

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L74899DL1974GOI007227

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACR0830Q

(ii) (a) Name of the company

RITES LIMITED

(b) Registered office address

SCOPE MINAR, LAXMI NAGAR  
DELHI  
DELHI  
Delhi  
110092

(c) \*e-mail ID of the company

cs@rites.com

(d) \*Telephone number with STD code

01242571666

(e) Website

www.rites.com

(iii) Date of Incorporation

26/04/1974

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Union Government Company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024
2	BSE LIMITED	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM 16/09/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 4

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	M	Professional, Scientific and Technical	M9	Other professional, scientific and technical activities	39.57
2	F	Construction	F2	Roads, railways, Utility projects	17.84
3	G	Trade	G1	Wholesale Trading	37.5
4	N	Support service to Organizations	N1	Rental and leasing of motor vehicles, machinery, equipment, capital goods, etc.	5.09

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 4

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	REMC LIMITED	U93000DL2013GOI256661	Subsidiary	51
2	RITES AFRIKA (PTY) LIMITED		Subsidiary	100
3	SAIL-RITES BENGAL WAGON IN	U35200DL2010PTC211955	Joint Venture	50
4	INDIAN RAILWAY STATIONS DE	U45204DL2012GOI234292	Joint Venture	24

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	300,000,000	240,301,887	240,301,887	240,301,887
Total amount of equity shares (in Rupees)	3,000,000,000	2,403,018,870	2,403,018,870	2,403,018,870

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY SHARES</b>				
Number of equity shares	300,000,000	240,301,887	240,301,887	240,301,887
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	3,000,000,000	2,403,018,870	2,403,018,870	2,403,018,870

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	1,263	240,300,624	240301887	2,403,018,8	2,403,018,8	
<b>Increase during the year</b>	0	5	5	50	50	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		5	5	50	50	
Dematerialisation of Equity Shares						
<b>Decrease during the year</b>	5	0	5	50	50	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	5		5	50	50	
Dematerialisation of Equity Shares						
<b>At the end of the year</b>	1,258	240,300,629	240301887	2,403,018,8	2,403,018,8	
<b>Preference shares</b>						

<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE320J01015

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

25,751,600,000

**(ii) Net worth of the Company**

23,992,600,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	173,504,773	72.2	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	173,504,773	72.2	0	0

**Total number of shareholders (promoters)**

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	17,219,435	7.17	0	
	(ii) Non-resident Indian (NRI)	1,297,143	0.54	0	
	(iii) Foreign national (other than NRI)	1,435	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	21,307,739	8.87	0	
4.	Banks	671,140	0.28	0	
5.	Financial institutions	2,001,570	0.83	0	
6.	Foreign institutional investors	3,476,184	1.45	0	
7.	Mutual funds	16,558,815	6.89	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	4,063,137	1.69	0	
10.	Others AIF, TRUSTS, CLEARING MEI	200,516	0.08	0	
	<b>Total</b>	66,797,114	27.8	0	0

**Total number of shareholders (other than promoters)**

104,686

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

104,687

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Valuequest India Moa				1,408,264	0.58
Bnp Paribas Trust Serv				489,000	0.2
Lsv Emerging Markets				337,877	0.14
Public Employees Reti				140,400	0.05

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Gam Investment Manag				118,972	0.04
The Collective Lsv Emc				113,100	0.04
Emerging Markets Cor				93,802	0.04
Mkt Capital Lp				91,450	0.03
Spdr S&P Emergir				70,688	0.03
Stichting Pensioenfon				62,629	0.02
Spdr Portfolio Emergir				52,951	0.02
The Emerging Markets				51,437	0.02
Stichting Shell Pensio				48,281	0.02
Firemens Annuity Anc				39,966	0.02
Emerging Markets Val				27,302	0.01
City Of New York Grou				26,494	0.01
Mckinley Capital Meas				26,460	0.01
Emerging Markets Soc				25,118	0.01
Emerging Markets Cor				24,847	0.01
Dimensional Emergin				24,565	0.01
Allianz Global Investo				20,481	0.01
State Street Emerging				19,302	0.01
Universal-Investment-				19,113	0.01
Maybank Flexi Income				18,000	0.01
Dimensional World Ex				16,602	0.01

