



**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 1666, Fax: +91 124 257 1660**  
**CIN: L74899DL1974GOI007227**

## **NOTICE**

Notice is hereby given that the 45<sup>th</sup> Annual General Meeting of the Members of RITES LIMITED will be held on Tuesday, July 30, 2019, at 10:00 A.M. at Zoravar Hall, Manekshaw Centre, Khyber Lines, Delhi Cantonment, New Delhi - 110010 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, 2019 along with the Reports of Board of Directors and Auditors thereon.
- (2) To confirm the first and second interim dividends declared for the Financial Year 2018-19 and to declare the final dividend on equity shares for the financial year ended 31st March, 2019.
- (3) To appoint a Director in place of Shri Mukesh Rathore, Director (Technical) (DIN: 07669150), who retires by rotation and being eligible, offers himself for re-appointment.
- (4) To appoint a Director in place of Shri Amar Prakash Dwivedi, Director (DIN: 07122333), who retires by rotation and being eligible, offers himself for re-appointment.
- (5) 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:**

- (6) **To appoint Shri Gopi Sureshkumar Varadarajan (DIN: 08241385), as Director liable to retire by rotation.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

**"RESOLVED THAT** pursuant to section 152 and other applicable provisions of the Companies Act, 2013, rules made there under read with the Articles of Association of the Company, Shri Gopi Sureshkumar Varadarajan (DIN: 08241385), who was appointed as Director (Projects) of the Company by the President of India vide Ministry of Railways' Order No. 2017/E(O)II/40/23 dated 24.09.2018, and subsequently appointed as an Additional Director by the Board of Directors with effect from 27th September, 2018 to hold office upto the date of ensuing Annual General Meeting under Section 161 of Companies Act, 2013 and who has consented to act as Whole Time Director, be and is hereby appointed as Director (Projects) of the Company, liable to retire by rotation, on terms & conditions as may be fixed by the Govt. of India."

- (7) **To appoint Shri Alok Kumar Tewari (DIN: 06694407) as a part time Government Nominee Director liable to retire by rotation.**

To consider and if thought fit, to pass with or without modifications, the following resolution as an ORDINARY RESOLUTION:

**"RESOLVED THAT** pursuant to section 152 and other applicable provisions of the Companies Act, 2013, rules made there under read with the Articles of Association of the Company, Shri Alok Kumar Tewari (DIN: 06694407), who was appointed as part time Government Nominee Director of the Company by the President of India vide Ministry of Railways' Order No. 2004/PL/49/9/Pt-II dated 28.05.2019, and subsequently appointed as an Additional Director by the Board of Directors with effect from 30<sup>th</sup> May, 2019 to hold office upto the date of ensuing Annual General Meeting under Section 161 of the Companies Act, 2013 and who has consented to act as part time Government Nominee Director, be and is hereby appointed as part time Government Nominee Director of the Company, liable to retire by rotation, on terms & conditions as may be fixed by the Govt. of India."

- (8) **To approve issuance of Bonus Shares.**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as ORDINARY RESOLUTIONS:

**"RESOLVED THAT** in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013

and the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and further subject to such permissions, sanctions and approvals as may be required in this regard, the consent of the shareholders of the Company be and is hereby accorded to capitalize a sum of Rs.50 crore only (Rupee Fifty Crore Only) standing to the credit of the free reserves, for the purpose of issuance of bonus shares of Rs. 10/- (Rupees Ten Only) each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the Company whose names appear in the Register of Members maintained by the Company and the List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the Record Date as fixed by the Board for the purpose (which expression shall also include a Committee thereof/CMD), in the proportion of 1 (one) Bonus equity share of Rs. 10/- each for every (4) four existing equity share(s) of Rs. 10/- each held by the Members/Beneficial Owners and that the Bonus Shares so distributed shall, for all purposes, rank pari passu with the existing equity shares and shall be treated as increase in the paid up share capital of the Company”.

**“RESOLVED FURTHER THAT** the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) & other Foreign Investors and/or distribution of net sale proceeds in respect of fractions to such members may be entitled, be subject to the compliance requirements of RBI or any other regulatory authority, if any”.

