

| General information about company | |
|--|-------------------------|
| Scrip code | 541556 |
| NSE Symbol | RITES |
| MSEI Symbol | NOTLISTED |
| ISIN | INE320J01015 |
| Name of the entity | RITES LIMITED |
| Date of start of financial year | 01-04-2020 |
| Date of end of financial year | 31-03-2021 |
| Reporting Quarter | Half Yearly |
| Date of Report | 30-09-2020 |
| Risk management committee | Applicable |
| Market Capitalisation as per immediate previous Financial Year | Top 500 listed entities |

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|------------------------------|------------|----------|-------------------------|-------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|-----------------------------|
| 1 | Mr | Rajeev Mehrotra | AAAPM0576D | 01583143 | Executive Director | Chairperson | CEO-MD | 27-06-1961 | NA | | 01-09-2011 | 11-10-2017 | | 118 | 1 | 0 | 0 | 0 | | |
| 2 | Mr | Gopi Sureshkumar Varadarajan | AEDPV0933Q | 08241385 | Executive Director | Not Applicable | | 24-07-1962 | NA | | 27-09-2018 | 30-07-2019 | | 46 | 1 | 0 | 2 | 0 | | |
| 3 | Mr | Anil Vij | AADPV3843P | 07145875 | Executive Director | Not Applicable | | 04-02-1963 | NA | | 04-11-2019 | 28-08-2020 | | 40 | 1 | 0 | 1 | 0 | | |
| 4 | Mr | Bibhu Prasad Nayak | ABJPN3499C | 08197975 | Executive Director | Not Applicable | | 01-08-1963 | NA | | 07-11-2019 | 28-08-2020 | | 45 | 1 | 0 | 1 | 0 | | |

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(LA) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|----------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|-----------------------------|
| 5 | Mr | Alok Kumar Tewari | AAIPT1542Q | 06694407 | Non-Executive - Nominee Director | Not Applicable | | 15-08-1960 | NA | | 30-05-2019 | 30-07-2019 | 01-09-2020 | 0 | 1 | 0 | 0 | 0 | | |
| 6 | Mr | Pramod Kumar Anand | ABWPA2129H | 00298962 | Non-Executive - Independent Director | Not Applicable | | 26-09-1954 | NA | | 19-09-2017 | | 19-09-2020 | 36 | 1 | 1 | 2 | 1 | | |
| 7 | Ms | Geethakumary | BAKPG8345K | 08087165 | Non-Executive - Independent Director | Not Applicable | | 01-04-1966 | NA | | 15-03-2018 | | | 36 | 1 | 1 | 2 | 1 | | |
| 8 | Mr | Rajendra Nath Goyal | AARPG5740L | 08087148 | Non-Executive - Independent Director | Not Applicable | | 01-06-1951 | NA | | 15-03-2018 | | | 36 | 1 | 1 | 2 | 0 | | |

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|----------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|-----------------------------|
| 9 | Mr | Vinay Srivastava | AFIPS1696D | 08638850 | Non-Executive - Independent Director | Not Applicable | | 19-05-1971 | NA | | 13-12-2019 | 28-08-2020 | | 0 | 3 | 0 | 0 | 0 | | |

| Audit Committee Details | | | | | | | |
|---|------------|------------------------------|--------------------------------------|-------------------------|---------------------|-------------------|------------------------|
| Whether the Audit Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00298962 | Pramod Kumar Anand | Non-Executive - Independent Director | Chairperson | 03-11-2017 | 19-09-2020 | Textual Information(1) |
| 2 | 08087165 | Geethakumary | Non-Executive - Independent Director | Member | 10-06-2020 | | |
| 3 | 08087148 | Rajendra Nath Goyal | Non-Executive - Independent Director | Member | 10-06-2020 | | |
| 4 | 08241385 | Gopi Sureshkumar Varadarajan | Executive Director | Member | 06-02-2020 | | |

