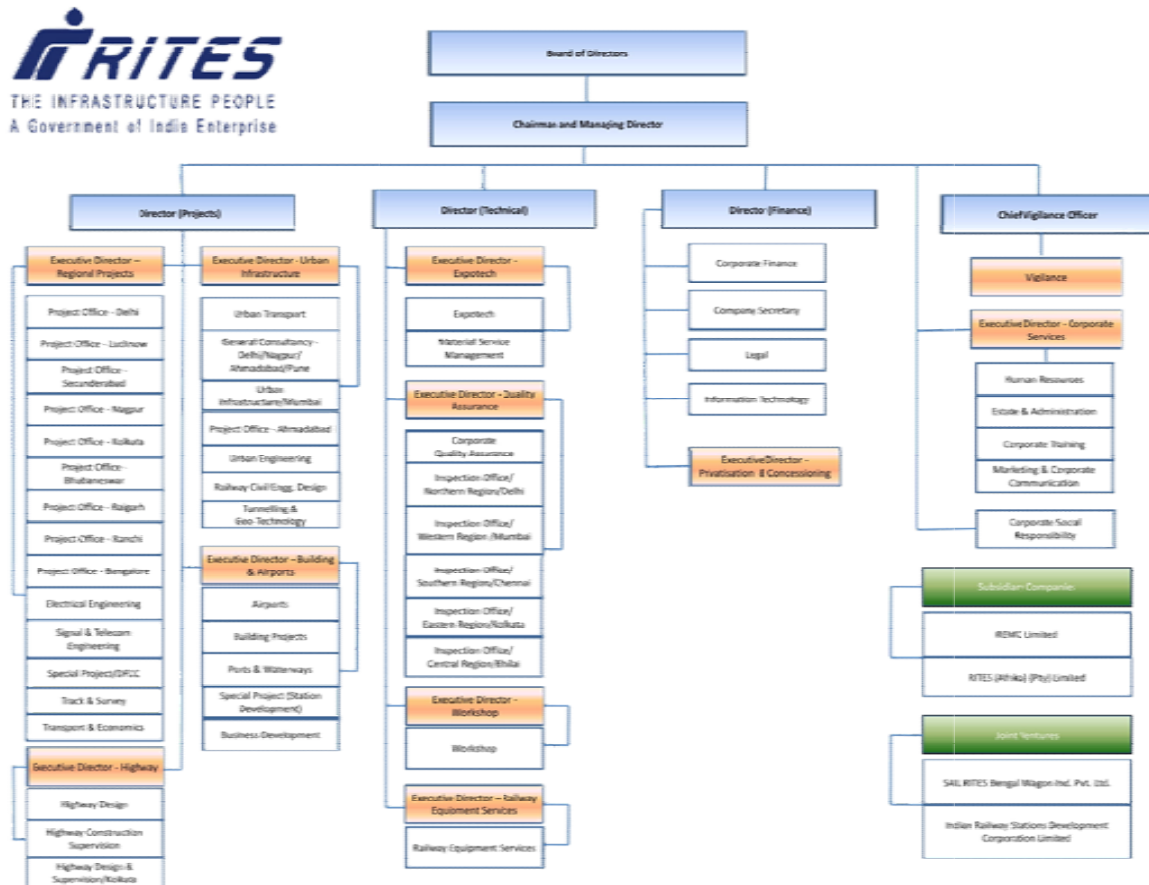


PROCEDURES FOLLOWED IN THE DECISION-MAKING PROCESS, INCLUDING CHANNELS OF SUPERVISION AND ACCOUNTABILITY

The operational decisions making authority in the Company flows from top to the bottom in the following flowchart:



Board of Directors is the highest decision making authority of RITES Limited and is responsible for protecting shareholders' interests, establishing policies for management, oversight of the organization and making decisions about important issues of the company.

Board of Directors represent the shareholders and management interests and include both internal and external members. Internal directors – members of the board are engaged with the daily workings of the company and manage the interests of shareholders, officers and the employees. The external directors represent the opinions and interests of those who function outside of the company.

As per the provisions of the Companies Act, 2013, certain matters require approval of the shareholders of the Company in General Meeting. Alike, the guidelines of Department of Public Enterprises require approval of the Government of India in certain other matters.

RITES Limited being a Public Sector Enterprises (PSE), the Board of Directors of the Company are also accountable to the Government of India.

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