**“RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus shares shall be issued to shareholders holding shares in physical mode and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time; except that the new equity bonus shares will be credited to the demat account of the allottees, who hold the existing equity shares in electronic form”.

**“RESOLVED FURTHER THAT** the new equity bonus shares of Rs. 10/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted”.

**“RESOLVED FURTHER THAT** the Board/Committee shall not issue any certificate or coupon in respect of fractional shares, if any, but the total number of such new equity shares representing such fractions shall be allotted by the Board (which expression shall also include Committee thereof) to the nominee(s) to be selected by the Board/Committee, who would hold them as trustee for the members entitled thereto, and sell such equity shares allotted to him at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost and expenses in respect thereof be distributed to the members in proportion to their fractional entitlements.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other applicable guidelines, rules and regulations”.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolutions, the Board / Committee of the Board, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubts or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board / Committee of the Board in its discretion thinks fit and proper”.

**BY ORDER OF THE BOARD**



**(ASHISH SRIVASTAVA)**  
**Company Secretary**  
**FCS: 5325**

Place : Gurgaon  
Dated : 24<sup>th</sup> June, 2019

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

**NOTES:**

- 1. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY IN WRITING DULY SIGNED BY HIM/HER TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. In order to be effective, proxy form duly completed should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A blank proxy form is enclosed herewith and can also be obtained from the registered office of the Company free of charge.
3. As per the provisions of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. Corporate members are requested to send a 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. Alternatively, such an authority duly certified should be brought by the representative attending on behalf of the corporate body, at the meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days' notice in writing is given to the Company.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
7. The Register of Members and Share Transfer books of the Company will remain closed from 24.07.2019 to 30.07.2019 (both days inclusive).
8. Brief resume of the Directors seeking appointment and re-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.
9. Members are requested to :-
  - (i) note that copies of Annual Report shall not be made available at the venue of the Meeting.
  - (ii) bring their copies of Annual report, Notes and Attendance Slip duly completed and signed at the meeting.
  - (iii) deliver duly completed and signed attendance slip at the entrance of the venue of the meeting as entry to the Hall will be strictly on the basis of the Entry Slip available at the counter at the venue to be exchanged with the Attendance Slip. Photocopies of Attendance Slip will not be entertained for issuing Entry Slip for attending Annual General Meeting.
  - (iv) quote their Folio /Client ID & DP ID Nos. in all correspondence.
  - (v) note that due to strict security reasons mobile phones, brief cases, eatables and other belongings will not be allowed inside the Auditorium.
  - (vi) note that in case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
  - (vii) note that no gifts/coupons will be distributed at the Annual General Meeting.
  - (viii) entry is restricted to members or registered proxy holders. Accordingly, persons(s) other than members are requested to register their proxies before stipulated time.
10. The Annual Report of the Company is also available on the company's website i.e [www.rites.com](http://www.rites.com).
11. None of the Directors of the Company is in any way related to each other.
12. 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 in the enclosed format directly 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 send it again. Members holding shares in physical form may send the ECS Mandate form to the RTA of the Company.
13. 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.
14. 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.
15. The Board of Directors of the Company in their meetings held on December 17, 2018 and March 11, 2019 declared first and second interim dividend of Rs. 95 Crore i.e. Rs. 4.75 per share of Rs. 10 each and Rs. 80 Crore i.e. Rs. 4 per share of Rs. 10 each, respectively. Final dividend of Rs. 80 crore i.e. Rs. 4 per share of Rs.10 each on equity shares, as

recommended by the Board of Directors in their meeting held on May 29, 2019, for the year ended on 31.03.2019, if approved by the members at the Annual General Meeting, will be paid to the shareholders holding shares as on the record date fixed by the Company.