Sr Text Block

Textual Information(1)

TENURE OF SHRI PRAMOD KUMAR ANAND ENDED ON 18-09-2020.

| Nomination and remuneration committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|------------------------|
| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 08087148 | Rajendra Nath Goyal | Non-Executive - Independent Director | Chairperson | 21-03-2018 | | |
| 2 | 00298962 | Pramod Kumar Anand | Non-Executive - Independent Director | Member | 06-02-2020 | 19-09-2020 | Textual Information(1) |
| 3 | 08087165 | Geethakumary | Non-Executive - Independent Director | Member | 06-02-2020 | | |
| 4 | 06694407 | Alok Kumar Tewari | Non-Executive - Nominee Director | Member | 13-11-2019 | 01-09-2020 | Textual Information(2) |

Sr Text Block

| | |
|------------------------|--|
| Textual Information(1) | TENURE OF SHRI PRAMOD KUMAR ANAND ENDED ON 18-09-2020. |
| Textual Information(2) | TENURE OF SHRI ALOK KUMAR TEWARI ENDED ON 31-08-2020. |

| Stakeholders Relationship Committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|------------------------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 08087165 | Geethakumary | Non-Executive - Independent Director | Chairperson | 06-02-2020 | | |
| 2 | 00298962 | Pramod Kumar Anand | Non-Executive - Independent Director | Member | 06-02-2020 | 19-09-2020 | Textual Information(1) |
| 3 | 08087148 | Rajendra Nath Goyal | Non-Executive - Independent Director | Member | 01-05-2019 | | |
| 4 | 08197975 | Bibhu Prasad Nayak | Executive Director | Member | 13-11-2019 | | |
| 5 | 07145875 | Anil Vij | Executive Director | Member | 10-06-2020 | | |

Sr Text Block

Textual Information(1)

TENURE OF SHRI PRAMOD KUMAR ANAND ENDED ON 18-09-2020.

| Risk Management Committee | | | | | | | |
|---|------------|------------------------------|--------------------------------------|-------------------------|---------------------|-------------------|------------------------|
| Whether the Risk Management Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00298962 | Pramod Kumar Anand | Non-Executive - Independent Director | Chairperson | 10-06-2020 | 19-09-2020 | Textual Information(1) |
| 2 | 08087165 | Geethakumary | Non-Executive - Independent Director | Member | 10-06-2020 | | |
| 3 | 08638850 | Vinay Srivastava | Non-Executive - Independent Director | Member | 10-06-2020 | | |
| 4 | 08241385 | Gopi Sureshkumar Varadarajan | Executive Director | Member | 01-08-2019 | | |
| 5 | 08197975 | Bibhu Prasad Nayak | Executive Director | Member | 13-11-2019 | | |

Sr Text Block

Textual Information(1)

TENURE OF SHRI PRAMOD KUMAR ANAND ENDED ON 18-09-2020.

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|------------------------------|--------------------------------------|-------------------------|---------------------|-------------------|------------------------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 08087148 | Rajendra Nath Goyal | Non-Executive - Independent Director | Chairperson | 01-05-2019 | | |
| 2 | 00298962 | Pramod Kumar Anand | Non-Executive - Independent Director | Member | 10-06-2020 | 19-09-2020 | Textual Information(1) |
| 3 | 06694407 | Alok Kumar Tewari | Non-Executive - Nominee Director | Member | 01-08-2019 | 01-09-2020 | Textual Information(2) |
| 4 | 08241385 | Gopi Sureshkumar Varadarajan | Executive Director | Member | 10-06-2020 | | |
| 5 | 08197975 | Bibhu Prasad Nayak | Executive Director | Member | 13-11-2019 | | |

Sr Text Block

| | |
|------------------------|--|
| Textual Information(1) | TENURE OF SHRI PRAMOD KUMAR ANAND ENDED ON 18-09-2020. |
| Textual Information(2) | TENURE OF SHRI ALOK KUMAR TEWARI ENDED ON 31-08-2020. |

| Other Committee | | | | | | |
|-----------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