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
**(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	111,746	104,686
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	4	0	4	4	0	0
(i) Non-Independent	4	0	4	0	0	0
(ii) Independent	0	0	0	4	0	0
<b>C. Nominee Directors representing</b>	0	1	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	1	0	2	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	4	1	4	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

13

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAHUL MITHAL	07610499	Managing Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAHUL MITHAL	AAFPM5051Q	CEO	0	
GOPI SURESHKUMAR	08241385	Whole-time director	0	31/07/2022
ANIL VIJ	07145875	Whole-time director	0	
BIBHU PRASAD NAYA	08197975	Whole-time director	0	
BIBHU PRASAD NAYA	ABJPN3499C	CFO	0	
SANDEEP JAIN	09435375	Additional director	0	
GODAWARI MISHRA	09394545	Additional director	0	
DINESHANANDA GOSWAMI	09394294	Additional director	0	
LAXMAN TAMMANNA	01838521	Additional director	0	
LIKHA TOGU	09470640	Additional director	0	
RAJ KUMAR MANGLA	09533985	Additional director	0	
JOSHIT RANJAN SIKID	APUPS6604M	Company Secretary	100	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
JOSHIT RANJAN SIKID	APUPS6604M	Company Secretar	01/04/2021	APPOINTMENT
ASHISH SRIVASTAVA	ATWPS6271J	Company Secretar	01/04/2021	CESSATION
RAJEEV MEHROTRA	01583143	Managing Director	01/07/2021	CESSATION
GOPI SURESHKUMAR	08241385	Managing Director	01/07/2021	CHANGE IN DESIGNATION
BIBHU PRASAD NAYA	ABJPN3499C	CFO	01/07/2021	APPOINTMENT
PARMOD KUMAR	AACPN8027E	CFO	01/07/2021	CESSATION
VINAY SRIVASTAVA	08638850	Nominee director	07/09/2021	CESSATION
RAHUL MITHAL	07610499	Additional director	07/10/2021	APPOINTMENT
GOPI SURESHKUMAR	08241385	Whole-time directo	07/10/2021	CHANGE IN DESIGNATION
RAHUL MITHAL	07610499	Managing Director	07/10/2021	CHANGE IN DESIGNATION
RAHUL MITHAL	AAFPM5051Q	CEO	07/10/2021	APPOINTMENT
LAXMAN TAMMANNA	01838521	Additional director	10/11/2021	APPOINTMENT
GODAWARI MISHRA	09394545	Additional director	10/11/2021	APPOINTMENT
DINESHANANDA GOS'	09394294	Additional director	11/11/2021	APPOINTMENT
SANDEEP JAIN	09435375	Additional director	17/12/2021	APPOINTMENT
LIKHA TOGU	09470640	Additional director	21/01/2022	APPOINTMENT
RAJ KUMAR MANGLA	09533985	Additional director	14/03/2022	APPOINTMENT

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	29/09/2021	103,811	149	72.2

**B. BOARD MEETINGS**

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/06/2021	5	5	100
2	20/07/2021	4	4	100
3	12/08/2021	4	4	100
4	06/10/2021	3	3	100
5	11/11/2021	7	7	100
6	28/12/2021	8	8	100
7	08/02/2022	9	9	100
8	14/03/2022	10	10	100

