



RITES LIMITED

(A Government of India Enterprise)

Registered office: SCOPE Minar, Laxmi Nagar, Delhi-110092, India

Corporate Office: RITES Bhawan, Plot No.1, Sector - 29, Gurugram - 122001, Haryana

Phone: +91 124 257 1666, Fax: +91 124 257 1660

Email: cs@rites.com, Website: www.rites.com

CIN: L74899DL1974GOI007227

NOTICE

Notice is hereby given that the 47th Annual General Meeting of the Members of RITES LIMITED will be held on Wednesday, September 29, 2021, at 11:00 AM through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

- (1) To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31st March 2021 along with the Reports of Board of Directors and Auditors thereon.
- (2) To confirm the first and second interim dividend declared for the Financial Year 2020-21 and to declare final dividend on equity shares for the financial year ended 31st March 2021.
- (3) To appoint a Director in place of Shri Anil Vij, Director Technical (DIN: 07145875), who retires by rotation and being eligible, offers himself for re-appointment.
- (4) To take note of appointment of Statutory Auditors and Branch Auditors as appointed by Comptroller and Auditor General of India and to fix their remuneration for audit and other services.

SPECIAL BUSINESS:

- (5) To take note of appointment of Shri Gopi Sureshkumar Varadarajan, Director Projects, (DIN: 08241385) of the Company as the Chairman & Managing Director (Additional Charge) as appointed by the Ministry of Railways w.e.f. 01.07.2021 for a period of three months or till further orders whichever is earlier.

BY ORDER OF THE BOARD

(JOSHIT RANJAN SIKIDAR)

Company Secretary

Membership No. ACS:32442

Place: Gurugram
Dated: 12.08.2021

Regd. Office:
SCOPE Minar, Laxmi Nagar,
Delhi- 110092
CIN: L74899DL1974GOI007227

NOTES:

1. In view of the global COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circular No. 02/2021 dated January 13, 2021 read with General Circular No. 20/2020 dated May 5, 2020, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020` and Circular number SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as Circulars), has further allowed companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue. In compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
2. Since this AGM is being held pursuant to MCA circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (Act).

4. Members under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members are requested to send a scanned duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting through VC/OAVM. The said Resolution/Authorization should be sent at **cs@rites.com**.
5. The Register of Members and Share Transfer books of the Company will remain closed from Wednesday, 22.09.2021 to Wednesday, 29.09.2021 (both days inclusive).
6. Brief resume of Directors seeking appointment as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standards issued by the Institute of Company Secretaries of India is annexed hereto and forms part of the notice.
7. The Annual Report of the Company is also available on the company's website **www.rites.com**.
8. None of the Directors of the Company is in any way related to each other.
9. Members are advised to submit their Electronic Clearing System (ECS) mandates to enable the Company to make remittance by means of ECS. Those holding shares in dematerialized form may send the ECS Mandate to their Depository Participants (DP). Those who have already furnished the ECS Mandate Form to the Company/ Depository Participant/ Registrar & Share Transfer Agent with complete details need not to send it again. Members holding shares in physical form may send the ECS Mandate Forms to the RTA of the Company.
10. Members holding shares in dematerialised form are requested to intimate all particulars of bank mandates, nominations, power of attorney, change of address, e-mail address, contact numbers, etc. to their Depository Participant (DP). Members holding shares in physical form are requested to intimate such details to the RTA.

In order to enable the Company to remit dividend electronically through National Automated Clearing House (NACH), National Electronic Funds Transfer (NEFT), etc., Members holding shares in physical form are requested to provide/update details of their bank accounts indicating the name of the bank, branch, account number and the nine digit MICR code and IFSC code (as appearing on the cheque) along with scanned copy of the cheque/ cancelled cheque at **vinay.kumar@linkintime.co.in**.