16. Pursuant to Section 139(5) of the Companies Act, 2013, the Statutory 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.
- 17 Pursuant to Section 101 of the Companies Act, 2013 read with the relevant Rules, the Company has implemented the "Green Initiative" which enables the Company to serve documents like notices, annual reports, etc., in electronic form to its members. It also facilitates prompt receipt of communications and thereby reduces postal transit losses. Accordingly, copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes through e-mail unless any member has requested for a hard copy of the same. Members holding shares in electronic mode are, therefore, requested to ensure to keep their e-mail addresses updated with the Depository Participant. Members who hold shares in physical form are requested to get their e-mail id registered with RTA of the Company.
- 18 All relevant documents referred to in the Notice will be available for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during working hours upto the date of Annual General Meeting and the same along with other documents as required under the applicable law will also be available for inspection at the time of AGM of the Company.
19. Members desiring any information as regards the Financial Statements are requested to write to the Company at least 7 days before the date of the meeting to enable the management to keep the information readily available at the meeting
20. Members desirous of making a 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 format as per the Companies (Share Capital and Debentures) Rules, 2014. 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, 1<sup>st</sup> Floor, NH -2, C1- Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, website : delhi@linkintime.co.in. Please write Unit: RITES Limited.

21. In compliance with the 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 from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited.
22. 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. Therefore, members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again. If a member casts vote by both modes then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
23. 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.
24. 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. Karishma Singh of M/s Agarwal S. & Associates, Company Secretaries as the alternate scrutinizer.
25. Members who have not registered their e-mail address, so far, are requested to register their e-mail addresses, in respect of dematerialized shares with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the e-communication registration form and hand over the same along with attendance slip at the registration counter of the venue of the Annual General Meeting for registration of Email address for receiving notice/documents including Annual Report.
26. Annual listing fee for the year 2019-20 has been paid to the Stock Exchanges wherein shares of the company are listed.

27. Members are requested to notify immediately any change in their address:
  - i) to their Depository Participants (DP) in respect of shares held in dematerialized form, and
  - ii) 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.
28. Members are required to bring their attendance slip to the AGM. Duplicate Attendance slips and / or copies of the Report and Accounts will not be provided at the AGM venue.
29. A route map to reach the venue of the Annual General Meeting, including prominent landmark for easy location, is attached along with the notice.
30. 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:

- A. Commencement of remote e-voting: From 9.00 a.m. (IST) on 26<sup>th</sup> July, 2019.
- B. End of remote e-voting: Up to 5:00 p.m. (IST) on 29<sup>th</sup> July, 2019.

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

Step 2: Cast your vote electronically on NSDL e-Voting system.

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

1. 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.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:
  - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares

held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on our postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the checkbox.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2 : Cast your vote electronically on NSDL e-Voting system**

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-voting as the voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer (Sachin Agarwal, Agarwal S. & Associates, Company Secretaries) by e-mail to [sachin@companylawworld.com](mailto:sachin@companylawworld.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. 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. 23<sup>rd</sup> July, 2019.  
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 [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Issuer/RTA](mailto:Issuer/RTA).
5. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM) but have not cast their votes by availing the remote e-voting facility.
6. 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 three days 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](http://www.rites.com) and on the website of NSDL 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. 6**

#### **APPOINTMENT OF SHRI GOPI SURESHKUMAR VARDARAJAN (DIN: 08241385) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION**

Shri Gopi Sureshkumar Vardarajan was appointed as Director (Projects) of the Company by the President of India vide Ministry of Railways Order No. 2017/E(O)II/40/23 dt. 24.09.2018 and assumed charge w.e.f. 27<sup>th</sup> September, 2018. In terms of Article 56(c) of the Articles of Association, the Board of Directors are empowered to appoint the directors appointed by the President of India as an Additional Director under provisions of the Companies Act, 2013 (the Act) and they will be appointed by the Shareholders at the succeeding Annual General Meeting (AGM).