**C. COMMITTEE MEETINGS**

Number of meetings held

22

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	16/06/2021	3	3	100
2	AUDIT COMM	12/08/2021	3	3	100
3	AUDIT COMM	11/11/2021	3	3	100
4	AUDIT COMM	28/12/2021	3	3	100
5	AUDIT COMM	08/02/2022	3	3	100
6	AUDIT COMM	14/03/2022	3	3	100
7	NOMINATION	16/06/2021	3	3	100
8	NOMINATION	20/07/2021	3	3	100
9	RISK MANAGI	12/08/2021	3	3	100
10	RISK MANAGI	08/02/2022	4	4	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	16/09/2022
								(Y/N/NA)
1	RAHUL MITHAL	4	4	100	0	0	0	Yes
2	GOPI SURESH	8	8	100	12	12	100	Not Applicable
3	ANIL VIJ	8	8	100	11	11	100	Yes
4	BIBHU PRASAD NA	8	8	100	11	11	100	Yes
5	SANDEEP JAIN	3	3	100	3	3	100	Yes
6	GODAWARI MANI	4	4	100	8	8	100	Yes
7	DINESHANAN	4	4	100	6	6	100	Yes
8	LAXMAN TAM	4	4	100	9	9	100	Yes
9	LIKHA TOGU	2	2	100	3	3	100	Yes
10	RAJ KUMAR M	1	1	100	0	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAHUL MITHAL	MANAGING DIR	2,531,266	0	0	946,582	3,477,848
2	RAJEEV MEHROTRA	EX CMD & CEO	1,475,689	0	0	7,153,071	8,628,760
3	ANIL VIJ	DIRECTOR TEC	4,361,285	0	0	3,452,919	7,814,204
4	V.G SURESH KUMAR	WHOLE TIME D	4,528,442	0	0	3,286,912	7,815,354
5	BIBHU PRASAD NA	WHOLE TIME D	5,048,434	0	0	3,974,307	9,022,741
	Total		17,945,116	0	0	18,813,791	36,758,907

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PARMOD KUMAR I	CFO	1,096,750	0	0	5,055,873	6,152,623

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	JOSHIT RANJAN S	CS	4,442,265	0	0	2,249,267	6,691,532
	Total		5,539,015	0	0	7,305,140	12,844,155

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	LAXMAN TAMMAN	INDEPENDENT	0	0	0	385,000	385,000
2	GODAWARI MISHR	INDEPENDENT	0	0	0	360,000	360,000
3	DINESHANANDA G	INDEPENDENT	0	0	0	310,000	310,000
4	LIKHA TOGU	INDEPENDENT	0	0	0	155,000	155,000
	Total		0	0	0	1,210,000	1,210,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

SHRI AKHIL ROHATGI

Whether associate or fellow

Associate  Fellow

Certificate of practice number

2317

#### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

#### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 276.B.05 dated 24/05/2022

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

#### To be digitally signed by

Director

B P  
NAYAK  
Digitally signed by B P NAYAK  
Date: 2022.11.14  
17:53:37 +05'30'

DIN of the director

08197975

#### To be digitally signed by

JOSHIT  
RANJAN  
SIKIDAR  
Digitally signed by JOSHIT RANJAN SIKIDAR  
Date: 2022.11.14  
17:54:27 +05'30'

Company Secretary

Company secretary in practice

Membership number

32442

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

Committee meetings.pdf FII.pdf MGT-8.pdf
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Modify
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Check Form
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Prescrutiny
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Submit
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



## AKHIL ROHATGI & COMPANY

Company Secretaries  
21, Shamnath Marg, Civil Lines, Delhi - 110054.  
Phone : 9810690633, 8527087435  
Email : rohatgi\_co\_secy@gmail.com  
csdelhi84@gmail.com

### Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11 (2) of  
Companies (Management and Administration) Rules, 2014]  
**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of the RITES LIMITED (the Company) having **CIN- L74899DL1974GOI007227**, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31<sup>st</sup> March 2022. In our opinion and to the best of my information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. its status under the Act.
2. maintenance of registers/records & making entries therein within the time prescribed therefore.
3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, within/beyond the prescribed time as given in Annexure-1. During the year under scrutiny the company was not required to be filed any eforms and return to the Regional Director, Central Government, the Tribunal or Court.
4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed.
5. closure of Register of Members - Register of Members was closed from 22.09.2021 to 29.09.2021.



6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act - no advance was given or loan made as referred in section 185 during the year under scrutiny.
7. contracts/arrangements with related parties as specified in section 188 of the Act.
8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances. During the period under review company has not Issued or allotted or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities.
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
10. declaration/payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act.
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof.
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them.

As per the Section 149(4) of the Companies Act, 2013, atleast half of the Board of Director shall comprise of Independent Directors. Being a Government Company, Directors on the Board are appointed by the Ministry of Railways. Accordingly, Ministry of Railways had appointed four Independent Directors namely Dr. Godawari Mishra w.e.f. 10<sup>th</sup> November, 2021, Shri Laxman Tammanna Tapashi w.e.f. 10<sup>th</sup> November, 2021, Shri Dineshananda Goswami w.e.f. 11<sup>th</sup> November 2021 and Shri Likha Togu w.e.f. 21<sup>st</sup> January 2022 on the Board of the Company against the requirement of Six Independent Directors.

