprises of various technologies and is capable of delivering telecom services to its customer with high SLA (Service Level Agreement) With the presence of high speed, resilient and state of the art telecom network, backed with differentiated Right of way (RoW), RailTel is capable of delivering high SLA services to its esteemed customers. RailTel is a continuously growing company, technically and financially, to meet all the present and future Telecom and IT requirements of government and private sectors including those of Indian Railways.

RailTel has Pan India Telecom Network with capability of Service delivery from 2Mbps to 800 Gbps links. RailTel Network comprises various technologies viz. Synchronous Digital Hierarchy (SDH), Packet Transport Network (PTN), Dense Wavelength Division Multiplexing (DWDM), Internet Protocol-Multi Protocol Label Switching (IP-MPLS) which are maintained by round the clock Network Operation Centres and trained field manpower. Total 11000+

Backbone & Access PoPs are available. All the equipment provided on the network are of State-of-the-Art Technology and are as per International Telecom Standards. The glimpse of various networks is as follows:

- **SDH (Synchronous Digital Hierarchy) Network:** Presence across the nation (Pan India) with more than 4500 nodes. The network is capable of providing various services from 2 Mbps to 10 Gbps. The Network covers all major cities of India and provides high availability of synchronous services.
- **PTN (Packet Transport Network) Network:** Pan India presence with more than 400 nodes. The network is capable of providing various services like 1G and 10G. The Network covers all major cities of India and provides high availability of packet services.
- **DWDM Network:** Pan India presence with more than 500+ OADM (Optical Add/Drop Multiplexer) nodes. The network is capable of providing various services like 10G, 100G, 200G and 400G. The Network covers all major cities of India and provides high availability of services.
- **IP-MPLS Network:** Pan India presence with Four Tier Architecture and High availability (1+1) of tier-1 nodes. The network is capable of providing services with granularity from 1 Mbps to 100 Gbps. The Network covers all major cities of India and provides high availability of services.

8. Data Centre Services.

Strength, control, and peace of mind are fundamental to hosting, and these are precisely what RailTel's customers experience when they entrust our seasoned and certified DC Operations team with their hosting requirements and challenges. RailTel operates its own data centers strategically located in Secunderabad and Gurugram. Our holistic data center solutions encompass transformation and systems management, hosting and colocation services, and the establishment of secure and energy-efficient infrastructure environments.

Both of our data centers hold Tier-III certification

from the Uptime Institute USA. Notably, the Secunderabad data center is RailTel's and Indian Railways' inaugural data center, and the eighth in the country to receive Tier-3 certification for design and facilities from the Uptime Institute USA.

Furthermore, our proprietary cloud service, RailCloud, is empanelled as CSP (Cloud Service Provider) with the Ministry of Electronics and Information Technology (MeitY), Government of India, solidifying our commitment to providing reliable and cutting-edge cloud solutions (IaaS and PaaS).

- a) **Data Centre and Managed Hosting:** RailTel offers a comprehensive range of services including Infrastructure as a Service (IaaS), Platform as a Service (PaaS), Dedicated Hosting, Managed Hosting Services, Cloud Computing, Disaster Recovery Services, and Hosted Smart City and e-Governance Services amongst others.
- b) **HD Video Conferencing Services:** We provide end-to-end hosted multi-tenant video conferencing facilities, ensuring seamless and high-quality communication experiences.
- c) **Security Operations Centre as a Service (SOCaaS):** RailTel is committed to addressing the evolving threat landscape by providing custom-tailored security solutions. Our SOC-as-a-Service offerings adhere to multiple security standards, delivering both on-site and off-site cybersecurity incident prevention and response, as well as security event monitoring services. Leveraging state-of-the-art SOC components, we ensure compliance and robust protection for organizations.
- d) **ICT Hardware, Software, and Service System Integration Projects:** RailTel undertakes ICT hardware implementation, software delivery, and digital transformation projects, including Video Surveillance System, and Tunnel Communication Systems.
- e) **Digital Services:** Our offerings include Wi-Fi as a Service, e-Office solutions, Hospital Management Information System, e-Tendering/e-Auction platforms, and IoT-based solutions.

f) Hosted e-Tendering Services: RailTel provides online tendering services named e-Nivida, enabling efficient and transparent procurement processes for organizations.

RailTel Data Centers serve as trusted hubs for numerous government agencies and Public Sector Undertakings (PSUs), offering a secure and reliable environment for hosting their IT applications. In addition to hosting services, our data center customers also benefit from leased line and internet services to support their users. As organizations accelerate their digitization efforts, the demand for data center environments is growing exponentially. Recognizing this trend, RailTel is at the forefront of meeting this demand. The advent of hybrid cloud has become the standard for IT-savvy organizations, where workloads are distributed across two or more data center environments to enhance application resiliency and ensure business continuity. RailTel is well-equipped to support this evolving landscape, providing robust solutions tailored to the specific needs of each organization, while upholding the highest standards of security and reliability.

9. New Initiatives:

RailTel has embarked on several new initiatives to expand its services and contribute to India's digital infrastructure. These initiatives reflect RailTel's commitment to leveraging its extensive telecommunications network for broader socio-economic benefits. Here are some of the key new initiatives:

9.1 Hospital Management Information System

RailTel has implemented the work of Hospital Management Information System over 710 health units including 129 hospitals and 581 polyclinics of Indian Railways (IR). This is an integrated clinical information system for improved hospital administration and patient health care for providing an accurate, electronically stored medical records.

The features of the software extend from customizing clinical data according to the departments and laboratories, multi hospital features that provide cross consultation, seamless interface with medical and other equipment and the patients will have the



benefit of accessing all their medical records on their mobile device. There are about 34 modules of HMIS which include Clinical, Administrative, Patient Services & Ancillary Modules viz OPD, IPD, Labs, Pharmacy, Referrals, Medical Examinations, Sick-Fit Certifications, Reimbursement of Medical Claims etc.

The open source HMIS software has been deployed over the cloud. This platform is linked to the unique medical ID of employees for which about 50 lacs UMID cards have been issued to the regular employees, pensioners and family members.

IR HMIS (Hospital Management Information System) has achieved a remarkable milestone of successfully reaching 1 crore prescriptions, collaborating with 710 health units in 18 months. This incredible achievement is a testament to the dedication and commitment of the entire HMIS team, as well as the trust and support of healthcare professionals and patients alike.

With an average of 50,000 prescriptions per day, HMIS is making a significant impact on patient care, streamlining processes, and ensuring efficient healthcare delivery. Our innovative system is empowering hospitals to provide top-notch medical services, while also enabling seamless collaboration among healthcare providers. Upon success of above, RailTel has received the work order from Municipal Corporation of Greater Mumbai for Supply, Installation, Testing, Commissioning, Operations & Maintenance of HMIS for Health units of Birhanmumbai Municipal Corporation (BMC).

9.2 Security Operation Centre

With the world going digital, it is becoming increasingly important to safeguard your data from cyber security threats. To provide a centralized and consolidated cyber security solution to organizations, RailTel has set up a Security Operation Centre (SoC) at Gurugram.

We provide onsite and offsite cyber security incident prevention and security event monitoring services RailTel's Security Operations Centre as a Service (SOCaaS) proactively addresses the increasing threat to Data Security with detection and response capabilities. The security information and event management solutions.

The services provided through SoC are Endpoint detection and response, which provides host level telemetry for both near real-time as well as forensic investigation, Network traffic analysis used



RailTel SOC at Gurugram

to investigate alerts and obtain additional context about suspicious activity in the network, Packet capture for forensics, Sandbox for malware analytics, Vulnerability assessment tools, Web application and network firewalls and Auto ticketing tool.

9.3 Railway Station Wi-Fi Services

RailTel is transforming Railway stations into Digital hubs by providing public Wi-Fi at all Railway Stations. 6112 stations are live with RailTel's RailWire Wi-Fi. This is one of the largest and fastest public Wi-Fi networks of the world being accessed by close to average 50 lakh unique logins per month. Passengers use this facility for streaming High



Definition (HD) Videos, download of movies, songs, games, and do their office work online.

The Station Wi-Fi was so popular with Railway users and the community around Railway stations that it generated global and domestic media attention.

9.4 Wi-Fi Monetization:

RailTel has entered into consortium with private players to build, integrate, and manage complete monetization of RailTel Wi-Fi and will be responsible for getting Digital Advertisements, run them and share minimum guarantee amount with RailTel. Awareness campaign (including Video & Audio) by partner at stations is in progress to access free Wi-Fi at stations. This scheme involves minimum guarantee income to Railways and convenient services to millions of users daily.

9.5 Video Surveillance System (VSS)

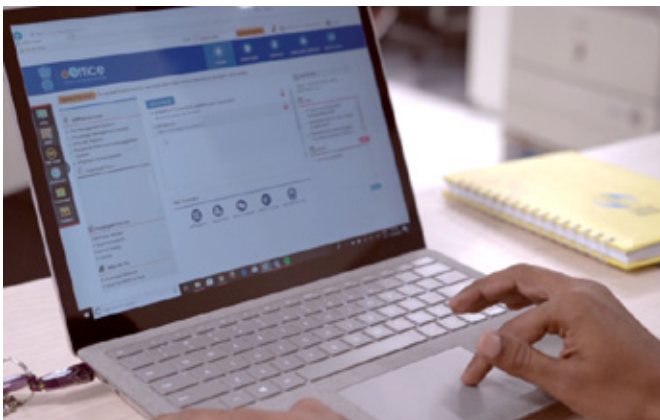
RailTel is also executing provision of IP camera-based Video Surveillance System at 5102 railway stations. This will go a long way in enhancing the safety and security of the passengers travelling over the IR network. RailTel is also integrating the various standalone video surveillance systems installed at various stations by respective zonal railways so that the video recordings can be seen and monitored at the Divisional and Zonal head quarter level centrally. Under the project, all cameras to be provided in station premises will be networked on optical fiber cable and brought to a centralized place (CCTV control room) from where they shall be viewed on multiple LCD monitors by Railways security



personnel. The system shall provide high capacity storage devices at stations to store recording of CCTV footage for a defined period. Work has been completed at 444 stations.

9.6 NIC's e-office application

RailTel has completed the work of implementing NIC's e-office system for Indian Railways. NIC's e-office project is a Mission Mode Project (MMP) under the National e-Governance Programme of the Government of India. The project aims to usher in more efficient, effective and transparent inter-government and intra-government transactions and processes. NIC's e-office has been implemented in all 250+ Units of Indian Railways. As of now, more than 1.50+ lakh users of Indian Railways are using e-Office application, 30+ Lakh e-files have been created and 3.45 Cr receipts have been generated. E-office has proven to be boon in a crisis time and part of Railway workforce was able to WORK FROM HOME, which would have been impossible in case of manual filing system. With the success of implementing NIC's e-office in Railways, RailTel has rolled out NIC's e-office in 85 organizations



comprising of attached/Sub-ordinate/autonomous bodies under Central Ministries /Departments, State Governments, Public Sector Undertakings (Centre/ State), in partnership with NIC/NICSI including hosting on RailTel's cloud.

9.7 Modernization of Railway Control and Command Signalling System

RailTel Corporation of India Limited has been awarded the work of replacement of old mechanical signalling equipment with state-of-the-art electronic interlocking system at 26 stations of Northern Railway. The existing mechanical signalling systems are using lever frames to both lower the signal and change the tracks. The new Electronic Interlocking signalling system will now enable lowering the signal and changing of tracks by click of a mouse and will enhance safety and improve efficiency of train operation. Work on Electronic Interlocking at 11 stations has been commissioned. RailTel has also received work order from South Central Railway for comprehensive signalling and telecommunication works for provision of automatic block signalling system in Yermaras-Nalwar section of Guntakal division in South Central Railway.

RailTel is also working closely with Railways to modernise signalling and train control systems through adoption of intelligent and modern control and command signalling systems.

9.8 Tunnel Communication

RailTel has been actively involved in implementing tunnel communication systems to enhance safety and connectivity in challenging railway tunnels. RailTel has undertaken several tunnel communication projects, including: Castle Rock-Kulem Section of Hubli division in South Western Railway, Panvel-Karjat, Karjat-Lonawala and Kasara-Igatpuri section of Mumbai Division in Central Railway, Bairabi-Sairang section of Lumding Division of Northeast Frontier Railway, Dharam-Banihal Section-installing an Integrated Tunnel Communication System in this section of the Jammu and Kashmir Rail Link project. Katra-Dharam Section-same system in this section from Konkan Railway Corporation and Katra-

Banihal Section- where, RailTel is implementing tunnel communication for the entire section.

9.9 G20 Summit, New Delhi

During G20 Summit held at Pragati Maidan, New Delhi in September 2023, RailTel played a crucial role by delivering integrated telecom solutions. RailTel and its partners established state-of-the-art mobile network infrastructure and a neutral in-building telecom infrastructure, significantly improving mobile coverage across the 122-acre ITPO campus. Wi-Fi infrastructure was strategically placed in outdoor corridors and various halls designated for G20 events, seamlessly integrated with the indoor Wi-Fi infrastructure.

RailTel also addressed cybersecurity concerns by deploying necessary security solutions to safeguard the network. Additionally, the company provided end-to-end bandwidth to integrate camera feeds from Bharat Mandapam, Rajghat, New Delhi Parliament Street, and other locations to the Delhi Police HQ at Jai Singh Marg.

9.10 AI/IOT based services:

RailTel is working on AI enabled OFC acoustic sensing based intrusion detection system on Indian Railways like movement of elephants in forest areas crossing Railway lines, which may be upgraded to pre-warn railway controllers for any impending landslide or river bank erosion which may cause disruption to railway traffic. RailTel is also working on provision of AI/ML powered digital twin for safer, efficient and future ready train traffic.

9.11 Edge Data Centres

Today, more applications are moving to the cloud, and multiple clouds are being deployed. With the explosion of end-points, mobility, and nomadic computing, the volumes of data used for analytics, machine learning and automation can result in high costs to transport to central locations for processing. Therefore, traditional service provider architectures can no longer meet modern needs. At the same time, connecting the network has become critical in delivering high-quality experiences, application performance, and security across data, services, and

applications. To solve these issues, a new services edge architecture is emerging that is based on distributing computing capacity to the edge of the network. This architecture results in lower latency with respect to subscribers.

The edge computing services architecture benefits span the entire ecosystem of applications and service providers, network operators, enterprises, and consumer customers. In the ecosystem, one might have a business-to-business (B2B) model where the service provider develops products/services that are consumable by other businesses. Edge computing not only benefit a specific sector(s), but impacts any area of life which interacts with IoT devices.

Edge Data Centre is envisaged to become a unique medium of connectivity between Data Centres which will not only provide necessary Data Connectivity and IT management services to the users but will also reduce latency. RailTel has been in the forefront of building innovative platforms and solutions and vision to build range of Information and Communication Technology (ICT) Solutions so as the fruits of data revolution and technology lead economy are also shared with residents in semi-rural and rural areas of India and thus contributing in pushing up the digital literacy and digital skill numbers in those areas. To pace up the phenomenon, it is pertinent to bring the data near to these area for better experience and adoption of digital aspect by residents. Among many solutions, this requires creation of "Edge Data Centres" across India near semi rural and rural areas.

RailTel is setting up 102 Edge Data Centres across pan India. The rising demand for Edge data centers services is driven by IoT, big data, AI, cloud, OTT streaming, and 5G technologies as they provide reduced latency, real-time analysis, enhanced performance and business agility.

10.0 R&D and Innovative Initiatives

RailTel is continuously improving its services and developing new projects and thus involved in various R&D and innovative initiatives to improve services. During financial year 2023-24 RailTel has spent ₹7.25 Cr towards following initiatives:

WhatsApp Chatbots: One of the key innovations done by the RailTel team is the development of WhatsApp chatbots for enterprise customers and Fiber cut incidents. These chatbots enable the users to interact with RailTel's systems and get updates on their tickets and issues through the popular messaging platform WhatsApp.

PoP Inspections Portal and Mobile App: This is another innovative initiative by the RailTel's team, which is the digitization of the PoP inspections process. The PoP inspections are the physical inspections of the points of presence (PoPs) where RailTel's network equipment and devices are installed. The PoP inspections are essential for ensuring the security, safety, and performance of the network. This not only saves time and energy but also save travelling in-person travelling in turn reducing carbon footprints.

Wi-Fi Service Level Tester: The CNOC IT team has also developed an automated Wi-Fi service level tester that simulates user behaviour and captures the entire authentication flow, from entering a mobile number to receiving and entering the OTP, and subsequently checking internet connectivity. This system helps in service level monitoring of Wi-Fi network and ensures better uptime and quality of service. The system also generates reports and alerts on the Wi-Fi service level status and performance.

Disaggregated Open Routers (DORs): RailTel has implemented Disaggregated Open Routers (DORs) with IPoDWDM in RailTel MPLS Network. Disaggregated Open Routers (DORs) is configured as MPLS LSR Router and same is connected with Juniper ACX -7024 for service delivery of MPLS services. DORs create enormous potential for innovation while driving down prices.

Development of "Secure Workplace Platform": considering the cybersecurity risks and their mitigation, a new challenge has emerged: identifying the required solutions from the plethora of tools available in different domains. These tools sometimes leave us confused about what to protect and how to pinpoint the attack vectors of concern. Additionally, cybersecurity tools are becoming very expensive for SMEs/MSMEs and various government departments.

Targeting the security scope as most vulnerable involves focusing on the most exposed areas. The two most exposed domains are endpoint systems and web applications. Protecting endpoints, which are highly diversified and dynamic due to vulnerabilities from OS, applications, phishing, malware, and more, is crucial. Basics like hardening systems, maintaining system hygiene, and implementing secure practices are difficult due to BYOD systems and the lack of consistency in following secure practices.

To address these concerns, the "Secure Workplace Platform" has been designed and developed with transparency in security implementation. This secure environment enforces end-users to perform office work on a safe and globally recognized checklist of hardened OS. The use case of this collaborative platform is to create an air-gapped environment for secure network resources, remote browser isolation, and secure internet access to critical resources while monitoring and recording the complete session without additional resource overhead. This is particularly beneficial for organizations where cost is a primary concern.

11. Existing Services

While the new areas of business open additional avenues for RailTel, RailTel continues its focus on the present services being offered.

11.1 NLD Services

RailTel's NLD services are marked by a commitment to expanding and enhancing India's telecom infrastructure. With a focus on high-capacity, reliable, and scalable connectivity solutions, RailTel continues to support the digital needs of enterprises, government bodies, and other organizations across the country. Their strategic initiatives and robust network infrastructure make them a critical player in India's telecommunications sector. RailTel has generated ₹ 590 crore. revenue from this segment during FY 2023-24.

11.2 IP-1 Services

RailTel's Infrastructure Provider (IP-1) services are pivotal in supporting India's telecom infrastructure.



These services include leasing optical fiber cables, tower infrastructure, data center co-location, and providing services at Points of Presence (PoPs).

The sector needs renewed focus as it is the highest bottom-line business with added advantage of extensive last mile access as a reciprocal arrangement. RailTel is also refocusing on managed services. This shall help in further consolidating its market with existing customer arrangements with all mobile operators across India to lease these sites for collocation purposes. Till Mar'24, RailTel has generated ₹ 238 crore revenue from this segment during FY 2023-24.

11.3 ISP Services

RailTel is also providing Nationwide Internet & Broadband services to all major customer segments like ISPs, Educational Institutions and various Government departments. During the year RailTel has bagged several orders from various Government departments, PSUs and educational institutes. RailWire broadband services have registered net growth of 56692 new subscribers in FY 23-24 with 5,72000+ active subscriber base on Mar' 24. Around 9772 Local Cable Operators have partnered to provide last mile connectivity to end consumers. Total revenue of ₹ 433 crores was achieved during FY 2023-24.

11.4 Service to Railways

RailTel was established with the vision to modernize Railways train control, operations and safety system networks. Over the years, RailTel has implemented various telecom & IT infrastructure projects as well as various Value-Added Services for Indian Railways. This facilitated in spreading various Railways applications to remote and rural stations thus increasing customer satisfaction.

- **RailNet** : RailTel has provided RailNet, the intranet of Indian Railways, over MPLS VPN. RailNet connects Railway Board with all Zonal, Divisional, Sub-divisional Hq's Production units, CTI's, RDSO & all other units. This secured and dedicated network is used for video conference, voice and data transfer by IR.
- **Short haul connectivity (station to station):** RailTel has created STM-4/STM-1 based network at every station to support data connectivity requirements from Indian Railways such as supporting the transfer of PRS/UTS/FOIS/mission critical information along with carriage of voice traffic such as emergency communication during disaster management.
- **Long haul connectivity:** RailTel provides MPLS based Wide Area Network (RailNet) to support administrative data communication needs of various field organizations of Indian Railways. The network interconnects Ministry of Railways with 18 Zonal HQs, 67 Divisions offices, Production units, for sharing of information from all depts. RailTel is now in the process to connect all Tier-1 PRS centre on MPLS VPN connectivity with the disaster recovery site of CRIS which shall increase the reliability of these links.

11.5 Data Centre

RailTel proudly operates two UPTIME (USA) certified Tier-III data centers with PUE between 1.5 to 2.0, strategically located in Secunderabad (2.0MW) and Gurugram (1.5 MW). These cutting-edge facilities are also empaneled by MeitY, making them the preferred choice for numerous government agencies and Public Sector Undertakings (PSUs).



RailTel Data Center at Gurugram

Our comprehensive suite of Data Centre services includes Colocation Services, Managed Services, Cloud Computing, Managed e-Office, Aadhaar Authentication Services, Dedicated Solutions, and more, all offered from these state-of-the-art Data Centers boasting a combined total gross capacity of over 6000 Sq.ft Server Farm area.

RailTel sets the industry benchmark with SLAs of 99.95% for cloud services and 99.983% for colocation services, ensuring unmatched reliability and uptime for our valued customers. Our Data Centers boast multi-layered physical security, including round-the-clock surveillance through IP CCTV systems, access control systems, very early smoke detection systems, water leak detection systems, rodent repellent systems, and building management systems.

Furthermore, our on-site power system, supported by redundant diesel generators and a N+N redundant UPS grid, guarantees the highest levels of power reliability, crucial for uninterrupted operations.

In addition to Indian Railways, numerous government customers place their trust in RailTel for their Data Centre needs. The average revenue generated from data centers is ₹70 Cr.

11.6 Telepresence as a Service (TPaaS)

RailTel's TPaaS, an end-to-end, high-definition video conferencing service that gives users a virtual, face-to-face meeting experience was launched

in January-2015. Before adoption of TPaaS Indian Railways were spending huge amount of money and man hours for meetings and events. Post adoption of TPaaS the number of travels for meetings and events has dropped drastically saving manhour, travel and lodging expenses. Extensively used for inauguration of Railway facilities across India.

Being swifter, faster in decision making and crisis handling, lesser travel for meetings and events has also helped in saving significant amounts of carbon footprints. RailTel saved around 16865 carbon footprints over the year 2023-24. The service now serves 686 elite users across including 380 railway customers. The success is a result of the significant ease of use & 24x7 customer responsiveness of the RailTel team vis-a-vis the challenges faced with other service providers.

The RailTel Telepresence Services have often served events for the Hon'ble Prime Minister of India, Minister of Railways, Minister of Industry & Commerce & Minister of Civil Aviation reaching out to places where making available even OB Vans would have been difficult at short notice. The services are offered on a monthly subscription basis requiring no investment into CAPEX by the customer while obviating the recurring need for investment due to technology obsolescence.



RailTel's TPaaS services

11.7 SI Project Business

RailTel has made impressive strides in the Service Integrator (SI) business over the past year. The

company successfully secured high-volume orders from a range of government agencies, such as Coal PSUs, PCSCL, Prasar Bhari, BEPC, Navodaya Vidyalaya Samiti, Puducherry Government, CDAC, Banks, and various strategic organizations. These accomplishments highlight RailTel's growing influence and capability in the SI sector. Looking ahead, RailTel is poised to seize new opportunities and continue its growth trajectory in the Service Integrator business, leveraging its expertise to support more government projects and strategic initiatives.

12. Facilitating Government of India Initiatives

12.1 National Knowledge Network

RailTel plays a pivotal role in the National Knowledge Network (NKN), a flagship initiative of the Government of India aimed at creating a high-speed digital communication network to connect educational institutions, research organizations, libraries, laboratories, healthcare, and agricultural institutions across the country. As a key implementing agency, RailTel provides the robust optical fiber backbone required for NKN, facilitating seamless data exchange and collaboration among these institutions.

RailTel has so far connected 765 higher education and research institutes such as IITs, IIMs, medical colleges, research institutions and District Collectorate offices. RailTel is also providing Campus Wi-Fi facilities at 26 Central university campuses.

12.2 Prime Minister Wi-Fi Access Network Interface (PM-WANI)

RailTel plays an instrumental role in the Prime Minister Wi-Fi Access Network Interface (PM-WANI) initiative, which aims to democratize internet access across India. As part of this initiative, RailTel provides the underlying infrastructure to establish public Wi-Fi hotspots, making affordable and reliable internet services accessible to the masses. By leveraging its extensive network of optical fiber and telecommunications infrastructure, RailTel facilitates the deployment of Wi-Fi hotspots in urban, semi-

urban, and rural areas, thereby bridging the digital divide. RailTel's participation in PM-WANI not only supports the government's vision of a digitally inclusive society but also accelerates the adoption of digital services, enhancing education, healthcare, and overall connectivity for millions of Indians.

13. Blueprint for the Future

In 2024, the Indian telecom sector is at the forefront of a major transformation, driven by rapid technological advancements and significant shifts in market dynamics. This year is marked by the increasing importance of semiconductor technology, which is integral to the evolution and enhancement of telecommunications. As we explore the landscape of the telecom sector, it's essential to focus on the key trends that are shaping its future. These trends highlight the sector's adaptation to new technological realities and consumer demands, showcasing a blend of innovation, strategic planning, and forward-thinking approaches in the industry.

Considering the dynamic nature of the Telecom & IT industry, it is always pertinent to closely look into the future & work out the strategy for the company. With this aim, RailTel keeps revisiting its policies, new areas of business and new customers areas. It is pertinent to have more services under RailTel's portfolio to cover the entire gamut of Enterprise services which shall provide further growth trajectory for RailTel. RailTel now needs to focus on value addition capabilities in the area of Data Centre centric services such as managed services & cloud, LTE (Long Term Evolution), IOT (Internet of Things) Platform and Analytics, SOC, KAVACH (Traffic Collision Avoidance System), etc. In some areas, these can be developed effectively using partnership models ensuring risk mitigation while delivering such services. In order to realize the vision of being the preferred telecom solutions and service provider for knowledge economy, RailTel would be following a three-pronged strategy of concentrating on optimizing the products & services bouquet, expanding the network and upgrading to a high capacity network.

Products & Services: RailTel is continuously focusing on providing value added services through partnership models supported by RailTel's existing network and cloud for enterprise segment. RailTel is building new assets in Data Centre space and has planned a new data centre of higher capacity at Noida and 102 Edge data centres Pan India in coming years. RailTel has a dedicated new product development process that enables RailTel to roll out quality products and services in the fast-paced technology industry. RailTel is also exploring the opportunities in international business.

Network enhancement: RailTel believes that its extensive network is its key differentiator in the market and hence a key value proposition in delivering services to its customers. RailTel thus plans to invest in upgradation of backbone network, upgradation of CNoC, Access network, 100G to 800G network at prominent locations through procurement of routers, power plants, chargers and state of the art latest equipment.

Cyber Security:

RailTel, leveraging its extensive telecommunications infrastructure, places a strong emphasis on cybersecurity to safeguard its operations and the vast array of services it provides. Recognizing the growing threat landscape, RailTel has developed a comprehensive suite of cybersecurity solutions aimed at protecting critical information infrastructure, ensuring data integrity, and maintaining the confidentiality of sensitive information. RailTel's cybersecurity framework includes advanced threat detection systems, robust firewalls, intrusion prevention systems, and regular security audits.

Additionally, RailTel offers specialized cybersecurity services to various government departments and organizations, helping them secure their digital assets and comply with regulatory requirements. By prioritizing cybersecurity, RailTel not only protects its own network but also contributes to the broader national effort to build a secure and resilient digital infrastructure.

Other Services/Products: RailTel has been an implementation partner in various IT, Smart city, E-Gov projects of Central/State Govts. RailTel is

also providing Consultancy for ICT services, and Aadhar based authentication services etc. Focus will also be on various Railway projects like signalling, LTE-R, Kavach, Station modernization, Drone based services, AI/ML powered applications for safer and better tomorrow, modern control and command signalling including consultancy.

International Business:

RailTel aims to expand its international presence by exploring new markets and enhancing its service offerings. The focus areas include increasing collaboration with global partners, participating in international tenders for telecom and ICT projects, and leveraging its expertise in railway telecom to secure projects in other countries.

RailTel is in discussion with governments like Jamaica, Bhutan, South Africa and Ethiopia for expanding its international business in the field of Telecom and ICT services.

Organization Design: RailTel's organisational design is continuously evolving to suit changing business needs such as the Company's entry into enterprise IT services and execution of ICT projects & initiatives launched by the Central Government and various State Governments.

Internal Processes: RailTel believes that strengthening of internal business processes is essential for efficient customer service delivery & cost efficiency that in turn would enable savings for higher investments in the future. RailTel is continuously improving key business processes such as service assurance, key account management, management information systems (MIS) to improve competitiveness.

14 ESG and Sustainability

Environmental, Social, and Governance (ESG) and Sustainability are pivotal concepts in RailTel's business and are crucial in driving responsible and ethical operations within the telecommunications, IT/ICT and railway sectors. RailTel's commitment to ESG involves implementing energy-efficient technologies, minimizing environmental impact through sustainable resource management, and

enhancing digital infrastructure to support green initiatives. Socially, RailTel prioritizes fair labor practices, community engagement, and digital inclusion, ensuring that technological advancements benefit all segments of society. In governance, RailTel maintains transparent, accountable practices and diverse leadership to foster innovation and trust. RailTel not only mitigates risks and enhances its reputation but also aligns with goals, ensuring long-term value creation and contributing positively to economic, social, and environmental progress. On the sustainability part, RailTel emphasizes meeting its current needs without compromising the future, integrating environmental protection, social equity, and economic viability. A detailed Business Responsibility and Sustainability Report (BRSR) report is separately available in the Annual Report as an annexure.

15. Financial Performance

During the financial year 2023-24, total revenue from operations earned by RailTel is ₹2568 crore, Profit after Tax earned has been ₹256 crore and Profit before tax has been ₹ 328 crore. From NLD

(Bandwidth & VPN) services, RailTel earned ₹ 590 crore during the year. While earning from IP-1 services has been ₹238 crores which includes revenues from tower & rack colocation and Dark fiber leasing. While under ISP license (Internet & Broadband) RailTel has achieved revenues of ₹380 crores. The revenue from RailWire, broadband service of RailTel, for the year is ₹344 Crores.

16. Awards

During the year 23-24, RailTel received following awards for its excellent performance from various organizations:

- RailTel won the SCOPE Eminence Award in 2023-24, in the Institutional Excellence (Miniratna I & II) Category for overall outstanding performance during the year 19-20. Hon'ble Vice President of India Sh. Jagdeep Dhankhar presented the award in a ceremony at New Delhi.
- RailTel won the Dun & Bradstreet Award 2023 in the Telecommunication & Information Technology (Central PSUs) category.



RailTel won the SCOPE Eminence Award in the Institutional Excellence (Miniratna I & II) Category from Hon'ble Vice President of India Sh. Jagdeep Dhankhar

- RailTel received the prestigious Governance Now PSU IT Awards 2023 in the "Cyber Security Champion" and "Cyber security and Data Protection & Data Centre Excellence" categories.
- RailTel won the Express Computer Data Centre Champion Award 2023 for Cloud Services. Through its MeitY empaneled RailCloud solution at its Tier-III Data Centres in Gurgaon and Secunderabad, RailTel is dedicated to delivering top-notch Secure Data Centre Services.
- RailTel received the CMO ASIA Awards 2023, under PSU Excellence Category, for its CSR initiative. The award was given at a gala event at Singapore which was attended by delegates from across Asia.

17. CSR Initiatives

RailTel is actively involved in meeting its social obligations through the Corporate Social Responsibility programme and is actively supporting programmes for Digital Literacy, Promoting Education, Health & Nutrition as per DPE guidelines from time to time.

RailTel contributed an amount of ₹484.49 Lakh in FY 2023-24. Following major CSR initiatives were undertaken during the year:

- a) Better Health of women through community SEHAT Centre at Purulia, West Bengal by raising awareness, providing accessible sanitary facilities for menstrual hygiene, distributing free sanitary napkins to women and adolescent girls, and promoting good health practices through educational sessions. Also, disseminate information on health-seeking behaviour through awareness campaigns, organize eye check-up camps.
- b) Mobile Dispensary to serve the Poor in SPSR Nellore, Andhra Pradesh offering healthcare access, medical consultation, diagnosis, health education and awareness, medical dispensation, referral and follow-up to nearby healthcare facilities, health data collection. This mobile unit will diagnose individuals in need and provide free essential medications.



- c) Distribution of Nutritious Food to women in Weaver's Village in Odisha, tackling food and nutrition insecurity through a project focused on empowering women, through promoting and providing diversified nutritious foods within families, who play a crucial role in rural community development. It also aims to promote the consumption of nutritious and balanced food and to conduct awareness campaigns and counselling sessions.
- d) Installation of Submersible pumps in Dakshin Dinajpur, West Bengal aims at providing safe and adequate drinking water for drought-prone Tribal Schools and is dedicated to establishing community-based safe drinking water systems in schools. The project not only addresses immediate water needs but also aims to improve overall health and well-being by promoting safe hygiene practices among school children and the community.
- e) RailTel, is continuing its RailTel- Akansha Super 30 centre where 30 underprivileged but talented students from different corners of Uttarakhand are provided free residential lodging, coaching and mentoring for 11 months for admission in reputed engineering colleges like IIT, NIT and state engineering colleges.

18. Human Resources

RailTel has made a conscious effort to keep evolving its practices in Human Resources and providing

best experience and convenience to its employees. To improve on its employee score, RailTel has implemented e-office and ERP which enables employee to perform all work-related activities online, bringing efficiency in working. This initiative has benefitted most to the employees deputed in fields who can now work without a visit to territorial/regional offices.

Keeping pace with the requirements of future requirements and new service diversifications, RailTel is continuously recruiting experienced and qualified manpower from different fields.

At the end of Mar'24 total manpower strength was 858 including regular, deputationist, contractual, re-employed, consultants and Advisor.

19. Rajbhasha Initiatives

RailTel has an Official Language Implementation Committee at the Corporate Office level for the implementation of official language which regularly organizes quarterly meetings to review the use of official language at Corporate Office and Regional as well as territory offices. All officers/employees are encouraged to do their work in Hindi using easy vocabulary. Bilingual Unicode facility has been provided in all computers/laptops available in the office.



RailTel's official language magazine "RailTel Pragati" had been awarded the prize under the Best Magazine Award category by the Town Official Language Implementation Committee, Upkram-1 Delhi. It is a matter of pride for "RailTel Pragati" and a tremendous achievement as Town Official Language Implementation Committee has 44 PSUs as its members.

20. Health and Safety of Employees

RailTel emphasizes its commitment in promoting holistic health and aims to empower employees to make informed choices for their well-being. Various steps and initiatives for health and safety improvement of its Human Resource were taken during the year :

- Comprehensive healthcare ecosystem, augmenting its ability to provide quality medical services to its workforce on CGHS/Special rates. 12 new hospitals were empanelled during the year to expand medical facilities available to RailTel employees and beneficiaries.
- RailTel has continued its tradition of organizing various health-focused initiatives across different regions. From Blood Donation Camps (26.09.2023) to Free Health Camps (23.11.2023) encompassing dental and general medical check-ups & eye check-ups.
- The company also provides consultation services of Homeopathy Doctor in Corporate Office Premises to cater to the medical needs of the employees and their families.
- RailTel actively promotes employee well-being through a series of health talks and seminars aimed at fostering healthy lifestyles. Health Talk delivered by Founder Smt. Ruby Ahluwalia, Sanjeevani- Life beyond Cancer on 08.07.2024.
- A session was delivered by rewind Medical Cosmetologist &, Nutrition & Cosmetics Composition Analyst Expert on Role of Lifestyle in the Modern Era related to skin concerns on 11.07.2023.

- Basic Life support training to RailTel Employees in association with Medanta Hospital on 11.01.2024.
- TB awareness on the occasion of World TB Day on 16.03.2024 & 17.03.2024.
- RailTel revised its Post-Retirement Medical Scheme, enhancing medical benefits for retired employees. Additionally, amendments were made to RailTel's Medical Attendance Rules, further improving the benefits for its employees.

21. Cautionary statement

Statements in the Directors Report and Management

Discussion & Analysis, describing the Company's objectives, projections and estimates, expectations, predictions etc may be "forward looking statements", within the meaning of the applicable laws and regulations. Forward looking statements contained herein are subject to certain risks and uncertainties that could cause actual results to differ materially from those reflected in the forward-looking statements. Actual results, performances or achievement may vary materially from those expressed or implied, economic conditions, Government policies and other incidental factors such as litigation and industrial relation. Readers are cautioned not to place undue conviction on the forward-looking statements.

Report on Corporate Governance

1. Introduction

The Board of Directors at RailTel Corporation of India Limited ("**RCIL**") is committed to follow the principles of good Corporate Governance which is supplemented by the leadership as well as the deeprooted values that the company firmly stands thereby promoting best practices, transparency and integrity throughout.

This report is prepared in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Companies Act, 2013 and DPE Guidelines on Corporate Governance, Ministry of Finance, Government of India. The Report contains details of Corporate Governance systems and processes at RCIL.

RCIL a Mini Ratna, Category-1, Schedule- 'A'CPSE, Shares got listed on the NSE and BSE on 26th February, 2021 and has established a sound framework of Corporate Governance.

2. Corporate Governance Philosophy and Key Values

Highest levels of Corporate Governance can be observed across the practices and the day-to-day operations of RCIL.

RCIL believes that Corporate Governance is an evolutionary process that encourages the Company as a whole to constantly develop and enhance transparency and good governance so as to emerge as a role model for other companies.

RCIL's code of Corporate Governance is to enhance ethical and transparent process in managing the affairs of the Company.

The Key Values of the Company formally adopted by the Board of Directors are:

- Zeal to excel and zest for change
- Integrity and fairness in all matters
- Respect for dignity and potential of individuals
- Strict adherence to commitments

- Ensure speed of response
- Foster learning, creativity and team work
- Loyalty and pride in the Company

Corporate Governance is strengthened by the fact that RCIL has a Code of Conduct for Board members and Senior Management (which is described in detail elsewhere in this report) and the operations and accounts are audited at multiple levels. There is a process of Internal Audit, Statutory Audit, Cost Audit and Secretarial Audit. Further more, the company is committed to maintain a transparent flow of information and ensure compliance with the objectives of 'the principal of corporate governance' stated under Listing Regulations.

3. Board of Directors

The Board of Directors of the Company consists of experienced professionals who ensures the Company's prosperity by collectively directing towards the Company's Mission and Vision and functions in accordance with the provisions of the Companies Act, 2013, Listing Regulations, Articles of Association, Corporate Governance Guidelines issued by Department of Public Enterprises (DPE) and other directions/ guidelines issued by the Government of India, from time to time, as applicable to the Company, whilst meeting the appropriate interests of its shareholders and stakeholders.

