



Registered office : SCOPE Minar, Laxmi Nagar, Delhi-110092, India
Corporate Office : BITES Bhawan Plot No. 1, Sector 29, Gurugram - 122001, Haryana
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CIN : L74899DL1974GOI007227

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

To
The Members
BITES Limited

NOTICE of Postal Ballot (“Notice”) is hereby given to the Members of BITES Limited (“the Company”/“BITES”) pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”/ “Listing Regulations”), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), as amended and in accordance with the circulars issued by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022 (“**MCA Circulars**”), it is proposed to seek the consent of Members of BITES Limited (“**the Company**”) to transact the Special business as set out in this Postal Ballot Notice by passing Ordinary Resolution through voting by electronic means (“remote e-voting”) only.

In accordance with the requirements specified in the said MCA Circulars, this Postal Ballot Notice is being sent in electronic form only, to all its Members who have registered their e-mail addresses with the Company/Registrars and Share Transfer Agent/Depository/Depository Participants and the communication of assent/dissent of the Members will only be taken through the remote e-voting system and whose names appearing in the register of members / list of beneficial owners of the Company provided by the Depositories as on Wednesday, November 16, 2022 (i.e., the “Cut-off Date”). **If your e-mail address is not registered with the Company/Depositories, please register the same by following the link:**



https://linkintime.co.in/emailreg/email_register.html and entering the details as required.

Further, as per the MCA circulars, a physical copy of the Notice along with the Postal Ballot Form and prepaid business reply envelope will not be sent to the Members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The Board of Directors in their meeting held on September 26, 2022 has appointed Mr. Mukesh Chand Jain, Proprietor, M/s JMC & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through the remote e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of M/s. Link Intime India Private Limited ("LI IPL") as the agency to provide remote e-voting facility. In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the notes of this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on 19.12.2022, (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit their report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorized by him. The results of remote e-voting will be announced on or before 21.12.2022, and will be displayed on the Company's website www.rites.com and will also be communicated to the Stock Exchanges, where the shares of the Company are listed. The Company will also display the results of the Postal Ballot at its Registered Office.

The instructions for remote e-voting are appended to this Notice.

You are requested to peruse the following proposed Resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility only, provided by the Company, not later than 5:00 PM (IST) on 19.12.2022. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

SPECIAL BUSINESS:

ITEM No.1: APPOINTMENT OF SHRI ARUN KUMAR SINGH (DIN: 09747776) AS DIRECTOR (PROJECTS) OF THE COMPANY

To appoint Shri Arun Kumar Singh (DIN: 09747776), as Director Projects and in this regard to consider, and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to Sections 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act”) and Rules made thereunder, Regulation 17 (1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, Order No. 2021/E(O)II/40/8 dated September 23, 2022 issued by the Ministry of Railways, Government of India, Shri Arun Kumar Singh (DIN: 09747776), who was appointed as an Additional Director by the Board of Directors with effect from September 26, 2022, be and is hereby appointed as a Director (Projects) on the Board the Company, liable to retire by rotation, on terms & conditions as may be fixed by the Government of India.

BY ORDER OF THE BOARD



Joshit Ranjan Sikidar
Company Secretary
Membership No. ACS:32442

Place: Gurugram
Dated: November 15, 2022
Regd. Office:
Scope Minar, Laxmi Nagar,
Delhi- 110092
CIN: L74899DL1974GOI007227

NOTE(S):

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out material facts in respect of the resolution to be passed through postal ballot by remote e-voting is annexed hereto. Further, Brief Resume of the Director seeking appointment/reappointment, in terms of Regulation 36 of SEBI LODR Regulations and Secretarial Standard-2, is also annexed hereto.
2. In accordance with the circulars issued by the Ministry of Corporate Affairs (“MCA”) for holding general meetings / conducting postal ballot process through remote e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022 (“MCA Circulars”), the Postal Ballot Notice is being sent through e-mail only to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) through M/s Link Intime India Pvt. Ltd. (LIPL) as on **Wednesday, 16th November, 2022 (“Cut-off Date”)**. A copy of this Postal Ballot Notice will also be available on the website of the Company at www.rites.com and on both the Stock Exchanges i.e. BSE and NSE i.e. www.bseindia.com and www.nseindia.com and on the website of LIPL at <https://linkintime.co.in>.
3. The Postal Ballot Notice is being sent only through electronic mode to those Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) through LIPL as on **Wednesday, 16th November, 2022 (“Cut-off Date”)** and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the Cut-off Date i.e. **Wednesday, 16th November, 2022**.
4. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelope will not be sent to the Members for the Postal Ballot activity in accordance with the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only, provided by the Company.
5. The remote e-voting period commences on **Sunday, 20th November, 2022 at 9:00 A.M. (IST)** and ends on **Monday, 19th December, 2022 at 5:00 P.M. (IST)**. The remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the Cut-off date, being **Wednesday, 16th November, 2022**, may cast their votes by electronic means

in the manner and process as set out in the Postal Ballot Notice mentioned hereinbelow. The remote e-voting module shall be disabled for voting thereafter. **Once the vote on a resolution is cast by the Member, the Member will not be allowed to change it subsequently.**