Members holding shares in dematerialised form are requested to provide the said details to their DP . The Income Tax Act, 1961, as amended by the Finance Act, 2020 , mandates that dividends paid or distributed by Company after April 1, 2020 shall be taxable in the hands of the Shareholders.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA .
12. Non-Resident Indian members are requested to inform Company/RTA, regarding:
 - I. Change in their residential status on return to India for permanent settlement.
 - II. Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the Bank with pin code number, if not furnished earlier.
13. The Board of Directors of the Company in its meetings held on December 30, 2020 and March 12, 2021 declared first interim dividend and second interim dividend of Rs. 120.15 crore i.e. Rs. 5 per share of Rs. 10 each and Rs. 96.12 crore i.e. Rs. 4 per share of Rs. 10 each respectively. Final dividend of Rs. 96.12 crore i.e. Rs. 4 per share of Rs.10 each on equity shares, as recommended by the Board of Directors in its meeting held on 16.06.2021, for the year ended on 31.03.2021, if approved by the members at the Annual General Meeting, will be paid subject to deduction of tax at source:
 - (i) To those members holding shares in physical form and whose names appear in the Register of Members of the Company as on Tuesday, 21.09.2021.
 - (ii) To those members whose names appear in the Statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the end of business hours on 21.09.2021.
14. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Link Intime India Private Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to **vinay.kumar@linkintime.co.in** till 05:00 PM IST on 21.09.2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

15. Pursuant to Section 139(5) of the Companies Act, 2013, the Auditors of a Government Company are to be appointed/ re-appointed by the Comptroller and Auditor General (C&AG) of India and, in terms of provisions contained in Section 142 of the Companies Act 2013, their remuneration shall be fixed by the company in a General Meeting or in such manner as the company in a General Meeting may determine. **As the appointment/reappointment of statutory auditors and branch auditors is yet to be done by CAG, the members may authorize Board of Directors to confirm the appointment/reappointment and fix their remuneration as per the communication to be received from CAG**
16. Pursuant to General Circular No. 02/2021 dated January 13, 2021 issued by the MCA read with General Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the AGM and Annual Report for the year ended March 31, 2021 are being sent electronically to those Members whose email addresses are registered with the DP/ RTA. Notice of the AGM along with the Explanatory Statement and the Annual Report for the year ended March 31, 2021, circulated to Members is also available on the websites of the Company **www.rites.com** and on the websites of BSE Limited and National Stock Exchange of India Limited, **www.bseindia.com** and **www.nseindia.com**, respectively
17. All relevant documents and registers referred to in the Notice will be available for inspection by the Members without payment of any fee from the date of circulation of this notice upto the date of the AGM i.e. September 29, 2021. Members seeking to inspect such documents are requested to send an email to **cs@rites.com**. Inspection shall be provided when it is mutually suitable.
18. Members desiring any information as regards the Financial Statements are requested to write to the Company at least 7 days before the date of meeting at **cs@rites.com** to enable the management to keep the information readily available at the duration of the meeting.
19. Members holding shares in physical form in single name are advised to make nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to write to RTA of the Company in prescribed form i.e. Form No. SH -13 as per the Companies (Share Capital and Debentures) Rules, 2014.
20. In case of shares held in dematerialized form, the nomination form has to be lodged directly with the respective Depository Participant (DP).
The Company's Registrar & Transfer Agent (RTA) is M/s Link Intime India Private Limited. The Communication address of the RTA is Noble Heights, 1st Floor, NH -2, C1- Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, email: **vinay.kumar@linkintime.co.in** Please write Unit: RITES Limited.
21. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
22. Members are requested to: -
 - a. Quote DP ID and Client ID/Ledger Folio numbers in all their correspondence;
 - b. Approach the RTA for consolidation of multiple ledger folios into one; and
 - c. To avoid inconvenience, get shares transferred in joint names, if they are held in a single name and/or appoint a nominee.
23. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system will be provided by Link Intime India Private Limited.
24. Kindly note that the members can opt for only one mode of voting i.e. either through Remote e-voting or voting at the AGM through VC or OAVM. Therefore, members who have cast their votes by remote e-voting prior to the AGM may attend the AGM through VC or OAVM but shall not be entitled to cast their votes again. If a member casts votes by both modes then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
25. Members desiring to exercise their vote by e-voting are requested to carefully read the enclosed instructions which *inter-alia* provide the process and manner for e-voting, login ID, generating password and time schedule, including the time period during which the votes may be cast, etc.
26. In order to scrutinize the e-voting process in a fair and transparent manner and to carry out the required activities the Company has appointed Shri Sachin Agarwal, M/s. Agarwal S. & Associates, Company Secretaries, as the Scrutinizer. Further, the company has also appointed Ms. Anuradha Jain of M/s Agarwal S. & Associates, Company Secretaries as the alternate scrutinizer.
27. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialized shares with the Depository through their concerned Depository Participants.
28. Annual listing fee for the year 2021-22 has been paid to the Stock Exchanges wherein shares of the company are listed.