3.1 Composition of Board of Directors

RCIL is a "Government Company" within the meaning of Section 2(45) of the Companies Act, 2013 as 72.84% of the total paid up equity share capital of the Company is held by the President of India acting through Ministry of Railways ("**MoR**"), Government of India. As per the provisions of the Articles of Association of the Company, the power to appoint/nominate Directors on the Board of the Company vests with President of India acting through MoR. The detailed composition of the Board as on 31/03/2024 as shown in **Table 1** :

Table-1

Director	Designation
Shri Sanjai Kumar	Chairman & Managing Director
Shri V. Rama Manohara Rao	Director/Finance
Shri Manoj Tandon	Director/Project, Operations & Maintenance
Shri Yashpal Singh Tomar	Director/Network, Planning & Marketing
Dr. Subhash Sharma*	Part-time non-official/Independent Director
Shri N. Manoharan	Part-time non-official/Independent Director
Shri Rameshwer Meena	Part-time Govt. Nominee Director
Shri Ranjit Kumar	Part-time Govt. Nominee Director

*He had resigned from the post of Independent Director w.e.f. 10.05.2024 citing his personal reason related to his profession.

3.2 Details of Directorships, Committee Memberships and Committee Chairmanship in Companies as on the date of this report:

The details of Directorships, Committee Memberships and Committee Chairmanship in Companies as on the date of this reports is shown in **Table-2**:

Table-2

Name of Director	Nature of Directorship	Members of the Boards of public companies (other than RCIL) excluding Directorship in private companies	Total no. of Committee memberships held including RCIL (excluding private companies)	
			As Chairman	As Member other than Chairman
Shri Sanjai Kumar	Chairman and Managing Director (Whole Time Director)	NIL	1 (Risk Management Committee in RCIL)	NIL
Shri V. Rama Manohara Rao	Director Finance (Whole Time Director)	NIL	NIL	3 Committees in RCIL as per details given below:- - CSR Committee - Stakeholders Relationship Committee and - Risk Management Committee
Shri Manoj Tandon	Director- Project, Operations & Maintenance (Whole Time Director)	NIL	NIL	1 Committee in RCIL as per detail given below:- -Risk Management Committee

Name of Director	Nature of Directorship	Members of the Boards of public companies (other than RCIL) excluding Directorship in private companies	Total no. of Committee memberships held including RCIL (excluding private companies)	
			As Chairman	As Member other than Chairman
Shri Yashpal Singh Tomar	Director - Network Planning & Marketing (Whole Time Director)	NIL	NIL	2 Committees in RCIL as per details given below:- - Stakeholders Relationship Committee and -Risk Management Committee
Shri Rameshwer Meena	Part-time Govt. Nominee Director	NIL	NIL	2 Committees in RCIL as per details given below:- - Audit Committee and -Nomination & Remuneration Committee
Shri Ranjit Kumar	Part Time Govt. Nominee Director	NIL	NIL	3 Committees in RCIL as per details given below : - Audit Committee Nomination & Remuneration Committee and - CSR Committee
Shri N. Manoharan	Part Time non-official Director (Independent Director)	NIL	4 Committees in RCIL as per detail given below:- -Stakeholders Relationship Committee - CSR Committee - Audit Committee - Nomination & Remuneration Committee	1 Committee in RCIL as per detail given below:- -Risk Management Committee

Presently, the strength of the Board of Directors is 7 (Seven), comprising of Four whole-time Directors (i.e. Chairman & Managing Director, Director/NPM, Director/Finance and Director/POM), One Independent Directors and Two Part-Time Govt. Nominee Directors.

The Chairman is an Executive Director and therefore, half of the Board should comprise of Independent Directors as required under the provisions of Regulation 17 of Listing Regulations. As on the date of this report, there was vacancy of Five (5) Independent Directors including One (1) Women Independent Director for which appointment request has already been made to the MoR.

Since the power to appoint the Directors on the Board of RCIL vests with the President of India acting through MoR, the Company from time to time requests its Administrative Ministry i.e. MoR to appoint the requisite number of Independent Directors on the Board of the Company including Women Independent Director.

3.3 Change in Directorships:

During the Financial Year 2023-24, following changes took place in the Board Composition:

Name of Director	Cessation/Appointment of Director(s)
Shri Rakesh Ranjan	Subsequent to appointment of Shri Yashpal Singh Tomar as Director/NPM, Shri Rakesh Ranjan, who was earlier entrusted with the additional charge of the post of Director/NPM, ceased to be Director/NPM of the Company w.e.f. 04/07/2023. He continued as Part-time Govt. Nominee Director of the Company w.e.f. 05/07/2023 and ceased to be Part-time Govt. Nominee Director w.e.f. 07/11/2023.
Shri Yashpal Singh Tomar	Appointed as Director/NPM w.e.f. 04/07/2023
Shri Ranjit Kumar	Appointed as Part-time Govt. Nominee Director w.e.f. 15/12/2023.

Notes:

- The Company being a CPSE, all Directors are appointed/ nominated by the Government of India.
- The term 'whole-time director' used in this report refers to functional/ executive directors.
- The term 'Part-time Govt. Nominee Director' indicates part-time Government nominated directors.
- The term 'non-official'/'independent' indicates part-time Directors who are qualified to be appointed as Independent Director under section 149(6) of the Companies Act, 2013 and rules made thereunder and as per Regulation 16 (1) (b) read with Regulation 25(8) of Listing Regulations.
- Apart from the remuneration to Directors as per the terms and conditions of their appointment and entitled sitting fee to part-time non-official Directors/Independent Directors, as detailed in this report. None of the Directors has any material or pecuniary relationship with the Company which can affect their independence of judgment.
- The number of Directorships of all the Directors is within the maximum limit of 20 Companies (out of which maximum 10 Public Companies) as prescribed under Section 165 of the Companies Act, 2013 and rules made thereunder and as per Regulation 17A of Listing Regulations.
- Committees here denote Audit Committee, CSR Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee.
- None of the whole - time directors of the Company are serving as an Independent Director in any other listed company.
- The number of Committee Memberships/Chairmanships of Directors is within the prescribed ceiling limit in accordance with Regulation 26 (1) of Listing Regulations and the provisions of DPE Corporate Governance Guidelines.

3.4 Number of Board meetings

The Board of Directors met Seven(7) times during the Financial Year 2023-24. The details of Board Meetings held during FY 2023-24 is shown in **Table-3:**

Table-3

Sr. No	Board Meeting Number	Date of Board Meeting	Board Strength	No. of Directors Present		Percentage of Attendance of Board Meeting
				In Person	Through Video Conferencing	
1.	139 th	17-05-2023	7	6	1	100.00
2.	140 th	09-07-2023	8	6	1	87.50
3.	141 st	27-07-2023	8	5	2	87.50
4.	142 nd	26-10-2023	8	5	1	75.00
5.	143 rd	03-01-2024	8	5	2	87.50
6.	144 th	24-01-2024	8	6	2	100.00
7.	145 th	19-03-2024	8	4	3	87.50

Leave of absence was granted in accordance with the provisions of Section 167(1) (b) of the Companies Act, 2013 and rules made thereunder.

Shri J. S. Marwah, Company Secretary, has attended all Board Meetings of the Company held during the Financial Year 2023-24.

3.5 Details of attendance of the Directors at the Board Meeting during FY 2023-24

Details of attendance of the Directors at the Board Meeting during FY2023-24 is shown in **Table-4**:

Table-4

Director	No. of meetings during 2023-24		
	Held (during their respective tenures while holding charge)	Attended	Attended last AGM
Shri Sanjai Kumar	7	7	Yes
Shri V. Rama Manohara Rao	7	7	Yes
Shri Manoj Tandon	7	7	Yes
Shri Yashpal Singh Tomar	6	6	Yes
Shri Rakesh Ranjan	4	1	Yes
Shri Rameshwer Meena	7	5	Yes
Shri Ranjit Kumar	3	3	NA
Dr. Subhash Sharma	7	7	Yes
Shri Manoharan Nallasamy	7	6	Yes

- (a) Shri Yashpal Singh Tomar has been appointed as Director / NPM w.e.f. 04/07/2023
(b) Shri Rakesh Ranjan ceased to be Part-time Govt. Nominee Director w.e.f. 07/11/2023.
(c) Shri Ranjit Kumar appointed as Part-time Govt. Nominee Director w.e.f. 15/12/2023.

4. Disclosure about Directors

As per the disclosures made by the Directors in terms of provisions of Section 184 of the Companies Act, 2013, no relationship exists between Directors inter-se.

Part-Time Govt. Nominee Directors are from the Administrative Ministry i.e. MoR and thus related to the promoters being the Government of India, MoR.

The appointment of Whole-Time Directors of the Company is done by the President of India acting

through MoR and not by the Company. Further, Government of India appoints Part-Time (Govt. Nominee & Non-Official/Independent) Directors for a fixed tenure.

As per the disclosure given by the non-executive directors, none of them held any shares or convertible instruments of RCIL during FY 2023-24.

4.1 Familiarization Programme/ Training Programme for Independent Directors

The Company familiarizes the Independent Directors with the activities and functioning of the Company and their roles, rights and responsibilities in the Company, nature of the industry in which the company operates, business model of the Company etc. through various programmes and presentations.

The details of such familiarization programmes are disclosed on the company's website at weblink <https://www.railtel.in/familiarization-programmes-for-independent-directors.html>

4.2 Skills/ Expertise/ Competence identified by the Board of Directors as required in the context of the business:

Being a Government Company, the appointment of all the Directors (Whole-Time/Government Nominee/ Independent Directors) is made by the President of India acting through MoR. A table summarizing the key qualifications, skills, expertise and attributes of the Directors of RCIL, as identified by Administrative Ministry i.e. MoR, Government of India and/or Public Enterprises Selection Board (PESB) is placed below:

S.No.	Category of Director	Required Expertise/Skill
1.	Functional Directors (Whole-time Director)	
(i)	Chairman & Managing Director	<p>Qualification:- Engineering graduate/ Chartered Accountant/ Cost Accountant/ Graduate with MBA/ Post Graduate Diploma in Management (PGDIM) from a leading Institute.</p> <p>Experience: The applicant should possess five years' cumulative experience/ exposure in the last ten years in Telecommunication & Information Technology sector at a senior level of management in an organization of repute.</p> <p>Job Description & Responsibilities:- The Chairman & Managing Director is the Chief Executive of the Company and accountable to its Board of Directors and Government/ Shareholders. He is responsible for the efficient functioning of the company for achieving its corporate objectives and performance parameters.</p>
(ii)	Director/Finance	<p>Qualification:-</p> <p>(i) The applicant should be a Chartered Accountant or Cost Accountant or a full time MBA/PGDM course with good academic record from a recognized University/Institution.</p> <p>(ii) Officers of Organized Group 'A' Accounts Services [i.e. Indian Audit and Accounts Service, Indian Defence Accounts Service, Indian Railway Accounts Service, Indian Civil Accounts Service, Indian P&T Accounts & Finance Service and Indian Cost Accounts Service] working in the appropriate level are exempted from these educational qualifications.</p> <p>(iii) Further, applicants from the Central Govt./Armed Forces of the Union/All India Services, will also be exempted from the educational qualifications as per (i) above provided the applicants have 'the relevant experience' as mentioned in Para (iii) below of Experience heading.</p> <p>In respect of applicants from Organized Group 'A' Accounts Services/Central Government/Armed Forces of the Union/All India Services, Chartered Accountant/ Cost Accountant/MBA/PGDM will be a desirable educational qualification.</p>

S.No.	Category of Director	Required Expertise/Skill
		<p>Experience:</p> <p>(i) Applicants from Organized Group 'A' Accounts Services should have at least five years cumulative experience at a senior level during the last ten years in the area of Corporate Financial Management/Accounts.</p> <p>(ii) The applicant should have at least five years of cumulative experience at a senior level during the last ten years in the area of Corporate Financial Management and Accounts in an organization of repute.</p> <p>(iii) 'The relevant experience' in respect of applicants from Central Government/ Armed Forces of the Union/All India Services would include at least seven years of cumulative experience at a senior level during the last ten years in the area of Corporate Financial Management/Accounts.</p> <p>Job Description & Responsibilities:- Director (Finance) is a member of Board of Directors and reports to the Chairman and Managing Director. He/She is the overall in-charge of Finance and Accounts functions of the organization and is responsible for evolving and formulating related policies and their implementation including Financial Planning, budgeting, costing, financial control, preparation of financial statements in compliance with corporate norms and statutory requirements.</p>
(iii)	Director/ Network, Planning and Marketing	<p>Qualification:- The applicant should be an Engineering graduate in Electronics/ Telecommunication/ Electrical with good academic record from a recognised University/ Institute. Applicants with MBA/ PGDM qualifications will have added advantage.</p> <p>Experience:-</p> <p>(i) The applicant should have at least five years of cumulative experience in Indian Railway signalling or other telecom organization of repute during the last ten years.</p> <p>(ii) Knowledge of modern management techniques, use of information technology and ability of enhancing productivity through economies of scale, logistics management and ability in managing multi-disciplinary teams, planning, networking and outsourcing will have added advantage.</p> <p>(iii) Marketing skills to capture business is desirable.</p> <p>Job Description & Responsibilities:- Director (NP&M) is a member of the Board of Director and reports to Chairman & Managing Director, RailTel. He exercises statutory and corporate responsibilities in the efficient and profitable operation of the Company. He is also responsible for:-</p> <ol style="list-style-type: none"> 1) Planning for telecom and ICT. 2) Driving business development in the enterprise sector. 3) Conceptualizing and developing product design, product and service pricing, sales and marketing, service delivery and service assurance. 4) Development of new business in government domain including telecom, mission made projects. 5) Ensuring that the investments in the Company are based on sound strategic and are phased in time with revenue expectations and realization. 6) Developing new business through OEM's, franchises, PPP etc. and for entering into Joint Venture and marketing alliances, potential business opportunities and /or marketing arrangement (s) in the telecom sector, including assessment of marketing and sales potential of such new kind of services. 7) Brand building publicity for service and product. 8) Any other duties and responsibilities assigned by the CMD.

S.No.	Category of Director	Required Expertise/Skill
(iv)	Director/Project, Operation and Maintenance	<p>Qualification:- The candidate should be an engineering graduate or equivalent preferably in Electrical communications/Electronics Engineering with good academic record from a recognized university/institution.</p> <p>Experience:- The applicant should have technical/operational experience/ exposure for at least 5 years during the last 10 years at a senior level of management in Telecommunications/ Information technology is essential. Experience in Railways sector is preferable. Experience in Marketing / Managing multi-disciplinary streams / HRD / Contract management will have added advantage.</p> <p>Job Description & Responsibilities:- Director (Projects, Operations, Maintenance) is a member of Board of Directors and reports to Managing Director. He/she exercises statutory and corporate responsibilities in the efficient and profitable operation of the Company. He/she is responsible for managing specific tasks assigned to him related to projects, operations and maintenance of the telecom assets of the company.</p>
2.	Part-time Government Nominee Directors	As may be decided by the Government of India (Ministry of Railways)
3.	Part-time non-official/ Independent Directors	As may be decided by the Government of India (Ministry of Railways)

4.3 List of core skills / expertise / competencies actually available with the Board:

All the members of the Board of the Company possess requisite skills, expertise and competencies required for assisting in effective and efficient functioning of the company.

4.4 Board Independence:

All the Independent Directors have given declaration that they meet the criteria of Independence in accordance with the provisions of Section 149(7) of Companies Act, 2013, Schedule IV and Regulation 16(1)(b) read with Regulation 25(8) of Listing Regulations.

Further, none of the Directors are debarred from holding office as Director by virtue of any order of the Securities and Exchange Board of India or any other authority.

4.5 Detailed reasons for resignation of an Independent Director:

No Independent Director has resigned during the FY 2023-24. However, Dr. Subhash Sharma, Independent Director has resigned on 10.05.2024 from the Company before the expiry of his tenure

citing his personal reason related to his profession. He has also confirmed that there is no material reason other than his personal reason related to his profession.

5. Board Committees

In compliance with requirement of Listing Regulations, the Companies Act, 2013, DPE Guidelines on Corporate Governance and other requirements, the Board of Directors of the Company has constituted the following Board level Committees:

- i) Audit Committee;
- ii) Nomination and Remuneration Committee;
- iii) Stakeholders Relationship Committee;
- iv) Corporate Social Responsibility Committee; and
- v) Risk Management Committee

The Chairman of the respective Committees, determines the frequency of the meetings of these Committees. The recommendations of the Committees are submitted to the Board for their approval.

5.1 Audit Committee

The Audit Committee was originally set up with the approval of Board of Directors as per the requirement under Section 292A of the Companies Act, 1956. This has been reconstituted from time to time as and when required. The company has amended the terms of reference of the Audit Committee in line

with the provisions of section 177 of the Companies Act, 2013, Regulation 18 and Regulation 24(2) of the SEBI (LODR) Regulations, 2015 and DPE guidelines on Corporate Governance. The composition of the Audit Committee as on 31/03/2024 is shown in **Table-5** and the composition of the Audit Committee as on the date of this report is shown in **Table 6** :

Table-5

Sr. No.	Name of Director	Position in the Committee	Designation
1.	*Dr. Subhash Sharma	Chairman	Independent Director
2.	Shri N. Manoharan	Member	Independent Director
3.	Shri Rameshwer Meena	Member	Part-Time Govt. Nominee Director

*Consequent upon resignation of Dr. Subhash Sharma from the position of Part Time non-official Director (Independent Director) of the Board, he ceased to be the member of Audit Committee w.e.f. 10/05/2024.

Shri J. S. Marwah, Company Secretary acts as Secretary to the Committee.

Table-6

Sr. No.	Name of Director	Position in the Committee	Designation
1.	Shri N. Manoharan	Chairman	Independent Director
2.	Shri Rameshwer Meena	Member	Part-Time Govt. Nominee Director
3.	Shri Ranjit Kumar	Member	Part-Time Govt. Nominee Director

5.1.1 Terms of reference of the Audit Committee as decided by the BoD is as under:-

The Audit Committee shall be responsible for the following, among other things, as may be required by the stock exchanges from time to time:

(a) Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- 1) To investigate any activity within its terms of reference.
- 2) To seek information from any employee.
- 3) To obtain outside legal or other professional advice.
- 4) To secure attendance of outsiders with relevant expertise, if it considers necessary.

(b) Role of Audit Committee

The role of the Audit Committee shall include the following:

- 1) oversight of the Company financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) taking on record the appointment of auditors of the Company by the Comptroller and Auditor General of India;
- 3) recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company based on the order of Comptroller and Auditor General of India;
- 4) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

- 5) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b) changes, if any, in accounting policies and practices and reasons for the same;
 - c) major accounting entries involving estimates based on the exercise of judgment by management;
 - d) significant adjustments made in the financial statements arising out of audit findings;
 - e) compliance with listing and other legal requirements relating to financial statements;
 - f) disclosure of any related party transactions;
 - g) modified opinion(s) in the draft audit report;
- 6) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 7) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- 8) reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- 9) approval or any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;
- 10) scrutiny of inter-corporate loans and investments;
- 11) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- 12) evaluation of internal financial controls and risk management systems;
- 13) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 14) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 15) discussion with internal auditors of any significant findings and follow up there on;
- 16) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- 17) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 18) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 19) to review the functioning of the whistle blower mechanism;
- 20) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- 21) reviewing the utilization of loans and/ or advances from/investment by the holding

company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

22) Review the following information:

- (a) Management discussion and analysis of financial condition and results of operations;
- (b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- (d) Internal audit reports relating to internal control weaknesses;
- (e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee; and
- (f) Statement of deviations;
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 23) To review the follow up action on the audit observations of the C&AG audit;
- 24) Recommend the appointment, removal and fixing of remuneration of cost auditors; and
- 25) Carrying out any other function as specified by the Board as may be prescribed under the Companies Act and SEBI Listing Regulations, from time to time.

5.1.2 Meetings and Attendance of Audit Committee

During the Financial Year 2023-2024, the Audit Committee met Four (4) times i.e. on 17-05-2023, 27-07-2023, 26-10-2023 and 24-01-2024. The attendance of the members at the meetings held during FY 2023-24 are shown in **Table-7**:

Table-7

Name of Director	Position in the Committee	Meetings held (During their respective tenures)	Meetings attended	
			In person	Through Video Conferencing
Dr. Subhash Sharma	Chairman	4	2	2
Shri N. Manoharan	Member	4	3	1
Shri Rameshwer Meena	Member	4	1	3

Notes:

- (a) Shri V. Rama Manohara Rao, Director/Finance has attended all the meetings of Audit Committee as a Special Invitee held during the Financial Year 2023-24 during his tenure.
- (b) There is no change in the composition of Audit Committee during the FY 2023-24.

5.2 Nomination & Remuneration Committee

A Remuneration Committee was constituted on 30th March, 2009, in terms of the requirements of Department of Public Enterprises Office Memorandum dated 26th November, 2008 for deciding the annual bonus / variable pay pool and policy for its distribution across executive and non-unionized supervisors, within the prescribed limits. The Chairman of the committee was an Independent Director.

The Company has re-constituted Nomination & Remuneration Committee in line with the requirements of Section 178 of the Companies Act, 2013, the Regulation 19 of the SEBI (LODR)

Regulations and the DPE Guidelines on Corporate Governance. Since your Company is a Government Company, therefore the remuneration of its whole-time Directors is determined by the Govt. of India. The Part-time Government Nominee Director(s) do not receive any remuneration from the Company. Further, the Part-time non-official (Independent) Directors are being paid sitting fee of ₹20,000/- per meeting for attending meetings of Board or Committees thereof, besides cost of travel and lodging in case of outstation Directors.

The composition of Nomination & Remuneration Committee as on 31/03/2024 is shown in **Table-8** and as on date of this report is shown in **Table-9**:

Table-8

Sr. No.	Name of Director	Position in the Committee	Designation
1.	*Dr. Subhash Sharma	Chairman	Independent Director
2.	Shri N. Manoharan	Member	Independent Director
3.	Shri Rameshwer Meena	Member	Part Time Govt. Nominee Director

*Consequent upon resignation of Dr. Subhash Sharma from the position of Part Time non-official Director (Independent Director) of the Board, he ceased to be the member of Audit Committee w.e.f. 10/05/2024.

Shri J. S. Marwah, Company Secretary acts as Secretary to the Committee

Table-9

Sr. No.	Name of Director	Position in the Committee	Designation
1.	Shri N. Manoharan	Chairman	Independent Director
2.	Shri Rameshwer Meena	Member	Part Time Govt. Nominee Director
3.	Shri Ranjit Kumar	Member	Part Time Govt. Nominee Director

5.2.1 Terms of reference for the Nomination & Remuneration Committee as decided by the BoD is as under:-

The Nomination and Remuneration Committee shall be responsible for the following, among other things, as may be required by the stock exchanges from time to time:

- 1) To decide and approve the annual bonus/ variable pay pool/performance related pay and policy for its distribution across executives and non-unionized supervisors of the Company within the limits prescribed in the DPE Guidelines;
- 2) To review the policies for selection and removal of persons in Senior Management and other employees as per DPE Guidelines and other Government Guidelines and recommend the same for approval to the Board;
- 3) To identify persons who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- 4) To recommend to the Board of Directors a policy relating to the remuneration, in whatever form, for the key managerial personnel, senior management and other employees;

- 5) Taking on record the appointment and removal of directors, including independent directors, by the President of India, acting through respective ministries;
- 6) Taking on record the extension, if any, of the term of the independent directors of the Company, as may be directed by the President of India, acting through the respective ministries; and
- 7) Carrying out any other function as specified by the Board as may be prescribed under the Companies Act or DPE Guidelines, SEBI (LODR) Regulations, 2015 and any other laws and their amendments from time to time and taking on record the various policies, if any, promulgated by the Central Government.

Explanation: "Senior Management" shall mean officers / personnel of the Company who are members of its core management team excluding Board of Directors and shall include all members one level below the Chief Executive Officer/Managing Director/Whole time director/Manager (including CEO/Manager, in case they are not part of the board) and specifically includes Company Secretary and Chief Financial Officer (CFO) (below the Board level) and the functional heads.

5.2.2 Meetings, Attendance and Composition of Nomination & Remuneration Committee

During the Financial Year 2023-24, the Nomination and Remuneration Committee met three (3) times (i.e. on 26/10/2023, 03/01/2024 and 19/03/2024). The details of which are given in **Table-10**:

Table-10

Name of Director	Position in the Committee	Meetings held (During their respective tenures)	Meetings attended	
			In person	Through Video Conferencing
Dr. Subhash Sharma	Chairman	3	2	1
Shri N. Manoharan	Member	3	0	3
Shri Rameshwer Meena	Member	3	0	2

5.2.3 Performance evaluation criteria for Independent Directors

Ministry of Corporate Affairs has, vide its notification dated 5th June, 2015, notified the exemptions to Government Companies from certain provisions of the Companies Act, 2013 which inter-alia provides that Section 134 (3)(p) regarding a statement indicating the manner of formal annual evaluation of Board, shall not apply to Government Companies in case the Directors are evaluated by the Ministry which is administratively in charge of the Company as per its evaluation methodology. Further, the aforesaid circular issued by the MCA has also exempted the sub-sections (2), (3) & (4) of Section 178 which states that the appointment, performance evaluation and remuneration shall not apply to Directors of Government Companies.

Further, MCA vide its notification dated 5th July, 2017 has made an amendment in the Schedule IV

of the Act, whereby it has exempted Government Companies from complying with the requirement of performance evaluation by the Independent Directors of Non-Independent Directors and Chairman and performance evaluation of the Independent Directors by the Board if the concerned department or ministries have specified these requirements.

DPE has already laid down a mechanism for performance appraisal of all Functional Directors. The performance evaluation of Functional Directors as well as the Company is done through a system of Annual Performance Appraisal Report (APAR) by MoR and Memorandum of Understanding entered with Ministry of Railways respectively, and the said evaluation is submitted to DPE through the Administrative Ministry. RCIL enters into Memorandum of Understanding (MoU) with Government of India each year, containing key

performance parameters for the Company. The MoU targets are cascaded down and form an integral part of the performance appraisal of the individuals.

In respect of Government Nominee Directors, their evaluation is done by the MoR as per the procedure laid down. Since Independent Directors are also appointed by the Government of India, their evaluation is also done by the Ministry of Railways and finally by DPE.

5.3 Corporate Social Responsibility Committee

The Company has constituted a Corporate Social Responsibility Committee (CSR) Committee in accordance with the provisions of Section 135 of the Companies Act, 2013 and rules made thereunder.

The composition of CSR Committee of the Board as on 31/03/2024 and as on the date of the this report is shown in **Table 11:**

Table-11

Sr. No.	Name of Director	Position in the Committee	Designation
1.	Shri N. Manoharan	Chairman	Independent Director
2.	Shri V. Rama Manohara Rao	Member	Director/Finance
3.	Shri Ranjit Kumar	Member	Part Time Govt. Nominee Director

Shri J. S. Marwah, Company Secretary acts as Secretary to the Committee

5.3.1 Terms of reference for the Corporate Social Responsibility Committee as decided by the BoD is as under:-

- 1) To formulate and recommend to the Board, a CSR policy which will indicate the activities to be undertaken by the Company in accordance with Schedule VII of the Companies Act, 2013;
- 2) To review and recommend the amount of expenditure to be incurred on the activities referred to in clause 1;
- 3) To monitor the CSR policy of the Company from time to time;
- 4) To recommend/review CSR projects / programmes/proposals, falling within the purview of Schedule VII of the Companies Act, 2013;
- 5) To assist the Board of Directors to formulate strategies on CSR initiatives of the Company;

- 6) To institute a transparent monitoring mechanism for implementation of the Corporate Social Responsibility projects or programs or activities undertaken by the Company;
- 7) Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

5.3.2 Meetings, Attendance and Composition of CSR Committee:-

During the Financial Year 2023-24, the CSR Committee met four (4) times (i.e. on 08-07-2023, 26-10-2023, 24-01-2024 and 02-02-2024). The attendance of the members at the meeting held during FY 2023-24 is shown in **Table-12:**

Table-12

Name of Director	Position in the Committee	Meetings held (During their respective tenures)	Meetings attended	
			In Person	Through Video Conferencing
Shri N. Manoharan	Chairman	4	2	2
Shri Rakesh Ranjan	Member	2	0	0
Shri V. Rama Manohara Rao	Member	4	4	0
Shri Rameshwer Meena	Member	0	0	0
Shri Ranjit Kumar	Member	2	0	2

Notes:

- Shri Rakesh Ranjan ceased to be member of the Committee w.e.f. 07/11/2023.
- Shri Rameshwer Meena was appointed as member of the Committee w.e.f. 10/11/2023 vice Shri Rakesh Ranjan and he ceased to be member of the Committee w.e.f. 03/01/2024.
- Shri Ranjit Kumar was appointed as member of the Committee w.e.f. 03/01/2024 vice Shri Rameshwer Meena.
- During the FY 2023-24, The CSR Committee was re-constituted twice on 10/11/2023 and 03/01/2024

5.4 Stakeholder's Relationship Committee

The Company has constituted Stakeholders Relationship Committee in line with the provisions of Section 178(5) of the Companies Act, 2013 and Listing Regulations. The scope and function of the Stakeholders Relationship Committee is in line with the provisions of Section 178 (5) of the Companies Act, 2013 and Regulation 20 of Listing Regulations.

The composition of Stakeholders Relationship Committee as on 31/03/2024 as on the date of this report is shown in **Table-13**:

Table-13

Sr. No.	Name of Director	Position in the Committee	Designation
1.	Shri N. Manoharan	Chairman	Independent Director
2.	Shri V. Rama Manohara Rao	Member	Director/Finance
3.	Shri Yashpal Singh Tomar	Member	Director/ NPM

Shri J. S. Marwah, Company Secretary acts as Secretary to the Committee.

5.4.1 Terms of reference for the Stakeholder Relationship Committee as decided by the BoD is as under:-

The Stakeholders Relationship Committee shall be responsible for the following, among other things, as may be required by the stock exchanges from time to time:

- The Stakeholders Relationship Committee shall consider and resolve the grievances of the security holders of the Company including complaints related to transfer of securities, non-receipt of annual report, non-receipt of declared dividends, etc.;
- Reviewing adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent;
- Review of measures taken for effective exercise of voting rights by shareholders.

- Reviewing the various measures and initiatives undertaken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and
- Carrying out any other function contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as and when amended from time to time.

5.4.2 Meetings, Attendance and Composition of Stakeholders Relationship Committee

During the Financial Year 2023-24 the Stakeholders Relationship Committee met one(1) time (i.e. on 24/01/2024). The attendance of the members at the meetings held during FY 2023-24 is shown in **Table-14** :

Table-14

Name of Director	Position in the Committee	Meetings held (During their respective tenures)	Meetings attended	
			In Person	Through Video Conferencing
Shri N. Manoharan	Chairman	1	1	0
Shri Rakesh Ranjan	Member	0	0	0
Shri V. Rama Manohara Rao	Member	1	1	0
Shri Yashpal Singh Tomar	Member	1	1	0

Notes:

- (a) Shri Rakesh Ranjan ceased to be member of the Committee w.e.f. 07/11/2023.
- (b) Shri Yashpal Singh Tomar was appointed as member of the Committee w.e.f. 10/11/2023 vice Shri Rakesh Ranjan.
- (c) During the FY 2023-24, the Stakeholders Relationship Committee was re-constituted once on 10/11/2023.

5.4.3 Redressal of Investors' Grievance:

The Company addresses all complaints, suggestions and grievances of the investors expeditiously and resolves them within specified timeline.

5.4.4 Name and Designation of Compliance Officer:

Shri J.S. Marwah, is the Compliance officer of the Company in terms of Listing Regulations.

5.4.5 Name and Designation of Chief Investor Relation Officer:

Shri H.C. Batra, is the Chief Investor Relation Officer of the Company.

5.4.6 Details of Shareholder's Complaints:

The Company addresses all complaints suggestions and grievances of the investors expeditiously and resolves them within specified timeline. During FY 2023-24, a total of 29 complaints from Shareholders were received, and all the complaints were resolved at the year-end.

5.5 Risk Management Committee

The Company has constituted Risk Management Committee in line with the requirement of Regulation 21 of Listing Regulations(as amended). The role and responsibilities of Risk Management Committee is in line with the provisions of Regulation 21 of Listing Regulations.

The composition of Risk Management Committee as on 31/03/2024 and as on date shown in **Table-15**.

Table-15

Sr. No.	Name of Director	Position in the Committee	Designation
1.	Shri Sanjai Kumar	Chairman	Chairman & Managing Director
2.	Shri V. Rama Manohara Rao	Member	Director/Finance
3.	Shri Manoj Tandon	Member	Director/POM
4.	Shri Yashpal Singh Tomar	Member	Director/NPM
5.	Shri N. Manoharan	Member	Independent Director
6.	Shri H.C. Batra	Member & CRO	General Manager/Finance

Shri J. S. Marwah, Company Secretary acts as Secretary to the Committee.

5.5.1 Terms of reference/role and responsibilities for the Risk Management Committee as decided by the BoD is as under:-

The Risk Management Committee has the key role of monitoring the development, implementation and performance of the Enterprise Risk Management framework and maintains an enterprise wide view of the top risks. The Risk Management Committee shall meet at least twice in a year. The meetings of the risk management committee shall be conducted in such a manner that on a continuous basis not more than one hundred and eighty days shall elapse between any two consecutive meetings.

- 1) Assisting the Audit Committee in overseeing and monitoring the development, implementation and performance of the Enterprise Risk Management Framework;
- 2) Ensuring that management understands and accepts its responsibility for identifying, assessing and managing risks;
- 3) Reporting the top risks faced by the organization to the Audit Committee and subsequent mitigation plan;
- 4) Co-ordinating decision making with the Audit Committee to ensure consistency in the risk management responses;
- 5) Ensuring that responsibility and authorities are clearly defined and that adequate resources are assigned to the Enterprise Risk Management Framework
- 6) Ensuring that effective risk mitigation/control testing programs are in place and the results are evaluated and acted upon;
- 7) Ensuring that adequate process and systems are in place to facilitate cyber security;
- 8) Ensuring that the Audit Committee is informed about any new/emerging risks faced by the organization.
- 9) To perform all such functions as specified in Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 or any amendments thereon time to time.

5.5.2 Meetings, Attendance and Composition of Risk Management Committee

During the Financial Year 2023-24, the Risk Management Committee met two (2) times (i.e. on 09/05/2023 and 08/11/2023). The attendance of the members at the meetings held during FY 2023-24 is shown in **Table-16**:

Table-16

Name of Director	Position in the Committee	Meetings held (During their respective tenures)	Meetings attended	
			In Person	Through Video Conferencing
Shri Sanjai Kumar	Chairman	2	2	0
Shri Rakesh Ranjan	Member	1	0	0
Shri V. Rama Manohara Rao	Member	2	1	1
Shri Manoj Tandon	Member	2	2	0
Shri Yashpal Singh Tomar	Member	1	0	1
Shri N. Manoharan	Member	2	0	2
Shri H.C. Batra	Member & CRO	2	2	0

Notes:

- (a) Shri Rakesh Ranjan ceased to be member of the Committee w.e.f. 04/07/2023.
- (b) Shri Yashpal Singh Tomar was appointed as member of the Committee w.e.f. 04/07/2023 vice Shri Rakesh Ranjan.



6. Separate Meeting of Independent Directors

In terms of the provisions mentioned under Listing Regulations, Section 149 and Code of Conduct of Independent Directors of the Companies Act, 2013, a separate meeting of Independent Directors was held on 10/07/2023.

All the Independent Directors had attended the said Meeting and the minutes of the meeting were placed in the meeting of Board of Directors.

7. General Body Meetings

The Last Three (3) Annual General Meetings and an Extraordinary General Meeting were held as under:

Financial Year AGM/EGM	Date of holding meeting	Time	Venue	Special Resolution Passed
21 st Annual General Meeting	29th September, 2021	11:30 AM	Through Video	No
22 nd Annual General Meeting	30th September, 2022	11:30 AM	Through Video Conferencing/Other Audio-Visual Means	No
*Extra-Ordinary General Meeting	26th May, 2023	11:30 AM	Through Video Conferencing/Other Audio-Visual Means	YES
23 rd Annual General Meeting	31st August 2023	11:30 AM	Through Video Conferencing/Other Audio-Visual Means	NO

*The EGM was convened as per the direction of Ministry of Corporate Affairs to consider the scheme of amalgamation between RailTel Enterprises Limited and RailTel Corporation of India Limited, and their respective shareholders and creditors.

8. Resolution through Postal Ballot during Financial Year 2023-24

During the FY 2023-24, there was no resolution passed through postal ballot.

9. Means of Communication

The Company communicates with its stakeholders through Annual Reports, Quarterly / Annual Financial Results, News Releases, Presentations etc. and disclosures made on the Company's website i.e. www.railtel.in from time to time.

9.1 Annual Reports: The Annual Report containing, inter-alia, Audited Financial Statements, Board's Report, Auditor's Report, and other important information is circulated to members and others entitled thereto. The Company's Annual

Report is also available in downloadable format on the Company's website i.e. www.railtel.in

9.2 Quarterly/ Annual Financial Results: The Company regularly intimates un-audited as well as audited financial results to the Stock Exchanges, immediately after approval of Board in accordance with the time frame specified in Listing Regulations. The results are also hosted on the website of the Company www.railtel.in for wider circulation.

9.3 Newspaper publication: These financial results as mentioned are published in the English and Vernacular newspapers having nationwide circulation as per the requirement of the Listing Regulations. During 2023-24, quarterly results have been published as per the details given below:-

S.No.	Quarter	Date of Publication	Newspaper edition
1.	Quarter-1 ended on 30 th June, 2023	28/07/2023	Financial Express (English Version) Jansatta(Hindi Version)
2.	Quarter-2 & half year ended on 30 th September, 2023	27/10/2023	Financial Express (English Version) Jansatta(Hindi Version)
3.	Quarter-3 & nine months ended on 31 st December, 2023	25/01/2024	Financial Express (English Version) Jansatta (Hindi Version)
4.	Quarter-4 & Year ended on 31 st March, 2024	03/05/2024	Mint (English Version) Hindustan (Hindi Version)

9.4 Website: The Company's website www.railtel.in contains separate dedicated section 'Investor Relations' where the information for shareholders is available. Full Annual Report, Shareholding Pattern, Policies, MOUs and Corporate Governance Report etc. are also available on the website. Information, latest updates and announcements regarding the Company can be accessed at company's website. E-mail ID of the Company Secretary & Compliance Officer, Chief Investor Relation Officer and RTA exclusively for the purpose of registering complaints by investors has been displayed on the website under the head "Investor Relations - Investor Contact."

9.5 NSE Electronic Application Processing System (NEAPS): The NEAPS is a web-based application designed by NSE for corporates. All periodical/ event-based compliance filings like shareholding pattern, corporate governance report, media releases, and statement of investor complaints, among others are filed electronically on NEAPS.