6. The voting rights of eligible members shall be in proportion to their share(s) in the paid-up equity share capital of the Company as on the Cut-off Date. A person who becomes a Member after the Cut-off Date should treat this Postal Ballot Notice for information purpose only.
7. Relevant documents referred in this Postal Ballot Notice and Explanatory Statement thereto, are available for inspection by the Members electronically, till Friday, December 16, 2022. Members seeking inspection may send an email to cs@rites.com stating their name and Folio no./DP ID-Client ID/Beneficiary ID. The same shall be replied suitably.
8. The Board of Directors of the Company has appointed Shri Mukesh Chand Jain, Proprietor, M/s JMC & Associates, Practicing Company Secretaries, as Scrutiniser to conduct the postal ballot e-voting process in a fair and transparent manner.
9. The Scrutinizer, after scrutinizing the votes casted at the postal ballot voting process through e-voting, will, not later than two working days from the conclusion of the e-voting, make a consolidated scrutiniser's report and submit the same to the Chairman or a person authorized by him in writing. The results declared along with the consolidated scrutiniser's report shall be placed on the website of the Company www.rites.com and on the website of LIPL at <https://linkintime.co.in>. The results shall be simultaneously communicated to the Stock Exchanges.
10. The resolution, if passed with requisite majority, would be taken as having been duly passed on the last date specified for e-voting i.e. Monday, 19th December, 2022. Further, resolution passed by postal ballot shall be deemed to be passed effectively at a general meeting of the Company.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL

- i. 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 remote 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 - ii. 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>
 - iii. Visit the e-Voting 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-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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
- i. Existing users who have opted for Easi / Easiest, 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.
 - ii. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 - iii. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 - iv. 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 i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants. 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 name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID: Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

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).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for 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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.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.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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".

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SEBI (LODR) REGULATIONS AND SECRETARIAL STANDARD-2, CONTAINING MATERIAL FACTS IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THIS POSTAL BALLOT NOTICE

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, SEBI (LODR) Regulations and Secretarial Standard-2, sets out all material facts relating to the items of Special Business set out in this Postal Ballot Notice.

ITEM NO.- 1: APPOINTMENT OF SHRI ARUN KUMAR SINGH (DIN: 09747776) AS DIRECTOR (PROJECTS) OF THE COMPANY

As per the Article 56 of Articles of Association of the Company, President of India, has the power to appoint Chairman/Chairman & Managing Director of the Company, Whole time Functional Directors and other Directors.

Ministry of Railways vide its letter No. 2021/E(O)II/40/8 dated 23.09.2022 has appointed Shri Arun Kumar Singh as Director Projects on the Board of RITES Limited. The Board of Directors in their meeting held on September 26, 2022, has appointed Shri Arun Kumar Singh as Additional Director (designated as Director Projects) of the Company with effect from September 26, 2022.

In accordance to Regulation 17 (1C) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Therefore, approval of the shareholders is sought for regularization of the appointment of Shri Arun Kumar Singh as Director (Projects) on the same terms and conditions as determined by the Government of India. During his tenure as a Director (Projects) in the Company, Shri Arun Kumar Singh shall be liable to retire by rotation.

A brief profile of Shri Arun Kumar Singh, in terms of SEBI (LODR) Regulations and Secretarial Standard-2, is annexed to this Postal Ballot Notice.

Shri Arun Kumar Singh has declared that he is not debarred from being appointed as a Director by SEBI or any other authority; and that he is not disqualified from being appointed as a Director in terms of the provisions of the Act. Shri Arun Kumar Singh is not related to any Director or Key Managerial Personnel of the Company.

In view of the above, it is proposed to obtain the approval of shareholders for appointment of Shri Arun Kumar Singh, as Director (Projects) on the Board of Directors of the Company, by passing Ordinary Resolution set out at Item no. 1 of this Postal Ballot Notice.

Shri Arun Kumar Singh does not hold any share in RITES Limited.

Except Shri Arun Kumar Singh, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution financially or otherwise, in passing of the said Ordinary Resolution, except to the extent of their shareholding in the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 1 of this postal ballot as an Ordinary Resolution.

Additional information on Director 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 -2 issued by the Institute of Company Secretaries of India, in the order of the items mentioned in the Notice:

Name of the Director	Shri Arun Kumar Singh
DIN	09747776
Date of Birth	16.02.1967
Age	55 years
Date of first appointment on Board	26.09.2022
Qualification	Shri Arun Kumar Singh is from Indian Railway Services of Engineers (IRSE 1990 Batch). He holds the qualifications of B.E. (Civil Engineering) from MNIT, Prayagraj and M. Tech (Building Science and Construction Management) from I.I.T Delhi.
Brief Resume including experience	He has vast experience of more than 30 years in major infrastructure planning, implementation and monitoring design, project management, procurement & contract management, risk management (including FIDIC based project), Operation and Maintenance, Consultancy services, business development and revenue generation etc while working in Indian Railways, Delhi Metro Rail Corporation (DMRC) and RITES. He has been associated with planning of various metros such as Lucknow, Nagpur and Delhi Metro Phase IV etc, implementation of Phase-

	3 of DMRC. He has also worked on General Consultancy / Detailed Design Consultancy for Delhi Metro, Ahmedabad Metro, Nagpur Metro, Pune Metro in India and Dhaka & Jakarta Metro abroad. Till recently he was Project Director of PMC team of RITES, on prestigious and challenging Mauritius Metro Project, for 5 years.
Nature of his expertise in specific functional areas	He has vast experience in major infrastructure planning, implementation and monitoring design, project management, procurement & contract management, risk management (including FIDIC based project), Operation and Maintenance, Consultancy services, business development and revenue generation etc.
Other Directorships along with listed entities from which the person has resigned in the past three years.	NIL
Chairmanship/Membership of Committees in companies in which position of Director is held	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	No inter-se relationship with any other Director or KMP of the Company.
No. of equity shares held in the Company	NIL
No. of board meetings attended during the year	One (1) out of One (1) meeting
Terms and conditions of appointment or reappointment including remuneration	Appointment as per the order of The President of India vide Ministry of Railways order No. 2021/E(O)II/40/8 dated 23.09.2022