29. Members are requested to notify immediately any change in their address:
- to their Depository Participants (DP) in respect of shares held in dematerialized form, and
 - to the company at its registered office or its Registrar and Share transfer Agent, Link Intime India Private Limited in respect of their physical shares, if any, quoting their Folio Number.
30. Since the AGM will be held through VC/ OAVM, the route map is not annexed in this notice.
31. Information and other Instructions relating to e-voting are given with e-voting communication.
The remote e-voting facility will be available during the following voting period:
- Commencement of remote e-voting: From 9.00 a.m. (IST) on Sunday, 26.09.2021.
 - End of remote e-voting: Up to 5:00 p.m. (IST) on Tuesday, 28.09.2021.
32. As shares of the Company are traded under compulsory demat, Members are requested to dematerialize their shareholding to avoid inconvenience.

Remote E-voting Instructions

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> Existing user of who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click "confirm" (Your password is now generated). Click on 'Login' under 'SHARE HOLDER' tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Institutional Shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'**.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one number, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

Process and Manner for Attending the Annual General Meeting through InstaMeet:

<p>I. Open the internet browser and launch the URL: https://instameet.linkintime.co.in</p> <p><input type="checkbox"/> Select the "Company" and 'Event Date' and register with your following details: -</p> <p>A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No.</p> <ul style="list-style-type: none"> • Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID • Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID • Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.</p> <p>C. Mobile No.: Enter your mobile number.</p> <p>D. Email ID: Enter your email id, as recorded with your DP/Company.</p> <p>II Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).</p>

Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request at least 3 days in advance with the company on the email id: **cs@rites.com** on or before 5:00 p.m. (IST) on 26.09.2021.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
6. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices/ Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to **instameet@linkintime.co.in** or contact on: - Tel: 022-49186175.

GENERAL GUIDELINES FOR SHAREHOLDERS

- The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of i.e. Tuesday, 21.09.2021.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at **instameet@linkintime.co.in**

- The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the company i.e. www.rites.com and on the website of Link Intime India Private Limited immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the NSE and BSE, Mumbai.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

To take note of appointment of Shri Gopi Sureshkumar Varadarajan, Director Projects, (DIN: 08241385) of the Company as the Chairman & Managing Director (Additional Charge) as appointed by the Ministry of Railways w.e.f. 01.07.2021 for a period of three months or till further orders whichever is earlier.

Since Shri Rajeev Mehrotra, Chairman & Managing Director of the Company had superannuated on 30.06.2021, Ministry of Railways vide their letter no. 2008/E(O)II/40/19 dated 30.06.2021 has entrusted the additional charge of Chairman & Managing Director to Shri Gopi Sureshkumar Varadarajan, Director Projects, (DIN: 08241385) w.e.f. 01.07.2021 for a period of three months or till further orders whichever is earlier.

Shri Gopi Sureshkumar Vardarajan (DIN: 08241385) holds NIL shares in RITES Limited. None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he is a Director of the Company.