9.6 BSE Corporate Compliance & Listing Centre ("Listing Centre"): BSE's Listing Centre is a web-based application designed for corporates. All periodical / event-based compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints, among others are filed electronically on the Listing Centre.

9.7 SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralised web-based complaints redressal system. The salient features of this system are: centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

The Company also communicates with its institutional shareholders through a combination of analysts briefing and individual discussions and also participation in investor conferences from time to time. Financial results are discussed by way of conference calls, regularly after the close of each quarter. The transcripts & Audio/Video recordings are also hosted on the Company's website www.railtel.in

10. General Shareholders' Information

i) 24th Annual General Meeting

Date:	21.08.2024
Time:	11:30 Hrs
Venue:	Through Video Conferencing ("VC") and Other Audio Visual Means ("OAVM") at the Registered & Corporate Office of the Company

ii) Financial Year:

The Company's Financial Year is from 1st April to 31st March.

Adoption of Quarterly/ Half/ Yearly Financial Results	Date of the meeting of the Board
June 30, 2023 (With limited review by Statutory Auditors)	27th July, 2023
September 30, 2023 (With limited review by Statutory Auditors)	26th October, 2023
December 31, 2023 (With limited review by Statutory Auditors)	24th January, 2024
March 31, 2024 (With Auditor's Report)	2nd May, 2024

iii) Financial Calendar For 2023-24:

The last date for submission of unaudited quarterly and year to date financial results to the stock exchange, is within forty-five days of end of each quarter (except last quarter). The last date of submission of the Audited financial results of the last quarter and Financial Year ended is within sixty days from the end of the financial year.

iv) Dividend:

The Board of Directors of the Company has recommended a final dividend at the rate of ₹ 1.85

per share [i.e. of paid-up share capital] amounting to ₹ 59.37 Crore for the Financial Year ended 31st March, 2024 over and above the Interim Dividend of ₹1.00 per share amounting to ₹32.09 Crore which was declared and paid in November, 2023, respectively. Accordingly, the total dividend for the FY 2023-24 would be ₹ 2.85 per equity share and in total amounting to ₹ 91.47 Crore.

v) Listing on Stock Exchanges

The equity shares of the Company are listed on the following Stock Exchanges:-

Name & Address	Telephone/Fax/E-mail/Website ID	Trading Symbols	ISIN
National Stock Exchange of India Ltd. (NSE) Exchange Plaza, C-1, G Block, Bandra-Kurla Complex, Bandra(E), Mumbai-400051	Telephone: 022-26598100-8114 Fax: 022-26598120 E-mail: ignse@nse.co.in Website: www.nse-india.com	RAILTEL	INE0DD101019
BSE Limited (BSE) P.J.Towers, Dalal Street, Fort Mumbai-400001	Telephone: 022-22721233/4 Fax: 022-22721919 E-mail: bsehelp@bseindia.com Website: www.bseindia.com	543265	INE0DD101019

vi) Listing Fees:-

The Annual listing fee for the FY 2023-24 & 2024-25 has been paid to National Stock Exchange of India Limited and BSE Ltd. Custodian Fee to NSDL and CDSL for Company's equity, bearing the code INE0DD101019 have been paid for the Financial Year 2023-24 & 2024-25.

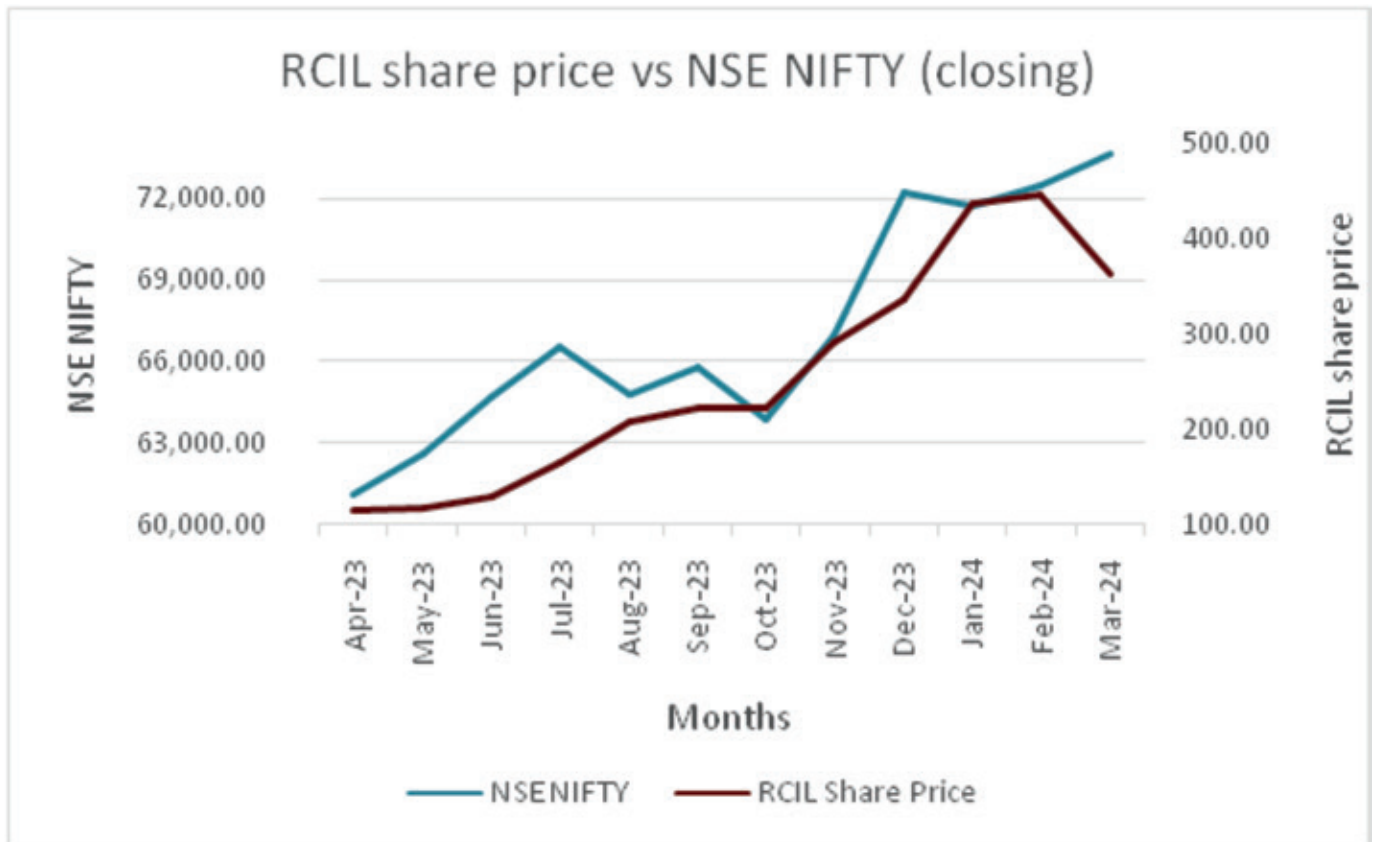
vii) RCIL's Market Price Data and performance in comparison to indices:-

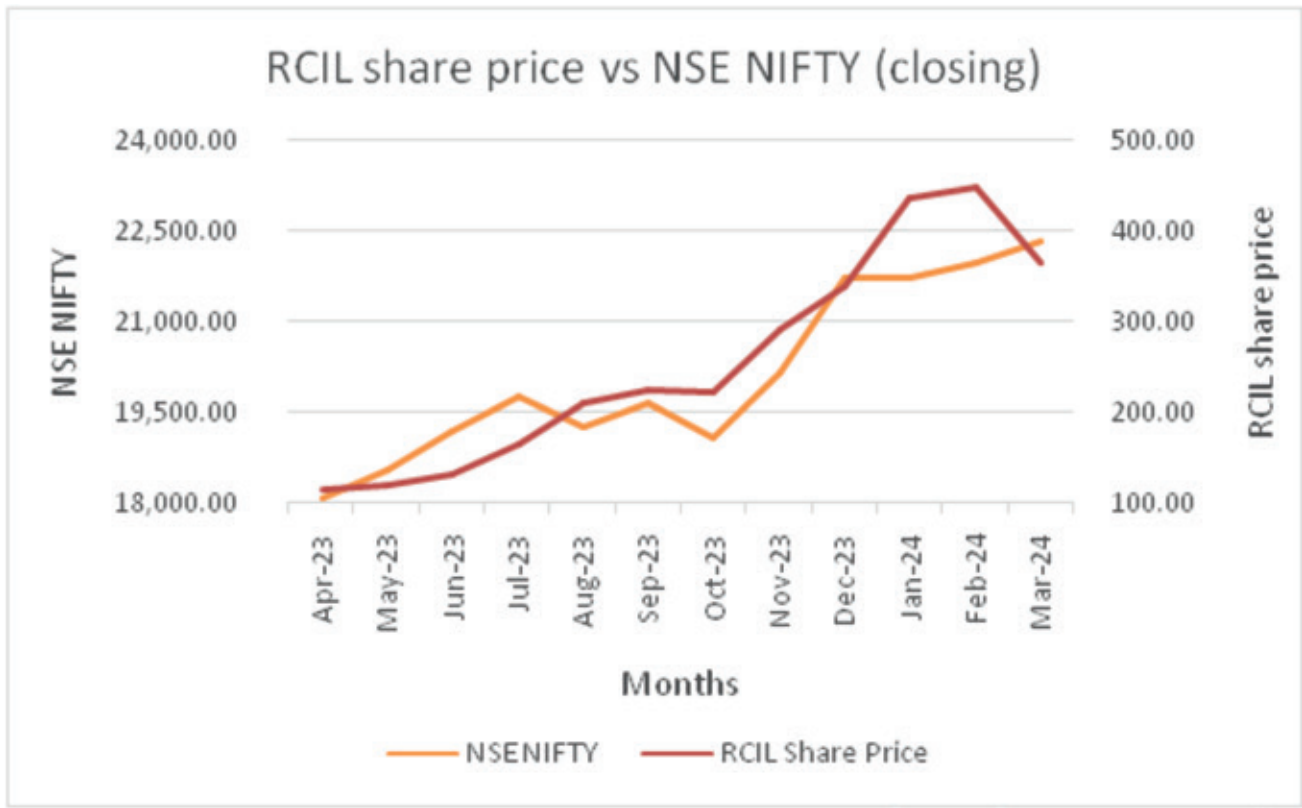
The Monthly High and Low (traded price) at NSE and BSE for the financial year 2023-24 are as under:

RCIL'S SHARES MARKET PRICE DATA FOR FY 2023-24

Months	RCIL Share Price at BSE			BSE SENSEX			RCIL Share Price at NSE			NSE NIFTY		
	High (₹)	Low (₹)	Close (₹)	High	Low	Close	High (₹)	Low (₹)	Close (₹)	High	Low	Close
Apr-23	119.30	100.55	114.65	61,209.46	58,793.08	61,112.44	119.30	101.70	114.75	18,089.15	17,312.75	18,065.00
May-23	127.00	114.80	118.20	63,036.12	61,002.17	62,622.24	127.10	114.70	118.25	18,662.45	18,042.40	18,534.40
Jun-23	137.40	117.50	130.70	64,768.58	62,359.14	64,718.56	137.45	117.30	130.75	19,201.70	18,464.55	19,189.05
Jul-23	171.75	127.40	164.55	67,619.17	64,836.16	66,527.67	171.70	127.20	164.80	19,991.85	19,234.40	19,753.80
Aug-23	210.90	163.20	209.35	66,658.12	64,723.63	64,831.41	210.60	163.25	209.35	19,795.60	19,223.65	19,253.80
Sep-23	255.00	205.05	223.75	67,927.23	64,818.37	65,828.41	255.40	205.55	223.90	20,222.45	19,255.70	19,638.30
Oct-23	244.40	200.30	222.50	66,592.16	63,092.98	63,874.93	244.50	202.50	222.65	19,849.75	18,837.85	19,079.60
Nov-23	296.30	220.35	290.65	67,069.89	63,550.46	66,988.44	296.35	220.35	290.50	20,158.70	18,973.70	20,133.15
Dec-23	348.00	279.00	338.00	72,484.34	67,149.07	72,240.26	348.00	279.05	338.00	21,801.45	20,183.70	21,731.40
Jan-24	459.30	340.35	437.35	73,427.59	70,001.60	71,752.11	459.20	339.95	437.45	22,124.15	21,137.20	21,725.70
Feb-24	491.15	355.00	445.90	73,413.93	70,809.84	72,500.30	491.45	354.75	448.95	22,297.50	21,530.20	21,982.80
Mar-24	469.00	301.35	363.70	74,245.17	71,674.42	73,651.35	469.35	301.40	363.75	22,526.60	21,710.20	22,326.90

*Source: Websites of BSE and NSE





viii) Securities of the Company have not been suspended from trading during FY 2023-24.

During the Financial Year 2023-24, securities of the RCIL have not been suspended from trading at the Stock Exchanges.

ix) Registrar to the Issue and Share Transfer Agent: -

The contact details of the Registrar are stated below: -

Registrar and Share Transfer Agent
<p>Beetal Financial & Computer Services (P) Ltd. 3rd Floor, Beetal House, 99, behind Local Shopping Centre, Madangir Village, Madangir, New Delhi, Delhi 110062 Website: www.beetalfinancial.com E-mail Id: beetal@beetalfinancial.com</p>

x) Share Transfer System:

The entire equity share capital of the Company is in demat form. The Company obtains a Yearly certificate from Practicing Company Secretaries as per the requirement of Regulation 40 (9) of Listing Regulations, confirming due compliance of Share transfer formalities by RTA and the same is also filed with the Stock Exchanges and uploaded on the website of the Company. In addition, a Reconciliation of Share Capital Audit thereby confirming that the total issued capital of the Company is in agreement with the total number of dematerialized shares held with NSDL and CDSL, is submitted to the stock exchanges, on quarterly basis as per the requirement of Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018.

xi) Distribution of Shareholding as on March 31, 2024
i) Distribution of RCIL's shares according to size of holding as on March 31, 2024:

Category	No. of Shareholders	Percentage of Shareholders	Amount (in Rs.)	Percentage of Amount
1 to 5000	366125	95.6	279102300	8.70
5001 to 10000	9741	2.54	76388460	2.38
10001 to 20000	3891	1.02	58108670	1.81
20001 to 30000	1157	0.3	29736380	0.93
30001 to 40000	481	0.13	17324430	0.54
40001 to 50000	483	0.13	22898180	0.71
50001 to 100000	606	0.16	45019750	1.40
100001 & Above	480	0.13	2680805900	83.53
Total	382964	100	3209384070	100

ii) Top 10 Shareholders as on March 31, 2024:

Sr. No.	Category	Total number of Shares	Percentage to Equity
1	PRESIDENT OF INDIA	23,37,85,038	72.84
2	QUANT MUTUAL FUND - QUANT SMALL CAP FUND	79,60,000	2.48
3	UJWAL KUMAR PAGARIYA	13,31,106	0.41
4	ISHARES CORE MSCI EMERGING MARKETS ETF	12,30,770	0.38
5	SOMERVILLE TRADING ENTERPRISES, LLC	8,81,090	0.27
6	JAINAM BROKING LIMITED	6,37,650	0.20
7	QUADRATURE CAPITAL VECTOR SP LIMITED	6,27,660	0.20
8	FLORIDA RETIREMENT SYSTEM - TIMES SQUARE CAPITAL MA	5,58,684	0.17
9	UMESH PARASMAL PAGARIYA	5,00,450	0.16
10	DREAM DUO LLP	5,00,000	0.16
Total		24,80,12,448	77.28

iii) Shareholding Pattern as on March 31, 2024:

S. No.	Category	No. of Holders	Total Shares	Percentage to equity
1	PROMOTER	1	233785038	72.84
2	RESIDENT INDIVIDUAL	374652	61060011	19.02
3	MUTUAL FUND	16	8174287	2.55
4	FPI CATEGORY I BODY CORPORATE	46	5695194	1.77
5	BODY CORPORATE	595	4560183	1.42
6	HUF	3778	1905310	0.59
7	FPI CATEGORY II BODY CORPORATE	8	1379570	0.43
8	NRI REPATRIABLE	2266	1256991	0.39
9	BODY CORPORATE CLIENT COLLATERAL ACCOUNT	31	999405	0.31
10	BODY CORPORATE LLP	64	760788	0.24

S. No.	Category	No. of Holders	Total Shares	Percentage to equity
11	NRI NON REPATRIABLE	1412	527586	0.16
12	BODY CORPORATE MARGIN TRADING	32	381001	0.12
13	QIB INSURANCE COMPANY REGISTERED WITH IRDA	5	284462	0.09
14	RESIDENT INDIVIDUAL MARGIN TRADING ACCOUNT	10	56156	0.01
15	BODY CORPORATE BROKER	1	34000	0.01
16	TRUSTS	8	30288	0.01
17	BODY CORPORATE NBFC	4	23570	0.01
18	ALTERNATE INVESTMENT FUND III	1	12973	0.00
19	CLEARING MEMBER	8	8362	0.00
20	RESIDENT INDIVIDUAL HUF CM	21	1936	0.01
21	RESIDENT INDIVIDUAL DR	1	814	0.00
22	INDIVIDUAL ASSOCIATION OF PERSONS AOP	3	450	0.00
23	NRI DEPOSITARY RECEIPT	1	32	0.00
Total		382964	320938407	100.00

xii) Dematerialization of Shares and Liquidity:

The shares of the Company are in dematerialized format and are available for trading under systems of both the depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Share Capital Audit Report regarding reconciliation

of the total issued capital, listed capital, and capital held by depositories in dematerialized form with respect to equity share capital of the company was taken from the Practicing Company Secretary on quarterly basis and duly submitted to Stock exchanges within stipulated time as per the requirement of Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018.

xiii) No. of shares held in dematerialized and physical mode as on March 31, 2024

Category	Number of Shareholders	Total Shares (Demat)	Percentage to Equity
CDSL	2,77,278.00	3,93,53,596.00	12.26
NSDL	1,05,686.00	28,15,84,811.00	87.74

xiv) The names and addresses of the depositories are as under:

- **National Securities Depository Limited-** National Securities Depository Limited Trade World, A-Wing, 4th Floor, Kamala Mills Compound, Lower Parel (West), Mumbai-400013
- **Central Depository Services (India) Limited-** Marathon Futurex, A-Wing, 25th Floor, NM Joshi Marg, Lower Parel, Mumbai - 400 013

xv) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments:

The Company has not issued any GDRs/ADRs/warrants or any convertible instruments which

has impact on equity. Therefore, there are no GDRs/ADRs/warrants/convertible instruments outstanding as on 31st March, 2024.

xvi) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:

The disclosure under this clause is not applicable to Company.

xvii) Plant Locations/ Operating Units/ Company's Registered and Corporate office.

The Company's Registered and Corporate office is situated in Delhi. Apart from that, the Company operates through Regional Offices and various Territory offices across India.

xviii) List of all credit ratings obtained by the Company:

ICRA has upgraded the long-term credit rating for ₹ 1000 Crore (Line of Credit) from ICRA AA (Positive)

to ICRA AA (Stable) and reaffirmed short-term rating for ₹300 Crore Bank Facilities at [ICRA]A1+ (pronounced ICRA A one plus). The outlook on the long-term rating is revised to stable from positive.

xix) Address for Correspondence:

<p>Regional Offices and Territorial Offices of the Company</p>	<p>The Company has four Regional Offices at New Delhi, Mumbai, Kolkata and Hyderabad. It has got 22 territorial field offices in various State Capitals. The Company has Network Operations and Data Center Office at 143, Institutional Area, Sector-44, Gurugram-122003. In addition, the Company has NOC at New Delhi, Secunderabad, Kolkata and Mumbai and also a central NOC in Delhi.</p>
<p>Address correspondence with the Registered Office & Corporate Office (regarding the Corporate Governance matters covered under this report)</p>	<p>The Company Secretary & GM, RailTel Corporation of India Ltd. Registered & Corporate Office: Plate-A, 6th Floor, Office Block, Tower-2, East Kidwai Nagar New Delhi 110023 Tele: 011-22900610 and Fax: 011-22900699 E-mail: cs@railtelindia.com</p>

11. Other Disclosures

(a) Related Party Transaction:

There has been no materially significant related party transaction, pecuniary transactions or relationships between the Company and the Directors, management, subsidiaries or relatives, except for those disclosed in the financial statements for the year ended 31st March, 2024 and as reported in the Board's Report in terms of the requirement under Section 134 of the Companies Act, 2013.

The disclosure of Related Party Transactions has been made as per the requirement of Companies

Act, 2013 (i.e. Form AOC-2), Listing Regulations and relevant Accounting Standard (in notes to Financial Statements of the Company).

The Company has formulated a Related Party Transaction (RPT) Policy to set out the materiality thresholds for related party transactions and the manner of dealing with the transactions between the Company and its related parties based on the Companies Act, 2013 and Listing Regulations.

The RPT Policy is available at the link: <https://www.railtel.in/images/pdf/Policy%20for%20consideration%20and%20approval%20of%20RPT%20new.pdf>

Sr. No.	Action taken by	Financial Year	Details of violations	Details of action taken e.g. fines, warning letter debarment, etc.,
1.	BSE & NSE	2023-24	Non-compliance with the requirement pertaining to adequate number of Independent Directors on the Board including Woman Independent Director.	<p>a) For the quarter ended March 2024, both NSE and BSE has imposed fine of Rs. 5,31,000/- each.</p> <p>b) For the quarter ended June 2023, both NSE and BSE has imposed fine of Rs. 5,36,900/- each.</p> <p>c) For the quarter ended September, 2023 both NSE and BSE has imposed fine of Rs.5,42,800/- each.</p> <p>d) For quarter ended December, 2023 both NSE and BSE has imposed fine of Rs. 5,42,800/- each.</p> <p>With respect to fine imposed, the Company has written request letter(s) for waiving off fines to BSE & NSE citing its inability to ensure compliance with Regulation 17 (1) as the appointment of Independent Directors including Woman Independent Director was pending at the level of Ministry of Railways.</p>
2.	BSE & NSE	2022-23	Non-compliance with the requirement pertaining to adequate number of Independent Directors on the Board including Woman Independent Director.	<p>a) For the quarter ended March 2023, both NSE and BSE has imposed fine of Rs. 5,31,000/- each.</p> <p>b) For the quarter ended June, 2022, both NSE and BSE has imposed fine of Rs. 5,36,900/- each.</p> <p>c) For the quarter ended September, 2022, both NSE and BSE has imposed fine of Rs. 5,42,800/- each.</p> <p>d) For quarter ended December, 2022, both NSE and BSE has imposed fine of Rs. 5,42,800/- each.</p> <p>With respect to fine imposed, the Company has written request letter(s) for waiving off fines to BSE & NSE citing its inability to ensure compliance with Regulation 17 (1) as the appointment of Independent Directors including Woman Independent Director was pending at the level of Ministry of Railways.</p>
3.	BSE & NSE	2021-22	Non-compliance with the requirement pertaining to adequate number of Independent Directors on the Board including Woman Independent Director.	<p>a) For the quarter ended March 2022, both NSE and BSE has imposed fine of Rs. 5,31,000/- each.</p> <p>b) For the quarter ended June, 2021, both NSE and BSE has imposed fine of Rs. 5,36,900/- each.</p> <p>c) For the quarter ended September, 2021, both NSE and BSE has imposed fine of Rs. 5,42,800/- each.</p> <p>d) For quarter ended December, 2021, both NSE and BSE has imposed fine of Rs. 750,480/- each.</p> <p>With respect to fine imposed, the Company has written request letter(s) for waiving off fines to BSE & NSE citing its inability to ensure compliance with Regulation 17 (1) as the appointment of Independent Directors including Woman Independent Director was pending at the level of Ministry of Railways.</p>

(c) Whistle-Blower Policy/Vigil Mechanism:

In compliance with Section 177(9) of the Companies Act, 2013 and Rules made thereunder and Regulation 22 of Listing Regulation which provides employees of RCIL an avenue to raise complaints, in line with commitment of RCIL to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication and to provide necessary safeguards for protection of employees from reprisals or victimization, RCIL has a Whistle-blower policy the details of which are available on the company's website i.e. www.railtel.in

The Company further affirms that no personnel has been denied access to the Audit Committee.

(d) Web link where policy for determining 'material' subsidiaries is disclosed:

The Company, at present, has only one Subsidiary Company namely RailTel Enterprises Limited which is not a material subsidiary Company. The weblink for policy for determining material subsidiary is uploaded on Company's website at <https://www.railtel.in/images/pdf/Policy%20for%20determining%20material%20subsidiaries.pdf>

(e) Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of Listing Regulations:

During the year, no funds have been raised through preferential allotment or qualified institutions placement.

(f) Certificate for Non- disqualification of Directors:

Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Listing Regulations, a Certificate from, Company Secretaries firm in practice that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority, has been obtained and is placed as **Annexure-A**.

(g) Recommendations of the Committees of the Board:

The recommendations of the Committees of the Board have been considered by the Board while deciding on the matters.

(h) Total fees for all services paid by the Company on a consolidated basis, to the statutory auditor:

The details of payment made to Statutory Auditor during FY 2023-24 on a consolidated basis are mentioned below:

Particulars	Amount (in ₹ lakh)
Statutory Audit Fee, Tax Audit Fee and Certification Fee	39

(i) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for the year 2023-24:

The Company is committed towards prevention of Sexual harassment of women at workplace and takes prompt action in the event of reporting of any such incidents. Details of the complaints received during the year under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are mentioned below:-

Number of Complaints filed during the year	Number of Complaints disposed off during the year	Number of Complaints pending during the year
Nil	Nil	Nil

(j) Code of Conduct for Board members and Senior management of the Company:

The Company has in place a Code of Conduct for Board members and for Senior Management (including Whole-time directors and Senior Management as defined in the said code). This Code came into effect from 30th November, 2007 and subsequently updated on 9th February 2021. The Code of Conduct have also been posted on the website of the Company – www.railtel.in

As per requirement of Listing Regulations and DPE Guidelines on Corporate Governance, all the members of Board and Senior Management have affirmed compliance with the Code of Conduct of the Company for the Financial Year 2023-24.

Declaration signed by the Chairman & Managing Director affirming receipt of compliance with the Code of Conduct from the Board of Directors and Members of Senior Management team during FY 2023-24 is given below.

“All the members of the Board and Senior Management Personnel have affirmed compliance of the ‘Code of Business Conduct & Ethics for Board Members and Senior Management’ for the financial year ended on March 31,2024”

Sd/-
Sanjai Kumar
Chairman & Managing Director
DIN: 06923630

Place: New Delhi

Date: 07/05/2024

(k) Code of Conduct for prevention of Insider Trading in dealing with Securities of RCIL:

In pursuance of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, RCIL's Board had approved an Internal Code of Conduct for prevention of Insider Trading in dealing with securities of RCIL, with an aim that Insiders of the Company shall not derive any benefit or assist others to derive any benefit from the Unpublished Price Sensitive Information (UPSI) regarding the Company which is not available in the public domain and thus constitutes Insider Information.

Further, in order to ensure compliance with provisions of SEBI (PIT) Regulations, 2015 (as amended) in true letter and spirit, RCIL has implemented a software namely FINTRAK for maintaining structured digital database in relation to sharing of unpublished price sensitive information within or outside the organisation in furtherance of legitimate purpose. Such databases have been maintained at RCIL's own server with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of those database.

(l) Unclaimed Dividend: The amount of dividend remaining unpaid/unclaimed for seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. The list of unclaimed dividend is uploaded on the website of the company under the head Investor Relations. As of now, no amount is yet due for transfer to Investor Education and Protection Fund.

(m) Details of Compliance with the requirements of DPE Guidelines on Corporate Governance:

In May, 2010, the Department of Public Enterprises (DPE) has issued Guidelines on Corporate Governance for Central Public Sector Enterprises which are now mandatory in nature.

DPE has awarded 'Excellent' grading to RCIL for compliance of DPE Guidelines on Corporate Governance during FY 2022-23.

RCIL has secured, based on self-evaluation, an annual score of which falls under 'Excellent' grade for compliance of DPE Guidelines on Corporate Governance for FY 2023-24.

(n) Audit qualifications:

For Audit Qualifications, the Independent Auditors Report submitted by M/s. S.R. Goyal & Co., Chartered Accountants on the financial statements for the year ending 31st March,2024 may be referred to. The Auditor's Report is unmodified.

12. Compliance of Listing Regulations (as amended)

The Compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses(b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations have been made except non-compliant with respect to the composition of Board of Directors due to vacant posts of Independent Directors including Women Independent Director. In terms of Articles of Association of the Company, the power to appoint Directors on the Board of the Company vests with the President of India acting through Ministry of Railways, Government of

India. Therefore, the Company has no role to play in the appointment of Directors on the Board of the Company and it is beyond the control of the company to ensure compliance with the Regulation 17(1) of Listing Regulations w.r.t. Appointment of Independent Directors on the Board of the Company including the Women Independent Director.

13. COMPLIANCE CERTIFICATE BY CEO/ CFO

As per Regulation 17 (8) of Listing Regulations, the Compliance Certificate for the quarter ended 31/03/2024 duly signed by the Chairman and Managing Director and Director (Finance) was placed before the Board of Directors at its meeting held on 17/05/2023 and the same is placed as **Annexure-B** to this Report.

14. COMPLIANCE ON CORPORATE GOVERNANCE

Certificate obtained from, M/s Balika Sharma & Associates, Practicing Company Secretary regarding compliance of the conditions of Corporate Governance is placed as **Annexure-C** to this Report.

15. Disclosure with respect to Demat Suspense Account/ Unclaimed Suspense Account

The details of shares lying in Demat suspense account during the Financial Year 2023-24 are as following:-

(a)	aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year;	NIL
(b)	number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	NIL

(c)	number of shareholders to whom shares were transferred from suspense account during the year;	NIL
(d)	aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;	NIL
(e)	that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.	NIL

16. Items of expenditure debited in Books of Accounts, which are not for the purposes of the Business

During the year, there are no items of expenditure debited in books of accounts other than for the business purposes of the Company.

17. Expenses incurred which are personal in nature and incurred for the Board of Directors

Payment of claims of Board of Directors is passed as per Company Policy.

18. Details of administrative and Office expenses as a percentage of total expenses vis-a-vis financial expenses and reasons for the increase

The administrative expenses and office expenses were at of total expenses in the year 2023-24.

(₹ In Lakhs)

Particulars	2022-23	2023-24
Other Expenses (Administrative Expense)	3,506	3,598
Finance Cost	NIL	NIL
Total Expenses	1,73,868	2,26,736
Other Expenses/Total Expenses (%)	2.02%	1.59%
Finance Cost/Total Expenses (%)	NIL	NIL

19. Remuneration to Directors

Being a Government Company, the Whole-Time Directors are appointed by the President of India acting through the Ministry of Railways and draw remuneration as per Industrial Dearness Allowance (IDA) pay scales except in case of Shri Puneet Chawla, Ex-Chairman & Managing Director who was on deputation to RCIL and was drawing Central Dearness Allowance (CDA) pay scales as pre-determined by the Government and as per the terms and conditions of their appointment issued by the

Government. The Part-Time Official Directors/Govt. Nominee Directors nominated on the Board do not draw any remuneration from the Company for their role as a Director. Independent Directors are paid a sitting fee for attending the meetings of the Board and Committee thereof. During FY 2023-24, the Independent Directors were paid a sitting fee of ₹ 20,000/- per meeting for attending the Board Meeting and Committee Meetings. The details of Remuneration to Directors are shown in **Table-17** and **Table-18** respectively.

Table-17

(In ₹ Lakh)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		Sanjai Kumar CMD	V Rama Manohara Rao Director/ Finance	Manoj Tandon Director/ POM	Yashpal Singh Tomar Director/ NPM	
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	73	39	55	39	206
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	12	9	4	4	29
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission	-	-	-	-	-
	- As Percentage of profit	-	-	-	-	-
	- Others, specify	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	Company Contribution to PF	5	4	4	4	17
	Company Contribution to Pension	4	3	3	3	13
	Provision for leave encashment, gratuity and pension	-	-	-	-	-
	Total (A)	94	55	66	50	265

Details of payments made to Independent Directors [Part-Time Non-Official] Directors during FY 2023-24: -
Table-18

(In ₹ Lakh)

Particulars of Remuneration	Name of Director(s)		Total Amount
	Dr. Subhash Sharma (Independent Director)	N. Manoharan (Independent Director)	
Independent Directors Fee for attending board/ committee meetings	2.80	4.00	6.80
Commission	-	-	-
Others, please specify	-	-	-
Total	2.80	4.00	6.80

20. Details of adoption of the discretionary requirements as specified in Part E of Schedule II of Listing Regulations

- i) The Board:** The Chairman of the Board is an Executive Director.
- ii) Shareholder Rights:** During the FY 2023-24, the Company has published financial results for all the quarter in accordance with the requirements of Listing Regulations details of the same mentioned above.
- iii) Audit Qualifications:** There are no audit qualifications on the Financial Statement for the year 2023-24.

- iv) Reporting of Internal Auditor:** Internal Audit reports are being placed before the Audit Committee.

21. Disclosure by Listed Entity & its Subsidiaries of Loans & Advances in the nature of loans to firms/companies in which directors are interested by name and amount

As on the date of report, there is no such transactions by Listed Entity & its Subsidiaries of Loans & Advances in the nature of loans to firms/companies in which directors are interested by name and amount.

ANNEXURE-A



Balika Sharma And Associates
Company Secretaries

Address : Flat No. 211 pocket A / 3, Sector-7, Rohini, New Delhi,
Pin Code -110085 | Mobile : 9811387946 | E-mail Id: balikasharma@gmail.com
GST No. : 07AMAPS 9564 K1ZE | Membership No. 4816, C. P. No. 3222

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(As per Sub-Para (i) of Para (10) of Clause C of Schedule V read with Regulation 34(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To,
The Members,
RailTel Corporation of India Limited
Plate-A, 6thFloor, Office Block, Tower-2,
East Kidwai Nagar New Delhi-110023

As required by Sub-Para (i) of Para(10) of Clause C of Schedule V read with Regulation 34(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify that none of the Directors on the Board of RailTel Corporation of India Limited have been debarred or disqualified from being appointed or continuing as director of the Company by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

This Certificate is issued for the Financial Year 2023-24.

For Balika Sharma & Associates
(Company Secretaries)

Sd/-
Balika Sharma
(Proprietor)

M.No:F4816

CP. No. 3222

UDIN : F004816F000558325

Place: New Delhi

Date: 11.06.2024

ANNEXURE-B

CEO & CFO CERTIFICATE

under Regulation 17(8) and 33(2) (a) of the SEBI (LODR) Regulation, 2015

To,

The Board of Directors,

RailTel Corporation of India Limited

In compliance with Regulation 17 (8) read with Schedule II Part B and Regulation 33 (2) (a) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we hereby certify that:

- A. We have reviewed, Audited Quarterly Financial Statements for the quarter and year ended on 31st March, 2024 and to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the Company affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transaction entered into by the listed entity during the quarter and year ended 31st March, 2024 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
- (i) that there is no significant change in internal control over financial reporting during the quarter and year ended 31st March, 2024;
 - (ii) that there are no changes in material accounting policy information during the quarter and year ended 31st March, 2024; and
 - (iii) that no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-

Sanjai Kumar
(Chairman & Managing Director)
DIN: 06923630

Sd/-

V. Rama Manohara Rao
(Director-Finance & CFO)
DIN: 06689335

Place: New Delhi

Date: 02.05.2024

ANNEXURE-C



Balika Sharma And Associates *Company Secretaries*

Address : Flat No. 211 pocket A / 3, Sector-7, Rohini, New Delhi,
Pin Code -110085 | Mobile : 9811387946 | E-mail Id: balikasharma@gmail.com
GST No. : 07AMAPS 9564 K1ZE | Membership No. 4816, C. P. No. 3222

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
RailTel Corporation of India Limited
Plate-A, 6th Floor, Office Block, Tower-2,
East Kidwai Nagar New Delhi-110023

1. We have examined the compliance of conditions of Corporate Governance by RailTel Corporation of India Limited ("the Company") for the Financial Year ended on 31st March, 2024, as stipulated in the Guidelines on Corporate Governance for Central Public Sector Enterprises ("CPSE"), issued by the Department of Public Enterprises ("DPE Guidelines"), Government of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").
2. The Compliance of the conditions of the Corporate Governance is the responsibility of the management. Our examination is limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the guidelines on the Corporate Governance.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the mandatory conditions of Corporate Governance as stipulated in the DPE Guidelines and SEBI Listing Regulations except with the following due to non-availability of requisite number of Independent Directors including Woman Independent Director on the Board of the Company:
 - a) Regulation 17(1)(a) of SEBI Listing Regulations;
 - b) Regulation 17(1)(b) of SEBI Listing Regulations and Clause 3.1 of DPE Guidelines;
4. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of certification and have been provided with such records, documents, certification, etc. as had been required by us.
5. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or the effectiveness with which the management has conducted the affairs of the Company.

For Balika Sharma & Associates
(Company Secretaries)

Sd/-

Balika Sharma
(Proprietor)

M.No:F4816

CP. No. 3222

UDIN : F004816F000558325

Place: New Delhi

Date: 11.06.2024



रेलटेल
RAILTEL

A Mini Ratna Enterprise

Business Responsibility & Sustainability Report (BRSR)

Section A

General Disclosure

I. Details of the listed entity		
1.	Corporate Identity Number (CIN) of the listed entity	L64202DL2000GOI107905
2.	Name of the Listed Entity	RailTel Corporation of India Limited (RCIL)
3.	Year of Incorporation	2000
4.	Registered Office Address	Plate-A, 6th Floor, Office Block, Tower-2, East Kidwai Nagar, New Delhi-110023 Tel.: +91 11 22900600 Fax: +91 11 22900699
5.	Corporate Address	Plate-A, 6th Floor, Office Block, Tower-2, East Kidwai Nagar, New Delhi-110023 Tel.: +91 11 22900600 Fax: +91 11 22900699
6.	E-mail	cs@railtelindia.com
7.	Telephone	+91 11 22900600
8.	Website	www.railtel.in
9.	Financial year for which reporting is being done	2023-24
10.	Name of Stock Exchange(s) where shares are listed	BSE & NSE
11.	Paid-up Capital	320.94 Cr
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report.	Mr. Harish Pawaria Executive Director (CC) Phone: 9267997000 pawaria@railtelindia.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together)	
	The report includes the company's social and governance performance on a Standalone basis within the organisational boundary where it has operational control.	

14.	Whether the company has undertaken reasonable assurance of the BRSR Core?	NO
15.	Name of assurance provider	Not applicable
16.	Type of assurance obtained	Not applicable

II. Products/Services

17. Details of business activities (accounting for 90% of the turnover):

Description of Main Activity	Description of Business Activity	% of turnover of the entity
1. National Long Distance (NLD) Services	Involved in providing long-distance telecommunication services. Building a network, providing service, Managing customers and related activities	22.99%

Description of Main Activity	Description of Business Activity	% of turnover of the entity
2. Internet Service Provider (ISP) Services	Internet access by the operator of the wireless infrastructure; maintaining and operating paging, cellular and other telecommunications networks, wireless telecommunications and its services	16.87%
3. Project Business	RailTel is doing variety of national interest projects for Indian Railways, Government, and other corporate entities	50.72%
4. Infrastructure Provider (IP-1) Services	Maintenance of telecom network	9.26%

18. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Product/Service	NIC Code	% of turnover of the entity
Telecom Services	a. Wired telecommunications activities 611	49.12%
	b. Wireless telecommunications activities 612	
Project Business	c. Computer programming, consultancy and related activities 620	50.72%

III. Operations

19. Number of locations where plants and/or operations/offices of the entity are situated

Location	Number of Plants	Number of Office	Total
National	Not applicable	30	30
International	Not applicable	0	0

20. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	Pan India
International (No. of Countries)	NIL

b. What is the contribution of exports as a percentage of the total turnover of the entity?