Accordingly, the Board appointed Shri Gopi Sureshkumar Vardarajan as an Additional Director. Shri Gopi Sureshkumar Vardarajan holds office upto the date of the ensuing AGM. The Company has received a notice in writing under Section 160 of the Act proposing the appointment of Shri Gopi Sureshkumar Vardarajan as a Director on the Board of RITES Limited. The above appointment of Shri Gopi Sureshkumar Vardarajan as Director (Projects) on the Board of the Company, being liable to retire by rotation in terms of Section 152 of the Act read with Article 56(c) of the Articles of Association of the Company requires approval of the Members in the General Meeting.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Therefore, approval of the shareholders is sought for regularization of the appointment of Shri Gopi Sureshkumar Vardarajan as Director (Projects) on the same terms and conditions as determined by the Government of India.

Shri Gopi Sureshkumar Vardarajan 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 or she is a Director and/or Shareholder of the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 6 as an Ordinary Resolution.

Brief resume of Shri Gopi Sureshkumar Vardarajan is annexed.

### **ITEM NO. 7**

#### **APPOINTMENT OF SHRI ALOK KUMAR TEWARI (DIN: 06694407) AS A PART TIME GOVERNMENT NOMINEE DIRECTOR AND LIABLE TO RETIRE BY ROTATION**

Shri Alok Kumar Tewari was appointed as part time Government Nominee Director of the Company by the President of India vide Ministry of Railways Order No. 2004/PL/49/9/Pt-II dated 28.05.2019 and assumed office w.e.f. 30<sup>th</sup> May, 2019. In terms of Article 56(c) of the Articles of Association, the Board of Directors are empowered to appoint the directors appointed by the President of India as an Additional Director under provisions of the Companies Act, 2013 (the Act) and they will be appointed by the Shareholders at the succeeding Annual General Meeting (AGM).

Accordingly, the Board appointed Shri Alok Kumar Tewari as an Additional Director. Shri Alok Kumar Tewari holds office upto the date of the ensuing AGM. The Company has received a notice in writing under Section 160 of the Act proposing the appointment of Shri Alok Kumar Tewari as a Director on the Board of RITES Limited. The above appointment of Shri Alok Kumar Tewari as a part time Government Nominee Director on the Board of the Company, being liable to retire by rotation in terms of Section 152 of the Act read with Article 56(c) of the Articles of Association of the Company requires approval of the Members in the General Meeting.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Therefore, approval of the shareholders is sought for regularization of the appointment of Shri Alok Kumar Tewari as Govt. Nominee Director on the same terms and conditions as determined by the Government of India.

Shri Alok Kumar Tewari 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 or she is a Director and/or Shareholder of the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 7 as an Ordinary Resolution.

Brief resume of Shri Alok Kumar Tewari is annexed.

## ITEM NO. 8

### TO APPROVE ISSUANCE OF BONUS SHARES

The Authorised Share Capital of the Company is Rs. 300 Crore and the Paid-up Share Capital is Rs. 200 crore (comprising 20 crore equity shares of Rs.10 each). The Reserves as per the audited financial statement as on 31st March 2019 is Rs. 2183.83 crore. The Board of Directors at their meeting held on 24<sup>th</sup> June, 2019 have recommended the issuance of bonus shares in the proportion of 1:4 i.e. 1 (one) new equity share of Rs. 10 each for every 4 (four) existing equity share of Rs. 10/- each fully paid up held by the shareholders as on Record Date to be hereafter fixed by the Board / Committee of the Board, by capitalization of a sum of Rs.50 crore (Rupees fifty crore) from the Reserves. The same is proposed to be applied in full by issuing at par 5 crore (five crore) new equity shares of Rs. 10/- each as bonus shares. Consequently, the paid up equity share capital of the Company would increase from Rs. 200 crore to Rs. 250 crore consisting of 25 crore equity shares of Rs. 10/-each.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013, guidelines issued by Securities & Exchange Board of India (SEBI) and subject to such approvals, if required, from the statutory authorities. As per Article 39 of the Articles of Association of the Company, it is necessary to obtain the approval of the members for issue of bonus shares by capitalization of reserves.

Further, it is proposed to authorize the Board of Directors/ Committee of the Board of the Company to complete all the regulatory formalities as prescribed by SEBI, RBI and Stock Exchanges on which the Company's shares are listed and/ or any other regulatory or statutory authority in connection with the issue of bonus shares.

The Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed resolution 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. 8 as an Ordinary Resolution.

### **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 Mukesh Rathore, Director Technical

<b>Age</b>	59 years and 8 months
<b>Date of first appointment on Board</b>	01.12.2016
<b>Qualification</b>	Mechanical Engineer, IRSME
<b>Brief Resume including experience</b>	He has rich, diverse & versatile experience of over 36 years, and has handled many challenging assignments in Indian Railways concerning to operations & maintenance of diesel locomotives, its spares procurement and planning & development of maintenance facilities and training packages.
<b>Nature of his expertise in specific functional areas</b>	He is a Railway Rolling Stock expert by profession. After joining RITES in 2000, he worked in its various business divisions, including domestic rolling stock operations & maintenance, export and overseas leasing business, Ropeway, Workshop Projects.
<b>Other Directorship</b>	NIL
<b>Chairmanship/Membership of Committees in companies in which position of Director is held</b>	NIL
<b>Relationship with other Directors, Managers and other Key Managerial Personnel of the Company</b>	Shri Mukesh Rathore is not related to any other Director of the Company
<b>No. of equity shares held in the Company</b>	2720 equity shares as on March 31, 2019
<b>No. of board meetings attended during the year</b>	10 out of 11
<b>Terms and conditions of appointment or re-appointment including remuneration</b>	Appointment as per the order of The President of India vide Ministry of Railways Order No. 2015/E(O)2/40/19 dated November 30, 2015



## 2. Shri A. P. Dwivedi, Govt. Nominee Director

<b>Age</b>	55 years
<b>Date of first appointment on Board</b>	13.03.2015
<b>Qualification</b>	Bachelor's degree in Civil Engineering from Indian Institute of Technology, Delhi
<b>Brief Resume including experience</b>	He has joined Indian Railways service of engineers (IRSE) in March 1989 and held various position i.e. AEN, DEN, Sr. DEN, Dy. Chief Engineer (Construction), Secretary to General Manager, Chief Engineer (Construction), at various places like Asansol, Mughalsarai, Kolkatta. Presently he is associated as Executive Director (PSU) in Ministry of Railways.
<b>Nature of his expertise in specific functional areas</b>	More than 25 years of rich and wide experience of handling Railway Maintenance, Construction Projects and Administration.
<b>Other Directorship</b>	Rail Vikas Nigam Limited Konkan Railway Corporation Limited
<b>Chairmanship/Membership of Committees in companies in which position of Director is held</b>	Member, Audit Committee, Rail Vikas Nigam Limited
<b>Relationship with other Directors, Managers and other Key Managerial Personnel of the Company</b>	Shri A. P. Dwivedi is not related to any other director of the Company.
<b>No. of equity shares held in the Company</b>	NIL
<b>No. of board meetings attended during the year</b>	10 out of 11
<b>Terms and conditions of appointment or re-appointment including remuneration</b>	Appointment as per the order of The President of India vide Ministry of Railways Order No. 2004/PL/45/9(pt.1) dated Feb 10, 2015

## 3. Shri Gopi Sureshkumar Vardarajan, Director Projects

<b>Age</b>	56 years
<b>Date of first appointment on Board</b>	27.09.2018
<b>Qualification</b>	<ul style="list-style-type: none"> <li>- Civil Engineering from REC, Trichy</li> <li>- Short Term Course on Design, Construction and Management of Pre-Stressed Bridges from Indian Railway Institute of Civil Engineering, Pune</li> <li>- Course on General Management from IIM, Indore</li> </ul>
<b>Brief Resume including experience</b>	In 1984 obtained a first class degree in Civil Engineering from REC (now NIT) Trichy. He joined IRCON International Limited as an Assistant Manger in 1985 and got elevated upto General Manager on a fast track mode 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.
<b>Nature of his expertise in specific functional areas</b>	Comprehensive expertise in multiple fields of engineering, innovation, project management and resources planning
<b>Other Directorship</b>	Railway Energy Management Company Limited Member, Audit Committee/REMCL
<b>Chairmanship/Membership of Committees in companies in which position of Director is held</b>	Nil

<b>Relationship with other Directors, Managers and other Key Managerial Personnel of the Company</b>	Shri Gopi Sureshkumar Vardarajan is not related to any other director of the Company.
<b>No. of equity shares held in the Company</b>	NIL
<b>No. of board meetings attended during the year</b>	5 out of 5
<b>Terms and conditions of appointment or re-appointment including remuneration</b>	Appointment as per the order of The President of India vide Ministry of Railways 2017/E(O)II/40/23 dated 24.9.2018.