Brief resume of Shri Gopi Sureshkumar Vardarajan is annexed.

Additional information on Directors being appointed/re-appointed as required under Regulation 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in the order of the items mentioned in the Notice:

1. Shri Gopi Sureshkumar Varadarajan, Director Projects

Age	59 years
Date of first appointment on Board	27.09.2018
Qualification	Civil Engineering from REC, Trichy, Short Term Course on Design, Construction and Management of Pre-Stressed Bridges from Indian Railway Institute of Civil Engineering, Pune. Course on General Management from IIM, Indore
Brief Resume including experience	In 1984 obtained a first class degree in Civil Engineering from REC (now NIT) Trichy. He joined IRCON International Limited as an Assistant Manager in 1985 and got elevated upto General Manager serving for 26 years in various capacities for projects in India and abroad. In Oct - 2011 selected by EPI as Executive Director, where served as regional Head for Southern Region including overseas projects for Sri Lanka, and Executive Director/Business Development.
Nature of his expertise in specific functional areas	Comprehensive expertise in multiple fields of engineering, innovation, project management and resources planning.
Other Directorship	Railway Energy Management Company Limited and Indian Railway Stations Development Corporation Limited.
Chairmanship/Membership of Committees in RITES	Four (4)
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Shri Gopi Sureshkumar Vardarajan is not related to any other director of the Company.
No. of equity shares held in the Company	NIL
No. of board meetings attended during the year	9 out of 9
Terms and conditions of appointment or re-appointment including remuneration	Appointment as per the order of The President of India vide Ministry of Railways 2017/E(O)II/40/23 dated 24.9.2018 and entrusted additional charge of CMD vide letter no. 2008/E(O)II/40/19 dated 30.06.2021.

2. Shri Anil Vij, Director Technical

Age	58 years
Date of first appointment on Board	04.11.2019
Qualification	Mechanical Engineer, IRSME
Brief Resume including experience	He possesses graduate qualification in three disciplines of engineering - Mechanical, Electrical and Electronics & Communications (Gold Medalist). He has also done full time MBA at the Management Development Institute, Gurugram specialising in Operations & Finance. He has done Management/ Leadership training at Railway Staff College, Baroda, ISB and ASCI, Hyderabad. In addition to the above, he had also undergone extensive technical training including in modern diesel locomotive technology at General Motors, USA.
Nature of his expertise in specific functional areas	He has over 36 years of work experience, having joined the Indian Railways service of Mechanical Engineering (IRSME) as a Group "A" officer in May 1985 after successful completion of the four year integrated training at the Indian Railways Institute of Mechanical and Electrical Engineering (IRIMEE), Jamalpur.
Other Directorship	Nil
Chairmanship/Membership of Committees in RITES	Four (4)
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Shri Anil Vij is not related to any other Director of the Company.
No. of equity shares held in the Company	NIL
No. of board meetings attended during the year	9 out of 9
Terms and conditions of appointment or re-appointment including remuneration	Appointment as per the order of The President of India vide Ministry of Railways Order No.2018/E(O)II/40/22 dt. 04.11.2019



RITES LIMITED

(A Government of India Enterprise)

CIN: L74899DL1974GOI007227

Registered office: SCOPE Minar, Laxmi Nagar, Delhi-110092, India

Corporate Office: RITES Bhawan, Plot No.1, Sector - 29, Gurgaon - 122001, Haryana

Email: cs@rites.com, Website: www.rites.com

Phone: +91 124 257 1665, Fax: +91 124 257 1187

E-COMMUNICATION REGISTRATION FORM

Folio No. / DP ID & Client ID : _____

Name of 1st Registered Holder: _____

Name of Joint Holder(s) : _____

Registered Address : _____

E-mail ID (to be registered) : _____

I/we shareholder(s) of RITES Limited agree to receive communication from the Company in electronic mode.

Please register my above e-mail in your records for sending communication through e-mail.

Signature _____

(First Holder)

Date: _____

Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.