0%

c. A brief on types of customers

As an ICT provider and telecom infrastructure provider, RailTel provides Telecom, Signalling and ICT services to Indian Railways at Pan India level.

RailTel's Customers primarily consist of Government Organizations, Ministries, Educational Institutions, Corporates, Retail Customers, Banks, NBFCs, Private Enterprises etc.



रेलटेल
RAILTEL

A Mini Ratna Enterprise

IV. Employees

21. Details as at the end of Financial Year

a. Employees and workers (including differently abled)

Particulars	Total (A)	Male		Female		Other	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (H)	% (H/A)
Employees							
1. Permanent (D)	476	425	89	51	11	0	0
2. Other than permanent (E)	380	356	94	24	6	0	0
Total Employees (D+E)	856	781	91	75	9	0	0
Workers							
1. Permanent (F)	2	1	50	1	50	0	0
2. Other than permanent (G)	0	0	0	0	0	0	0
Total Employees (F+G)	2	1	50	1	50	0	0

b. Differently abled Employees and worker

Particulars	Total (A)	Male		Female		Other	
		No. (B)	% (B/A)	No. (B)	% (B/A)	No. (H)	% (H/A)
Differently abled Employees							
1. Permanent (D)	14	12	86	2	14	0	0
2. Other than permanent (E)	0	0	0	0	0	0	0
Total Employees (D+E)	14	12	86	2	14	0	0
Differently abled Workers							
1. Permanent (F)	0	0	0	0	0	0	0
2. Other than permanent (G)	0	0	0	0	0	0	0
Total Employees (F+G)	0	0	0	0	0	0	0

22. Participation/Inclusion/Representation of women

Particulars	Total (A)	No. & Percentage of Females	
		No. (B)	% (B/A)
Board of Directors	7	0	0
Key Management Personnel	5	0	0

23. Turnover rate for permanent employees and workers –

Particulars	Turnover rate in 2023-24			Turnover rate in 2022-23			Turnover rate in 2021-22		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	3.54%	1.94%	3.37%	3.32%	1.92%	3.16%	4.8%	0%	4.29%
Permanent Workers	0	0	0	0	0	0	0	0	0

V. Holdings, Subsidiaries and Associate Companies (including joint ventures)

24. a. Names of holding / subsidiary / associate companies / joint ventures	
Name of the holding/subsidiary/associate/companies/joint ventures (A)	NIL
Indicate whether holding/subsidiary/associate/joint venture	
% of shares held by listed entity	
Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)	

VI. CSR Details

25. (i)	Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)	
	Yes, CSR is applicable to RailTel Corporation of India Limited.	
	FY 2023-24	
(ii)	Turnover (₹)	2568 Cr
(iii)	Net worth (in Rs.)	1827 Cr

VII. Transparency and Disclosure Compliances

26. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct.

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2023-24			FY 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities		0	0		0	0	
Investors (other than shareholders)	Yes (As per requirement of SEBI (Listing Obligations and Disclosures) Requirements, 2015 and provisions of Section 178 of the Companies Act, 2013, the Company has a Stakeholders Relationship Committee specifically to investigate various aspects of interest of shareholders.	29	0		69	0	
Shareholders							

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2023-24			FY 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Employees & Workers	Offering multiple professional channels to submit grievances, such as email, letter, suggestion box, or in-person meetings with HR.	2	0		0	0	
Customers		2,54,961	0		2,49,008	0	
Value Chain Partners	CPGRAMS, IEM	43	0		59	4	As on date the cases have been resolved
Other (Please specify)							

27. Overview of the entity's material responsible business conduct issues.

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.

Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
Climate Change Action	O	RailTel can position itself as a leader in climate-friendly telecommunications by improving energy efficiency and developing climate-resilient telecommunication facilities.	It is identified as an opportunity.	This could lead to increased market share, government contracts, and positive public relations.
Sustainable Supply Chain	O	RailTel can differentiate itself from its competitors by enhancing/strengthening its supply chain network.	It is identified as an opportunity.	This will set path for sustainable delivery.

Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
Waste Management	O	RailTel's adherence to the e-waste policies and procedures established by the Government of India will have a positive environmental impact through the implementation of waste reduction, reuse, and recycling programs.	It is identified as an opportunity.	This could improve compliance with regulations.
Environment Compliance	O	RailTel can position itself as an exemplary IT/ICT PSU by demonstrating its commitment to environmental compliances.	It is identified as an opportunity.	This could have positive eco-friendly reputation of the company.
Employee Health Safety & Well-Being & Development & Retention	O	Various health awareness programs introduced would enhance the well-being of its employees and hence improve the productivity. RailTel can attract and retain top talent by providing opportunities for training and development and creating a positive work environment.	It is identified as an opportunity.	This could enhance the productivity & establish itself as the IT/ICT leading PSU.
Data Privacy & Security Digitalization, Technology & Innovation	O	RailTel being an IT/ICT PSU differentiates itself from its competitors by demonstrating its methodology & commitment to data privacy and security, Digitalization, Technology & Innovation.	It is identified as an opportunity.	This would lead to increased customer trust, market share in IT/ICT sector and thereby its revenues.
Business ethics, accountability, and transparency	O	ESG parameters implementation and impact will improve business ethics, accountability, and transparency	It is identified as an opportunity.	This will bring better economic performance
Economic performance	R	The introduction of ESG methodology specially in the "Green Energy" would initially require investments till the ESG parameters are achieved.	RailTel has taken an "adapt" approach to address the financial concerns arising in the initial stages of implementation of ESG parameters.	New and revised ESG parameters could lead to certain investments initially



SECTION B

Management and process disclosures

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes										
1. a.	Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b.	Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c.	Web Link of the Policies, if available	www.railtel.in								
2.	Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4.	Name of the national and international codes/certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle	ISO/IEC 27001:2022 ISO/IEC 27017:2015 ISO/IEC 27018:2019 ISO 27033 ISO/IEC 20000-1:2018 ISO 9001:2015 PCI-DSS V3.2.1 CMMI Maturity level-4 Uptime Tier III certification (design & facility) for data center at Gurgaon and Secunderabad								
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any	RailTel enters a Memorandum of Understanding (MOU) with Ministry of Railways under the framework prescribed in MoU guidelines issued by Department of Public Enterprises (DPE). The MoU indicates the Key Performance Parameters for the company finalized in consultation with the Ministry of Railways, Government of India. RailTel's MoU score for FY 2022-23 was rated as 'Very Good'.								
6.	Performance of the entity against the specific commitments, goals, and targets along-with reasons in case the same are not met.	RailTel enters a Memorandum of Understanding (MOU) with Ministry of Railways under the framework prescribed in MoU guidelines issued by Department of Public Enterprises (DPE). The MoU indicates the Key Performance Parameters for the company finalized in consultation with the Ministry of Railways, Government of India. RailTel's MoU score for FY 2022-23 was rated as 'Very Good'.								

Governance, leadership and oversight

7.	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets, and achievements (listed entity has flexibility regarding the placement of this disclosure)	RailTel is fully committed to responsible business practices. RailTel has started focussing on ESG challenges in environmental impact, workplace inclusivity, and governance. Achievements so far include energy-efficient infrastructure, diverse leadership representation, and strengthened governance practices. RailTel remains dedicated to continuous improvement and integrating ESG considerations for a sustainable future.								
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Board of Directors								

9.	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details	Yes, the company has a committee of Senior officials for ESG matters. Further Executive Director is responsible for decisions on Sustainability related issues
-----------	--	--

10. Details of Review of NGRBCs by the Company:

Indicate whether review was undertaken by **Director / Committee of the Board/ Any other Committee**

Subject for Review	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Y	Y	Y	Y	Y	Y	Y	Y	Y
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Y	Y	Y	Y	Y	Y	Y	Y	Y

Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)

Subject for Review	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Annually								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Annually								

11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No).

If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
	RailTel Continuously makes assessment/evaluation of the working of its policies. All the Policies/ Acts/ Guidelines issued by the Government of India and Ministry of Railways are updated in the policies for implementation on continuous basis. Independent audits are carried out from time to time as and when required.								

12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	Not applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/ human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C

Principle wise Performance Disclosure

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Principle 1: Businesses should conduct and govern themselves with integrity, in a manner that is Ethical, Transparent and Accountable..

Essential Indicators

- 1. Percentage coverage by training and awareness programmes on any of the principles in the financial year:**

Segment	Total no. of training and awareness programmes held	Topics/principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	2	Principle 1, Principle 2, Principle 3, Principle 4, Principle 5, Principle 6, Principle 7, Principle 8, Principal 9	80%
Key Management Personnel	2	Principle 1, Principle 2, Principle 3, Principle 4, Principle 5, Principle 6, Principle 7, Principle 8, Principal 9	90%
Employees other than BOD and KMPs	80	Principle 1, Principle 2, Principle 3, Principle 4, Principle 5, Principle 6, Principle 7, Principle 8, Principal 9	40%
Workers	1	Principle 1, Principle 3, Principle 5	100%

- 2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/ judicial institutions in the financial year, in the following format.**

(Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary

	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Amount (In INR)	Brief of the case	Has an appeal been preferred? (Yes/No)
Penalty/Fine					
Settlement					
Compounding fee					
No Case for FY 2023-24					

Non-Monetary

	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Amount (In INR)	Brief of the case	Has an appeal been preferred? (Yes/No)
Imprisonment					No Case for FY 2023-24
Punishment					

3. **Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.**

Case Details	Name of the regulatory/enforcement agencies/judicial institutions
	Not Applicable

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy**

RailTel complies with the established procedures and norms prescribed by the Central Vigilance Commission (CVC) in relation to anti-corruption and anti-bribery protocols. Furthermore, RailTel strictly adheres to the provisions outlined in the PIDPI Resolution (Government of India Resolution on Public Interest Disclosure and Protection of Informers) pertaining to the handling of complaints regarding any assertions of corruption or the improper utilization of authority, wherein the CVC functions as the designated agency. RailTel has also duly implemented a Whistle Blower Policy. The company has Conduct, Discipline and Appeal Rules defined in the code of conduct for all employees and recognizes acts of bribery, corruption, etc. as misconduct. The company has a complete vigilance manual and complaint handling policy, relevant weblink is given below:

<https://www.railtel.in/profile-5/railtel-vigilance.html>

5. **Number of directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption.**

	FY 2023-24	FY 2022-23
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. **Details of complaints with regard to conflict of interest**

	FY 2023-24	FY 2022-23
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	Nil
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	Nil

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

Not Applicable

8. Details of complaints with regard to conflict of interest

	FY 2023-24	FY 2022-23
Number of days of accounts payables	151	155

9. Details of complaints with regard to conflict of interest

Parameter	Metrics	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	NA	NA
	b. Number of trading houses where purchases are made from	NA	NA
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	NA	NA
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	NA	NA
	b. Number of dealers / distributors to whom sales are made	NA	NA
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	NA	NA
Share of RPTs in (%)	a. Purchases (Purchases with related parties / Total Purchases)*	3%	4%
	b. Sales (Sales to related parties / Total Sales)	27%	20%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	NA	NA
	d. Investments (Investments in related parties / Total Investments made)	NA	NA

Principle 2: Businesses should provide goods and services in a manner that is safe. –

Essential Indicators

- 1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2023-24	FY 2022-23	Details of improvements in environmental and social impacts
R&D	75%	100%	In FY 2023-24 RailTel's initiatives included: PoP Inspections Portal & Mobile App and Disaggregated Open Routers. These technology initiatives enhance network efficiency and reduce environmental impact by promoting digital operations. Total expenses incurred on technologies to improve the environment is ₹5.47 Crore out of total R&D expenditure of ₹7.25 crore. Various initiatives were undertaken for the fiscal year 2022-23. These initiatives included enhanced automation in CNOG operations, unified IP and DWDM management, secured router access, project deployment dashboard, operational network map, Open Stack Pilot, Ansible Automation, automated endpoint hardening, SOC service portal, server farm record-keeping portal, and a task manager app. The total expenses incurred for these initiatives amounted to ₹5.37 crore.
Capex			Total Capital expenditure(capex) for the company for R&D Initiatives in FY 2023-24 is ₹6.18 Cr out of ₹7.25 Cr. of R&D.

- 2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Considering the Business Activities of the Company, the above question has limited applicability for RailTel. RailTel ensures responsible sourcing of all its material requirements. The company promotes GeM (Government e-marketplace) in its procurement and promotes sourcing through MSME vendors. All Procurements/sourcing of material and service is done as per the procurement manual of the company adhering to govt. of India guidelines.

- b. If yes, what percentage of inputs were sourced sustainably?**

In terms of material requirements, RailTel made it mandatory to procure commonly used goods and services available on GeM portal with purchase preference to MSME.

During the FY 2023-24, Procurement from GeM portal was 11.02 % and Procurement from MSME was 52.77 % of total procurement of Goods and Services.

- 3. Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

a) Plastic waste	Not applicable. RailTel, as a Telecom services company, does not engage in the manufacturing of any products.
b) E-waste	RailTel has established a dedicated committee for Scraping Assets, overseeing the management and disposal of scrap materials. The company also has a comprehensive Scrap Disposal Policy in place, which outlines detailed Standard Operating Procedures (SOP) for both scrap disposal and the sale of scrap. These SOPs ensure proper handling, documentation, and compliance during the disposal process, promoting transparency and efficiency in scrap management practices



रेलटेल
RAILTEL

A Mini Ratna Enterprise

c) Hazardous Waste	Not applicable
d) other waste	None

4. Whether Extended Producer Responsibility (EPR) is applicable to the Company's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards. If not, provide steps taken to address the same..

Not applicable.

Principle 3: Businesses should respect and promote the well-being of all employees including those in their value chains.

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health benefits		Accident Insurance		Maternity benefits		Paternity Benefits		Day care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Permanent employees											
Male	425	425	100	425	100	NA	NA	425	100	0	0
Female	51	51	100	51	100	51	100	NA	NA	0	0
Other	0	0	0	0	0	0	0	0	0	0	0
Total	476	476	100	476	100	51	11	425	89	0	0
Other than Permanent employees*											
Male	275	275	100	275	100	NA	NA	0	0	NIL	NIL
Female	15	15	100	15	100	15	100	NA	NA	NIL	NIL
Other	0	0	0	0	0	0	0	0	0	NIL	NIL
Total	290	290	100	290	100	15	100	NA	0	NIL	NIL

***Note:** "Other than permanent employee's details are exclude advisors, consultants, Officers on deputation & re-employed."

b. Details of measures for the well-being of workers

Category	% of employees covered by										
	Total(A)	Health Insurance		Accident Insurance		Maternity benefits		Paternity Benefits		Day care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Permanent workers											
Male	1	1	100	1	100	NA	NA	1	100	NIL	NIL
Female	1	1	100	1	100	1	100	NA	NA	NIL	NIL
Other	0	0	0	0	0	0	0	0	0	NIL	NIL
Total	2	2	100	2	100	1	100	1	100	NIL	NIL

b. Details of measures for the well-being of workers

Category	% of employees covered by										
	Total(A)	Health Insurance		Accident Insurance		Maternity benefits		Paternity Benefits		Day care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Other than Permanent workers											
Male	Not applicable										
Female											
Other											
Total											

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY 2023-24	FY 2022-23
Cost incurred on wellbeing measures as a % of total revenue of the company	0.06%	0.045%

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers.	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	100	Y	100	NA	Y
Gratuity	100	100	Y	100	NA	Y
ESI	0	0	NA	0	NA	NA
NPS	100	100	Y	100	NA	Y

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

RailTel ensures that its office premises are designed to be accessible and inclusive for differently abled employees and workers in compliance with the requirements of the Rights of Persons with Disabilities Act, 2016. The company makes sure to create an environment that promotes accessibility. Here are some key features:

1. Automated Doors with Sensors: RailTel has automated doors equipped with sensors, allowing easy access for individuals with mobility challenges.
2. Ramps: The office premises are equipped with ramps, enabling smooth movement for employees and workers who use wheelchairs or other mobility aids.
3. Lift Facilities: To ensure vertical accessibility, RailTel has lifts that comply with accessibility standards. This enables employees and workers with mobility limitations to access different floors of the office building effortlessly.

4. Wheelchair Facilities: The Company provides wheelchair facilities to cater to the needs of individuals with mobility impairments. These facilities include designated areas for storing and utilizing wheelchairs within the office premises.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the company has Equal Opportunity Guidelines as per the Government of India Policy issued from time to time. RailTel being a CPSE, adheres to the recruitment policies laid down by Govt. of India which in promotes Equal Opportunity and follows the Disabilities Act, 2016. Weblink of the Same is given below:

https://documents.doptcirculars.nic.in/D2/D02est/36035_02_2017-Estt-Res-15012018JKXMk.pdf

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100	100	100	100
Female	100	100	100	100
Other	0	0	0	0
Total	100	100	100	100

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief. Yes/No (If yes, then give details of the mechanism in brief)

Yes/No (If yes, then give details of the mechanism in brief)	
Permanent Workers	Letter, email, suggestion box etc.
Other than Permanent Workers	Not applicable
Permanent Employees	RailTel prioritizes the well-being of its employees by offering multiple professional channels to submit grievances, such as email, letter, suggestion box, or in-person meetings with HR. The HR department promptly forwards received grievances for evaluation and resolution. Thorough investigations are conducted, and prompt measures are taken to address the grievances within specified timeframes. This robust approach reflects RailTel's commitment to maintaining a supportive and responsive work environment for its employees.
Other than Permanent Employees	Contractual employees at RailTel have equal access to channels to formally report their grievances, which include email, letter, suggestion box, or in-person meetings with HR officials. Received grievances are promptly assessed and resolved by conducting a thorough investigation and taking appropriate action within a specified timeframe.

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity

Category	FY 2023-24			FY 2022-23		
	Total employees/workers in respective category (A)	No. of employees/workers in respective category, who are part of association(s) or Union. (B)	% (B/A)	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union. (B)	% (B/A)
Total Permanent Employees	Not Applicable					
Male						
Female						
Other						
Total Permanent Workers						
Male						
Female						
Other						

8. Details of training given to employees and workers –

Category	FY 2023-24						FY 2022-23			
	Total (A)	On health & safety measures		On skill upgradation		Total (D)	On health & safety measures		On skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	781	207	26.5	65	8.32	681	1	0.1	87	12.8
Female	75	33	44	15	20	71	4	5.6	8	11.3
Other	0	0	0	0	0	0	0	0	0	0
Total	856	240	28	80	9.35	752	5	0.7	95	12.6
Workers										
Male	1	1	100	1	100	Not applicable				
Female	1	1	100	0	0					
Other	0	0	0	0	0					
Total	2	2	100	1	50					

**9. Details of performance and career development reviews of employees and worker**

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	425	425	100	422	422	100
Female	51	51	100	52	52	100
Other	0	0	0	0	0	0
Total	476	476	100	474	474	100
Workers						
Male	1	1	100	NIL	NIL	NA
Female	1	1	100	NIL	NIL	NA
Other	0	0	0			
Total	2	2	100	NIL	NIL	NA

10. Health and safety management system:**a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

Yes, Considering the nature of business and operations the occupational health and safety issues are negligible. The company takes care of health and wellbeing of its employees by reimbursing inpatient and outpatient medical cost and provisions of leave on medical grounds through a detailed medical policy.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

RailTel conducts periodic medical camps, safety drills, and adhering to health and safety protocols at various project sites & office premises. RailTel maintains a proactive approach to hazard identification and risk assessment. The availability of 24/7 standardized first-aid kits and essential medicines in each office further contributes to ensuring the health and well-being of employees.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Not Applicable

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, RailTel ensures that its employees have access to non-occupational medical and healthcare services. The company provides a range of benefits to both permanent and non-permanent employees, including outdoor treatment reimbursement, indoor cashless treatment in company-empanelled hospitals, and reimbursement of medical expenses within the allowed limit for treatment obtained in non-empanelled hospitals. Additionally, RailTel offers medical advances to employees based on the criticality of the disease. These provisions underscore RailTel's commitment to supporting the well-being and healthcare needs of its employees beyond occupational health services.

Additionally, the company medical policy covers healthcare facilities for dependents family members of employees. The company conducts healthcare camps, several Covid vaccination camps for employees and its dependent family members.

11. Details of safety related incidents

Safety Incident/Number	Category	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	NIL	NIL
	Workers	NIL	NA
Total recordable work-related injuries	Employees	NIL	NIL
	Workers	NIL	NA
No. of fatalities	Employees	NIL	NIL
	Workers	NIL	NA
High consequence work-related injury or ill-health (excluding fatalities)	Employees	NIL	NIL
	Workers	NIL	NA

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

RailTel takes several measures to ensure a safe and healthy workplace. The company conduct regular hazard identification and risk assessments, including safety drills for various scenarios. Compliance with health and safety guidelines is strictly followed. First-aid kits and essential medicines are available 24/7 in all office premises. RailTel also provides access to non-occupational medical services, including treatment reimbursement, cashless treatment in empanelled hospitals, and medical advances based on disease criticality. These measures demonstrate RailTel's commitment to employee well-being beyond occupational health services.

13. Number of Complaints on the following made by employees and workers

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	NIL	NIL	NIL	NIL	NIL	NIL
Health & Safety	NIL	NIL	NIL	NIL	NIL	NIL

14. Assessment for the year

% of your plants and offices that were assessed (by entity or statutory authorities or third parties)	
Health and safety practices	RailTel has implemented a comprehensive process for healthcare and safety practices, ensuring the well-being of its employees. This is achieved through associations with reputed and recognized empanelled hospitals and diagnostics centres that offer state-of-the-art health facilities. Moreover, the working conditions at RailTel and all its offices adhere to the norms set for a Scheduled "A" CPSE under the Government of India.
Working Conditions	

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Not applicable

Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders.

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

To identify the key stakeholders, RailTel uses a comprehensive process. This involves materiality assessment and peer analysis. The materiality assessment evaluates the impact and significance of internal and external stakeholders on RailTel's operations and long-term sustainability. It helps prioritize stakeholders based on their influence and dependence on the company. RailTel also conducts peer analysis to understand industry-specific stakeholders by studying similar entities in the railway and telecommunications sectors. By combining the results of the materiality assessment and peer analysis, RailTel maps and categorizes stakeholders based on their importance and influence. This process enables effective engagement with key stakeholders, understanding their needs and concerns, and incorporating feedback into the company's strategies and decision-making. RailTel further consults stakeholders to gain insights into their opinions regarding the company's vision, ESG practices, and business actions.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholder and Investor Group	No	Investor and Analyst meetings, Annual General Meetings, Corporate website, Emails, press release, Newspaper Advertisements, Stock Exchange websites, Investor Conferences	Event based, as and when required.	Focus is on creating shareholders wealth. Key topics: - Financial Performance, Entry into new segments, Business Performance, Corporate Governance, Major work orders, etc.
Customers	No	Email, SMS, Invitation, social media	Ongoing	Information, Service improvement, Feedback

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	E-mail, Notice board, SMS, Conferences, meetings, social media	Ongoing	Information, Events, Trainings, business activities
Government & regulators	No	E-mail, Meetings, Office memorandum	Ongoing	Regulatory matters, Business activities
Business partners	No	E-mail, SMS, Letters	Event based, As and when required.	Business activities
NGOs/ Communities	Yes	E-mail, Community meetings, Letters	As and when required.	Audits, Feedback

Principle 5: Businesses should respect and promote human rights.

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity-

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
Employees						
Permanent	476	159	33	474	12	2.5
Other than permanent	380	81	21	278	0	0.0
Total Employees	856	240	28	752	12	1.6
Workers						
Permanent	2	2	100	Not applicable		
Other than permanent	0	0	0			
Total Workers	2	2	100			

2. Details of minimum wages paid to employees and workers

Category	FY 2023-24					FY 2022-22				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	425	-	-	425	100	422	-	-	422	100
Female	51	-	-	51	100	52	-	-	52	100
Other	0	-	-	0	0	0	-	-	0	0
Total	476	-	-	476	100	474	-	-	474	100
Other than permanent										
Male	356	-	-	356	100	259	-	-	259	100
Female	24	-	-	24	100	19	-	-	19	100
other	0	-	-	0	0	0	-	-	0	0
Total	380	-	-	380	100	278	-	-	278	100
Workers										
Permanent										
Male	1	-	-	1	100	Not applicable				
Female	1	-	-	1	100					
Other	0	-	-	0	100					
Other than permanent										
Male	Not applicable									
Female										
Other										

3. Details of remuneration/salary/wages

a. Median remuneration/salary/wages (in INR Lakhs)

	Male		Female		Other	
	Number	Median remuneration/salary/wages of respective category	Number	Median remuneration/salary/wages of respective category	Number	Median remuneration/salary/wages of respective category
Board of Directors (BoD)	7	66*	0	0	0	0
Key Managerial Personnel	5	55*	0	0	0	0
Employees other than BoD and KMP	776	20.29*	75	21.44*	0	0
Workers	1	8.19*	1	8.19*	0	0

*Median of annual salary including perks and PRP

b. Gross wages paid to females –

	FY 2023-24	FY2022-23
Gross wages paid to females as % of total wages	9.24	9.26

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

RailTel has implemented a comprehensive internal mechanism to address grievances related to human rights issues. Employees are provided with various avenues to submit their grievances, including email, letter, suggestion box, or in-person meetings with the relevant HR official or authority. Once a grievance is received, the HR department takes prompt action by forwarding it to the departmental head at the head office for further redressal within a defined timeframe. The company recognizes the sensitivity of human rights complaints and has a dedicated whistle-blower policy in place. This policy ensures confidentiality and protection for employees who raise concerns about human rights violations or other sensitive matters. Throughout the process, RailTel maintains transparent communication by informing the concerned employee about the progress and resolution of their grievance through official channels.

6. Number of Complaints on sexual harassment, discrimination, made by employees and workers

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	No complaint reported during the year	0	0	
Discrimination at workplace	0	0		0	0	
Child Labour	NA	NA		NA	NA	NA
Forced Labour/ Involuntary Labour	NA	NA		NA	NA	NA
Wages	0	0		0	0	
Other human rights related issues	0	0		0	0	

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format: -

	FY 2023-24	FY2022-23
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees / workers	0	0
Complaints on POSH upheld	0	0

8. Mechanisms to prevent adverse consequences to the complaints in discrimination and harassment cases.-

RailTel has implemented an extensive system in line with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and its corresponding regulations. The framework aims to safeguard women against sexual harassment and ensure prompt resolution of complaints. RailTel's dedication to upholding a secure working environment is further strengthened by a strong code of conduct that discourages any instance of sexual harassment. RailTel has an Internal Complaints Committee (ICC) in place at its Corporate Office and all four Regional Office(s) which is responsible to:-

1. Investigate every formal written complaint of sexual harassment.
2. Meet at regular intervals.
3. Prepare an Annual Report containing the details of complaints of sexual harassment pursuant to the provisions of Act and provide the same to employer.
4. Take appropriate remedial measures to respond to any substantial allegations of sexual harassment.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

No

10. Assessments for the year

	% of your plants and offices that were assessed (By entity or statutory authorities or third parties)
Child Labour	NA
Forced/involuntary labour	NA
Sexual harassment	100%
Discrimination at workplace	NA
Wages	NA
Others-please specify	NA

11. Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from the assessments at Question 10 above.

Not applicable

Principle 6: Businesses should respect and make efforts to protect & restore the environment.

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity

Parameter	FY 2023-24	FY 2022-23
From renewable sources		
Total electricity consumption (A)	0	0
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	0	0
Total energy consumption from renewable sources (A+B+C)	0	0
From non-renewable sources		
Total electricity consumption (D)	65388.82	59330.47
Total fuel consumption (E)	4273.01	3374.59
Energy consumption through other sources (F)	0	0
Total energy consumption from non - renewable sources (D+E+F)	69661.83	62705.06
Total energy consumed (A+B+C+D+E+F)	69661.83	62705.06
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	0.0000027	0.0000032
Energy intensity per rupee of turnover adjusted for purchasing power parity (PPP)	0.000061	0.000072
Energy intensity in terms of physical output		
Energy intensity (optional) – the relevant metric may be selected by the entity		
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.		
No, the Company did not carry out independent assessment by an external agency, as the energy consumptions are limited to buildings and office complex.		

*Energy consumption is given in Giga Joules (GJ)

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not applicable

3. Provide details of the following disclosures related to water

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	72.24	30.04
(iii) Third party water	6082.33	5375.65
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	6154.58	5405.70
Total volume of water consumption (in kilolitres)	6154.58	5405.70
Water intensity per rupee of turnover (Water consumed / turnover)	0.00000024	0.00000028

Parameter	FY 2023-24	FY 2022-23
Water intensity per rupee of turnover adjusted for purchasing power parity (PPP)	0.0000054	0.0000062
Water intensity in terms of physical output		
Water intensity (optional) – the relevant metric may be selected by the entity		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

4. Provide the following details related to water discharged:

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source (in kilolitres)		
(i) To Surface water		
No treatment	0	0
With treatment – please specify level of treatment		
(ii) To Groundwater		
No treatment	0	0
With treatment – please specify level of treatment		
(iii) To Seawater		
No treatment	0	0
With treatment – please specify level of treatment		
(iv) Sent to third parties		
No treatment	0	0
With treatment – please specify level of treatment		
(v) Others		
No treatment	6154.58	5405.70
With treatment – please specify level of treatment		
Total water discharged (in kilolitres)	6154.58	5405.70

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Not applicable, RailTel is not a manufacturing or production entity. However, environmental issues if any, are identified through site visits and the review of applicable rules laid down by the concern local government authorities.

6. Please provide details of air emissions (other than GHG emissions) by the entity

Parameter	Unit	FY 2023-24	FY 2022-23
NOx	It is pertinent to mention that in the operation of RailTel Services no chemical processes are involved, resulting in no generation of any air pollutants in our operations/establishments. The sole sources of air pollution in our Services are Diesel Generators, which are used as a backup arrangement and run occasionally only in case of power failure for very short duration.		
Sox			
Particulate matter (PM)			
Persistent organic pollutants (POP)			
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others – please specify			
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency			
No, the Company did not carry out independent assessment by an external agency			

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ Eq.	446.15	382.93
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ Eq.	13077.76	11,866.09
Total Scope 1 and Scope 2 emissions per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Metric tonnes of CO ₂ Eq./ Rupee	0.00000053	0.0000006
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)		0.000012	0.000015
Total Scope 1 and Scope 2 emission intensity in terms of physical output			
Total Scope 1 and Scope 2 emission intensity (optional) - the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Not applicable, as RailTel is not a manufacturing or production entity.

8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

Not applicable.

9. Provide details related to waste management by the entity

Parameter	FY 2023-24	FY 2022-23
Total Waste generated (in metric tons)		
Plastic waste (A)	0.0025	0.0024
E-waste (B)	12.004	9.14
Bio-medical waste (C)	NA	NA
Construction and demolition waste (D)	0.032	0.03
Battery waste (E)	478.50	688.17
Radioactive waste (F)	NA	NA
Other Hazardous waste. Please specify, if any. (G)	NA	NA
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)	NA	NA
Total (A + B + C + D + E + F + G + H)	490.54	697.35
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.000000019	0.000000036
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0.000000043	0.000000080
Waste intensity terms of physical output		
Waste intensity (optional) - the relevant metric may be selected by the entity		

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tons)

Category of waste		
(i) Recycled	1.65	29.88
(ii) Re-used		
(iii) Other recovery operations		
Total	1.65	29.88

For each category of waste generated, total waste disposed by nature of disposal method (in metric tons)

Category of waste		
(i) Incineration		
(ii) Landfilling		
(iii) Other disposal operations	440.83	60.09
Total	440.83	60.09

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

The Company did not carry out independent assessment by an external agency considering its nature of business wherein no manufacturing/production is made.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

RailTel has established a dedicated committee to oversee the management and disposal of scrap materials, thereby emphasizing their commitment to efficient waste management. Additionally, the company has implemented a comprehensive Scrap Disposal Policy that provides detailed Standard Operating Procedures (SOPs) for both scrap disposal and the sale of scrap. These SOPs ensure that the entire process, from handling to documentation, is conducted in a transparent and compliant manner, promoting effectiveness in managing scrap materials. Moreover, RailTel conducts auctions for hazardous battery waste, ensuring responsible handling and disposal in accordance with specific guidelines and regulations. This approach not only fosters transparency and efficiency but also upholds sustainable waste management practices, contributing to a greener and more environmentally conscious approach..

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required

Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any
RailTel Schedule A PSU with PAN India presence, its registered and corporate office in New Delhi. The Company has no office in/around ecologic sensitive area.		

12 Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year

name and brief details of project	EIA Notification Number	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
Not applicable					

13. Is the entity compliant with the applicable environmental law/regulations/guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, and Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances.

Specify the law/ regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
RailTel is not a manufacturing company and hence it is not applicable.			

Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do in a manner that is responsible and transparent.

Essential Indicators

1.	a. Number of affiliations with trade and industry chambers/ associations	3
	b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.	
	Name of the trade and industry chambers/ Associations	Reach of trade and industry chambers/ associations (State/National/International)
	1 Standing Conference of Public Enterprises	National
	2 Broadband India Forum	National
	3 Bharat IPV6 Forum	National

2. **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of authority	Brief of the case	Corrective action taken
For FY 2023-24 there are no complaints regarding anti-competitive conduct.		

Principle 8: Businesses should promote inclusive growth and equitable.

Essential Indicators

1. **Details of social impact assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year**

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/ No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not applicable					

- 2 **Provide information on project(s) for which ongoing rehabilitation and resettlement (R&R) is being undertaken by your entity**

Name of Project for which R&R is ongoing	State	District	No. of Project Affect- ed Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable					

3. **Describe the mechanisms to receive and redress grievances of the community**

RailTel has a robust CPGRAMS mechanism to receive and redress grievances. Legislated timeframe has been set to redress the grievances. Local community members also submit their grievances conveniently online, by phone, and by email. These grievances are promptly investigated by RailTel, appropriate action is taken, and the issue is resolved in a timely manner.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers –

Particulars	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/ small producers	52.77%	54.12%
Sourced directly from within the district and neighbouring district	NA	NA

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2023-24	FY2022-23
Rural	NIL	NIL
Semi-urban	NIL	NIL
Urban	0.13	0.11
Metropolitan	0.22	0.26

Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner.

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback

RailTel has implemented a robust response mechanism to effectively handle consumer complaints and feedback. In addition to the dedicated Network Operating Centre (NOC) for addressing service-related issues of corporate customers, RailTel employs various channels such as email communication, social media monitoring, helpline services, and the CPGRAM portal to receive and track complaints. Additionally, RailTel provides a 24/7 helpline for its B2B services, ensuring continuous support and assistance for corporate customers. Once a complaint is received, it undergoes a thorough analysis and is forwarded to the respective department for feedback and resolution. RailTel prioritizes timely and customer-centric complaint resolution, ensuring that consumers receive appropriate and satisfactory replies or solutions. The company actively encourages consumers to provide feedback as it plays a vital role in driving continuous improvement.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about

	As a percentage to total turnover
Environmental and social parameters relevant to the product	Not applicable
Safe and responsible usage	Not applicable
Recycling and/or safe disposal	Not applicable

3. Number of consumer complaints

	FY 2023-24			FY 2022-23		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0		1	0	Law Enforcement Agency reported that machine hosted in RailTel infrastructure was infected. The machine was isolated and corrective action was taken after forensics.
Advertising	0	0		0	0	
Cyber-security	1	0	Law Enforcement Agency reported that VPN Service of CBIC customer hosted in RailTel infrastructure was leaked on Dark Web. Customer was informed and corrective action was taken.	0	0	
Delivery of essential services	NA	NA		NA	NA	
Restrictive Trade Practices	0	0		0	0	
Unfair Trade Practices	0	0		0	0	
Other	NA	NA		NA	NA	

4. Details of instances of product recalls on account of safety issues

	Number	Reasons for recall
Voluntary recalls	Nil	NA
Forced recalls	Nil	NA

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, RailTel has a comprehensive framework and policy in place for cyber security and risks related to data privacy. The company has adopted the Cyber Security Guidelines for Government Employees issued by the Ministry of Electronics & Information Technology. Additionally, RailTel follows detailed directions under sub-section (6) of section 70B of the Information Technology Act 2000, which cover various aspects of information security practices, procedures, prevention, response, and reporting of cyber incidents. This framework includes features such as the collection, analysis, and dissemination of information on cyber incidents, forecasting and alerts for cyber security incidents, emergency measures for handling such incidents, coordination of response activities, and issuing guidelines, advisories, vulnerability notes, and whitepapers. RailTel is committed to ensuring a safe and trusted cyber environment through its robust cyber security framework.

The web-link for the policy is given here -

<https://www.railtel.in/images/Cyber%20Security%20Policy%20Ver%20no.%201.1.pdf>

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Various industry standards and frameworks have been implemented by RailTel to guarantee robust cyber security and privacy. These include ISO/IEC 27001:2013, ISO/IEC 27017:2015, and ISO/IEC 27018:2019. These standards provide guidelines for establishing and maintaining an information security management system, ensuring the confidentiality, integrity, and availability of customer data. RailTel also adheres to ISO/IEC 20000-1:2018 for IT service management and ISO 9001:2015 for quality management. Additionally, RailTel follows the Payment Card Industry Data Security Standard (PCI-DSS) to secure cardholder data during payment transactions. These measures are in place to prevent incidents related to cyber security and protect the privacy of customer data.

7. Provide the following information relating to data breaches:

Number of instances of data breaches	0
Percentage of data breaches involving personally identifiable information of Customers	0%
Impact, if any, of the data breaches	Not applicable

S R GOYAL & CO
CHARTERED ACCOUNTANTS

Independent Auditor's Report

To
The Members of
RailTel Corporation of India Limited
Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of RailTel Corporation of India Limited ("the Company"), which comprises the Balance Sheet as at 31st March 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements") in which are incorporated the Returns for the year ended on that date for 1 branch audited by us and 3 branches audited by the branch auditors of the company.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (India Accounting Standards) Rule 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2024 and its net profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter

We draw attention to the following matters in the notes to the Financial Statements:

Refer Note no. 42 of the accompanying Audited Financial Statements which states that during the year, the company has rationalized the estimates for calculation of Expected Credit Loss as permitted by Ind AS- 109. This has resulted into reduction of Expected credit loss provision by ₹ 1,505 lakhs and corresponding increase in profit before tax for the year.