As per the second proviso of Section 149(1)(a) of the Companies Act, 2013, the Board of Directors of the Company shall consist an Independent Women Director. Being a Government Company, Directors on the Board are appointed by the Ministry of Railways. Accordingly, Ministry of Railways had



appointed an Independent Woman Director on the Board of the Company on 10<sup>th</sup> November, 2021.

13. Appointment / reappointment / filling up casual vacancies of auditors as per the provisions of section 139 of the Act - there was no casual vacancy of auditors. Company being a Government Company, Auditors are appointed by CAG;
14. approvals required to be taken from Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act - no approval was required to be taken from Tribunal, Regional Director and Court during the year under scrutiny.
15. acceptance / renewal / repayment of deposits - no deposit was taken by the company.
16. borrowings from its directors, members, public financial institutions, banks and others and creation / modification / satisfaction of charges in that respect- there was no borrowings from its directors, members, public financial institutions.
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act - there were no guarantees given or securities provided to other bodies corporate or persons by the Company falling under the provisions of section 186 of the Act.
18. alteration of the provisions of the Memorandum and / or Articles of Association of the Company - there was no alteration of the provisions of the Memorandum and / or Articles of Association of the Company.

**For Akhil Rohatgi & Co**  
**Company Secretaries**  
**Reg. No. P1995DE072900**



**CS Deepak Kumar**  
**Partner**

**C.P. No: 11372**  
**M. No. F10189**  
**UDIN: F010189D001142078**

**Place: Delhi**  
**Date: 06/10/2022**

**Annexure-1**

<b>Sr. No.</b>	<b>Forms</b>	<b>Particulars</b>	<b>Date of filing</b>	<b>Whether filed Within/Beyond prescribed limit.</b>
1	E-Form DIR-12	Cessation of office of Director on 15/03/2021	12/04/2021	Within
2	E-Form DIR-12	Appointment of KMP on 01/04/2021	08/04/2021	Within
3	E-Form DIR-12	Cessation of office of Director on 01/07/2021	14/07/2021	Within
4	E-Form DIR-12	Cessation of office of Director on 07/09/2021	28/09/2021	Within
5	E-Form DIR-12	Appointment of Director on 07/10/2021	03/11/2021	Within
6	E-Form DIR-12	Change in designation of Director on 07/10/2021	12/11/2021	Beyond
7	E-Form DIR-12	Appointment of Director on 10/11/2021	10/12/2021	Within
8	E-Form DIR-12	Appointment of Director on 17/12/2021	12/01/2022	Within
9	E-Form DIR-12	Appointment of Director on 21/01/2022	15/02/2022	Within
10	E-Form DIR-12	Appointment of Director on 14/03/2022	06/04/2022	Within
11	E-Form AOC-4XBRL	For the financial year ending 2021	28/10/2021	Within



12	E-Form MGT-7	For the financial year ending 2021	26/11/2021	Within
13	E-Form MGT-14	Appointment of KMP on 16/06/2021	14/07/2021	Within
14	E-Form MGT-14	Appointment of Secretarial Auditor for the financial year 2020-2021	05/07/2021	Within
15	E-Form MGT-14	Adoption of financial statement and directors report in the Board Meeting	09/09/2021	Within
16	E-Form MGT-14	Appointment of Internal Auditor on 04/10/2021	06/10/2021	Within
17	E-Form MGT-14	Adopt financial statement in the AGM for the financial year ended 2021	28/10/2021	Within
18	E-Form MGT-14	Appointment of Secretarial Auditor for the financial year 2022	25/01/2022	Within
19	E-Form MGT-15	For the financial year ending 2021	26/10/2021	Within
20	E-Form ADT-1	Appointment of Auditor	12/10/2021	Beyond
21	E-Form IEPF-2	Appointment of Nodal Officer	23/06/2021	Within



BITES LIMITED (CIN: L74899DL1974G01007227)