Annexure 1

Annexure 1

III. Meeting of Board of Directors

| Disclosure of notes on meeting of board of directors explanatory | | | | | | | |
|--|---|--|---|------------------------------|--|------------------------------|---|
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 1 | 10-06-2020 | | | | Yes | 9 | 3 |
| 2 | 30-06-2020 | | 19 | | Yes | 9 | 3 |
| 3 | | 29-07-2020 | 28 | | Yes | 9 | 3 |
| 4 | | 11-08-2020 | 12 | | Yes | 9 | 3 |
| 5 | | 18-09-2020 | 37 | | Yes | 8 | 3 |

Annexure 1

IV. Meeting of Committees

| Disclosure of notes on meeting of committees explanatory | | | | | | | | |
|--|---------------------------------------|--|---|-------------------------|-------------------------------|--|------------------------------|---|
| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 1 | Audit Committee | 30-06-2020 | | | | Yes | 4 | 3 |
| 2 | Audit Committee | 29-07-2020 | 28 | | | Yes | 4 | 3 |
| 3 | Audit Committee | 11-08-2020 | 12 | | | Yes | 4 | 3 |
| 4 | Audit Committee | 18-09-2020 | 37 | | | Yes | 4 | 3 |
| 5 | Nomination and remuneration committee | 18-09-2020 | | | | Yes | 3 | 3 |
| 6 | Stakeholders Relationship Committee | 30-06-2020 | | | | Yes | 5 | 3 |

Annexure 1**IV. Meeting of Committees**

| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
|----|---|---|--|-------------------------------|--|---|------------------------------------|---|
| 7 | Stakeholders Relationship Committee | 11-08-2020 | | | | Yes | 5 | 3 |
| 8 | Corporate Social Responsibility Committee | 30-06-2020 | | | | Yes | 5 | 2 |
| 9 | Corporate Social Responsibility Committee | 29-07-2020 | | | | Yes | 5 | 2 |

Annexure 1

V. Related Party Transactions

| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|----------------------------------|--|
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA | |

Annexure 1

| VI. Affirmations | | |
|-------------------------|--|----------------------------|
| Sr | Subject | Compliance status (Yes/No) |
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | No |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities) | Yes |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |
| 9 | Any comments/observations/advice of Board of Directors may be mentioned here: | Textual Information(1) |

Annexure 1

| Sr | Subject | Compliance status |
|----|-------------------|--|
| 1 | Name of signatory | SHRI ASHISH KUMAR SRIVASTAVA |
| 2 | Designation | Company Secretary and Compliance Officer |

Text Block

| | |
|------------------------|--|
| Textual Information(1) | As on 30.09.2020, RITES had 4 Executive Directors (including Chairperson), 1 Non-Executive Nominee Director and 2 Independent Directors. RITES, being a Govt. Company within the meaning of Section 2 (45) of the Companies Act, 2013. The power to appoint Executive Directors, Non-Executive Nominee Directors and Independent Directors vests with the President of India (through Ministry of Railways). |
|------------------------|--|

Annexure III**III. Affirmations**

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|--------------------------------------|--|--------------------------------------|-------------------------------|--|
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| 4 | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes | |
| 5 | Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |
| Any other information to be provided | | | | |

Annexure III

| | | |
|---------------------|-------------------|--|
| Annexure III | | |
| 1 | Name of signatory | SHRI ASHISH KUMAR SRIVASTAVA |
| 2 | Designation | Company Secretary and Compliance Officer |

| Signatory Details | |
|--------------------------|--|
| Name of signatory | SHRI ASHISH KUMAR SRIVASTAVA |
| Designation of person | Company Secretary and Compliance Officer |
| Place | GURUGRAM |
| Date | 13-10-2020 |