Our Opinion is not modified in respect of the above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report –

S. No.	Key Audit Matters	How our audit addressed the key audit matter
1.	<p>Accuracy of recognition, measurement, estimation, presentation and disclosures in respect of “Revenue from contracts with Customers” under Ind AS 115</p> <p>The application of this revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period, and disclosures including presentations of balances in the financial statements.</p> <p>Estimated efforts is a critical estimate to determine revenue, as it requires consideration of progress of the contract, efforts incurred till date, efforts required to complete the remaining performance obligation.</p> <p>(Refer Note No. 30 of the financial statements.)</p>	<p>Our audit approach consisted testing of the design and operating effectiveness of internal controls and procedures as follows:</p> <ul style="list-style-type: none"> Evaluated the effectiveness of controls over the preparation of information that are designed to ensure the completeness and accuracy. Selected a sample of existing continuing contracts and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. Tested the relevant information, accounting systems and change relating to contracts and related information used in recording and disclosing revenue in accordance with Ind AS 115. Reviewed a sample of contracts to identify possible delays in achieving milestones, which require change in estimated efforts to complete the remaining performance obligations. Performed analytical procedures and test of details for reasonableness and other related material items.

S. No.	Key Audit Matters	How our audit addressed the key audit matter
2.	<p>Assessment of Expected Credit Loss (ECL) for Trade Receivables</p> <p>The company has applied simplified approach to measure ECL for trade receivables, which allows for lifetime expected credit losses to be recognized from initial recognition of the receivables. The company determines the expected credit losses on trade receivables by using a provision matrix that is based on historical credit loss experience, adjusted for forward looking factors to the debtors and the economic environment. Recognition and measurement of expected credit loss involves significant management judgement.</p> <p>These include:</p> <ul style="list-style-type: none"> • Identification of exposures where there is a significant increase in credit risk • Completeness and timing of recognition of default, in accordance with the credit policy of the company • Estimation of Forward-Looking Adjustments <p>Due to significance of trade receivables and the complexity involved in the ECL calculation, this was considered as a key audit matter.</p> <p>(Refer Note No. 11 of financial statements and Item No. 2A in Part B of the Material Accounting Policy Information to the financial statements.)</p>	<p>Principal Audit Procedures</p> <p>We have applied the following audit procedures in this regard:</p> <ul style="list-style-type: none"> • We have obtained an understanding of the company's credit policy along with the applications controls associated with the accuracy of the information included in the debtors ageing report. • We evaluated the company's process of ECL calculation. We assessed the reasonableness of the assumptions used in ECL calculation by comparing them with the historic data adjusted for current market condition and forward-looking information. • We have also considered the disclosures made by the company under the head credit risk. <p>Based on the above procedure performed, the management estimations and judgement in ECL were found to be reasonable.</p>

S. No.	Key Audit Matters	How our audit addressed the key audit matter
3.	<p>Assessment of Contingent Liabilities</p> <p>The Company is subject to a number of legal, regulatory, arbitration and tax cases for which final outcome cannot be easily predicted and which could potentially result in significant liabilities.</p> <p>The assessment of whether a liability is recognised as a provision or disclosed as a contingent liability in the financial statements is inherently subjective and requires significant management judgement in determination of the cash outflows from the business, interpretation of applicable laws and regulations, and careful examination of pending assessments at various levels of regulatory authorities.</p> <p>We identified this as a key audit matter because the estimates on which these amounts are based involve a significant degree of management judgement in interpreting the cases and it may be subject to management bias.</p> <p>(Refer item no. 23 of note no. 43 and Item No. 23 in Part B of the Material Accounting Policy Information to the Financial Statements).</p>	<p>Principal Audit Procedures</p> <p>We have adopted the following audit procedures</p> <ul style="list-style-type: none"> Understood and tested the design and operating effectiveness of controls as established by the management for obtaining all relevant information for pending litigation cases Discussed with the management any material developments and latest status of legal matters at the corporate office. Read various correspondences and related documents pertaining to litigation cases and performed substantive procedures on calculations supporting the disclosure of contingent liabilities Assessed the adequacy and completeness of disclosures. <p>Based on the above procedure performed, the estimations and disclosure of contingent liabilities are considered to be adequate and reasonable.</p>

Information Other than the Financial Statements and Auditors' Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the Corporate Governance Report, and the information included in the Directors' Report including Annexures, Management Discussion and Analysis, Business Responsibility and Sustainability Report and other company related information (but does not include the Financial Statements and our auditors' report thereon), which are expected to be made available to us after the date of this auditors' report.

Our opinion on the Financial Statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read such other information, as and when made available to us and if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions, if required.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's management is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or

conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements / information of 3 branches i.e. Eastern Region, Western Region and Southern Region included in the standalone financial statements; whose financial statements / information reflect total assets of ₹ 2,36,837 lakhs as at 31st March 2024 and total revenues of ₹ 1,80,921 lakhs, total net profit after tax of ₹ 30,349 lakhs for the year ended on that date, as considered in the Financial Statements. The financial statements / information of these branches have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of branches is based solely on the reports of other branch auditors.

Our report is not modified in respect of above matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and

explanations given to us, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Comptroller and Auditor General of India through directions/sub-directions issued under Section 143(5) of the Companies Act 2013, on the basis of written representation received from the management, we give our report on the matter specified in the "Annexure -B" attached.
3. As required by Section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purpose of our audit have been received from the branches not visited by us.
 - c. The reports on the accounts of the branch offices of the Company audited under Section 143 (8) of the Act by branch auditors have been sent to us and have been properly dealt with by us in preparing this report.
 - d. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us.
 - e. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.
 - f. Being a Government Company pursuant to the Notification No. GSR 463(E) dated 5 June 2015 issued by the Ministry of Corporate Affairs, Government of India, provisions of sub-section (2) of Section 164 of the Companies Act 2013, are not applicable to the Company.
 - g. With respect to the adequacy of the internal financial controls with reference to the Financial Statement of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".
 - h. As per Notification No. GSR 463(E) dated 5 June 2015 issued by the Ministry of Corporate Affairs, Government of India, Section 197 of the Companies Act 2013, is not applicable to the Government Companies. Accordingly, reporting in accordance with requirement of provisions of section 197(16) of the Act is not applicable on the Company.
 - i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. - Refer item No. 23 of Note No. 43 to the Financial Statement.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts. -Refer Note No.22 & 28 to the financial statements.
 - iii. During the year there is no requirement of any amount to be transferred of an unclaimed dividend to the Investor Education and Protection Fund under section 124(5) of the Companies Act, 2013.

- iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in Note No. 43 [Item No. 30(a)] to the Financial Statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in Note No. 43 [Item No. 30(b)] to the Financial Statements, as that no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material misstatement.
- v. (a) The final dividend proposed for the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
- (b) Interim dividend declared and paid by the Company during the year is in accordance with Section 123 of the Act.
- vi. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention for 2023-24 is commenced from 1st April 2024, hence not applicable for the financial year ended March 31, 2024.

Place : New Delhi
Date : 02.05.2024
UDIN : 24077201BKEQDD4365

For S R Goyal & Co.
Chartered Accountants
FRN: 001537C
Sd/-
A.K. Atolia
(Partner)
M.No.: 077201

TO THE INDEPENDENT AUDITORS' REPORT ON THE FINANCIAL STATEMENTS

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our Independent Auditor's Report, of even date, to the Members of RailTel Corporation of India Limited on Financial Statements for the year ended 31st March 2024)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets: -
 - a. (A) The Company has maintained proper records showing full particulars with respect to most of its Property, Plant and Equipment, and is in the process of updating the quantitative, identification marks and situation details with respect to certain Property, Plant and Equipment in the records maintained by the Company.
(B) The Company has maintained proper records showing full particulars of Intangible assets.
 - b. The Company has a program of verification of Property, Plant and Equipment to cover all the items in a phased manner. Pursuant to the program, during the year, as part of the internal audit, the internal auditors have carried out the physical verification of Property, Plant and Equipment of the Company and no material discrepancies were noticed on such verification.
 - c. According to the information and explanations given to us, we report that the title deeds of all the immovable properties which are included under the head property, plant and equipment (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
 - d. The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) and intangible assets during the year. Accordingly, the provision of clause 3(i)(d) is not applicable.
 - e. According to the information and explanations given to us, there are no proceedings which have been initiated or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. As informed to us, the Inventory is located in the Western Region and compliance of this clause has been done by the respective Statutory Auditor. The following has been reported as follows:
 - (a) The Inventory of the Western Region has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. The procedures of physical verification of inventory followed by the management are, in our opinion reasonable and adequate in relation to the size of the company and nature of its business. The Western Region is maintaining proper records of inventory. No material discrepancies were noticed on the last physical verification.
 - (b) In our opinion and according to the information and explanations given to us, during the year, the Company has not been sanctioned working capital, hence this clause is not applicable.
- iii. According to the information and explanations given to us, the Company has not made any investment, provided guarantee, security and not granted loans and advances in the nature of loans, secured and unsecured, to Companies, Firms, Limited Liability Partnerships or any other parties. In view of this, sub-clause (a) (b) (c) (d) (e) and (f) of clause 3(iii) of the Order is not applicable on the Company.
- iv. According to the information and explanations given to us, the Company has not made any loans, investments, guarantees, and security in terms of Section 185 and 186 of Companies Act, 2013. Accordingly, clause 3(iv) of the Order is not applicable.

- v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits or amount which deemed to be deposits. As such, the directives issued by the Reserve Bank of India, the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder are not applicable to the Company.

No order has been passed with respect to Section 73 to 76, by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.

- vi. We have broadly reviewed the accounts and records maintained by the Company for the year 2023-24 pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act read with Companies (Cost Records & Audit) Rules, 2014, as amended and we are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made detailed examination of the records with a view to determine whether they are accurate and complete.
- vii. (a) According to the information and explanations given to us, the Company is generally regular in depositing the undisputed statutory dues including goods and service tax, provident fund, income tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanations given to us, there are no undisputed statutory dues are outstanding arrears as on 31st March, 2024 for a period of more than six months from the date they became payable.
- (b) According to records of the company and information and explanations given to us by the Company, the gross statutory dues of income tax or sale tax or service tax or duty of custom or duty of excise or value added tax or Cess or Goods and Service Tax and any other statutory dues of the Company which have not been deposited on account of dispute or deposited under protest and the forum where the dispute is pending are given below:

S.No.	OU	Name of the status	Nature of Dues	Opening Amount (in Lacs)	Addition (in Lacs)	Amount Adjusted (in Lacs)	Closing Amount (in Lacs)	Period to which the amount relates	Forums where dispute is pending
1.	SR	Service Tax	Levy of service tax on consideration received for maintaining electricity and power at major railway stations, Non-payment of service tax on on service rendered to Associated enterprises, Non reversal of cenvat credit on common input services received for providing taxable as well as exempted services, Difference in reconciliation for the period 2011-14. Order no. 70 & 71/2015-16.	508.14	NIL	464.57	43.58	2011-14	Tribunal Hyderabad

S.No.	OU	Name of the status	Nature of Dues	Opening Amount (in Lacs)	Addition (in Lacs)	Amount Adjusted (in Lacs)	Closing Amount (in Lacs)	Period to which the amount relates	Forums where dispute is pending
2.	SR	Service Tax	Classification of Railway deposit works under works contract tax. Department contention is service tax payable on 13% service charge for the period 2008-2011. Stay order provided by CESTAT.	320.07	NIL	NIL	320.07	2008-2011	Tribunal Hyderabad
3.	SR	GST	Demand as per Notice DIN No. 20211255YK0000333 C1F Dt. 28-Dec-2021 regarding Mismatch in liability declared against RCM and ITC availed under RCM in GSTR-3B for the period Apr-21 to Sep-21	11.67	NIL	NIL	11.67	Apr-21 to Sep-21	Andhra Pradesh
4.	SR	GST	Demand vide Notice No. ZB3312211776351 Dt. 14-Dec-2021 for FY 2018-19 regarding intimating discrepancies in the return after scrutiny.	510.98	NIL	510.98	NIL	FY 2018-19	Tamil Nadu
5.	SR	GST	Demand vide Notice Ref. No. ZB3311211704579 Dt. 30-Nov-2021 for FY 2019-20 regarding intimating discrepancies in the April 2019 return (GSTR-1 & GSTR-3B) after scrutiny and GST ASMT-10 Dated 04-12-2020	6.68	NIL	NIL	6.68	FY 2019-20	Tamil Nadu
6.	SR	GST	Demand vide Notice Dt. 01-Mar-2022 for FY 2018-19 regarding Return Scrutiny intimating discrepancies like Determination of Tax not paid, Short paid, Input wrongly availed.	535.15	NIL	NIL	535.15	FY 2018-19	Tamil Nadu

S.No.	OU	Name of the status	Nature of Dues	Opening Amount (in Lacs)	Addition (in Lacs)	Amount Adjusted (in Lacs)	Closing Amount (in Lacs)	Period to which the amount relates	Forums where dispute is pending
7.	SR	GST	Demand vide Notice No.ZD361121015700 4 Dt. 13-Nov-2021 for FY 2018-19, Show Cause Notice under section 73	53.75	NIL	NIL	53.75	FY 2018-19	Telangana
8.	SR	GST	Demand vide Notice No.ZD361121015730 1 Dt. 13-Nov-2021 for FY 2019-20, Show Cause Notice under section 73	97.63	NIL	94.50	3.13	FY 2019-20	Telangana
9.	SR	GST	Demand vide Notice No.ZD360222013737 M Dt. 17-Feb-2022 for FY 2020-21, Show Cause Notice under section 73	64.12	NIL	NIL	64.12	FY 2020-21	Telangana
10.	ER	GST	demand on ground that excess ITC Claimed in GSTR-3B w.r.t. ITC auto populated in GSTR-2A.	33.71	NIL	NIL	33.71	FY 2018-19	GST-BIHAR
11.	NR	RVAT Act	Levy of entry Tax and demand raised under the act.	5.41	NIL	NIL	5.41	2015-16	RVAT Department
12.	NR	RVAT Act	Levy of entry Tax and demand raised under the act.	12.46	NIL	NIL	12.46	2016-17	RVAT Department
13.	NR	RVAT Act	Demand as per Notice u/s 49, 50 of RVAT Act-2003, u/s 9(3) of CST Act-1956 & u/s 174 of RGST Act-2017 of FY 2017-18 dt. 01-Oct-2019.	13.40	NIL	NIL	13.40	2017-18	RVAT Department
14.	NR	HVAT Act	Demand as per Notice u/s 49, 50 of RVAT Act-2003, u/s 9(3) of CST Act-1956 & u/s 174 of RGST Act-2017 of FY 2017-18 dt. 01-Oct-2019.	13.40	NIL	NIL	13.40	2017-18	HVAT Department
15.	NR	DVAT	Demand Raised due to Mismatch of ITC	5.42	NIL	5.42	NIL	FY 2015-16	DVAT
16.	NR	DVAT	Demand Raised due to Mismatch of ITC	1360.68	NIL	1360.68	NIL	FY 2016-17	DVAT

S.No.	OU	Name of the status	Nature of Dues	Opening Amount (in Lacs)	Addition (in Lacs)	Amount Adjusted (in Lacs)	Closing Amount (in Lacs)	Period to which the amount relates	Forums where dispute is pending
17.	SR	DVAT	Demand Raised due to Mismatch of ITC	511.54	NIL	511.54	NIL	FY 2017-18	DVAT
18.	SR	GST Rajasthan	Demand raised on assessment.	NIL	19.66	NIL	19.66	2018-19	GST Department
19.	NR	Income Tax Act 1961	TDS demand due to short deduction of TDS.	0.27	NIL	NIL	0.27	2010-11 to 2012-13	TDS (Commissioner)
20.	CO	Income Tax Act 1961	Appeal filed against AO's order for AY 2016-17 for making additions on account of disallowance for "Exp booked in FY 2016-17 and claimed in FY 15-16 for avoiding prior period expenses in FY 2016-17" & Rs. 10 Lakh u/s 14A rwr 8D, an amount equal to 1% of Annual Avg. of Investment in REL	144.09	NIL	NIL	144.09	AY 2016-17	CIT-(A), New Delhi
21.	CO	Income Tax Act 1961	Appeal filed against AO's order for AY 2018-19 for additions made u/s 143(3)	331.19	NIL	NIL	331.19	AY 2018-19	CIT-(A), New Delhi
22.	CO	Income Tax Act 1961	Appeal filed against AO's Penalty Order under section 270A of the Income Tax Act, 1961	5.03	NIL	NIL	5.03	AY 2020-21	CIT-(A), New Delhi
23.	CO	Income Tax Act 1961	TDS demand due to short deduction of TDS.	0.09	NIL	NIL	0.09	2010-11, 11-12, 19-20	Traces
24.	CO	Service Tax	Appeal Filed against Penalty Order u/s 78 in case of Service Tax Audit of Corporate Office for the period 2014-15 to Jun-2017 (Order No. 04/Adj./DC/DIV-EAST-II/2021-22)	15.32	NIL	NIL	15.32	FY 2014-15 to Jun-2017	CESTAT, Chandigarh

S.No.	OU	Name of the status	Nature of Dues	Opening Amount (in Lacs)	Addition (in Lacs)	Amount Adjusted (in Lacs)	Closing Amount (in Lacs)	Period to which the amount relates	Forums where dispute is pending
25.	WR	GST	Appeal Filed against Mismatch of ITC order No. ZD2409230596907 Dt. 29-Sep-2023	NIL	38.13	1.68	36.45	FY 2017-18	Gujrat GST Department
26.	NR	GST	Demand raised on assessment (FY 2017-18)	NIL	77.54	3.69	73.85	FY 2017-18	Delhi GST Department
27.	CO	Income Tax Act 1961	Appeal Filed against order u/s 143(1) of the Act and disallowance a TDS credit of INR 89,57,422 with Rule 37BA of the Act.	NIL	89.57	89.57	NIL	AY 2023-24	CIT-(A), New Delhi
Total				4554.54	222.20	3042.63	1734.12		

- viii. In our opinion and according to the information and explanations given to us, the Company has not surrendered or disclosed as income, any transaction not recorded in the books of account, during the year in the income tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the provisions of clause 3(viii) of the Order are not applicable.
- ix. According to the information and explanations given to us, the Company has not taken any loan or other borrowings. Hence, sub-clauses (a) (b) (c) (d) (e) and (f) of clause 3(ix) of the Order is not applicable to the Company.
- x. According to the information and explanations given to us, the Company has not raised any money by way of initial offer or further public offer (including debt instruments) during the year. Hence, sub-clause (a) and (b) of clause 3(x) are not applicable.
- xi. (a) According to the information and explanations given to us and as represented by the management and based on examination of the books and records of the Company, no case of material fraud by the Company or on the Company has been noticed or reported during the year.
- (b) We have not submitted any report under sub section (12) of Section 143 of the Companies Act, 2013 in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this audit report.
- (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year, accordingly, provisions of clause 3(xi)(c) of the order are not applicable.
- xii. The Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- xiii. In our opinion and according to the information and explanations given to us, all transactions with related parties are in compliance with section 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements as required by the applicable Indian accounting Standards. (Refer Item No. 20 of Note No. 43 of the Financial Statements)
- xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.

- (b) We have considered the reports of the Internal Auditors issued to the Company during the year in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under section 192 of the Act. Accordingly, provision of clause 3(xv) of the Order is not applicable.
- xvi. (a) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, provisions of clause (xvi)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations provided to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities therefore the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, provisions of clause 3(xvi)(b) of the Order are not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, provisions of clause 3(xvi)(c) of the Order are not applicable.
- (d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016). Accordingly, provisions of clause 3(xvi) (d) of the Order are not applicable.
- xvii. Based on our examination of the books and records of the Company, the Company has not incurred any cash losses in the financial year and the immediately preceding financial year. Accordingly, paragraph 3(xvii) of the Order is not applicable.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, provisions of clause 3(xviii) of the Order are not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet, will get discharged by the Company as and when they fall due.
- xx. (a) In our opinion and according to the information and explanations given to us, there is no such case in respect of other than ongoing projects. Therefore, the second proviso to sub-section (5) of section 135 of the said Act is not applicable.
- (b) In our opinion and according to the information and explanations given to us, the company has incurred expenditure under Corporate Social Responsibility as required by the provisions of Section 135 of the Act and the unspent amount of ₹ 239 Lakhs, as required has been transferred to the respective CSR bank account as per the guidelines.

For S R Goyal & Co.
Chartered Accountants
FRN: 001537C

Place : New Delhi
Date : 02.05.2024
UDIN : 24077201BKEQDD4365

Sd/-
A.K. Atolia
(Partner)
M.No.: 077201

ANNEXURE "B"

TO THE INDEPENDENT AUDITORS' REPORT ON THE FINANCIAL STATEMENT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our Independent Auditor's Report, of even date of RailTel Corporation of India Limited on the Financial Statements for the year ended 31st March 2024)

As required by section 143(5) of the Act and in pursuance of directions issued by the Office of the Comptroller and Auditor General of India for the year ended 31st March 2024, we report that:

S. No.	Directions / Sub-Directions Issued by Comptroller and Auditor General of India	Auditors' reply on action taken on the directions	Impact on financial Statement
1.	Whether the company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.	Yes, as per the explanation and information provided to us that the company has implemented Oracle-ERP system which is processing all the accounting transactions. Since no transactions are processed outside IT system, the Company is not prone to any such risk and hence, there is no financial implication of it.	NIL
2.	Whether there is any restructuring of an existing loan or cases of waiver/write off of debts / loans / interest etc. made by a lender to the company due to the company's inability to repay the loan? If yes, the financial impact may be stated. Whether such cases are properly accounted for?	The company has not availed any loan from any bank or financial institution.	NIL

S. No.	Directions / Sub-Directions Issued by Comptroller and Auditor General of India	Auditors' reply on action taken on the directions	Impact on financial Statement
3.	Whether funds (grants/subsidy etc.) received/receivable for specific schemes from Central/State Government or its agencies were properly accounted for/utilized as per its term and conditions? List the cases of deviation.	<p>The company is in receipt of subsidy in respect of the following project:</p> <p>A. Rural Wi-Fi Project-The Company is in receipt of subsidy from Universal Service Obligation Fund (USOF) to the tune of ₹1,466 lakh still 31.03.2024 for Rural Wi-Fi Project. The said subsidy has been properly accounted for and utilized as per its terms and conditions and for the project for which it has been received. No deviation observed.</p> <p>B. NE -1 & NE -2 Project- The Company has received subsidy of ₹3,146 lakhs from USOF till 31.03.2024 against execution of the project. The said subsidy has been properly accounted for and utilized as per its terms and conditions and for the project for which it has been received. No deviation observed.</p>	NIL

For S R Goyal & Co.
Chartered Accountants
FRN: 001537C

Place : New Delhi
Date : 02.05.2024
UDIN : 24077201BKEQDD4365

Sd/-
A.K. Atolia
(Partner)
M.No.: 077201

ANNEXURE "C"

TO THE INDEPENDENT AUDITORS' REPORT ON THE FINANCIAL STATEMENTS

(Referred to in paragraph 3 (g) under 'Report on Other Legal and Regulatory Requirements' section of our Independent Auditor's Report, of even date, to the members of RailTel Corporation of India Limited on Financial Statements for the year ended 31st March 2024)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to the Financial Statements of RailTel Corporation of India Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to the Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Financial Statements included obtaining an understanding of internal financial controls with reference to the Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to the Financial Statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control with reference to the Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to the Financial Statements includes those policies and procedures that

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls with reference to the Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the Financial Statements to future periods are subject to the risk that the internal financial control with reference to the Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to the Financial Statements in place and such internal financial controls with reference to the Financial Statements were operating effectively as at 31 March 2024, based on the internal controls over financial reporting criteria established by the Company considering the components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For S R Goyal & Co.
Chartered Accountants
FRN: 001537C

Place : New Delhi
Date : 02.05.2024
UDIN : 24077201BKEQDD4365

Sd/-
A.K. Atolia
(Partner)
M.No.: 077201

RailTel Corporation of India Limited

Balance Sheet as at 31st March 2024

(₹ in lakhs)

Particulars	Note No.	As at 31 st March 2024	As at 31 st March 2023
(A) ASSETS			
(1) NON CURRENT ASSETS			
i. Property, Plant and Equipments	2	74,033	64,683
ii. Capital Work-in-Progress	3	12,959	15,693
iii. Right of Use Assets	4	16,702	16,900
iv. Intangible Assets	2	598	548
v. Financial Assets			
a. Investment	5	-	-
b. Loans and Advances	6	-	-
c. Other Non Current Financial Assets	7	43,416	23,357
vi. Deferred tax assets (net)	23	4,530	3,120
vii. Other Non Current Assets	8	304	32
TOTAL NON CURRENT ASSETS		1,52,542	1,24,333
(2) CURRENT ASSETS			
i. Inventories	9	301	92
ii. Financial Assets			
a. Investment	10	9,029	4,007
b. Trade Receivables	11	1,26,779	1,04,834
c. Cash and Cash Equivalents	12	24,765	18,779
d. Other Bank Balances	13	23,750	8,486
e. Loans and Advances	14	15	21
f. Other Current Financial Assets	15	40,176	47,155
iii. Current Tax Assets (Net)	16	2,250	2,509
iv. Other Current Assets	17	25,351	24,663
TOTAL CURRENT ASSETS		2,52,416	2,10,546
TOTAL ASSETS		4,04,958	3,34,879
(B) EQUITY AND LIABILITIES			
(1) Equity			
i. Equity Share Capital	18	32,094	32,094
ii. Other Equity	19	1,50,630	1,32,794
TOTAL EQUITY		1,82,724	1,64,888
(2) LIABILITIES			
(a.) NON CURRENT LIABILITIES			
i. Financial Liabilities			
a. Borrowings		-	-
b. Other Non Current Financial Liabilities	21	2,791	5,232
ii. Leasing Liabilities	20	3,536	3,627
iii. Provisions	22	-	869
iv. Deferred Tax Liabilities (Net)	23	-	-
v. Other Non Current Liabilities	24	6,522	8,054
TOTAL NON CURRENT LIABILITIES		12,849	17,782
(b.) CURRENT LIABILITIES			
i. Financial Liabilities			
a. Borrowings		-	-
b. Trade Payables			
Total outstanding dues of micro enterprises and small enterprises	25	19,045	14,902
Total outstanding dues of creditors other than micro enterprises and small enterprises		58,007	41,968
c. Other Current Financial Liabilities	27	54,626	40,644
ii. Leasing Liabilities	26	1,026	552
iii. Provisions	28	6,808	4,185
iv. Other Current Liabilities	29	69,873	49,958
TOTAL CURRENT LIABILITIES		2,09,385	1,52,209
TOTAL EQUITY AND LIABILITIES		4,04,958	3,34,879

Material Accounting Policy Information and the accompanying notes referred to above form an integral part of financial statement (from Note No 1 to 43)

As per our report of even date attached

For M/s S R GOYAL & CO

Chartered Accountants

FRN : 001537C

Sd/-

CA A.K. Atolia

M. No. 077201

Place New Delhi

Date: 02.05.2024

**For and on behalf of the Board of Directors of
RailTel Corporation of India Limited**

Sd/-

V Rama Manohara Rao

Director Finance
(DIN : 06689335)

Sd/-

Sanjai Kumar

Chairman & Managing Director
(DIN: 06923630)

रेलटेल
RAILTEL

A Mini Ratna Enterprise

24वीं वार्षिक रिपोर्ट 2023-24

24th Annual Report 2023-24

RailTel Corporation of India Limited

Statement of Profit and Loss for the year ended 31st March 2024

(₹ in lakhs)

Particulars	Notes No.	For the year ended 31st March 2024	For the year ended 31st March 2023
I. Income			
a. Revenue from operations	30	256,782	195,734
b. Other Income	31	5,630	3,562
c. Finance Income	32	(195)	168
Total Income (a+b+c)		262,217	199,464
II. Expenses :			
a. Access and other Charges	33	54,414	51,496
b. License fee and spectrum charges	34	8,213	7,726
c. Expenses on Project	35	123,233	75,068
d. Employee Benefits Expenses	36	20,453	19,442
e. Administrative & Other Expenses	37	3,598	3,506
f. Corporate Social Responsibility		484	701
g. Depreciation, amortisation and impairment	38	15,770	15,429
h. Finance Expenses	39	571	500
Total Expenses		226,736	173,868
III. Profit/(Loss) before exceptional items and tax (I-II)		35,481	25,596
IV. Exceptional Items	42	2,672	206
V. Profit/(Loss) Before Tax (III-IV)		32,809	25,390
VI. Tax expenses			
a. Current tax	40	9,671	7,146
b. Deferred tax		(1,409)	(626)
c. Tax impact of earlier years		(74)	45
VII. Profit/(Loss) for the year(V-VI) (A)		24,621	18,825
Net profit attributable to			
VIII. Other comprehensive income(OCI):			
(a) Items that will not be reclassified to Profit & Loss	41		
Remeasurement gain/(losses) on defined benefit plans		(275)	281
Income tax relating to item that will not be reclassified to Profit & Loss		69	(71)
(b.) Items that will be reclassified to Profit & Loss			
Other comprehensive income/(Loss) (a+b) (B)		(206)	210
Total comprehensive income for the year (A+B)		24,415	19,035
IX Earning per Equity Share of ₹ 10/- each			
(a) Basic (Amount in ₹)		7.67	5.87
(b) Diluted (Amount in ₹)		7.67	5.87

Material Accounting Policy Information and the accompanying notes referred to above form an integral part of financial statement (from Note No 1 to 43)

As per our report of even date attached

For M/s S R GOYAL & CO
Chartered Accountants
FRN : 001537C

For and on behalf of the Board of Directors of
RailTel Corporation of India Limited

Sd/-
CA A.K. Atolia
M. No. 077201

Sd/-
J S Marwah
Company Secretary
(M. No. : F8075)

Sd/-
V Rama Manohara Rao
Director Finance
(DIN : 06689335)

Sd/-
Sanjai Kumar
Chairman & Managing Director
(DIN: 06923630)

Place New Delhi
Date: 02.05.2024

RailTel Corporation of India Limited

Statement of Cash Flow for the year ended March 31, 2024

(₹ in lakhs)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Profit after tax	24,621	18,825
Adjustments for:		
Other comprehensive income(Net of taxes)	(206)	210
Depreciation, Amortisation and Impairment	15,770	15,429
Amortisation of Deferred Govt Grant	(319)	(359)
Non Cash Income (Discounting)	195	(168)
Non Cash Expense(Discounting)	302	59
Non Cash Expense(Interest credited in project expenses)	-	121
Interest Expenses for Lease Liabilities	269	235
Non Cash Expense(Loss on sale of fixed asset)	7	14
Non Cash Expense(Forex Loss)	3	7
Interest income	(3,793)	(2,829)
Mutual fund income	(390)	(73)
Operating profit/(loss) before working capital change	36,459	31,471
(Increase)/decrease in Financial Current Assets	(28,091)	(36,877)
(Increase)/decrease in Non Financial Current Assets	2,043	(9,553)
Increase/(decrease) in Financial Current Liabilities	34,162	19,025
Increase/(decrease) in Non Financial Current Liabilities	22,588	22,413
(Increase)/decrease in Financial Non Current Assets	(5,031)	1,946
(Increase)/decrease in Non Financial Non Current Assets	(1,682)	(582)
Increase/(decrease) in Financial Non Current Liabilities	(2,636)	2,780
Increase/(decrease) in Non Financial Non Current Liabilities	(2,170)	654
Net cash generated from Operation before Tax	55,642	31,277
Advance Tax Paid	(2,680)	(3,100)
Net cash generated from Operating Activities before exceptional Item	52,962	28,177
Exceptional Item	2,672	206
Net cash generated from Operating Activities after exceptional Item	55,634	28,383
Cash Flow from Investing Activities		
Purchase of Tangible & Intangible Assets including CWIP	(20,967)	(17,643)
(Increase)/decrease in Short term investment	(9,679)	(16,439)
Interest income received	2,928	1,522

रेलटेल
RAILTEL

A Mini Ratna Enterprise

24वीं वार्षिक रिपोर्ट 2023-24
24th Annual Report 2023-24

Corporate Overview

Statutory Reports

Financial Statements

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Mutual fund income received	361	66
Subsidy/Advances received	37	150
Flow of Cash from Merger of REL (Wholly owned subsidiary company)	-	1,152
(Increase)/Decrease in Term Deposit	(14,586)	10,928
Net cash used in Investing Activities	(41,906)	(20,264)
Cash Flow from Financing Activities		
Payment for Lease Liability of Right to Use Assets	(1,163)	(951)
Dividend paid	(6,579)	(6,900)
Net cash generated from / (used in) financing activities	(7,742)	(7,851)
Effect of exchange difference on translation of cash and cash equivalents	-	-
Net increase /(decrease) in cash and cash equivalents during the year	5,986	268
Cash and cash equivalents at the beginning of the year	18,779	18,511
Cash and cash equivalents at the end of the year	24,765	18,779

Material Accounting Policy Information and the accompanying notes referred to above form an integral part of financial statement (from Note No 1 to 43)

(i) Cash and Cash Equivalent (Maturity <= 3 Months)		
Flexi Deposits	7,301	11,014
(ii) Balances with Scheduled Bank		
a. In Current A/c	3,581	3,721
b. In Collection A/c	13,858	4,026
c. In Imprest A/c	25	18
Total	24,765	18,779

2. Other Bank Balances		
BG Margin Money A/c *	152	144
In Term Deposit (Having original maturity of more than 3 months but less than 12 months and residual maturity less than 12 months)	23,528	8,279
CSR Escrow A/c**	49	45
Dividend Escrow A/c**	21	18
Total	23,750	8,486

*BG Margin Money A/c represents deposit under lien for issuing Bank guarantee by bank.

** The said escrow accounts are for restricted use only.

Details of amount spent for year ended 31-March-2024 in relation to CSR activities out of the Budget for FY 2023-24 is mentioned below

(Amount in Lakhs)

Particulars	Approved Budget	Amount Paid	Amount yet to be paid
Construction/Acquisition of any asset			
On any other purpose	484	245	239
Total - A	484	245	239

Details of amount spent on CSR activities during the current year in relation to earlier years is given hereunder –

(Amount in Lakhs)

Particulars	Unspent amount as on 01.04.2023	Amount Paid	Amount yet to be paid
Construction/Acquisition of any asset			
On any other purpose	255	206	49
Total -B	255	206	49

Disclosure as per Ind AS-116

(Amount in Lakhs)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Total cash outflow for leases	1163	951

As per our report of even date attached

For M/s S R GOYAL & CO
Chartered Accountants
FRN : 001537C

For and on behalf of the Board of Directors of
RailTel Corporation of India Limited

Sd/-
CA A.K. Atolia
M. No. 077201

Sd/-
J S Marwah
Company Secretary
(M. No. : F8075)

Sd/-
V Rama Manohara Rao
Director Finance
(DIN : 06689335)

Sd/-
Sanjai Kumar
Chairman & Managing Director
(DIN: 06923630)

Place New Delhi

Date: 02.05.2024

Railtel Corporation of India Limited

Statement of Changes in Equity for the year ended 31st March 2024

A. EQUITY SHARE CAPITAL

Balance at the beginning of the current reporting period	Reserves and Surplus	Capital Reserve	Equity component of compound financial instruments	Share application money pending allotment	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
(1) Current reporting period	32,094	-	-	-	-	32,094	-	32,094
(2) Previous reporting period	32,094	-	-	-	-	32,094	-	32,094

(₹ in lakhs)

B. OTHER EQUITY

	Reserves and Surplus	Capital Reserve	Equity component of compound financial instruments	Share application money pending allotment	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against shares warrants	Total
(1) Current reporting period													
Opening balance as on 1st April 2023	60,000	547	-	-	72,247	-	-	-	-	-	-	-	1,32,794
Profit for the year					24,621								
Other comprehensive Income/ (Loss)					(206)								
Add: Total Comprehensive Income for the year ended 31st March 2024					24,415								24,415
Less: Final Dividend for FY 2022-23					(3,370)								(3,370)
Less: Interim Dividend for FY 2023-24					(3,209)								(3,209)
Add/Less: Transfer to self insurance reserve					139								-
Less: Transfer to General Reserve					-								-
Balance as at 31st March 2024	60,000	686	-	-	89,944	-	-	-	-	-	-	-	1,50,630
(2) Previous reporting period													
Opening balance as on 1st April 2022	60,000	421	-	-	59,086	-	-	-	-	-	-	-	1,19,507
Profit for the year (Incl. REL Profits for the period 01-Oct-22 to 31-Mar-23)					18,825								
REL Other Equity as on 01-Apr-2022 (*)					1,139								
REL Profit for the period 01-Apr-2022 to 30-Sep-2022					13								
Other comprehensive Income/ (Loss)					210								
Add: Total Comprehensive Income for the year ended 31st March 2023					20,187								20,187
Less: Final Dividend for FY 2021-22					(2,086)								(2,086)
Less: Interim Dividend for FY 2022-23					(4,814)								(4,814)
Less: Transfer to self insurance reserve					(126)								-
Less: Transfer to General Reserve					-								-
Balance as at 31st March 2023	60,000	547	-	-	72,247	-	-	-	-	-	-	-	1,32,794

(₹ in lakhs)

* REL is RailTel Enterprises Limited which was wholly owned subsidiary of RailTel Corporation of India Limited and merged into the company w.e.f. appointed date i.e. 01-October-2022. Refer Note 43 (34)

Pursuant to the scheme of amalgamation, the authorised share capital of REL of ₹ 5000 Lakh has been added to authorised share capital of the company. Paid up share capital of REL of ₹ 1000 Lakh is extinguished (eliminated) with Investment of the company.

Material Accounting Policy Information and the accompanying notes referred to above form an integral part of financial statement (from Note No 1 to 43)

As per our report of even date attached

For M/s S R GOYAL & CO
Chartered Accountants
FRN : 001537C

Sd/-
CA A.K. Atolia
M. No. 077201

Place New Delhi
Date: 02.05.2024

For and on behalf of the Board of Directors of
RailTel Corporation of India Limited

Sd/-
J S Marwah
Company Secretary
(M. No. : F8075)

Sd/-
V Rama Manohara Rao
Director Finance
(DIN : 06689335)

Sd/-
Sanjai Kumar
Chairman & Managing Director
(DIN : 06923630)

Material Accounting Policy Information

Note No. – 1

A. Corporate Information

RailTel Corporation of India Limited ('the Company') incorporated in India on 26th September 2000 is a public sector undertaking. The company is promoted by and is under administrative control of Ministry of Railways. The Registered office and Corporate Office of the Company is situated at Plate-A,6th Floor, Office Block Tower-2, East Kidwai Nagar, New Delhi-110023.

RailTel Corporation a "Mini Ratna (Category-I)" PSU is one of the largest neutral telecom infrastructure providers in the country owning a Pan-India optic fibre network on exclusive Right of Way (ROW) along Railway track. The OFC network covers all important towns & cities of the country and several rural areas covering 70% of India's population. RailTel with strong nationwide presence is committed to bring cutting edge technology and offer innovative services to the Indian Telecom market. RailTel is in the forefront in providing nationwide Broadband Telecom & Multimedia Network in all parts of the country in addition to modernization of Train operations and administration network systems. With its Pan India high capacity network, RailTel is working towards creating a knowledge society at various fronts.