Annexure pursuant to Serial no. IX (C) MGT-7 IX Meeting of Members/Class of Members/Board/Committees of the Board of Directors

C. Committee Meetings

Number of Meetings held : 23

SR NO.	TYPE OF MEETING	DATE OF MEETING	TOTAL NO OF MEMBERS AS ON THE DATE OF MEETING	ATTENDANCE	
				NUMBER OF MEMBERS ATTENDED	% OF ATTENDANCE
1	AUDIT COMMITTEE	16/06/2021	3	3	100
2		12/08/2021	3	3	100
3		11/11/2021	3	3	100
4		28/12/2021	3	3	100
5		08/02/2022	3	3	100
6		14/03/2022	3	3	100
7	NOMINATION AND REMUNERATION COMMITTEE	16/06/2021	3	3	100
8		20/07/2021	3	3	100
9		28/12/2021	3	3	100
10		14/03/2022	3	3	100
11	STAKEHOLDERS RELATIONSHIP COMMITTEE	16/06/2021	3	3	100
12		12/08/2021	3	3	100
13		08/02/2022	4	4	100
14	CORPORATE SOCIAL RESPONSIBILITY	16/06/2021	3	3	100
15		12/08/2021	3	3	100
16		11/11/2021	3	3	100
17		28/12/2021	3	3	100
18		08/02/2022	3	3	100
19		14/03/2022	3	3	100
20	RISK MANAGEMENT COMMITTEE	12/08/2021	3	3	100
21		08/02/2022	4	4	100
22	PROJECT INVESTMENT COMMITTEE	28/12/2021	3	3	100
23	SEPARATE MEETING OF INDEPENDENT DIRECTORS	08/02/2022	4	4	100

