

**BITES LIMITED**

(Schedule 'A' Enterprise of Govt. of India)

(CIN: L74899DL1974GO1007227)

Registered Office: SCOPE Minar, Laxmi Nagar, Delhi-110092, India | Tel.: +91 11 2202 4610 | Fax: +91 11 2202 4660

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

Tel.: +91 12 4257 1665, Fax: +91 12 4257 1187

E-mail: cs@rites.com | Website: www.rites.com

CASH OFFER FOR BUYBACK OF NOT EXCEEDING 96,98,113 (NINETY SIX LAKH NINETY EIGHT THOUSAND ONE HUNDRED THIRTEEN) FULLY PAID-UP EQUITY SHARES OF FACE VALUE ₹10 EACH, REPRESENTING 3.88% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY, FROM ALL THE EXISTING SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY AS ON THE RECORD DATE i.e. WEDNESDAY, SEPTEMBER 30, 2020 ON A PROPORTIONATE BASIS, THROUGH THE "TENDER OFFER" PROCESS AT A PRICE OF ₹ 265 (RUPEES TWO HUNDRED SIXTY FIVE ONLY) PER FULLY PAID-UP EQUITY SHARE FOR AN AGGREGATE CONSIDERATION NOT EXCEEDING ₹ 257 CRORE (RUPEES TWO HUNDRED FIFTY SEVEN CRORE ONLY).

Unless otherwise defined, capitalised terms used but not defined in this advertisement shall have the meaning assigned to such terms in the Letter of Offer.

This advertisement ("Advertisement") is being issued by the Company pursuant to and in compliance with the circular issued by SEBI vide circular no. SEBI/CIR/CFD/DCR1/CIR/P/2020/83 dated May 14, 2020 read with SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020 (the "Relaxation Circulars"). This is to be read together with:

- a) the Public Announcement dated Monday, September 21, 2020 published on Tuesday, September 22, 2020; and  
b) the Letter of Offer dated Tuesday, October 20, 2020.

The Public Announcement was published in the following newspapers:

Publication	Language	Editions
Business Standard	English	All
Business Standard	English	All

**1. COMPLETION OF DISPATCH**

In terms of the Relaxation Circulars and in light of the COVID-19 situation, the Letter of Offer along with Tender Form has been electronically dispatched to all the Eligible Shareholders holding Equity Shares as on the Record Date i.e. Wednesday, September 30, 2020 and whose email ids have been registered with Company/ as downloaded from depositories. The Company will not undertake any physical dispatch of the Letter of Offer and Tender Form in compliance with the Relaxation Circulars.

**2. AVAILABILITY OF LETTER OF OFFER AND TENDER FORM**

An Eligible Shareholder may access the Letter of Offer along with the Tender Form, on the website of the Company (www.rites.com), the Registrar to the Buyback (www.linkintime.co.in), the Stock Exchanges i.e. NSE (www.nseindia.com), BSE (www.bseindia.com) and the Manager to the Buyback (www.idbicapital.com). Eligible Shareholder who have not registered their email ids with the depositories/ the Company, and who want to know their entitlement can do so by accessing the website of the Registrar at (https://www.linkintime.co.in/Offer/Default.aspx). Further, in case of non-receipt of Letter of Offer, the application can be made on a plain paper in writing signed by the Eligible Shareholders during the Tendering Period, i.e. from Tuesday, October 27, 2020 to Tuesday, November 10, 2020. For detailed procedure for tendering Equity Shares and settlement, please refer to section titled "Procedure for Tender Offer and Settlement" on Page 33 of Letter of Offer.

**3. BRIEF SCHEDULE OF ACTIVITIES**

The schedule of major activities is set forth below:

Activity	Date	Day
Date of Opening of the Buyback Offer*	October 27, 2020	Tuesday
Date of Closing of the Buyback Offer*	November 10, 2020	Tuesday
Last date of receipt of the completed Tender Forms and other specified documents including Physical Share certificates (if and as applicable) by the Registrar	November 12, 2020	Thursday
Last date of verification of Tender Forms by the Registrar	November 13, 2020	Friday
Last date of intimation regarding acceptance / non- acceptance of tendered Equity Shares by the Registrar	November 17, 2020	Tuesday
Last date of settlement of bids on the Stock Exchange	November 18, 2020	Wednesday
Last date of dispatch of share certificate(s) by RTA/ payment to shareholders/ return of unaccepted demat shares by Stock Exchanges to Shareholder Broker/ Eligible Shareholders	November 18, 2020	Wednesday
Last date of extinguishment of Equity Shares	November 24, 2020	Tuesday

Note: Where last dates are mentioned for certain activities, such activities may happen on or before the respective last date.

\* Bids will not be accepted on Friday, October 30, 2020, being non Working Day as per the Buyback Regulations.

**4. CONTACT DETAILS**

The Eligible Shareholders may also contact the following for receiving the Letter of Offer and the Tender Forms in electronic form:

RITES LIMITED	IDBI CAPITAL MARKETS & SECURITIES LIMITED	LINK INTIME INDIA PRIVATE LIMITED
Registered Office: SCOPE Minar, Laxmi Nagar, Delhi-110092, India Tel: +91 12 4257 1665 Fax: +91 12 4257 1187 E-mail: cs@rites.com Website: www.rites.com Contact Person: Ashish Kumar Srivastava, Company Secretary and Compliance Officer	Address: 6th Floor, IDBI Tower, WTC Complex, Cuffe Parade, Mumbai - 400 005, Maharashtra, India Tel.: +91 (22) 2217 1700; Fax No.: +91 (22) 2215 1787 Email: ritesbuyback@idbicapital.com Website: www.idbicapital.com Contact Person: Chandresh Sharma	Address: C-101, 1st Floor, 247 Park, Lal Bhadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 Tel: : +91 022 49186200 Fax: +91 022 49186195 E-mail: rites.buyback2020@linkintime.co.in Website: www.linkintime.co.in Contact Person: Sumeet Deshpande

**5. OTHER INFORMATION**

- a. The information contained in this Advertisement is in accordance with the Relaxation Circulars.  
b. The Offer will be implemented through stock exchange mechanism made available by NSE. Details relating to the procedure for tendering the Equity Shares are more particularly set out in the Letter of Offer.  
c. The Advertisement will also be available on the websites of the on the website of the Company (www.rites.com), the Registrar to the Buyback (www.linkintime.co.in), the Stock Exchanges i.e. NSE (www.nseindia.com), BSE (www.bseindia.com) and the Manager to the Buyback (www.idbicapital.com).

**6. DIRECTORS RESPONSIBILITY**

As per Regulation 24 (i) (a) of the Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Advertisement and confirms that this Advertisement contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of RITES Limited

Sd/- <b>Rajeev Mehrotra</b> Chairman and Managing Director (DIN: 01583143)	Sd/- <b>Bibhu Prasad Nayak</b> Director Finance (DIN: 08197975)	Sd/- <b>Ashish Kumar Srivastava</b> Company Secretary and Compliance Officer (FCS: 5325)
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