1. Main objective of the company is-

- i. To facilitate Railways in expeditiously modernizing their operation and safety systems and network by providing state of art communication infrastructure.
- ii. To plan, build, develop, operate and maintain a nationwide broadband telecom and multimedia network to supplement national telecom infrastructure to spur growth of telecom, broadband and IT enabled value-added services in all parts of country especially rural, remote and backward areas.
- iii. To generate revenue through commercial exploitation of its telecom network.

2. RailTel Corporation of India Limited is having following operations: -

- a. Telepresence Services - RailTel offers enterprise class Full High Definition (HD) & secure multi-point managed video conferencing service that enables users a virtual, face to face meeting experience.
 - b. Data Centre Services - RailTel has its own Data Centres at Secunderabad and Gurugram.
 - c. Retail Broadband - Rail Wire is a retail Broadband initiative of the RailTel.
 - d. Leased Line Service
 - e. Virtual Private Network Service
 - f. Internet Leased Line Service
 - g. Rack and Space Collocation Service
 - h. Tower Co-location Service
 - i. Project Execution
3. Govt. of India offered for sale 8,71,53,369 equity shares of face value of ₹ 10/- each at a premium of ₹ 84/- per share through Initial Public Offer. The entire equity shares of the Company were listed on BSE limited and National Stock Exchange of India Limited on 26th February' 2021. The proceeds of the disinvestment have been realised by Govt. of India.

B. Material Accounting Policy Information as per Ind-AS

1. Basis for Preparation of financial statement

The financial statements of the Company have been prepared to comply in all the material respects with the Indian Accounting Standards ("Ind AS") notified under the Companies (Accounting Standards) Rule 2015 (as amended). Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing Ind AS requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised Ind AS on an ongoing basis.

The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

These financial statements are presented in Indian Rupees (₹) and all amounts are rounded to the nearest lakhs, except as stated otherwise.

2. Use of Estimates

The preparation of financial statements in conformity with Ind AS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Examples of such estimates include estimates of expected costs to be incurred to complete contracts, provision for doubtful debts, future obligations under employee retirement benefit plans and estimated useful life of fixed assets. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the year in which the results are known / materialize.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimate is revised if the estimate affects only that year or in the year of the revision and future years, if the revision affects both current year and future years.

2A. Critical Accounting Estimates and Management Judgements

In application of the accounting policies, the management of the Company is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant.

Information about significant areas of estimation, uncertainty and critical judgements used in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is stated here under:

Property, Plant and Equipment (PPE)

The residual values and estimated useful life of PPEs, Intangible Assets and Investment Properties are assessed by the technical team at each reporting date by taking into account the nature of asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement and maintenance support. Upon review, the management accepts the assigned useful life and residual value for computation of depreciation/amortisation. Also, management judgement is exercised for classifying the asset as investment properties or vice versa.

Current tax

Calculations of income taxes for the current period are done based on applicable tax laws and management's judgement by evaluating positions taken in tax returns and interpretations of relevant provisions of law.

Deferred Tax Assets

Significant management judgement is exercised by reviewing the deferred tax assets at each reporting date to determine the amount of deferred tax assets that can be retained/ recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Fair value

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Impairment of Trade Receivables

The impairment assessment for trade receivables are done based on assumptions about risk of default and expected loss . The assumptions, selection of inputs for calculation of impairment are based on management judgement considering the past history, market conditions and forward looking estimates at the end of each reporting date.

Impairment of Non-financial assets (PPE)

The impairment assessment of non-financial assets is determined based on estimation of recoverable amount of such assets. The assumptions used in computing the recoverable amount are based on management judgement considering the timing of future cash flows, discount rates and the risks specific to the asset.

Defined Benefit Plans and Other long term employee benefits

The cost of the defined benefit plan and other long term employee benefits, and the present value of such obligation are determined by the independent actuarial valuer. An actuarial valuation involves making various assumptions that may differ from actual developments in future. Management believes that the assumptions used by the actuary in determination of the discount rate, future salary increases, mortality rates and attrition rates are reasonable. Due to the complexities involved in the valuation and its long term nature, this obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities could not be measured based on quoted prices in active markets, management uses valuation techniques including the Discounted Cash Flow (DCF) model, to determine its fair value. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is exercised in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

Provisions and contingencies

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the reporting date. The actual outflow of resources at a future date may therefore vary from the figure estimated at end of each reporting period.

3. Inventory

Inventories are valued at the lower of cost and the estimated net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale.

The Company provides for obsolete and slow-moving inventory based on management estimates of the usability of inventory.

Net Realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale.

4. Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

5. Property Plant and Equipment's (PPE)

- a) Property plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing cost for long term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced in intervals, the company recognizes such parts as separate component of assets with specific useful lives and provides depreciation over their useful life. Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repair and maintenance costs are recognized in profit or loss as incurred.
- b) Assets are recognized as tangible assets or intangible assets if provisional acceptance certificate has been issued or company has started offering services from these tangible or intangible assets.
- c) Where assets are installed on the premises of the customers (commonly called customer premise equipment –'CPE') such assets continue to be treated as PPE as the associated risks and rewards remain with the company and the management is confident of exercising control over them, expenses on such assets are treated as retrievable expenses (returnable item of assets after the decommissioning of link) and a depreciation of 100% may be charged on all these assets.
- d) All the non-retrievable expenses (Used only once and cannot be returned back from the customer premises) may be charged as expenses to Statement of profit & loss in the year of commissioning of services.
- e) Gain and losses arising from retirement or disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit & loss on the date of retirement or disposal.
- f) Advance paid towards acquisition of fixed assets and cost of assets not put to use before the year end, are disclosed as other non-current assets.
- g) Fixed assets under construction and cost of assets not put to use before the year end, are disclosed as capital work in progress.
- h) Freehold land is not depreciated. The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at each Balance Sheet date or whenever there are indicators for review.
- i) Assets are depreciated to the residual value on a straight-line basis over the estimated useful lives. The assets residual values and useful lives are reviewed at each financial year end or whenever there are indicators for review and adjusted prospectively.

Sr. No.	Name of Assets	Main asset/ Component	Useful life of assets
1	OFC & Related Assets	Main Assets	18 Year. 5.28%
2	Leasehold Land/Flats	Main Assets	Period of Lease
3	Leasehold Building	Main Assets	Period of Lease
4	Freehold Building	Main Assets	60 Years, 1.67%
5	Leasehold Improvements	Main Assets	Period of lease
6	Prefabricated Building	Main Assets	15 Year 6.67%
7	Computer	Main Assets	3 Year 31.67%
8	Office Equipment's	Main Assets	5 Year 19%
9	Software-ERP	Main Assets	5 Year with 20%
10	Furniture	Main Assets	10 Year 9.5%
11	Licenses	Main Assets	Period of license
12	ERP Hardware	Main Assets	6 Year 15.83%
13	Vehicle	Main Assets	8 Year 11.875%
14	Temporary Fixtures	Main Assets	Fully Depreciated
15	Telecom Equipment's	Main Assets	8 Year. 12.5%
16	Last Mile/Access Equipment's	Main Assets	8 Year. 12.5%
	Radio/Access Switches	Component	3 Year 33.33%
17	Power Plant Equipment's	Main Assets	8 Year. 12.5%
	Battery	Component	5 Year. 20%
18	Data Centre	Main Assets	8 Year. 12.5%
	Data Centre infrastructure	Component	13 Year. 7.31%
19	Other Infrastructure	Main Assets	8 Year. 12.5%
	Data Network	Main Assets	8 Year. 12.5%

6. Intangible Assets

- a) Identifiable intangible assets are recognized when the Company controls the asset, it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured.
- b) At initial recognition, the separately acquired intangible assets are recognized at cost. Following initial recognition, the intangible assets are accounted at cost less any accumulated amortization & accumulated impairment loss, if any.
- c) Amortization is recognized in the statement of profit and loss on a straight-line basis over the estimated useful lives of intangible assets from the date they are available for use. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates.
 - i. Software-Software is capitalized at the amounts paid to acquire the respective license for use and is amortized over the period of license, generally not exceeding three years. Software costing up to rupees five lakh which has independent use is amortized over a period of twelve months from the date of place in service.

- ii. Licenses-Acquired licenses are initially recognized at cost. Subsequently, licenses are measured at cost less accumulated amortization and accumulated impairment loss, if any. Amortization is recognized in the statement of profit and loss on a straight-line basis over the unexpired period of the license commencing from the date when the related network is available for intended use in the respective jurisdiction. Spectrum charges paid to DoT is charged to Statement of Profit & Loss on straight line basis over the period of use.

7. Impairment of Assets

The carrying amounts of assets are reviewed by management whenever events or changes in circumstances indicate that the carrying amount may not be recoverable (except intangible assets, for which testing to be done irrespective of whether there is an indication of impairment). An impairment loss is recognized whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. The recoverable amount of an asset is the greater of its fair value less costs to sell and value in use. To calculate value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Fair value less costs to sell is the best estimate of the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. Impairment losses, if any, are recognized in profit or loss as a component of depreciation and amortization expense.

An impairment loss is only reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortization, if no impairment loss had previously been recognized.

8. Leases

a. As a lessee

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct cost incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-to-use asset or the end of the lease term. The estimated useful life of right-of-use asset is determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments from a change in an index or rate. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in the profit and loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use asset that do not meet the definition of investment property as a separate line item and lease liabilities in "other financial liabilities" in the Balance Sheet.

The Company has elected not to recognize right-of-use asset and lease liabilities for short term leases that

have a lease term of 12 months or less, leases of low value assets and leases with no written agreement. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

b. As a lessor

When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all the risk and rewards incidental to the ownership of the underlying asset. If this is the case, then the lease is a finance lease, if not, then it is an operating lease. As part of the assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 "Revenue from contract with customers" to allocate the consideration in the contract.

The Company recognizes lease payments received under operating lease as income on a straight-line basis over the lease term as part of "Revenue from operations".

c. Indefeasible Right to Use ('IRU')-

The Company enters into agreement for leasing assets (capacity) under "Indefeasible right to use" with third parties. Under the arrangement the assets are taken or given on lease over the substantial part of the asset life. However, the title to the assets and associated risks are retained by the lessor.

The contracted price is received in advance and is recognized as revenue during the tenure of the agreement. Unearned IRU revenue net of the amount recognizable beyond one year is disclosed as deferred revenue in other long term liabilities and the amount recognizable within one year is disclosed as deferred revenue in current liabilities.

Exchange of Network capabilities with other telecommunication service providers are recorded as monetary transactions and measured at the carrying amount of capacities relinquished, as these exchanges are for similar productive assets used to provide telecommunication services to customers.

9. Cash and Cash Equivalents

Cash and cash equivalents comprise cash at bank and on hand, and other short term highly liquid deposits with bank, with an original maturity of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

For the purpose of Statement of Cash Flows, Cash and Cash Equivalents include outstanding Bank Overdraft shown within the borrowings in current Liabilities in Statement of Financial Position and which are considered an integral part of Company's cash management.

10. Government Grant

Government Grant related to acquisition of Fixed Assets is treated as 'Deferred Government Grant' and an amount equal to proportionate depreciation of such assets is credited to Statement of Profit and Loss.

11. Revenue Recognition and Receivables

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.

Income from Telecom Services

Income from Telecom Services include incomes from National Long-Distance services, Internet Service, infrastructure provider services such as co-location, dark fiber, Tower Space etc. Service revenue also includes revenues associated with access and Inter connection for usage of the network of other operators. Corporation's performance Obligation in such kind of contracts is providing infrastructure bandwidth/connectivity as per the agreed norms. Since the customer simultaneously receives and consumed benefit provided by the Corporation's performance as the Corporation's performs, Corporation's transfer control of service overtime and, therefore, satisfies a performance obligation and recognizes revenue overtime. The Corporation uses output methods to recognize revenue as the output selected faithfully depict the Corporation's performance towards complete satisfaction of the performance obligation. Since the performance obligation is being satisfied directly in relation to time, the passage of time is the best output which would depict the satisfaction of the performance obligation. Generally, payment against provision of such services becomes due as per payment terms, and fixed transaction price as per contracts with customers, which is generally is on periodical basis. Warranties are commonly included in arrangements to sell services. They can be explicitly stated, required by law or implied based on the 'RCIL' customary business practices. The price of a warranty may be included in the overall purchase price or listed separately as an optional product. All the assurance type warranties are considered as part of primary performance obligation, while the service type warranties are considered as distinct performance obligation.

The determination of transaction price, its allocation to promised services and allocation of discount or variable consideration (if any) is done based on the contract with the customers. Penalties, if inherent in determination of transaction price, are considered as variable consideration. The transaction price is also allocated separately for the service type warranties.

Income from Projects

Income from Projects include laying of Optical Fiber Cable, installation of Network Operations Center, installation of Indoor/Outdoor Wireless Access Points, Load Balancer, Wi-Fi Access Controller, installation of software, chats, Anti-Virus, Fire walls etc. Corporation's performance obligation in such kind of contracts is installation, testing and commissioning of various equipment as per the agreed norms. Under this type of contract, generally assets are installed at customer's site. However, customer does not have ability to direct the use of, and obtain substantially all of the remaining benefits from, these assets unless they are connected to main server/data center or commissioned properly. Since the customer receives control of the goods and/or service after Successful commissioning of indented facilities, Corporation's transfer control of goods and/or service at a point in time and, therefore, satisfies a performance obligation and Recognizes revenue at a point in time. The Corporation uses output methods to recognize Revenue as the output selected faithfully depict the Corporation's performance towards Complete satisfaction of the performance obligation. Customer's acceptance of Commissioning report is the best output which would depict the satisfaction of the Performance obligation. Generally payment against provision of such contracts becomes due as per payment terms, and fixed transaction price as per contracts with customers, Which is generally is on milestone basis. Warranties are commonly included in such arrangements. They can be explicitly stated, required by law or implied based on the 'RICL' customary business practices. The price of a warranty may be included in the Overall purchase price or listed separately as an optional product. All the assurance type Warranties are considered as part of primary performance obligation, while the service Type warranties are considered as distinct performance obligation.

The determination of transaction price, its allocation to promised services and allocation of discount or variable consideration (if any) is done based on the contract with the customers. Penalties, if inherent in determination of transaction price, are considered as variable consideration. The transaction price is also allocated separately for the service type warranties.

The incremental costs that the Corporation incurs to obtain a contract with a customer that it Would not have incurred if the contract had not been obtained are recognized as an asset if its Recovery is expected and its amortization period is more than one year, all other such costs Are recognized as an expense in statement of profit and loss. The incremental cost recognized as an asset is amortized over the period till when such cost is expected to be recovered. Amount so recovered is recognized as revenue in statement of profit and loss.

Subsidy

Revenue from subsidy are accounted for on commissioning of specified projects, if the Entitlements can be estimated with reasonable assurance and conditions precedent to claim are fulfilled.

12. Uncollectible accounts receivable

Amounts due from debtors that have been outstanding, though fully provided, are evaluated on a regular basis by the management and are written off, if as a result of such evaluation, it is determined that these amounts will not be collected.

13. Unbilled Revenue

Unbilled revenue represent revenue recognized in respect of services provided from the last bill cycle date to the end of the reporting period. These are billed in subsequent periods as per the terms of the billing plans/ contractual arrangements.

14. License Fees – Revenue Share

The revenue-share is computed as per the licensing agreement at the prescribed rate and is expensed as incurred. As per the NLD and ISP license condition, company is required to share 8% of its adjusted gross revenue with Department of Telecommunication, the same is provided on the basis of adjusted gross revenue booked during the year. In addition, the company is also required to share 7% of its gross revenue with Indian Railways as per agreement between RailTel and Railways dated 21/09/2006. The same is provided for in the statement of profit & Loss account.

15. Employee Benefits

Employee benefits include provident fund, gratuity and compensated absences.

1. Defined contribution plans

- a. Provident Fund: The Company's contribution to provident fund is considered as defined contribution plans and is charged as an expense as they fall due based on the amount of contribution required to be made. 12% of the Basic pay plus dearness allowance of employees and equal contribution of the corporation is contributed to provident fund maintained with the Regional Provident Fund Commissioner. Corporation's contribution to provident fund is charged to revenue.
- b. Pension: Company has pension Scheme for its employees, under defined contribution plan Company will pay an amount equal to 10% of Basic pay+ DA of the eligible employees.

2. Defined benefit plans

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each year end. Actuarial gains and losses are recognized in the Statement of Other Comprehensive Income in the year in which they occur.

Past service cost is recognized immediately to the extent that the benefits are already vested and otherwise is amortized on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost.

- i) Gratuity is payable on separation @15 days pay for each completed year of service to eligible employee, who rendered continuous service of 5 year or more. The gratuity ceiling of ₹ 20 lakhs has been considered for actuarial valuation.
- ii) Leave Encashment is payable on separation to eligible employee who have accumulated earned leave. Leave salary is provided for based on valuation, as balance sheet date, made by independent actuary.
- iii) The Company has Post- Retirement Medical Scheme (PRMS) to provide assistance for meeting a part of medical expenses incurred by retired members only after their retirement for dependent family members and self and dependent family members of the ex-employee in case of death of the employee.
- iv) Foreign Service Contribution payable for leave salary and pension in respect of employees who have joined the corporation on deputation for a fixed period from Indian Railways in terms of Government rules and regulations is charged to revenue on accrual basis.

3. Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the year in which the employee renders the related service. The cost of such compensated absences is accounted as under:

- i) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- ii) in case of non-accumulating compensated absences, when the absences occur.

4. Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related service are recognized as a liability at the present value of the defined benefit obligation as at the Balance Sheet date.

16. Post Sales client support and warranties

The Company provides its clients with fixed period warranty for correction of errors and support on its fixed price product orders. Revenue for such warranty period is recognized in the year of sale itself with a corresponding provision for expenses likely to be incurred during the period of warranty.

17. Foreign exchange transactions

Foreign exchange transactions are recorded at the exchange rates prevailing at the date of transaction. Realized gains and losses on foreign exchange transactions during the year are recognized in the Statement of Profit and Loss. Monetary assets and monetary liabilities that are determined in foreign currency are translated at the exchange rate prevalent at the date of balance sheet. The resulting difference is recorded in the Statement of Profit & Loss.

18. Taxes

a) Current Income Tax

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

b) Deferred Tax

Deferred tax Asset/Liability is recognized on temporary differences calculated based on the Balance Sheet Approach being the differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose that accumulate over the period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognized for all temporary differences. Deferred tax assets in respect of unabsorbed depreciation, carry forward of losses and unused tax credits are recognized to the extent it is probable that future taxable income will be available to realize such assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realizability.

19. Research and development

Revenue expenditure incurred on research and development is expensed as incurred. Capital expenditure incurred on research and development is capitalized as fixed assets and depreciated in accordance with the depreciation policy of the Company.

20. Earnings Per Share

The earnings considered in ascertaining the Company's Earnings per Share ('EPS') comprise the net profit after tax attributable to equity shareholders. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year. The weighted average number of equity shares outstanding during the year are adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares). The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless impact is anti-dilutive.

21. Prior Period Expenses

Income/Expenditure relating to prior period, which do not exceed ₹ 2,00,000/- in each case, are treated as income/expenditure of current year.

22. Exceptional Item

Exceptional items are generally non-recurring item of income & expenses within profit & loss from ordinary activity which are of such size, nature or incidence that their disclosure is relevant to explain the performance of the company for the year.

23. Provisions and Contingencies

The Company recognizes a provision when there is a present obligation as a result of a past event and it is probable that it would involve an outflow of resources and a reliable estimate can be made of the amount of such obligation.

When the Company expects some or all of provision to be reimbursed, the reimbursement is recognized as a separate asset only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement.

If the effect of time value of money is material, provisions are discounted using a current pre tax rate that reflects, where appropriate the risks specific to the liability. Where discounting is used the increase in the provision due to the passage of time is recognized as finance cost.

A disclosure for a contingent liability is made at Fair Value where it is more likely than not that a present obligation or possible obligation may result in or involve an outflow of resources. When no present or possible obligation exists and the possibility of an outflow of resources is remote, no disclosure is made.

Contingent assets are not recognized in the financial statements.

24. Operating cycle

Based on the nature of services / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and noncurrent.

25. Dividend

Dividend distribution to the Company's shareholders is recognized as a liability in the company's financial statements in the period in which the dividends are approved by the Company's shareholders.

Interim dividend is provided for in the year of payment.

26. Asset Retirement Obligation

Asset retirement obligations (ARO) are provided for those operating lease arrangements where the Company has a binding obligation at the end of the lease period to restore the leased premises in a condition similar to inception of lease. ARO are settled obligation using discounted cash flows and are recognized as part of the cost of that particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is recognized in the income statement as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

27. Financial Instruments

A. Financial Instruments –

Initial Recognition and Measurement

Financial assets and financial liabilities are recognized in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument. The Company determines the classification of its financial assets and liabilities at initial recognition. All financial assets and liabilities are initially recognized at fair value, plus directly attributable transaction costs in case of financial assets and liabilities not at fair value through profit or loss. Financial assets and liabilities carried at fair value through profit or loss are initially recognized at fair value, and transaction costs are expensed in the statement of profit & loss. However, trade, receivables that do not contain a significant financing component are measured at transaction price.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the asset.

B. Financial Assets

1. Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

a. Financial assets are carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b. Financial assets at Fair Value Through Other Comprehensive Income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c. Financial assets at Fair Value through Profit or Loss (FVTPL)

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

2. Derecognition

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset.

C. Financial Liabilities

1. Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss.

2. Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in Statement of Profit and Loss.

D. Investment in Subsidiaries

Investment in subsidiaries is carried at cost in the separate financial statements.

E. Other Accounting Policies

a. Non-current Assets (or disposal groups) held for Sale

Non-current assets (or disposal groups) are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. The sale is considered highly probable only when the asset or disposal group is available for immediate sale

in its present condition, it is unlikely that the sale will be withdrawn and sale is expected within one year from the date of the classification. Disposal groups classified as held for sale are stated at the lower of carrying amount and fair value less costs to sell. Property, plant and equipment and intangible assets are not depreciated or amortized once classified as held for sale. Assets and liabilities classified as held for sale are presented separately in the Balance Sheet.

If the criteria stated by IND AS 5 "Non-current Assets Held for Sale and Discontinued Operations" are no longer met, the disposal group ceases to be classified as held for sale. Non-current asset that ceases to be classified as held for sale are measured at the lower of (i) its carrying amount before the asset was classified as held for sale, adjusted for depreciation that would have been recognized had that asset not been classified as held for sale, and (ii) its recoverable amount at the date when the disposal group ceases to be classified as held for sale.

b. Borrowing Costs

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective assets. The interest cost incurred for funding a qualifying asset during the construction period is capitalized based on actual investment in the asset at the interest rate for specific borrowings. All other borrowing costs are expensed in the period they occur.

c. Basis for Preparation of Interim financial statement

The Interim financial statements of the Company have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 (Ind AS 34) "Interim Financial Reporting" prescribed under section 133 of the Companies Act, 2013 read with rule 3 of Companies (Indian Accounting Rules), 2015 (as amended). Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing Ind AS requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised Ind AS on an ongoing basis.

The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

Note 2. Property Plant & Equipment

Particulars	(Amount in ₹ Lakhs)													
	Freehold Land	Free Hold Building	Prefabricated Building	Plant & Machinery	Leasehold Improvements	ERP Hardware	Computers	Furniture & Fixtures	Vehicles	Office Equipments	Total	Licenses	Software	Total
As at 31.03.2023														
Gross Carrying amount														
Cost as at 1 Apr 2022	223	2,582	1,361	180,782	2,668	222	1,236	498	40	1,526	191,139	561	1,860	2,420
Additions	-	-	-	16,008	240	224	243	62	-	514	17,291	-	210	210
Disposal	-	-	-	(2)	-	-	(28)	-	-	(24)	(54)	-	-	-
Transfer/adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Closing Gross Carrying amount (31.03.2023)	223	2,582	1,361	196,789	2,909	446	1,452	560	40	2,016	208,377	561	2,070	2,631
Accumulated Depreciation/ amortisation														
Accumulated Depreciation as at 1st April 2022	-	387	1,295	124,930	1,993	208	950	305	37	892	130,997	285	1,294	1,579
Charge during the year	-	61	8	11,943	207	31	203	42	-	234	12,729	33	471	504
Disposal	-	-	-	-	-	-	(22)	-	-	(11)	(33)	-	-	-
Transfer/adjustments	-	448	1,304	136,873	2,200	240	1,130	347	37	1,115	143,693	318	1,765	2,083
Closing accumulated depreciation/ amortisation (31.03.2023)	-	448	1,304	136,873	2,200	240	1,130	347	37	1,115	143,693	318	1,765	2,083
NET CARRYING AMOUNT- 31.03.2023	223	2,134	57	59,916	708	207	322	214	3	901	64,683	243	305	548
As at 31.03.2024														
Gross Carrying amount														
Cost as at 1 Apr 2023	223	2,582	1,361	196,789	2,909	446	1,452	560	40	2,016	208,377	561	2,070	2,631
Additions	-	-	-	21,417	-	-	251	26	0	678	22,373	-	262	262
Disposal	-	-	-	(0)	-	-	(53)	-	(20)	(11)	(84)	-	-	-
Transfer/adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Closing Gross Carrying amount (31.03.2024)	223	2,582	1,361	218,206	2,909	446	1,650	586	20	2,683	230,666	561	2,332	2,893
Accumulated Depreciation/ amortisation														
Accumulated Depreciation as at 1st April 2023	-	448	1,304	136,873	2,200	240	1,130	347	37	1,115	143,693	318	1,765	2,083
Charge during the year	-	59	8	12,249	105	35	208	35	0	312	13,012	32	180	212
Disposal	-	-	-	-	-	-	(48)	-	(19)	(5)	(72)	-	-	-
Transfer/adjustments	-	507	1,312	149,122	2,305	275	1,290	382	18	1,422	156,633	350	1,945	2,295
Closing accumulated depreciation/ amortisation (31.03.2024)	-	507	1,312	149,122	2,305	275	1,290	382	18	1,422	156,633	350	1,945	2,295
NET CARRYING AMOUNT- 31.03.2024	223	2,075	49	69,084	604	171	360	204	2	1,261	74,033	211	387	598

रेलटेल
RAILTEL

A Mini Ratna Enterprise

24वीं वार्षिक रिपोर्ट 2023-24
24th Annual Report 2023-24

Corporate Overview

Statutory Reports

Financial Statements

Note 3. Capital Work in Progress

(₹ in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
NE Project (Net of Impairment Loss)	2,361	4,407
OFC Laying Works	1,143	517
MPLS, STM, Other Telecom Radio Equipment, Data Centre & OSS/BSS	5,522	7,047
Capital Stores lying at project site	3,885	3,643
Building	4	2
Others	44	77
Total	12,959	15,693

Note-4 Right of Use Assets

(₹ in lakhs)

Particulars	Building	Land	Telecom Assets	Vehicle	Total
As at 31.03.2023					
Gross Carrying amount					
Cost as at 1 Apr 2022	15,094	2,501	3,123	-	20,718
Additions	1,816	-	-	-	1,816
Disposal	(435)	-	-	-	(435)
Transfer/adjustments	-	-	-	-	-
Closing Gross Carrying amount (31.03.2023)	16,475	2,501	3,123	-	22,099
Accumulated Depreciation/ amortisation					
Accumulated Depreciation as at 1st April 2022	3,246	199	771	-	4,216
Charge during the year	1,040	57	249	-	1,346
Disposal	(363)	-	-	-	(363)
Transfer/adjustments	-	-	-	-	-
Closing accumulated depreciation/ amortisation (31.03.2023)	3,923	256	1,021	-	5,199
Net carrying Amount- 31.03.2023	12,552	2,246	2,102	-	16,900
As at 31.03.2024					
Gross Carrying amount					
Cost as at 1st April 2023	16,475	2,501	3,123	-	22,099
Additions	911	-	296	69	1,276
Disposal	-	-	-	-	-
Transfer/adjustments	-	-	-	-	-
Closing Gross Carrying amount (31.03.2024)	17,386	2,501	3,419	69	23,375
Accumulated Depreciation/ amortisation					
Accumulated Depreciation as at 1st April 2023	3,923	256	1,020	-	5,199
Charge during the year	1,127	57	277	13	1,474
Disposal	-	-	-	-	-
Transfer/adjustments	-	-	-	-	-
Closing accumulated depreciation/ amortisation (31.03.2024)	5,050	313	1,297	13	6,673
Net carrying Amount- 31.03.2024	12,336	2,188	2,122	56	16,702

NON CURRENT ASSETS

Note 5. Investment (At amortised cost)

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Long Term Investments-at Cost		
Trade (Unquoted)*	-	-
Total Carrying Value	-	-

*This include one equity share of ₹ 10 of BBNL.

Note 6. Loans and Advances

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Advances	-	-
Total	-	-

No loans & advances has been given to the promoters, Directors, KMPs & other related parties

Note 7. Other Non Current Financial Assets

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Deposits with Banks for Ex-Gratia	73	73
Bank Term Deposit (Having residual maturity of more than 12 months)	36,195	21,608
BG Margin Money (Having residual maturity of more than 12 months)*	3,922	20
Accrued interest on term deposit - Non Current	1,690	947
Security Deposit (Considered Good)	1,536	709
Total	43,416	23,357

*BG Margin Money A/c represents deposit under lien for issuing Bank guarantee by bank.

Note 8. Other Non Current Assets

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Unsecured Considered Good unless stated otherwise		
Capital Advances		
Considered Good	-	-
Other		
Lease prepayment/Prepaid Expenses	304	32
Total	304	32

CURRENT ASSETS**Note 9. Inventories (Valued at lower of cost or net realisable value)**

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Inventory (Consumables for O&M Work)	301	92
Total	301	92

Note 10. Investment (At fair value through Profit & Loss Account)

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Investment (Unquoted)	9,029	4,007
Total	9,029	4,007

Aggregate Value of quoted investments	-	-
Market value of quoted investments	-	-
Aggregate Value of unquoted investments	9,000	4,000
Market value of unquoted investments	9,029	4,007
Aggregate value of impairment of investments	-	-

Note 11. Trade Receivables

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Considered Good Secured - A	-	-
Considered Good Unsecured		
Telecommunication Business	34,350	63,253
Project works	92,429	41,581
Sub Total - B	126,779	104,834
- Significant Increase in Credit Risk - C	9,840	7,515
- Credit Impaired - D	-	-
Trade Receivables (A+B+C+D)	136,619	112,349
Loss Allowance	(9,840)	(7,515)
Total	126,779	104,834

Trade receivables are neither due from directors or other officers of the company either severally or jointly with any other persons nor any trade receivables are due from firms or private company in which any director is partner or a director or a member.

Movement of Provision for expected credit loss

Balance at the beginning of the year	7,515	7,242
Add: Additional provision during the year	2,552	273
Less: Provision written back/adjusted during the year	227	-
Balance at the end of year	9,840	7,515

Note 12. Cash and Cash Equivalents

(₹ in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
(i) Cash and Cash Equivalent (Maturity <= 3 Months)		
Flexi Deposits	7,301	11,014
(ii) Balances with Scheduled Bank		
a. In Current A/c	3,581	3,721
b. In Collection A/c	13,858	4,026
c. In Imprest A/c	25	18
Total	24,765	18,779

Note 13. Other Bank Balances

(₹ in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
BG Margin Money A/c *	152	144
In Term Deposit (Having original maturity of more than 3 months but less than 12 months and residual maturity less than 12 months)	23,528	8,279
CSR Escrow A/c**	49	45
Dividend Escrow A/c**	21	18
Total	23,750	8,486

*BG Margin Money A/c represents deposit under lien for issuing Bank guarantee by bank.

** The said escrow accounts are for restricted use only.

Note 14. Loans and Advances

(₹ in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Advances to Employee	15	21
Total	15	21

Note 15. Other Current Financial Assets

(₹ in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Unsecured, Considered good unless stated otherwise		
Accrued interest on term deposit	1,666	1,544
Term Deposit (Having original maturity of more than 12 months but residual maturity less than 12 months)	7,066	17,658
Recoverable from Railways	552	560
"Unbilled Revenue (Refer Item No. 25 of Note No. 43)"	23,658	22,979
Loss Allowance for Unbilled Revenue	(283)	(168)
EMD Deposited	1,632	1,208
Security Deposit	5,885	3,374
Total	40,176	47,155

रेलटेल
RAILTEL

A Mini Ratna Enterprise

24वीं वार्षिक रिपोर्ट 2023-24
24th Annual Report 2023-24

Corporate Overview

Statutory Reports

Financial Statements

Note 16. Current Tax Assets (Net)

(₹ in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Income Tax/TDS	2,250	2,509
Total	2,250	2,509

Note 17. Other Current Assets

(₹ in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Advances recoverable in cash or in kind for value to be received	2,092	905
Indirect Tax Credit Available	13,269	13,865
Others	3,777	3,409
Project WIP	2,709	5,224
Advance Indirect Tax	3,208	1,193
Prepaid expenses	296	67
Total	25,351	24,663

Note No. -18 Equity Share Capital

(₹ in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Authorized Share Capital		
Equity Shares		
1,05,00,00,000 equity shares of ₹ 10 each	105,000	105,000
Issued, Subscribed and fully paid-up shares		
1,50,00,007 equity shares of ₹ 10 each in Cash	1,500	1,500
30,59,38,400 equity shares of ₹ 10 each in consideration other than cash	30,594	30,594
Total	32,094	32,094

Pursuant to the scheme of amalgamation, the authorised share capital of REL of ₹ 5000 Lakh has been added to authorised share capital of the company. Paid up share capital of REL of ₹ 1000 Lakh is extinguished (eliminated) with Investment of the company.

a. Reconciliation of the number of equity shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Allotted During The Period/Year	Closing Balance
As at 31st March 2023			
No of Equity Shares - In Cash	15,000,007	-	15,000,007
No of Shares - In consideration other than cash	305,938,400	-	305,938,400
Amount in Lakhs	32,094	-	32,094
AS at 31st March 2024			
No of Equity Shares - In Cash	15,000,007	-	15,000,007
No of Shares - In consideration other than cash	305,938,400	-	305,938,400
Amount in Lakhs	32,094	-	32,094

Structure of Shares as above remain unchanged during last five years and no bonus share are issued since incorporation of the Company.

b. Right, Preference and restriction attached to shares

The equity share are the only class of Share capital having par value of ₹ 10 per share. Every holder of equity share present at a meeting in person or by a proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

Equity share carry voting right proportionate to the paid up value per share. In the event of liquidation of the company, holders of the equity share are entitled to be repaid the amounts credited as paid up on those equity share. All surplus assets after settlement of liabilities as at the commencement of winding up shall be paid to the holders of equity share in proportion of their shareholding.

c. Number of share held by shareholders holding (as per the register of shareholders) more than 5% of aggregate shares in the Company

Particulars		As at 31st March 2024	As at 31st March 2023
Ministry of Railways (in the name of President of India)*	No. of Shares	233,785,038	233,785,038
	% Shareholding	72.84	72.84

d. Details of Shareholding of Promoters

Particulars		As at 31st March 2024	As at 31st March 2023	% change during the year
Ministry of Railways (in the name of President of India)*	No. of Shares	23,37,85,038	23,37,85,038	Nil
	% Shareholding	72.84	72.84	

e. Aggregate number of shares issued for consideration other than cash in last five years - NIL

* The President of India acting through the Ministry of Railways has disinvested 8,71,53,369 equity shares of the company of facevalue of ₹ 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 Ltd. ("NSE") w.e.f. 26.02.2021.

NOTE 19. OTHER EQUITY

(₹ in lakhs)

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Retained Earnings	Debt Instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (positive/negative nature)	Money received against share warrants	Total
			Capital Reserve	Securities Premium	General Reserve	Self Insurance Reserve									
(1) Current reporting period															
Opening balance as on 1st April 2023	-	-	60,000	547	-	72,247	-	-	-	-	-	-	-	-	132,794
Profit for the year					24,621										
Other comprehensive Income/ (Loss)					(206)										
Add: Total Comprehensive Income for the year ended 31st March 2024															24,415
Less: Final Dividend for FY 2022-23						(3,370)									(3,370)
Less: Interim Dividend for FY 2023-24						(3,209)									(3,209)
Less: Transfer to self insurance reserve						(139)									-
Less: Transfer to General Reserve						-									-
Balance as at 31st March 2024	-	-	60,000	686	-	89,944	-	-	-	-	-	-	-	-	150,630
(2) Previous reporting period															
Opening balance as on 1st April 2022	-	-	60,000	421	18,825	59,086	-	-	-	-	-	-	-	-	119,507
Profit for the year (incl. REL Profits for the period 01-Oct-22 to 31-Mar-23)					1,139										
REL Other Equity as on 01-Apr-2022 (*)					13										
REL Profit for the period 01-Apr-2022 to 30-Sep-2022					210										
Other comprehensive Income/ (Loss)															
Add: Total Comprehensive Income for the year ended 31st March 2023															20,187
Less: Final Dividend for FY 2021-22						(2,086)									(2,086)
Less: Interim Dividend for FY 2022-23						(4,814)									(4,814)
Less: Transfer to self insurance reserve						(126)									-
Less: Transfer to General Reserve						-									-
Balance as at 31st March 2023	-	-	60,000	547	-	72,247	-	-	-	-	-	-	-	-	132,794

* REL is RailTel Enterprises Limited which was wholly owned subsidiary of RailTel Corporation of India Limited and merged into the company w.e.f. appointed date i.e. 01-October-2022. Refer Note 43 (34) Pursuant to the scheme of amalgamation, the authorised share capital of REL of Rs. 5000 Lakh has been added to authorised share capital of the company. Paid up share capital of REL of Rs. 1000 Lakh is extinguished (eliminated) with investment of the company.

NON CURRENT LIABILITIES

Note 20. Leasing Liabilities

(₹ in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Leasing Liabilities	3,536	3,627
Total	3,536	3,627

Note 21. Other Non Current Financial Liabilities

(₹ in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Unsecured		
Security Deposit	328	1,227
Retention Money	2,463	4,005
Total	2,791	5,232

Note 22. Provisions

(₹ in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Provision for Post Retirement Medical Benefit	-	864
Provision for Gratuity & Leave Encashment	-	5
Total	-	869

Note 23. Deferred Tax Liabilities/(Assets) (Net)

(₹ in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Deferred Tax Liabilities		
Depreciation claimed as deduction under Income Tax Act but chargeable in the statement of profit and loss in future years	846	896
Others	-	3
Less:		
Deferred Tax Assets		
Provision for doubtful debts charged in the statement of profit and loss but to be allowed as deduction under the Income Tax Act in future years	2,548	1,933
Expenditure to be allowed on payment basis under Income Tax Law/Provisions	780	731
Others	2,048	1,355
Deferred Tax Liability/ (Assets) (Net)	(4,530)	(3,120)

Note 24. Other Non Current Liabilities

(₹ in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Deferred Revenue and Advance from Customers*	2,030	2,186
Deferred Revenue from Government Grant		
NE 1 & NE 2	1,205	1,289
Rural WiFi	321	467
Advances for VSS Project	2,966	4,112
Total	6,522	8,054

*Deferred Revenue include advance income against IRU lease for providing telecom services under licenses taken from DoT.