RITES Limited				
Foreign Portfolio Investors (Corporate)	'IN30152430037219	Valuequest India Moat Fund Limited	1408264	0.586
Foreign Portfolio Investors (Corporate)	'IN30179910082210	Bnp Paribas Trust Services Singapore Limited As Trustee Of Maybank Asian Equity Fund	489000	0.2035
Foreign Portfolio Investors (Corporate)	'IN30005410040762	Lsv Emerging Markets Small Cap Equity Fund, Lp	337877	0.1406
Foreign Portfolio Investors (Corporate)	'IN30014210779541	Public Employees Retirement System Of Ohio	140400	0.0584
Foreign Portfolio Investors (Corporate)	'IN30005410104994	Gam Investment Management (Switzerland) Ag For Reuss - Emerging Markets Asia	118972	0.0495
Foreign Portfolio Investors (Corporate)	'IN30005410096714	The Collective Lsv Emerging Markets Equity Fund Of The Northern Trust Company Sub-Advised Collective Funds Trust Managed By Lsv Asset Management	113100	0.0471
Foreign Portfolio Investors (Corporate)	'IN30005410013410	Emerging Markets Core Equity Portfolio (The Portfolio) Of Dfa Investment Dimensions Group Inc. (Dfaidg)	93802	0.039
Foreign Portfolio Investors (Corporate)	'IN30317320020025	Mkt Capital Lp	91450	0.0381
Foreign Portfolio Investors (Corporate)	'IN30014220772140	Spdr S&amp;P Emerging Markets Small Cap Etf	70688	0.0294
Foreign Portfolio Investors (Corporate)	'IN30005410097258	Stichting Pensioenfond Ing	62629	0.0261
Foreign Portfolio Investors (Corporate)	'IN30014220772123	Spdr Portfolio Emerging Markets Etf	52951	0.022
Foreign Portfolio Investors (Corporate)	'IN30005410013268	The Emerging Markets Small Cap Series Of The Dfa Investment Trust Company	51437	0.0214
Foreign Portfolio Investors (Corporate)	'IN30343810006932	Stichting Shell Pensioenfond	48281	0.0201
Foreign Portfolio Investors (Corporate)	'IN30005410024509	Firemens Annuity And Benefit Fund Of Chicago	39966	0.0166
Foreign Portfolio Investors (Corporate)	'IN30016710100587	Emerging Markets Value Fund Of Dimensional Funds Plc	27302	0.0114
Foreign Portfolio Investors (Corporate)	'IN30014220774577	City Of New York Group Trust	26494	0.011
Foreign Portfolio Investors (Corporate)	'IN30014210760924	Mckinley Capital Measa Fund Qeic Limited	26460	0.011
Foreign Portfolio Investors (Corporate)	'IN30005410017712	Emerging Markets Social Core Equity Portfolio Of Dfa Investment Dimensions Group Inc.	25118	0.0105
Foreign Portfolio Investors (Corporate)	'IN30016710156689	Emerging Markets Core Equity Fund Of Dimensional Funds Lvcv	24847	0.0103
Foreign Portfolio Investors (Corporate)	'IN30005410040054	Dimensional Emerging Markets Value Fund	24565	0.0102
Foreign Portfolio Investors (Corporate)	'IN30343810014255	Allianz Global Investors Gmbh Acting On Behalf Of Allianzgi-Fonds Dspt	20481	0.0085
Foreign Portfolio Investors (Corporate)	'IN30014220772359	State Street Emerging Markets Enhanced Non-Lending Common Trust Fund	19302	0.008
Foreign Portfolio Investors (Corporate)	'IN30343810016429	Universal-Investment-Gesellschaft Mbh On Behalf Of Ui-Fonds Bav Rbi Aktien	19113	0.008
Foreign Portfolio Investors (Corporate)	'IN30152430052367	Maybank Flexi Income Fund	18000	0.0075
Foreign Portfolio Investors (Corporate)	'IN30005410115788	Dimensional World Ex U.S. Core Equity 2 Etf Of Dimensional Etf Trust	16602	0.0069
Foreign Portfolio Investors (Corporate)	'IN30005410117595	Lsv India Equity Fund, Lp	15000	0.0062
Foreign Portfolio Investors (Corporate)	'IN30005410074905	World Ex U.S. Core Equity Portfolio Of Dfa Investment Dimensions Group Inc.	14370	0.006
Foreign Portfolio Investors (Corporate)	'IN30005410074841	World Ex U.S. Targeted Value Portfolio Of Dfa Investment Dimensions Group Inc.	11078	0.0046
Foreign Portfolio Investors (Corporate)	'IN30016710021055	Alaska Permanent Fund	10533	0.0044
Foreign Portfolio Investors (Corporate)	'IN30152430049717	Dfa International Core Equity Fund	8967	0.0037
Foreign Portfolio Investors (Corporate)	'IN30016710100511	Emerging Markets Targeted Value Fund Of The Dimensional Funds Ii Public Limited Company	7992	0.0033
Foreign Portfolio Investors (Corporate)	'IN30005410100216	Emerging Markets Targeted Value Portfolio	7490	0.0031
Foreign Portfolio Investors (Corporate)	'IN30005410116787	Emerging Markets Ex China Core Equity Portfolio Of Dfa Investment Dimensions Group Inc.	6981	0.0029
Foreign Portfolio Investors (Corporate)	'IN30005410009298	Los Angeles City Employees Retirement System	6000	0.0025
Foreign Portfolio Investors (Corporate)	'IN30005410097678	Emerging Markets Sustainability Core 1 Portfolio	5670	0.0024
Foreign Portfolio Investors (Corporate)	'IN30005410078971	John Hancock Variable Insurance Trust Emerging Markets Value Trust	3302	0.0014
Foreign Portfolio Investors (Corporate)	'IN30016710128022	Dimensional Funds Plc - Multi-Factor Equity Fund	2813	0.0012
Foreign Portfolio Investors (Corporate)	'IN30005410112036	Dimensional Emerging Core Equity Market Etf Of Dimensional Etf Trust	2812	0.0012
Foreign Portfolio Investors (Corporate)	'IN30016710041027	Sa Emerging Markets Value Fund	2755	0.0011
Foreign Portfolio Investors (Corporate)	'IN30179910081740	Bnp Paribas Arbitrage	2167	0.0009
Foreign Portfolio Investors (Corporate)	'IN30152430049602	Cc&amp;L Q Emerging Markets Equity Fund	1088	0.0005
Foreign Portfolio Investors (Corporate)	'IN30343810021660	Quadrature Capital Vector Sp Limited	65	0