CURRENT LIABILITIES

Note 25. Trade Payables

(₹ in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Trade Payables		
Micro, Small & Medium Enterprises	19,045	14,902
Other than Micro, Small & Medium Enterprises		
Revenue Share Payable to Indian Railway	4,317	4,309
Towards purchase of Goods and Services	53,655	36,885
Amount Payables to DoT	35	774
Total	77,052	56,870

Note 26. Leasing Liabilities

(₹ in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Leasing Liabilities - Current	1,026	552
Total	1,026	552

Note 27. Other Current Financial liabilities

(₹ in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Security Deposits	5,700	4,429
Retention Money	41,627	32,300
EMD Payable	4,750	1,979
Bank Guarantee Deductions	2,549	1,533
Expense payable	-	403
Total	54,626	40,644

Note 28. Provisions

(₹ in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Provisions for Employee Benefits		
Provision for Post Retirement Medical Benefit Current	1,254	2
Provision for Pension	6	6
Provision for Gratuity & Leave Encashment	958	1,080
Provision for PRP	2,225	2,027
Provision for Income Tax	2,260	965
Provision- Others	105	105
Total	6,808	4,185

Note 29. Other Current Liabilities

(₹ in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Deferred Revenue and Advance from Customers*	51,181	25,136
Advance-ETCS Project	-	2,870
Advance for Railway Deposits	6,242	6,906
Advance-Others	162	460
Project Control Account (ETCS)	-	366
Deferred Revenue from Government Grant		
NE 1 & NE 2	129	151
Rural WiFi	157	164
Government Grant		
Subsidy of NE-1 & NE-2	1,041	1,063
Rural WiFi Subsidy	127	127
Payable to Others	10,834	12,715
Total	69,873	49,958

*Deferred Revenue include advance income against IRU lease for providing telecom services under licenses taken from DoT.

Note 30. Revenue from operations

(₹ in lakhs)

Particulars	For the Year Ended 1st March 2024	For the Year Ended As at 31st March 2023
Income from Telecom Services		
NLD Services	59,042	56,923
ISP Services	43,314	37,958
IP-1 Services	23,784	21,473
Other Operating Revenue	404	594
Income from Projects		
Railways Project Works	26,625	15,706
Other Projects	103,613	63,080
Total	256,782	195,734

Note 31. Other income

(₹ in lakhs)

Particulars	For the Year Ended 31st March 2024	For the Year Ended As at 31st March 2023
Interest Income		
Interest Income on deposits with Bank	3,793	2,829
Interest on Income Tax Refunds	258	26
Other Non Operating Income		
Miscellaneous Income	1,065	500
Income on Mutual Funds	361	66
Gain on Fair Valuation of Mutual Funds	29	7
Income from Rent	124	134
Total	5,630	3,562

Note 32. Finance Income

(₹ in lakhs)

Particulars	For the Year Ended 31st March 2024	For the Year Ended As at 31st March 2023
Reversal of Discounting impact of Liability for FY of 2021-22		(360)
Discounting Impact of Liability for FY 2022-23		528
Reversal of Discounting impact of Liability for FY of 2022-23	(528)	
Discounting Impact of Liability for FY 2023-24	333	
Total	(195)	168

Note 33. Access & Other Charges

(₹ in lakhs)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Operation & Maintenance of Fiber & Equipment	13,709	12,436
Share of Revenue with Konkan Railway	-	49
Hire Charges Radio Modem/Optic Fibers and Internet Access	10,432	9,478
Railwire Expenses	21,782	21,004
Power & Fuel Expenses on network	4,174	4,336
Revenue Share to Railways	4,317	4,193
Total	54,414	51,496

Note 34. License fee and Spectrum charges

(₹ in lakhs)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Licence Fee to DoT (Revenue Share)	8,213	7,726
Total	8,213	7,726

Note 35. Expenses on Project

(₹ in lakhs)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Expenses on Railway Projects	23,823	14,016
Expenses on Projects (Other Than Railway)	95,821	58,895
"Allocation of Employee Benefit Expenses (Refer Note No. 36)"	2,393	1,438
"Allocation of Administrative & Other Expenses (Refer Note No. 37)"	1,196	719
Total	123,233	75,068

Note 36. Employee Benefits Expenses

(₹ in lakhs)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Salaries & Wages	21,260	19,524
Contribution to Provident fund	921	786
Contribution to Pension	623	530
Staff welfare expenses	42	40
Less: Allocation of Expenses to Projects (Refer to Note No. 35)	2,393	1,438
Total	20,453	19,442

Note 37. Administrative & Other Expenses

(₹ in lakhs)

Particulars	For the Year Ended 31st March 2024	For the Year Ended As at 31st March 2023
Auditor Remuneration		
As Auditor	33	33
As Tax Auditor	6	6
Books & Periodicals	3	2
Communication Expenses	114	114
Conveyance Expenses	48	45
Bank Charges & Commission	55	92
Legal & Professional Expenses	641	470
Insurance	19	16

Particulars	For the Year Ended 31st March 2024	For the Year Ended As at 31st March 2023
Rates & Taxes	289	163
Rent	783	703
Repair & Maintenance - Others	466	593
Tender Expenses	106	70
Training & Recruitment Expenses	86	18
Travelling Expenses	571	459
Printing & Stationary Expenses	81	75
Vehicle Hire charges	555	492
Business promotion Expenses	260	152
Other Miscellaneous Expenses	668	670
Loss on sale of Fixed Assets	7	14
Loss on foreign Exchange transactions	3	7
Manpower Support	-	31
Less:- Allocation of Expenses to Project (Refer to Note No. 35)	1,196	719
Total	3,598	3,506

Note 38. Depreciation, Amortisation and Impairment

(₹ in lakhs)

Particulars	For the Year Ended 31st March 2024	For the Year Ended As at 31st March 2023
Depreciation on tangible Assets	13,012	12,715
"Charge over Right of Use (Refer Note No.4)"	1,474	1,347
Amortization on Intangible Assets	212	504
"Impairment on CWIP Assets (NE Project)(Refer Item No. 22 of Note No. 43)"	1,072	863
Total	15,770	15,429

Note 39. Finance Expenses

(₹ in lakhs)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Reversal of Discounting impact of Assets for FY 2021-22		(154)
Discounting Impact of Assets for FY 2022-23		214
Reversal of Discounting impact of Assets for FY 2022-23	(214)	
Discounting Impact of Assets for FY 2023-24	516	
Finance charge - Interest Cost Unwinding of Lease Liabilities	269	233
Finance charge on Instalment of Noida land	-	3
Reversal of Discounting Impact of Liability for FY 2022-23	-	83
Finance Charges	-	121
Total	571	500

Note 40. Tax Expenses

(₹ in lakhs)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Current Tax (Income Tax)	9,671	7,146
Tax impact of earlier Years	(74)	45
Deferred Tax	(1,409)	(626)
Total	8,188	6,565

Note 41. Other comprehensive income (OCI)

(₹ in lakhs)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Items that will not be reclassified to Profit & Loss		
Remeasurement gain/(losses) on defined benefit plans	(275)	281
Income tax relating to item that will not be reclassified to Profit & Loss	69	(71)
Items that will be reclassified to Profit & Loss		
Other comprehensive income/(Loss)	(206)	210

Note 42. Exceptional Items

(₹ in lakhs)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Provision for Expected Credit Loss*	2,672	206
Total	2,672	206

* During the year, the company has rationalised the estimate of expected credit loss as per Ind AS-109, which has resulted into reduction of Expected credit loss provision by ₹ 1,505 Lakhs in FY 2023-24.

NOTE NO. 43: OTHER EXPLANATORY NOTES AND DISCLOSURES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

1. These Financial Statements are presented in Indian Rupees (INR) which is the Company's functional currency.
2. Figures have been rounded off to nearest Rupees in lakhs. Previous year figures have, wherever necessary, been rearranged/regrouped to conform the presentation of the Current year.
3. License fee to DoT and Railways Revenue Share computed at prescribed rate of 8% and 7% respectively.
4. Employees benefit expenses and administrative expenses are apportioned to project works based on 2% and 1% respectively of expenses incurred on projects.
5. The Current Assets/ Liabilities have been determined if they are receivable / payable within 1 year from the date of Balance Sheet. Rest has been treated as Non-Current.

6. Self-Insurance Reserve has been provided @ 0.12% p.a. on the Gross Block of Property, Plant & Equipment's installed at PoP's and customer premises to meet future losses which may arise from un-insured risks.

7. Disclosure relating to dues to Micro, Small and Medium Enterprise : (₹ in lakhs)

S. No.	Particulars	March'24	March'23
i	Amount remaining unpaid to any supplier:		
	a) Principal Amount	19,045	14,902
	b) Interest due thereon	-	-
ii	Amount of interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount paid to the supplier beyond the appointed day;	-	-
iii	Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
iv	Amount of interest accrued and remaining unpaid.	-	-
v	Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

8 Value of imports calculated on CIF basis (₹ in lakhs)

Particulars	March'24	March'23
Raw materials	-	-
Consumables and Spare parts	-	-
Capital goods	562	612
Total	562	612

9 Expenditure in foreign currency (accrual basis) (₹ in lakhs)

Particulars	March'24	March'23
Travelling & conveyance	8	-
Repair & Maintenance	-	-
Service charges	-	-

10. Corporate Social Responsibility Expenditure

(₹ in lakhs)

Particulars	March'24	March'23
Current year Budget	484	437
Amount required to be spent by the company out of Previous years budget	255	264
Total amount to be spent by the company	739	701
Amount of expenditure incurred	484	701
Total shortfall at the end of the year	288	255
Previous year shortfall	49	45
Reason for shortfall	Amount pertains to ongoing project which will be completed as per project schedule.	Amount pertains to ongoing project which will be as per project schedule.
Nature of CSR activities	As per DPE theme/ guidelines on CSR of FY 23-24	As pe DPE theme/ guidelines on CSR of FY 22-23
Details of related party transactions	N.A	N.A
A provision is made with respect to a liability incurred by entering into a contractual obligation.	288	255
Unspent amount out of current year budget, have been deposited in CSR account with Bank as per guidelines	239	210

Para-wise disclosure of Applicable Indian Accounting Standards are as below:

11. Financial Instruments

FINANCIAL ASSETS

Trade receivables

As per Ind AS 109, Company is following simplified approach of expected credit loss model for recognizing the allowance for doubtful debts.

Security Deposits

There are some deposits which are being kept with government authorities e.g., commercial taxes department, Railways, Electricity etc. which are considered as financial asset. A period of 10 years has been assumed for discounting these items.

Investments

Company makes investment in liquid mutual funds which are fair valued based on the unit price prevailing as at the period end and consequent gain/loss is taken to the profit and loss A/c.

FINANCIAL LIABILITIES

Security Deposits, Retention Money and Earnest Money Deposit are classified as Financial Liabilities.

12 IND AS 2: Inventories

- The total carrying amounts of inventories as at 31.03.2024 is ₹ 301 Lakhs (March'23 – ₹ 92 Lakhs) as shown in Note No. 9 of Balance Sheet.
- There is no reversal or any write-down that is recognized as a reduction in the amounts of inventories recognized as expense in the year and presented in cost of sales.
- Nothing out of carrying amounts of inventories has been pledged as security for liabilities.

13 Disclosures in respect of IND AS 8: Accounting Policies, Changes In Accounting Estimates And Errors

Any item of prior period error which exceeds 1% of revenue from operations is considered for materiality test which is in accordance with Schedule III of the Companies Act 2013. Accordingly, in compliance with Ind AS-8, there is no need to re-state financial statements of prior period, since prior period errors are not material in nature.

14 Disclosures as required by IND AS 12 – Income Taxes

(Amount in Lakhs)

Particulars	Provided during the year ended 31 st March'24	As at 31 st March' 24	Provided during the year ended 31 st March'23	As at 31 st March' 2023
Deferred Tax Liability				
Related to Depreciation on Fixed Assets	(50)	846	(415)	896
Others	(3)	-	(7)	3
Total Deferred Tax Liabilities	(53)	846	(422)	899
Deferred Tax Assets				
Provision on debtors	614	2,548	51	1,933
43B Disallowances etc.	49	780	(101)	731
Others	693	2,048	254	1,355
Total Deferred Tax Assets	1,356	5,376	204	4,019
Deferred Tax Liability / (Asset) (Net)	(1,409)	(4,530)	(626)	(3,120)

Reconciliation between the average effective tax rate and the applicable tax rate –

Effective tax rate is generally influenced by various factors, including differential tax rates, non-deductible expenses, provisions, and other tax deductions. The change in effective tax rate from Mar'23 to Mar'24 is mainly due to change in tax rates as tabulated here under:

(₹ in lakhs)

Particulars	March'24		March'23	
	(In %)	(In ₹ Lakhs)	(In %)	(In ₹ Lakhs)
Profit Before Tax		32,809		25,390
Applicable Tax Rate	25.17%	8,257	25.17%	6,390
1. Tax effect of income that are not taxable in determining taxable profit	-0.34%	(112)	-0.38%	(96)
2. Tax effect of expenses that are not deductible in determining taxable profit	5.86%	1,922	5.26%	1,335
3. Tax effect on previous years disallowances	-1.49%	(488)	-1.62%	(412)
4. Tax effect of additional deductions	0.07%	22	0.00%	-
5. Tax expenses/income related to prior period	0.00%	-	0.00%	-
6. difference in tax due to reclassification of income and expensesw	0.00%	-	0.00%	-
Average Effective Tax	29.26%	9,602	28.43%	7,217

15 Disclosures as required by Ind AS 16 – Property, Plant & Equipment & Ind AS 38 – Intangible Assets

- i The depreciation / amortization has been charged at the straight-line method.
- ii Company assessed the impairment of Assets and is of the opinion that since the Company is going concern and there is no indication exist for the impairment of the PPE except in case of NE project for which disclosure is given under Ind AS-36.
- iii The useful life of all the PPE / Intangible Assets have been defined in the accounting policies.
- iv A reconciliation of the carrying amount at the beginning and end of the period is as per Note No. 2 of Balance Sheet.
- v No assets have been classified as held for sale in accordance with Ind AS 105.
- vi Company has not revalued its property, plant & Equipment (including right of use assets).There is no increase or decrease on account of impairment loss recognized or reversed in other comprehensive income in accordance with Ind AS 36.
- vii No Capital expenses was incurred on Assets not owned by the Company during the period ended 31.03.2024.
- viii There is no obsolete asset which has been so far held under CWIP/Fixed Asset.
- ix Depreciation / amortization on all the PPE / Intangible assets have been disclosed separately.
- x There is no restriction on title of PPE / Intangible Assets, and nothing has been pledged as security and liability
- xi The amount of contractual commitment for acquisition of PPE is ₹ 29648 lakhs (March'23 – ₹ 14522 Lakhs)
- xii There is no amount to be received on account of compensation from third party for items of PPE / Intangible assets that were impaired, lost or given to Company that is to be recognized in the statement of profit & Loss account.
- xiii Entire depreciation / amortization has been recognized in the statement of Profit & Loss account; nothing has been charged to cost of other assets. Accumulated depreciation at the end of the year has been shown separately.
- xiv There are no temporarily idle PPE / intangible assets.
- xv Assets of Gross Carrying Value of ₹ 68444 (FY23- 53890) Lakhs have been fully depreciated, but still are in use

- xvi During the reporting year Assets having Net Book Value of ₹ 12 Lakh (Gross Book Value 84 Lakhs) has been retired with sale proceeds of ₹ 5 Lakh and loss of ₹ 7 lakh has been booked.
- xvii In the following asset category, depreciation is charged at different rates as compare to the rates prescribed in part C of Schedule II of the Companies Act'2013 on the basis of useful life determined by technical committee :

S. No	Assets Category	Useful life as specified in Part C of schedule II	Useful life as per company's policy
1	Prefabricated Building	RCC 60 years and others 30 years	15 Years
2	Temporary Structure	3 Years	Fully Depreciated
3	Telecom Equipment's	13 Years	8 Years
4	Last Mile/Access Equipment's	13 Years	8 Years
5	Data Centre	13 Years	8 Years
6	Leasehold Improvements	Over the lease Period	Over the lease Period or 10 years when there is no lease agreement

16. In terms of contractual Clause of agreement, if the customer terminates the services of the link during minimum subscription period, RailTel shall refund or adjust (against the future orders) the already paid IRU charges after deducting the termination penalty.

17. Disclosure Requirement as per IND AS 19 – Employee Benefits

Employee Benefits – Defined Contribution Plan

National Pension Scheme:

RailTel pays an amount equal to 10% of Basic pay+ DA of the eligible employees in National pension scheme. Amount for FY 2023-24 is ₹ 623 Lakhs.

Provident Fund:

All employees of the Company (excluding those on depositions) are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and employer make monthly contribution to the plan at a pre-determined rate (presently 12%) of the employees' salary consisting of Basic pay and Dearness allowance. These contributions are made to the fund administered and managed by Provident Fund Commissioner. The contributions of PF of the employee on deputation are made to the funds of their parent department. Amount for FY 2023-24 is ₹ 921 Lakhs.

Employee Benefits – Defined Benefit Plan

Gratuity

The Company has scheme of gratuity plan for its employees from LIC. Every employee who has completed at least five years of service are entitled for gratuity at the time of relinquishment of employment for 15 days of last drawn salary for each completed year of service. The scheme is funded through LIC in the form of qualifying insurance policy for its employees except outsourced Manpower.

Leave Encashment

The Company has scheme of Leave Encashment payable to eligible employees who have accumulated earned leave subject to maximum ceiling of 300 earned leave including half pay leave. Leave salary is provided for based on actuarial valuations, as at the Balance Sheet date. The scheme is funded through LIC.

Post-Retirement Medical:

The Company has Post-Retirement Medical Scheme (PRMS) to provide assistance for meeting a part of medical expenses incurred by retired members only after their retirement for dependent family members and self and dependent family members of the ex-employee in case of death of the employee. Post-Retirement Medical is provided for based on actuarial valuations, as at the Balance Sheet date. The following tables summaries the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the Balance Sheet for the above defined benefit plan.

Table I: Assumptions

(₹ in Lakhs)

Gratuity	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
Discount Rate	7.23% per annum	7.23% per annum	7.45% per annum	7.45% per annum
Rate of increase in Compensation levels	6.00% per annum	6.00% per annum	6.00% per annum	6.00% per annum
Rate of Return on Plan Assets	7.45% per annum	7.45% per annum	7.24% per annum	7.24% per annum
Average future service	25.63 Years	19.98 Years	26.21 Years	20.33 Years

Table II: Service Cost

(₹ in Lakhs)

All Figures in INR	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
Current Service Cost	356	257	295	240
Past Service Cost (including curtailment Gains/Losses)	-	-	763	-
Gains or losses on Non Routine settlements	-	-	-	-
Total	356	257	1,058	240

Table III: Net Interest Cost

(₹ in Lakhs)

All Figures in INR	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
Interest Cost on Defined Benefit Obligation	249	235	172	210
Interest Income on Plan Assets	185	219	175	177
Net Interest Cost (Income)	65	16	(3)	33

Table IV: Change in Present Value of Obligations

(₹ in Lakhs)

All Figures in INR	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
Opening of defined benefit obligations	3,347	3,149	2,380	2,899
Service cost	356	257	1,058	240
Interest Cost	249	235	172	210
Benefit Paid	(62)	(71)	(104)	(124)
Actuarial (Gain)/Loss on total liabilities:	(94)	(129)	(154)	(68)
- due to change in financial assumptions	89	60	(77)	(53)
- due to change in demographic assumptions	-	-	-	-
- due to experience variance	(183)	(189)	(77)	(15)
Closing of defined benefit obligation	3,797	3,440	3,353	3,157

Table V: Change in Fair Value of Plan Assets

(₹ in Lakhs)

All Figures in INR	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
Opening fair value of plan assets	2,477	2,939	2,418	2,438
Actual Return on Plan Assets	80	129	162	185
Employer Contribution	487	300	1	440
Benefit Paid	(62)	(71)	(104)	(124)
Closing fair value of plan assets	2,983	3,296	2,477	2,939

Table VI: Actuarial (Gain)/Loss on Plan Asset

(₹ in Lakhs)

All Figures in INR	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
Expected Interest Income	185	219	175	177
Actual Income on Plan Asset	80	129	162	185
Actuarial gain /(loss) on Assets	(104)	(90)	(13)	(8)

Table VII: Other Comprehensive Income/(Loss)

(₹ in Lakhs)

All Figures in INR	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
Opening amount recognized in OCI outside P&L account	-	N/A	-	N/A
Actuarial gain / (loss) on liabilities	94	N/A	154	N/A
Actuarial gain / (loss) on assets	(104)	N/A	(13)	N/A
Closing amount recognized in OCI outside P&L account	(10)	N/A	140	N/A

Table VIII: The amount to be recognized in Balance Sheet Statement

(₹ in Lakhs)

All Figures in INR	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
Present Value of Obligations	3,797	3,440	3,353	3,157
Fair value of plan assets	2,983	3,296	2,477	2,939
Net Obligations	814	143	876	218
Amount not recognized due to asset limit	-	-	-	-
Net defined benefit liability / (assets) recognized in balance sheet	814	143	876	218

Table IX: Expense Recognized in Statement of Profit and Loss

(₹ in Lakhs)

All Figures in INR	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
Service cost	356	257	1058	240
Net Interest Cost	(65)	16	3	33
Net actuarial (gain)/ loss		(39)		(76)
Expenses Recognized in the statement of Profit & Loss	421	234	1,055	198

Table X: Major categories of plan assets (as percentage of total plan assets)

All Figures in INR	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
Fund Managed by Insurer	100%	100%	100%	100%
Total	100%	100%	100%	100%

Table XI: Change in Net Defined Obligations

(₹ in Lakhs)

All Figures in INR	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
Opening of Net defined benefit liability	870	210	(38)	461
Service cost	356	257	1,058	240
Net Interest Cost	65	16	(3)	33
Re-measurements	10	(39)	(140)	(76)
Contribution paid to fund	(487)	(300)	(1)	(440)
Closing of Net defined benefit liability	814	143	876	218

Table XII: Reconciliation of Expense in Profit and Loss Statement

(₹ in Lakhs)

All Figures in INR	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
Present Value of Obligation as at the end of the year	3,797	3,440	3,353	3,157
Present Value of Obligation as at the beginning of the year	(3,347)	(3,149)	(2,380)	(2,899)
Benefit Paid	62	71	104	124
Actual Return on Assets	(80)	(129)	(162)	(185)
OCI	(10)	N/A	140	N/A
Expenses Recognized in the Statement of Profit and Loss	421	234	1,055	198

Table XIII: Reconciliation of Liability in Balance Sheet

(₹ in Lakhs)

All Figures in INR	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
Opening net defined benefit liability / (asset)	870	210	(38)	457
Expense charged to profit and loss account	421	234	1,055	198
Amount recognized outside profit & loss account	-	-	-	-
Employer Contributions	487	(300)	1	(440)
OCI	(10)	N/A	136	N/A
Closing net defined benefit	814	143	872	213

Leave Encashment Note:

The following material developments in the inter-investigation period have led to a significant variation in the liability.

- i) There has been an increase in the number of employees.
- ii) The average salary over the period has increased.
- iii) The leaves valued over the period has increased."

Table XIV: Sensitivity Analysis

Following Table Shows the sensitivity results on liability due to changing assumptions :

(₹ in Lakhs)

Item	Period	Gratuity			Leave Encashment		
		Amt.	Impact (Absolute)	Impact %	Amt.	Impact	Impact
Base Liability	March'24	3,797			3,440		
	March'23	3,353			3,157		
Increase Discount Rate by 0.50%	March'24	3,599	(198)	-5.22%	3,306	(133)	-3.88%
	March'23	3,181	(172)	-5.14%	3,038	(120)	-3.79%
Decrease Discount Rate by 0.50%	March'24	4,013	216	5.69%	3,583	143	4.17%
	March'23	3,541	188	5.61%	3,286	128	4.07%
Increase Salary Inflation by 1.00%	March'24	4,061	264	6.95%	3,731	292	8.48%
	March'23	3,597	244	7.27%	3,419	262	8.29%
Decrease Salary Inflation by 1.00%	March'24	3,533	(264)	-6.96%	3,182	(258)	-7.49%
	March'23	3,104	(249)	-7.44%	2,926	(231)	-7.32%
Increase Withdrawal Rate by 1.00%	March'24	3,897	100	2.63%	3,352	(87)	-2.54%
	March'23	3,442	89	2.66%	3,078	(79)	-2.51%
Decrease Withdrawal Rate by 1.00%	March'24	3,682	(115)	-3.04%	3,541	101	2.94%
	March'23	3,250	(103)	-3.07%	3,249	92	2.91%

Table XV: Maturity Profile of Defined Benefit Obligation (Valued on discounted basis)

(₹ in Lakhs)

All Figures in INR	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
Year 1	263	356	229	279
Year 2	133	327	123	292
Year 3	215	316	217	278
Year 4	216	269	185	235
Year 5	191	257	185	218
After 5th Year	2,778	1,914	2,415	166
Total	3,797	3,440	3,353	1,470

Post-Retirement Medical Scheme

Table I: Change in Present Value of Obligations

(₹ in Lakhs)

All Figures in INR	March 31, 2024	March 31, 2023
Defined Benefit Obligation at beginning of year	866	901
Current Service Cost	60	41
Past Service Cost	-	-
(Gain) / Loss on settlements	-	-
Interest Expense	65	65
Benefit Payments from Plan Assets	-	-
Benefit Payments from Employer	(1)	(0)
Settlement Payments from Plan Assets	-	-
Settlement Payments from Employer	-	-
Other (Employee Contribution, Taxes, Expenses)	-	-
Increase / (Decrease) due to effect of any business combination / divestiture / transfer)	-	-
Increase / (Decrease) due to Plan combination	-	-
Remeasurements - Due to Demographic Assumptions	-	-
Remeasurements - Due to Financial Assumptions	64	(48)
Remeasurements - Due to Experience Adjustments	200	(92)
Defined Benefit Obligation at end of year	1,254	866
Discount Rate (%)	7.23%	7.45%
Medical Inflation Rate (%)	5.00%	5.00%

Table II: Change in Fair Value of Plan Assets

(₹ in Lakhs)

All Figures in INR	March 31, 2024	March 31, 2023
Fair Value of Plan Assets at beginning of year	-	-
Interest Income	-	-
Employer Contributions	-	-
Employer Direct Benefit Payments	1	0
Employer Direct Settlement Payments	-	-
Benefit Payments from Plan Assets	-	-
Benefit Payments from Employer	(1)	(0)
Settlement Payments from Plan Assets	-	-
Settlement Payments from Employer	-	-
Other (Employee Contribution, Taxes, Expenses)	-	-
Increase / (Decrease) due to effect of any business combination / divestiture / transfer)	-	-
Increase / (Decrease) due to Plan combination	-	-
Remeasurements - Return on Assets (Excluding Interest Income)	-	-
Fair Value of Plan Assets at end of year	-	-

Table III: Changes in Reimbursement Rights

(₹ in Lakhs)

All Figures in INR	March 31, 2024	March 31, 2023
Reimbursement Rights at beginning of year	-	-
Reimbursement Service Cost	-	-
Gain/ (loss) on Settlements	-	-
Interest Income	-	-
Employer Contributions to Reimbursement Rights	-	-
Reimbursements to Employer	-	-
Increase / (Decrease) due to effect of any business combination / divesture / transfer)	-	-
Increase / (Decrease) due to Plan combination	-	-
Benefits paid by the Company in Prior Year and settled by Fund Manager in current year	-	-
Net Transfer In / (Out) (Including the effect of any business combination / divesture)	-	-
Remeasurements - Return on Reimbursement Rights (Excluding Interest Income)	-	-
Reimbursement Rights at end of	-	-

Table IV: Changes in Asset Ceiling / Onerous Liability

(₹ in Lakhs)

All Figures in INR	March 31, 2024	March 31, 2023
Asset Ceiling / Onerous Liability at beginning of year	-	-
Interest Income	-	-
Gain / (Loss) on Settlements	-	-
Remeasurement - Due to Asset Ceiling / Onerous Liability (Excluding Interest Income)	-	-
Asset Ceiling / Onerous Liability at end of year	-	-

Table V: Components of Defined Benefit Cost

(₹ in Lakhs)

All Figures in INR	March 31, 2024	March 31, 2023
Current Service Cost	60	41
Past Service Cost	-	-
(Gain) / Loss on Settlements	-	-
Reimbursement Service Cost	-	-
Total Service Cost	60	41
Interest Expense on DBO	65	65
Interest (Income) on Plan Assets	-	-
Interest (Income) on Reimbursement Rights	-	-

All Figures in INR	March 31, 2024	March 31, 2023
Interest Expense on (Asset Ceiling) / Onerous Liability	-	-
Total Net Interest Cost	65	65
Reimbursement of Other Long-Term Benefits	-	-
Defined Benefit Cost included in P & L	124	106
Remeasurements - Due to Demographic Assumptions	-	-
Remeasurements - Due to Financial Assumptions	64	(48)
Remeasurements - Due to Experience Adjustments	200	(92)
(Return) on Plan Assets (Excluding Interest Income)	-	-
(Return) on Reimbursement Rights	-	-
Changes in Asset Ceiling / Onerous Liability	-	-
Total Remeasurements in OCI	265	(141)
Total Defined Benefit Cost recognized in P&L and OCI	389	(34)
Discount Rate (%)	7.23%	7.45%
Medical Inflation Rate (%)	5%	5%

Table VI: Amounts recognized in the Statement of Financial Position

(₹ in Lakhs)

All Figures in INR	March 31, 2024	March 31, 2023
Defined Benefit Obligation	1,254	866
Fair Value of Plan Assets	-	-
Funded Status	1,254	866
Effect of Asset Ceiling / Onerous Liability	-	-
Net Defined Benefit Liability / (Asset)	1,254	866

Table VII: Net Defined Benefit Liability / (Asset) reconciliation

(₹ in Lakhs)

All Figures in INR	March 31, 2024	March 31, 2023
Net Defined Benefit Liability / (Asset) at beginning of year	866	901
Defined Benefit Cost included in P & L	124	106
Total Remeasurements included in OCI	265	(141)
Net Transfer In / (Out) (Including the effect of any business combination / divesture)	-	-
Amount recognized due to Plan Combinations	-	-
Employer Contributions	-	-
Employer Direct Benefit Payments	(1)	(0)
Employer Direct Settlement Payments	-	-
Credit to Reimbursements	-	-
Net Defined Benefit Liability / (Asset) at end of year	1,254	866



Table VIII: Sensitivity Analysis

Discount Rate and Medical Inflation Rate are significant actuarial assumptions. The change in the Present Value of Defined Benefit Obligation for a change of 100 Basis Points from the assumed assumption is given below:

(₹ in Lakhs)

Particulars		Period	Base	+ 100 Basis Points	-100 Basis Points
Discount Rate	Assumptions (%)	March'24	7.23%	8.23%	6.23%
		March'23	7.45%	8.45%	6.45%
	PV of DBO (In lakhs)	March'24	1,254	950	1,540
		March'23	866	645	1,081
	Variation (%)	March'24	0.00%	-24.24%	22.77%
		March'23	0.00%	-25.58%	24.83%
Medical Inflation Rate	Assumptions (%)	March'24	5.00%	6.00%	4.00%
		March'23	5.00%	6.00%	4.00%
	PV of DBO (In lakhs)	March'24	1,254	1,639	998
		March'23	866	1,144	670
	Variation (%)	March'24	0%	30.68%	-20.42%
		March'23	0%	32.11%	-22.61%

Table IX: Maturity Profile of Defined Benefit Obligation

(₹ in Lakhs)

All Figures in INR	March 31, 2024	March 31, 2023
Year 1	27	18
Year 2	-	-
Year 3	-	-
Year 4	3	3
Year 5	-	5
After 5th Year	1,189	834

Movement of provisions for employee benefits during the year is as under:

Particulars	Provisions for Pension	Provision for Post-Retirement Medical	Provision for Gratuity & Leave Enhancement	Total
Carrying Amount at the beginning of the year as on 01.04.2023	6	866	1,086	1,958
Additional provision made in the year	-	124	655	779
Amount utilized/adjusted during the year	(0)	264	(783)	(520)
Unused amount reversed during the year	-	-	-	-
Carrying amount at the end of the year as on 31.03.2024	6	1254	958	2218

Particulars	Provisions for Pension	Provision for Post-Retirement Medical	Provision for Gratuity & Leave Enhancement	Total
Carrying Amount at the beginning of the year as on 01.04.2022	41	901	419	1,361
Additional provision made in the year	-	106	1,248	1,354
Amount utilized/adjusted during the year	(35)	(141)	(581)	(757)
Unused amount reversed during the year	-	-	-	-
Carrying amount at the end of the year as on 31.03.2023	6	866	1,086	1,958

Due to accounting effect of merger with REL, Opening and closing balance of defined benefit obligation/defined benefit liability, amount recognized in OCI outside P&L statement does not match

18. Disclosure in respect of Indian Accounting Standard (Ind AS) 20 "Accounting for Government Grants and disclosure of Government Assistance":

The break-up of total grant in aid/subsidy received up to 31.03.2024 for various purposes is as under: -

(₹ in Lakh)

Grant/Subsidy Received For	Up to 31.03.2024	Up to 31.03.2023
North East Project	3,146	3,146
Rural Wi-Fi	1,466	1,437
Total	4,612	4,583

Grant/Subsidy on NE Project:

- The Company had undertaken projects of NE-1 and NE-2 with a total capital outlay of ₹ 45125 Lakhs for which anticipated subsidy of Universal Service Obligation Fund of Department of Telecommunication, Government of India was pegged at ₹ 38800 Lakhs and net cash outflow of ₹ 6325 Lakhs. Against this, the Company has incurred total capital expenditure of ₹ 29371 Lakhs (Net of Recovery) out of which material of an amount of ₹ 2718 lakhs have been transferred to other projects/regions. Company has received subsidy of ₹ 3146 Lakhs with a net cash outflow of ₹ 23507 Lakhs up to 31.03.2024. In the opinion of the management, the Company has complied with all the conditions set out for the subsidy and accordingly, there is no liability to refund the subsidy already received."
- During the period ended 31.03.24, depreciation of ₹ 497 Lakhs (March'23 – ₹ 767 lakhs) have been charged to Statement of Profit and Loss due to capitalization and accordingly impact of amortization of subsidy is recognized in Statement of Profit and Loss for ₹ 129 Lakhs (March'23 – ₹ 151 lakhs) in proportion to depreciation which is shown under the head other operating revenue."

Grant/Subsidy on Rural Wi-Fi:

The Company had received Rural Wi-Fi Subsidy amounting to ₹ 1466 lakhs up to 31.03.2024 from Department of Telecommunication (DoT-USOF) for installation of Wi-Fi in rural areas. An amount of ₹ 1513 lakhs have been capitalized up to 31.03.2024 on account of partial commissioning of wi-fi services at the stations. The Company has amortized an amount of ₹ 182 lakhs out of the subsidy received in proportion to the depreciation on assets capitalized and same has been recognized under the head other operating revenue.

19. Disclosures as required by IND AS- 21: Effects of change in foreign exchange rates

Exchange Difference

(₹ in Lakhs)

S. No	Particulars	March'24	March'23
1	The amount of exchange differences recognised in profit or (loss).	(3)	(7)
2	Net exchange differences recognised in other comprehensive income and accumulated in a separate component of equity.	-	-
3	Reconciliation of the amount of such exchange differences at the beginning and end of the year.	-	-

20. IND-AS – 24: Related party disclosures

- i) Government Related entities : The Company is a Central Public Sector Enterprise (CPSE) under the Ministry of Railways. The Company is controlled by Government of India (GOI), by holding 72.84 % of equity shares in the name of President of India as at 31st March, 2024. Pursuant to Para 25 and 26 of Ind AS 24, entities over which the same government has control or joint control of, or significant influence, then the reporting entity and other entities shall be regarded as related parties. Transactions with these parties are carried out at market terms at arm length basis. The company has applied the exemption available for government related entities and have made limited disclosures in the financial statements.

(ii) Enterprises under common control are as follows: -

S. No.	Enterprise	S. No.	Enterprise
1	Centre For Railway Information Systems	14	IRCON International Limited
2	Braithwaite & Co. Ltd	15	Kolkata Metro Rail Corporation Ltd
3	Central Railside Warehouse Company Limited	16	Konkan Railway Corporation of India Limited
4	Chhattisgarh East Railway Limited	17	Maharashtra Rail Infrastructure Development Corporation Lt
5	CLW/Chittaranjan	18	Modern Coach Factory (MCF)
6	Container Corporation of India Ltd	19	Mumbai Railway Vikas Corporation
7	Dedicated freight corridor Corporation of India Limited	20	National High-Speed Rail Corporation
8	Haryana Rail Infrastructure Development Corporation Limited	21	Pipavav Railway Corporation Limited
9	Indian Railways	22	Rail Land Development Authority
10	Indian Railway Catering and Tourism Corporation Limited	23	Rail Vikas Nigam Limited
11	Indian Railway Finance Corporation	24	Railway Recruitment Board
12	Indian Railway Institute of Transport Management (IRITM)	25	RITES Limited
13	Indian Railway Station Development Corporation Ltd		

iii) Key Management Personnel:

S. No.	Name	Designation	Date of appointment	Date of Cessation (If any)
1	Sh. Puneet Chawla	CMD	14/12/2018	11/05/2022
2	Smt. Aruna Singh	CMD	11/05/2022	23/09/2022
3	Sh. Sanjai Kumar	CMD	DNPM - 23/05/2018 CMD - 23/09/2022	Ceased as DNPM from 23/09/2022
4	Sh. Rakesh Ranjan	Director/NPM	06/10/2022	04/07/2023
5	Sh. Anand Kumar Singh	Director/ Finance and CFO	DF - 04/09/2019 CFO - 26/09/2019	01/10/2022 01/10/2022
6	Sh. Rabindranath Mishra	Director/ Finance	07/10/2022	27/10/2022
7	Sh. V. Rama Manohara Rao	Director/ Finance and CFO	DF - 27-10-2022 CFO - 10-11-2022	-
8	Sh. Manoj Tandon	Director/POM	20/03/2023	-
9	Sh. J S Marwah	Company Secretary	05/02/2015	-
10	Sh. Yashpal Singh Tomar	Director/NPM	04/07/2023	-

(iv) Disclosures of transactions of the Company with Key Management Personnel for FY 2023-24:

(₹ in Lakhs)

Particulars	Name	Sh. Puneet Chawla	Sh. Sanjai Kumar	Sh. Anand Kumar Singh	V Rama Manohara Rao	Sh. Manoj Tandon	Sh. J S Marwah	Sh. Yashpal Singh Tomar
Salaries and Allowances	March'24	0	73	0	39	55	31	39
	March'23	26	63	73	16	1	28	-
Provident Fund Contribution	March'24	0	5	0	4	4	2	4
	March'23	0	5	2	2	0	2	-
Pension Contribution	March'24	0	4	0	3	3	2	3
	March'23	0	4	2	1	0	2	-
Value of Perquisites	March'24	0	12	0	9	4	1	4
	March'23	0	13	6	2	0	1	0
Leave Encashment (Part of FSC)	March'24	0	0	0	0	0	0	0
	March'23	1	0	0	0	0	0	0

The actuarial liability for the key managerial personnel is as follows:

Employee Name	Gratuity as at 31st March, 2024	Leave Encashment as at 31st March, 2024	Gratuity as at 31st March, 2023	Leave Encashment as at 31st March, 2023
Sh. Sanjai Kumar	15	33	14	30
Sh. Manoj Tandon	11	21	8	16
Sh. V Rama Manohara Rao	1	5	-	1
Sh. Yashpal Singh Tomar	2	3	-	-
Sh. J S Marwah	7	13	6	12

Transaction with Railway PSUs & Railway Units

Transactions with Railway PSUs & Railways Units are in relation to telecommunication services & other projects

(₹ in Lakhs)

Particulars	Period	Revenue	Expense	Receivable	Payable	Advance received (Liability)
Centre For Railway Information Systems	Mar'24	7,855	-	8,238	-	-
	Mar'23	478	-	237	-	-
Container Corporation of India Limited	Mar'24	29	-	197	-	-
	Mar'23	38	-	178	-	-
Dedicated freight Corridor Corporation of India Limited	Mar'24	1,238	-	336	-	371
	Mar'23	808	-	360	-	549
Indian Railway Catering and Tourism Corporation Limited	Mar'24	1,080	10	305	1	7
	Mar'23	826	22	278	2	7
IRCON International Limited	Mar'24	10,584	-	222	-	14
	Mar'23	6,298	-	1,073	-	4
Konkan Railway Corporation of India Limited	Mar'24	4,481	310	416	92	-
	Mar'23	2,667	140	81	81	2
Rail Land Development Authority	Mar'24	17	-	4	-	4
	Mar'23	16	-	16	-	-
Rail Vikas Nigam Limited	Mar'24	701	-	1,413	-	385
	Mar'23	491	-	415	-	238
RITES Limited	Mar'24	82	-	78	-	-
	Mar'23	62	-	33	-	-
Indian Railways	Mar'24	43,310	5,292	31,494	4,999	11,918
	Mar'23	25,980	5,466	26,033	5,157	14,275
National High-Speed Rail Corporation	Mar'24	671	-	135	-	139
	Mar'23	756	-	147	-	341
Mumbai Railway Vikas Corporation	Mar'24	53	-	30	-	5
	Mar'23	25	-	23	-	5
Maharashtra Rail Infrastructure Development Corporation Ltd	Mar'24	2	-	3	-	19
	Mar'23	2	-	3	-	22
Kolkata Metro Rail Corporation Ltd	Mar'24	5	-	0	-	-
	Mar'23	21	-	2	-	-

Particulars	Period	Revenue	Expense	Receivable	Payable	Advance received (Liability)
Indian Railway Station Development Corporation Ltd	Mar'24	-	-	-	-	-
	Mar'23	(2)	-	-	-	-
Indian Railway Finance Corporation	Mar'24	156	-	470	-	1
	Mar'23	308	-	361	-	-
CLW/Chittaranjan	Mar'24	-	-	-	-	-
	Mar'23	122	-	4	-	46
Railway Recruitment Board	Mar'24	2	-	0	-	-
	Mar'23	3	-	1	-	-
Chhattisgarh East Railway Limited	Mar'24	-	-	-	-	-
	Mar'23	6	-	7	-	-
Central Railside Warehouse Company Limited	Mar'24	-	-	1	-	-
	Mar'23	-	-	1	-	-
Braithwaite & Co. Ltd	Mar'24	26	-	19	-	-
	Mar'23	-	-	4	-	-
Modern Coach Factory (MCF)	Mar'24	-	-	-	-	-
	Mar'23	-	-	6	-	-
Indian Railway Institute of Transport Management (IRITM)"	Mar'24	9	-	11	-	-
	Mar'23	11	-	-	-	-
Haryana Rail Infrastructure Development Corporation Limited	Mar'24	124	-	5	-	-
	Mar'23	-	-	-	-	-
Pipavav Railway Corporation Limited	Mar'24	1	-	-	-	-
	Mar'23	1	-	-	-	-
Total	Mar'24	70,427	5,612	43,378	5,092	12,862
	Mar'23	38,917	5,628	29,262	5,240	15,489

21. Disclosures as required by IND AS 33: Earning Per Share

Numerator	For the year ended 31st March 2024	For the year ended 31st March 2023
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Used as Numerator (₹ in Lakhs))	24,621	18,825
Denominator		
Number of Equity Shares (Face value of ₹ 10/- each)	320938407	320938407
Number of Shares allotted during the year	NIL	NIL
Weighted Average number of equity shares for calculating Basic Earnings Per Share	320938407	320938407
Weighted Average number of equity shares for calculating Diluted Earnings Per Share	320938407	320938407
Basic Earnings Per Share (₹ / per share) (Face value of ₹ 10/- each)	7.67	5.87
Diluted Earnings Per Share (₹ / per share) (Face value of ₹ 10/ each)	7.67	5.87

22 Disclosure as per Ind AS 36 and 113: Impairment of Assets, Fair Value Measurement

Based on an impairment study, the Company has recognized the impairment loss amounting ₹ 1072 lakhs (March'23 – ₹ 863 lakhs) during the current year in statement of profit and loss for NE Project. This project was halted for the long time due to difficult working conditions in north eastern region and various other reasons. The part of the project is currently accounted under the capital work in progress and contains mainly the plant and machinery. Hence, company has assessed and recognized the impairment loss on the project. Out of the total impairment loss as at 31.03.2024 of ₹ 10247 lakhs (as at 31.03.23 ₹ 9175 Lakhs), Impairment loss of ₹ 4313 Lakhs pertains to the assets totally damaged and no future economic benefits are expected from these assets. Impairment loss have been calculated by taking the whole project as "Cash Generating Unit".

Recoverable amount has been calculated as per Ind AS 36 and 113. Recoverable amount is calculated as the higher of an asset's fair value less costs of disposal and its value in use.

However, the Company will continue review and monitor the impairment assessment at every subsequent reporting period based on comprehensive review of further information that may be available during such reporting periods as required by Ind AS.

23 Disclosures as required by IND AS 37: Provisions, Contingent Liabilities and Contingent Assets

- a. Provisions are recognized in respect of obligations, based on the evidence available, and wherever their existence on the Balance Sheet date is considered probable.

(₹ in Lakhs)

Particulars	Provision for Arbitration Claim	Provision for Performance Related Pay	Total
Carrying Amount at the beginning of the year as on 01.04.2023	-	2,027	2,027
Additional provision made in the period		1,498	1,498
Amount utilized/adjusted during the period		(1,300)	(1,300)
Unused amount reversed during the period	-	-	-
Carrying amount at the end of the period as on 31.03.2024	-	2,225	2,225

(₹ in Lakhs)

Particulars	Provision for Arbitration Claim	Provision for Performance Related Pay	Total
Carrying Amount at the beginning of the year as on 01.04.2022	46	2,296	2,342
Additional provision made in the year	-	736	736
Amount utilized/adjusted during the year	(46)	(1,005)	(1,051)
Unused amount reversed during the year	-	-	-
Carrying amount at the end of the year as on 31.03.2023	-	2,027	2,027

b. Contingent liabilities:

Contingent liabilities are determined based on available information. These liabilities are not provided for and are disclosed by way of notes on accounts.

(a) Claim against the Company not acknowledged as debts:

(₹ in Lakhs)

Particulars	Service Tax	Income Tax	VAT	GST	Arbitration/ Court Cases	Other*	Total
Carrying Amount at the beginning of the year 01.04.2023	845	2,995	1,917	1,317	17,818	29,693	54,585
Additions during the year	-	90	-	133	18,711	5	18,939
Amount adjusted during the year	(465)	-	(1,878)	(605)	(714)	-	(3,662)
Carrying amount at the end of the year 31.03.2024	380	3,085	39	845	35,815	29,698	69,862

Counter claim of the Company is ₹ 57924 Lakh (PY-Nil) in arbitration.

* Hon'ble Supreme Court passed an order dated 11.06.2020 wherein it was held that definition of AGR as per the licenses given to the Public Sector Undertaking (PSUs) is different than the definition of AGR as per Universal Access Service License (UASL) given to other network service providers. It was also upheld that the Hon'ble Supreme Court Judgement dated 24.10.2019 never dealt with the issue of PSUs as their agreements are quite different and therefore, the judgement held on AGR issue could not have been made the basis for raising the demand against Public Sector Undertaking as they are not in the actual business of providing mobile services to the general Public. The Company has filed an application to Ministry of Railways for settlement of the dispute through administrative Mechanism for resolution of CPSE dispute (AMRCD). Department of public enterprises (DPE) wide its letter dated 10.02.2023 has notified the committee of secretaries for settlement of disputes. The same is under active consideration of AMRCD. considering the case in AMRCD, the amount has been shown under contingent liability.

(b) Bank Guarantees given by the Company to Customers/Government as on 31.03.2024 is ₹ 67290 lakhs (31.03.2023 – ₹ 37726 lakhs).
(c) Capital Commitments

(₹ in lakhs)

Particulars	March'24	March'23
Estimated amounts of contracts remaining to be executed on capital account	29648	14522

Capital-Work-in Progress (CWIP): ageing schedule as on 31.03.2024

(Amount in lakh)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	10,451	147	0	-	10,598
Projects temporarily suspended*	869	43	223	1,226	2,361

* NE Project halted due to reason mentioned in Item No. 22 of Note No. 43

For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan, following CWIP completion schedule is given:

(₹ in lakhs)

As at 31st March 2024		(Amount in lakh)			
CWIP	To be completed in				
	Less than 1 Year	1-2 years	2-3 years	More than	
OFC Laying Works	2	13	-	-	
MPLS, STM, Other Telecom Radio Equipment, Data Centre & OSS/BSS	1,037	104	-	-	
Capital Stores lying at project site	-	-	-	-	
Building	-	-	-	-	
Others	1	-	-	-	
Total	1,040	117	-	-	

* NE Project halted due to reason mentioned in Item No. 22 of Note No. 43

Capital-Work-in Progress (CWIP): ageing schedule as on 31.03.2023

(₹ in lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	
Projects in progress	10,779	423	84	-	11,286
Projects temporarily suspended *	978	43	356	3,030	4,407

* NE Project halted due to reason mentioned in Item No. 22 of Note No. 43

For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan, following CWIP completion schedule is given:

As at 31st March 2023		(Amount in lakh)			
CWIP	To be completed in				
	Less than 1 Year	1-2 years	2-3 years	More than	
OFC Laying Works	27	-	-	-	
MPLS, STM, Other Telecom Radio Equipment, Data Centre & OSS/BSS	393	-	-	-	
Capital Stores lying at project site	3	-	-	-	
Building	-	-	-	-	
Others	1	-	-	-	
Total	424	-	-	-	

* NE Project halted due to reason mentioned in Item No. 22 of Note No. 43

24 Disclosure Requirements as per IND AS 108 – Operating Segments

The Company's principle business is to provide neutral telecom infrastructure. The Company operates within India and does not have operations in economic environment with different risks and returns. Hence, it is considered operating in Pan India-single geographical segment

The Company's operating segments are as follows:

- 1. Telecom Services** - Department of telecommunication has provided licenses to Company, namely ILD, NLD, ISP and IP-1 registration for providing various type of telecommunication services in the country. RailTel with its expertise in Telecom & IT domain for over a decade offers an end-to-end managed data services to its customers within the framework of these licenses.

It provides a wide range of Telecom services to its customer as under:

1. Managed Data Services
2. Leased Line
3. Virtual Private Network
4. Internet Leased Line
5. Data Centre
6. Tower collocation
7. Rack and space
8. NLD for voice carriage

2. Project Work services- To generate revenue through its expertise in telecom field, Company has taken the following projects:

1. Telecom and IT services related projects
2. Enterprise specific IT & ITES Projects
3. Railway Signaling Work

The Company's Operating segment information for the period ended March'24 and March'23 is presented below:

S. No.	Particulars	31-March-24			31-March-23		
		Telecom Services	Project Work Services	Total	Telecom Services	Project Work Services	Total
1	Segment Revenue						
	Revenue from operations	126,544	130,238	256,782	116,948	78,786	195,734
2	Segment Expenditure	98,851	123,233	222,084	94,092	75,068	169,160
3	Segment Results Profit/Loss before Taxes						
	Segment Operating Income/(Loss)	27,693	7,005	34,698	22,856	3,718	26,574
	Total	27,693	7,005	34,698	22,856	3,718	26,574
Less:	(i) Other Un-allocable expenditure net of un-allocable income			1,123			852
	(ii) Finance cost			571			500
Add:	(i) Finance income			(195)			168
	Total Profit before Tax			32,809			25,390
4	Segment Assets						
	a. Property, Plant & Equipment Assets and Intangible assets (Net Blocks)	74,631	-	74,631	65,231	-	65,231
	b. Right of Use Assets	16,702	-	16,702	16,900	-	16,900
	c. Other Assets	81,419	104,310	185,729	149,019	62,710	211,729
	d. Capital CWIP	12,959	-	12,959	15,693	-	15,693
	e. Un-allocable assets	-	-	114,937	-	-	25,326
	Total Assets	185,711	104,310	404,958	246,843	62,710	334,879
5	Segment Liabilities						
	a. Segment Liabilities	120,186	95,240	215,426	147,931	17,116	165,047
	b. Un-allocable Liabilities	-	-	6,808	-	-	4,944
	Total liabilities	120,186	95,240	222,234	147,931	17,116	169,991

25 Disclosure as required by Ind AS 107, Ind AS 109 & Ind AS 113

Valuation techniques and process used to determine fair values

- The carrying value of financial assets and liabilities with maturity less than 12 months are considered to be representative of their fair value.
- Fair value of other financial assets and liabilities carried at amortized cost is determined by discounting of cash flows using discount rate.
- A discount rate of 6.80% (SBI Rate) has been used for balances as on 31/03/2024.

Financial Instrument

Financial Instruments by Category

The carrying value of financial instruments by each category were as follows: - (₹ in lakhs)

Particulars	Financial Assets/Liabilities at amortised costs		Financial Assets/Liabilities at FVTPL		Financial Assets/Liabilities at FVTOCI	
	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23
Assets						
Trade Receivables (Refer to Note No. 11)	126,779	104,834	-	-	-	-
Cash and Cash Equivalents (Refer to Note No. 12)	24,765	18,779	-	-	-	-
Other bank balances and Financial Assets (Refer to Note No. 6,7,10,13,14 & 15)	107,357	79,019	9,029	4,007	-	-
Liabilities						
Trade Payables (Refer to Note No. 25)	77,052	56,870	-	-	-	-
Other Financial Liabilities (Refer to Note No. 20, 21, 26 & 27)	61,979	50,056	-	-	-	-

Trade Receivables ageing schedule as on 31.03.2024*

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment/ date of transaction					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	77,714	15,917	15,255	3,050	2,520	114,456
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	4,461	2,661	8,412	15,535
(iii) Undisputed Trade Receivables – credit impaired	5	30	8	84	1,591	1,717
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	237	237
(vi) Disputed Trade Receivables – credit impaired	-	-	4	-	4,670	4,674
	77,719	15,947	19,728	5,795	17,430	136,619
Less: Allowance for credit Loss						9,840
Trade Receivables						126,779

Unbilled Revenue ageing schedule as on 31.03.2024

(₹ in Lakhs)

Particulars	Outstanding for Unbilled revenue from the date of transaction					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Unbilled Revenue*	21,100	2,102	456	-	-	23,658
Less: Allowance for credit Loss						283
Total						23,375

*Unbilled receivables are recognised based on mercantile accounting system and are not due for payment as at the close of financial year.

Trade Receivables ageing schedule as on 31.03.2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment/date of transaction					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	57,167	19,144	10,057	11,681	1,882	99,931
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	417	335	5,281	6,033
(iii) Undisputed Trade Receivables – credit impaired	-	-	84	-	2,113	2,197
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	3	10	-	-	4,175	4,188
	57,170	19,154	10,558	12,016	13,451	112,349
Less: Allowance for credit Loss						7,515
Trade Receivables						104,834

Unbilled Revenue ageing schedule as on 31.03.2023

(₹ in Lakhs)

Particulars	Outstanding for Unbilled revenue from the date of transaction					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Unbilled Revenue*	21,943	619	417	-	-	22,979
Less: Allowance for credit Loss						168
Net						22811

* Unbilled receivables are recognised based on mercantile accounting system and are not due for payment as at the close of financial year.

Trade Payables ageing schedule as on 31.03.2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment/date of transaction				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME*	14,336	1,128	2,489	1,092	19,045
(ii) Others	40,040	2,489	6,683	8,795	58,007
(iii) Disputed dues – MSME	-	-	-	-	-
iv) Disputed dues – Others	-	-	-	-	-

Unbilled dues are provided for based on mercantile accounting system and are not due for payment as at the close of financial year.

*Age analysis is based on date of transaction as payment milestones are not yet achieved as per contractual terms.

Trade Payables ageing schedule as on 31.03.2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment/date of transaction				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME *	13,204	877	118	703	14,902
(ii) Others	35,630	2,781	1,760	1,797	41,968
(iii) Disputed dues – MSME	-	-	-	-	-
iv) Disputed dues – Others	-	-	-	-	-

Unbilled dues are provided for based on mercantile accounting system and are not due for payment as at the close of financial year.

*Age analysis is based on date of transaction as payment milestones are not yet achieved as per contractual terms.

Interest Income/(Expenses) recognized on financial assets and liabilities:

Particulars	As at March'24	As at March'23
Financial assets at amortised cost		
Interest expenses on other financial assets	302	60
Interest income on other financial liabilities	(195)	168
Financial assets at Fair Value through Profit or Loss (FVTPL)	-	-
Financial assets at Fair Value through Other Comprehensive Income (FVTOCI)	-	-

Financial Risk Management

The Company has constituted Risk Management Committee in line with the requirement of Regulation 21 of the SEBI (LODR) Regulations, 2015 (as amended).

The role and responsibilities of Risk Management Committee is in line with the provisions of Regulation 21 of the SEBI (LODR) Regulations, 2015.

Risk Management frame work of the company is as follows:-

- a. Apex level Risk Management committee
- b. Functional Risk Management Committee

The Company has a risk management policy to identify and analyse the risks faced by the Company. The audit committee evaluates the internal financial controls and risk management system. The Audit Committee monitor the Risk assessment and minimization procedure across the company after review of the same by Risk Management Committee (Apex Level) The audit committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

The Company has exposure to the following risk from its use of financial instruments: -

1. Credit Risk
2. Liquidity Risk
3. Market Risk
4. Project Risk
5. Insurable Risk

1. Credit Risk

Credit risk is the risk of financial losses to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligation and arises principally from the Company's trade receivables, employee loans and other activities that are in the nature of leases.

The Company assesses on a forward-looking basis the expected credit loss associated with its financial assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Company follows 'simplified approach' for recognition of impairment loss and always measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109 i.e. expected credit loss allowance as computed based on historical credit loss experience. Company have used the methodology of provisional matrix as per Ind AS 109 to compute the historical loss rate and adjust the impact of macroeconomic factors into the historical loss rate to compute the forward-looking rates.

Exposure to Credit Risk

In the current year, Company used expected credit loss model to assess the impairment loss or gain. The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix considers historical credit loss experienced and adjusted for forward-looking information. The expected credit loss allowance is based on ageing of the days the receivables are due. The trade receivables which share the similar credit risk characteristics have been taken into the one bucket. Hence, company has divided the trade receivable into two categories as follows:

- Government & PSU Customers
- Private Customers

The company has rationalised the estimate of expected credit loss as per Ind AS-109, which has resulted into reduction of Expected credit loss provision of ₹ 1,505 Lakhs and corresponding increase in profit before tax.

The gross carrying amount of trade receivables and unbilled revenue, net of any impairment losses recognized represents the maximum credit exposure. (₹ in lakhs)

Ageing	March 31, 2024			
	Gross Amount	Expected credit Loss	Gross Amount	Expected credit Loss
	Government and PSU		Private	
Within 1 year	98,588	1,071	4,734	55
1 -2 years	12,154	1,165	216	29
2 -3 years	5,652	794	129	36
3 -4 years	4,414	1,322	115	63
4 -5 years	2,483	532	54	50
More than 5 years	5,255	1,898	2,825	2,825
Unbilled More than 1 Year	283	283	-	-
Total	128,829	7,065	8,073	3,058
Total Expected Credit Loss				10,123

Ageing	March 31, 2023			
	Gross Amount	Expected credit Loss	Gross Amount	Expected credit Loss
	Government and PSU		Private	
Within 1 year	76,919	754	4,513	82
1 -2 years	11,344	555	551	175
2 -3 years	6,789	581	299	94
3 -4 years	3,431	1,070	140	97
4 -5 years	3,676	523	123	79
More than 3 years	1,649	590	2,915	2,915
Unbilled More than 1 Year	168	168	-	-
Total	103,975	4,241	8,541	3,442
Total Expected Credit Loss				7,683

The company does not hold any collateral or other enhancements to cover its credit risks associated with its trade receivables and unbilled revenue.

The gross carrying amount of financial assets, net of any impairment losses recognized represents the maximum credit exposure. The maximum exposure to credit risk as at March' 2024 & March' 2023 was as follows: - (₹ in lakhs)

Particulars	As at March'24		As at March'23	
	Gross Carrying Value	Net Value after Impairment	Gross Carrying Value	Net Value after Impairment
Trade Receivables (Refer to Note No. 11)	136,619	126,779	112,349	104,834
Other Financial Assets (Refer to Note No. 6,7,14 & 15)	83,890	83,607	70,700	70,533

Employee Loans, and other assets are either not past due or past due but not impaired.

2. Liquidity Risk:

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company reputation, typically the Company ensures that it has sufficient cash on demand to meet expected operational expenses, servicing of financial obligations.

3. Market Risk:

Market risk is the risk of loss of future earnings or fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign exchange rates and other market changes that affect market risk sensitive instruments.

The Company makes investment in mutual fund which are subject to market risk. Hence, the investment is classified in the Balance Sheet at fair value through profit and loss (FVTPL) and resultant gain/loss on investment is classified as FVTPL. However, to manage the price risk, the Company invests in liquid funds and the level of the investments is insignificant in view of the level of the operation of the Company.

4. Project Risk:

A project risk is an uncertain event that may or may not occur during a project. There is risk of time overrun/ cost overrun which is mitigated by ensuring time schedule for each activity of the project execution based on milestone and monitoring based on cost estimate..

5. Insurable Risk:

Insurable Risks are mitigated based on definite policy of the company in regard to insurance of assets, material, Risks during Project execution, workmen and Directors and officers liability as decided by the company from time to time.

6. Capital Management

The Company manages its capital to ensure that the Company will be able to continue as a going concern, while maximizing the return to stakeholders through efficient allocation of capital towards expansion of business, optimization of working capital requirements and deployment of surplus funds. The Company uses the operational cash flows to meet its working capital requirements. The funding requirements are met through internal accruals. The Company is not subject to any externally imposed capital requirements.

26 IND AS 115 – Revenue from Contracts with Customers

Disaggregation of Revenue

The company disaggregates revenue from contract with customer into categories that depicts how the nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factors. In project business segment the company provides warranty to customer which is implicit in the contract revenue. The said warranty is provided by OEMs with back to back performance obligation and hence the company does not have additional obligation for warranty in addition to the same provided by OEMs. Since warranty is implicit in transaction price on back to back agreement with OEMs and hence not been accounted for separately.

The following table illustrates the disaggregation of disclosure by primary geographical region, major product line, market or type of customer, type of contract, contract duration, sales channel and timing of revenue recognition in accordance with Ind AS 115.



The Company's principal business is to provide neutral telecom infrastructure. The Company operates within India and does not have operations in economic environment with different risks and returns. Hence, it is considered operating in Pan India-single geographical segment.

(₹ in lakhs)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Geographical Segment		
Pan India	134,023	83,605
Abroad		
Total	134,023	83,605

(₹ in lakhs)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Major Product Line		
Railway Project Works	26,370	15,844
Other Projects	103,998	64,866
Others	3,655	2,895
Total	134,023	83,605

(₹ in lakhs)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Type of Customer		
Government Customers	127,825	71,911
Non - Government Customers	6,198	11,694
Total	134,023	83,605

(₹ in lakhs)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Type of Contract		
Fixed Price Contracts	108,508	69,265
Time- and- Materials Contracts	25,515	14,340
Total	134,023	83,605

(₹ in lakhs)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Sales Channel		
Direct to Customer	134,023	83,605
Through Intermediaries	-	-
Total	134,023	83,605

(₹ in lakhs)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Duration of Contract		
Short Term	131,330	82,780
Long Term	2,693	825
Total	134,023	83,605

(₹ in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Trade Receivable *	99,133	87,490
Unbilled Revenue	9,767	10,046
Work in Progress	2,344	5,225
Total	111,244	102,761

(₹ in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Contract Liability	27,382	13,139
Total	27,382	13,139

Revenue recognized during the year from the contract liability balance at the beginning

(₹ in lakhs)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Revenue recognized during the year from the contract liability balance at the beginning	3,654	2,601
Total	3,654	2,601

Revenue Recognized from performance obligations satisfied partially in Previous year

(₹ in lakhs)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Revenue recognized due to change in Transaction Price	-	-
Total	-	-

* Includes trade receivable of ₹ 4278 lakhs recoverable from a customer out of which ₹ 2638 lakhs is disputed by the customer and management is of the opinion that it is fully recoverable. However, due to significant increase in credit risk, in addition to the ECL as per Ind AS requirement, the company has made additional provision under ECL in respect of outstanding for more than 3 years taking the underlying obligation into consideration on this project. Further, the Company has also claimed an amount of ₹ 2666 lakhs towards SLA deduction and interest for delayed payment. However, the same has not been recognized in the books of accounts on conservative basis as per Ind AS-115. Company has filed an application to Ministry of Railways for settlement of the dispute through administrative Mechanism for resolution of CPSE dispute (AMRCD). The same is under active consideration of AMRCD.

27 Ind AS 116 –Leases

A. As a Lessee

Right of Use Assets Comprises of leased assets that do not meet the definition of Investment property.

Right of use – Asset

(₹ in lakhs)

Right-of-use assets, except for investment property (Note No. 4)		
Particulars	As at March 31, 2024	As at March 31, 2023
Building	12,336	12,552
Land	2,188	2,246
Telecom Assets	2,122	2,102
	56	-
Total	16,702	16,900

The Company takes many assets on lease including Land and Buildings, Plant & Machinery (Telecom Assets) such as Dark Fibers, OFC/Duct spaces etc.

Lease Liabilities

(₹ in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Less than one year	1,233	779
One to five years	2,395	1,246
More than five years	3,930	3,460
Total undiscounted lease liabilities	7,558	5,485

Lease Liabilities included in the statement of Financial Position

(₹ in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Current	1,026	552
Non-current	3,536	3,627
Total	4,562	4,179

Amount Recognized in profit & Loss Account

(₹ in lakhs)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Interest on lease liabilities	269	236
Variable lease payments not included in the measurement of lease liabilities	-	-
Expenses relating to Short term leases and leases of low-value assets, excluding short-term leases of low-value assets	-	-

Amounts recognized in the statement of Cash Flow -

(₹ in lakhs)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Total cash outflow for leases	1,163	951

Other Disclosure-

- There are no significant restrictions or covenants imposed by the leases.
- There are no lease pending commencement to which the Company has committed as at year ended March 31, 2024.
- The incremental borrowing rate considered is the SBI MCLR rate at the lease commencement date for new leases and April 1st, 2019 for pre-existing leases except NOIDA Land lease where there is inbuilt coupon rate in the future financial obligation.

B. As a Lessor

(₹ in lakhs)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Lease Income	122,756	110,097

The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be received after the reporting date in respect of non-cancellable operating lease:

Lease Payments to be received after the reporting date

Particulars	As at 31 st March 2024
Less than one year	15777
One to two years	6346
Two to three years	1832
Three to four years	1387
Four to five years	474
More than five years	441
Total undiscounted lease payments	26,257

28 Other Disclosures –

- The Company has been offering NLD Services, infrastructure services (Dark Fibers, Tower space and co-location etc.) under IP-I registration, ILD and Internet services under unified license to its customers under respective operating lease.
- The Company has entered into a non-cancellable long-term lease arrangement to provide optical fiber on indefeasible right of use (IRU) basis. The lease rental receivable proportionate to actual kilometers accepted by the customer is credited to the statement of profit and loss on a straight – line basis over the lease term. Due to the nature of the transaction, it is not possible to compute gross carrying amount, depreciation for the period and accumulated depreciation of the asset given on operating lease as of September, 2020 and accordingly respective disclosures required by IND AS 116 are not provided.

29 Struck off Companies: -

The details of struck off companies having transaction during the FY 2023-24:

Name of Struck Off Company	Nature of Transaction with Struck Off Companies	Balance Outstanding (₹ In Lacs)	Relationship with the Struck Off Company, if any, to be disclosed
NetCom Online Solutions India (P) Ltd	Receivables	52	NA
Sky Arc Communication Pvt Ltd	Receivables	29	NA
Space Hospitals	Receivables	26	NA
ISP Services Ltd	Receivables	23	NA
Krishna Teja digital Entertainment Pvt. Ltd.	Receivables	23	NA
Czars Oleoresin Pvt Ltd	Receivables	7	NA
Lehren Entertainment Pvt Ltd	Receivables	5	NA
Vansan Systems	Receivables	3	NA
Kable First Davangere Pvt Ltd	Receivables	3	NA
JAKG Communications Pvt Ltd	Receivables	2	NA
Gemini Communications Ltd	Receivables	2	NA

- 30** (a) No funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries.
- (b) No funds have been received by the company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

31 During the Financial Year:

- i The company does not hold any Immovable Property for which Title deed is not in the name of the company.
- ii Revaluation of property, plant & equipment is as per disclosure note 15 (vi)
- iii The company does not hold any Benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder.
- iv The company has not been declared wilful defaulter by any bank or financial institution or other lender.
- v The company does not have any charges or satisfaction yet to be registered with ROC beyond the statutory period.
- vi The company do not have any investment in step down subsidiaries. Hence the Companies (Restriction on number of layers) Rules, 2017 are not applicable.

- vii The company has complied with all the terms of the approved scheme(s) of arrangements for the amalgamation of RailTel Enterprises Limited (Transferor Company) with and into RailTel Corporation of India Limited (Transferee Company) as approved by MCA (Ministry of Corporate Affairs) vide approval order dated 27.09.2023.
- viii The company does not have any undisclosed income in the tax assessments under the Income tax Act, 1961.
- ix The company has not traded in crypto currency or virtual currency.

32 Ratio Analysis (as per Amended Schedule III):

Sr. No.	Particulars	As at 31st March 2024	As at 31st March 2023	Change in ratio	Reason for variance more than 25%
1	Current Ratio =Current Assets/ Current Liability	1.21	1.38	-13%	
2	Debt-Equity Ratio =Debt/Equity	N/A	N/A	N/A	
3	"Debt Service Coverage Ratio =Net Operating Income/ CurrentDebt Obligation	41.99	43.17	-3%	
4	"Return on Equity Ratio =Net Income/Shareholder's Equity	13.47%	11.42%	18%	
5	"Trade Receivables Turnover Ratio =Net Credit Sales/Average Accounts Receivable	2.01	2.01	0%	
6	Trade Payables Turnover Ratio =Net Credit Purchase/Average Accounts Payable	2.78	2.55	9%	
7	Net Capital Turnover Ratio =Net Annual Sales/ Working Capital	5.97	3.36	78%	1. Increase in Turnover 2. Reduction in Working Capital
8	Net Profit Ratio =PAT/Total Income	9.39%	9.44%	-1%	
9	Return on Capital Employed Ratio =EBIT/Capital Employed	17.96%	15.40%	17%	
10	Inventory Turnover Ratio	N/A	N/A	N/A	
11	Return on Investment	N/A	N/A	N/A	

33. The Board of Directors in its meeting dated 02.05.2024 have approved the company's financial statements for the FY 2023-24. CMD and/or Director Finance of the company is authorised by the Board to make necessary correction/modification/alteration in the financial statements on behalf of the Board.

34. Merger of RailTel Enterprises Limited (wholly owned subsidiary company):

- (1) Pursuant to the Scheme of Amalgamation between erstwhile RailTel Enterprises Limited (REL) with Railtel Corporation of India Limited (the Company) under Sections 230 to 232 of the Companies Act, 2013 sanctioned by Ministry of Corporate Affairs on 31 August, 2023, all assets and liabilities of REL are transferred and vested in the Company with appointed date of October 1, 2022.
- (2) The amalgamation has been accounted in the books of account of the company in accordance with IND AS 103 'Business Combination' read with Appendix C to IND AS 103 specified u/s 133 of the Act, read with the Companies (Accounting Standards) Amendment Rules, 2016. Accordingly, the accounting treatment has been given as follows:
 - All the asset, liabilities & reserves of REL have been recognised by the company at their carrying amounts
 - Inter-Company balances & transactions between REL & the company have been eliminated.
 - 1,00,00,000 equity share of ₹ 10 each fully paid in REL held as investment by the company stands cancelled.
 - Post merger credit balance of ₹ 1239.63 Lakh in Retained Earnings of REL has been transferred to Retained Earnings of the company.
 - The financial information in the financial statements in respect of prior period have been restated as if business combination had occurred during the preceding period in the financial statements as the appointed date of merger is October 1, 2022.
- (3) Pursuant to the scheme of amalgamation, the authorised share capital of REL of ₹ 5000 Lakh has been added to authorised share capital of the company. Paid up share capital of REL of ₹ 1000 Lakh is extinguished (eliminated) with Investment of the company.

As per our report of even date attached

For M/s S R GOYAL & CO
Chartered Accountants
FRN : 001537C

Sd/-
CA A.K. Atolia
M. No. 077201

Place New Delhi
Date: 02.05.2024

For and on behalf of the Board of Directors of
RailTel Corporation of India Limited

Sd/-
J S Marwah
Company Secretary
(M. No. : F8075)

Sd/-
V Rama Manohara Rao
Director Finance
(DIN : 06689335)

Sd/-
Sanjai Kumar
Chairman & Managing Director
(DIN: 06923630)



रेलटेल
RAILTEL

A Mini Ratna Enterprise

24वीं वार्षिक रिपोर्ट 2023-24
24th Annual Report 2023-24

Corporate Overview

Statutory Reports

Financial Statements

C&AG COMMENTS

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6) (b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF RAILTEL CORPORATION OF INDIA LIMITED FOR THE YEAR ENDED 31ST MARCH 2024.

The preparation of financial statements of RailTel Corporation of India Limited for the year ended 31st March 2024 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the Company. The Statutory Auditor appointed by the Comptroller and Auditor General of India under Section 139 (5) of the Act is responsible for expressing opinion on the financial statements under Section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under Section 143 (10) of the Act. This is stated to have been done by them vide their Audit Report dated 02nd May 2024.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the financial statements of Railtel Corporation of India Limited for the year ended 31st March 2024 under Section 143(6) (a) of the Act. This supplementary audit has been carried out independently without access to the working papers of the Statutory Auditor and is limited primarily to inquiries of the Statutory Auditor and company personnel and a selective examination of some of the accounting records.

On the basis of my supplementary audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to Statutory Auditor's report under Section 143(6) (b) of the Act.

**For and on the behalf of the
Comptroller & Auditor General of India**

Sd/-

**Dr. Nilotpal Goswami
Director General of Audit
Railway Commercial, New Delhi**

**Place: New Delhi
Dated: 16.07.2024**



Observance of Yoga Day



Observance of Environment Day



रेलटेल
RAILTEL

A Mini Ratna Enterprise



Republic Day Celebration at RailTel's Gurugram Office



Celebrating RailTel 24th Foundation Day



RailTel Wins ET Govt PSU Leadership & Excellence Awards 2024



Hon'ble Vice President of India presented the SCOPE Eminence Award to RailTel. The company won the award in Institutional Excellence (Miniratna I & II) Category for overall outstanding performance during the year 19-20.



रेलटेल
RAILTEL

A Mini Ratna Enterprise



RailTel has signed MoU with IIT Roorkee to establish a collaborative partnership in the fields skill development for Railway signalling, Telecommunication, ICT and development of digital twin for railway operation & maintenance.



RailTel has signed MoU with University of Birmingham to establish a collaborative partnership in the fields skill development for Railway signalling, Telecommunication, ICT and development of digital twin for railway operation & maintenance.





रेलटेल
RAILTEL

A Mini Ratna Enterprise

RAILTEL'S AKANSHA SUPER 30 CENTER

(UNDER CSR INITIATIVES)

Under CSR Initiatives, RailTel is continuing with flagship programme i.e. **RailTel's Akansha Super 30 Center** where 30 underprivileged but talented students from different corners of Uttarakhand are provided free residential lodging, coaching and mentoring for 11 months for admission in reputed engineering colleges like IIT, NIT and state engineering colleges.



SANYAM KAUSHIK

BATCH - 19-20

COLLEGE - Indian Institute of Space Science and Technology, Thiruvananthapuram

PLACEMENT - ISRO

Student TESTIMONIAL

“ Thanks to RailTel Akansha Super 30, I achieved my dream of joining ISRO and studying at the Indian Institute of Space Science and Technology. Their support helped me overcome challenges with limited resources, making my dream a reality. ”



RAKSHITA

BATCH - 22-23

COLLEGE - I.I.T KHARAGPUR

“ Thanks to RailTel Akansha Super 30, I achieved my dream of joining ISRO and studying at the Indian Institute of Space Science and Technology. Their support helped me overcome challenges with limited resources, making my dream a reality. ”



NIDHI TOMAR

BATCH - 2021-2022
COLLEGE - I.I.T ROORKEE

“ I belong to family whose sole earning depends on Farming. RailTel Akansha Super 30 has been instrumental in reshaping my career trajectory. It has empowered me to positively influence the future of my family. ”



RAJNANDINI PARMAR

CATEGORY - EWS
BATCH - 20-21
COLLEGE - I.I.T GUWAHATI

“ RailTel Akansha Super 30 played a crucial role in my journey towards achieving AIR 8119 in JEE Advanced and securing admission in IITG. The experience taught me the value of perseverance and self-belief, crucial traits that continue to guide me in my academic and professional pursuits. ”



NIRANJANI PANT

BATCH - 16-17
CATEGORY - GENERAL
COLLEGE - N.I.T JALANDHAR
CURRENTLY IN INDIAN OIL CORPORATION LIMITED

“ Joining RailTel Akansha Super 30 Dehradun was a transformative experience. This rigorous preparation along with expert faculties & well developed study modules laid a solid foundation for my IIT-JEE journey and future career prospects. ”

OPTIC FIBRE CABLE NETWORK



LEGEND

RKM
AS ON 31.03.24

1. OPTIC FIBER CABLE COMMISSIONED		62,208
2. OPTIC FIBER CABLE LAID		62,617
3. OPTIC FIBER WORK IN PROGRESS		409
GRAND TOTAL		62,617

MAP NOT TO SCALE

SAVED 10000 TREES ... STILL COUNTING



RAITEL DEPLOYED NIC E-OFFICE IN 85 ORGANISATIONS... STILL COUNTING



रेलटेल कॉर्पोरेशन ऑफ इण्डिया लिमिटेड

(भारत सरकार का उपक्रम)

RailTel Corporation of India Limited

(A Government of India Undertaking)

CIN: L64202DL2000GOI107905

Regd. & Corporate Office:

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

Phone: 011-22900600, Fax: 011-22900699