#### 4. Shri Alok Kumar Tewari, Govt. Nominee Director

<b>Age</b>	58 years
<b>Date of first appointment on Board</b>	30.05.2019
<b>Qualification</b>	Mechanical Engineer, IRSME
<b>Brief Resume including experience</b>	Over 38 years association with Railways. Before current assignment was Principal Chief Mechanical Engineer/ Northeast Frontier Railway, Guwahati; Chief Safety Officer/ Northeast Frontier Railway, Guwahati; Divisional Railway Manager/ Ahmedabad, WR  Have outstanding performance record at all assignments was Additional Divisional Railway Manager/ Mumbai during the Mumbai floods of 2005.
<b>Nature of his expertise in specific functional areas</b>	Innovative solution of Locos at both end with conventional coaches to work in lieu of EMUs.  Dealing with all Environmental issues of Indian Railways.  Expertise in Service Contract matters.
<b>Other Directorship</b>	NIL
<b>Chairmanship/Membership of Committees in companies in which position of Director is held</b>	NIL
<b>Relationship with other Directors, Managers and other Key Managerial Personnel of the Company</b>	Shri Alok Kumar Tewari is not related to any other Director of the Company.
<b>No. of equity shares held in the Company</b>	NIL
<b>No. of board meetings attended during the year</b>	NA
<b>Terms and conditions of appointment or re-appointment including remuneration</b>	Appointment as per the order of The President of India vide Ministry of Railways Order N0. 2004/PL/49/9/Pt-II dated 28 <sup>th</sup> May, 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 1666, Fax: +91 124 257 1660**

### ATTENDANCE SLIP

**45<sup>TH</sup> ANNUAL GENERAL MEETING on Tuesday, 30<sup>th</sup> July, 2019 AT 10 A.M. at  
Zoravar Hall, Manekshaw Centre, Khyber Lines, Delhi Cantonment, New Delhi 110010**

Folio No.:	DP ID No.:	Client ID No.:
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I / We hereby record my/our presence at the FORTY FIFTH ANNUAL GENERAL MEETING of the Company at Zoravar Hall, manekshaw Centre, Khyber Lines, Delhi Cantonment, New Delhi 110010 at 10.00 A.M on Tuesday, 30<sup>th</sup> July, 2019.

Name of the Member _____	Signature _____
Name of the Proxy holder _____	Signature _____

- Notes:**
1. Only Member/Proxy holder can attend the Meeting.
  2. Please complete the Folio No./DP ID No., Client ID No. and name of the member/ Proxy holder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
  3. A Member/Proxy holder attending the meeting should bring copy of the Annual Report for reference at the meeting.

## RITES LIMITED

(A Government of India Enterprise)  
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### PROXY FORM

<b>Name of the Member(s):</b> <b>Registered Address:</b>		<b>Email ID:</b> <b>Folio No/Client ID:</b> <b>DP ID:</b>	
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I/ We being members of RITES Limited holding \_\_\_\_\_ shares hereby appoint Shri/Smt. \_\_\_\_\_  
or failing him Shri/Smt. \_\_\_\_\_ as my proxy to vote for me and on my behalf at the 45<sup>th</sup> Annual General Meeting  
of the company scheduled to be held on Tuesday, 30<sup>th</sup> July, 2019 at 10:00 Hrs at Zoravar Hall, Manekshaw Centre, Khyber Lines, Delhi  
Cantonment, New Delhi 110010 and at any adjournment thereof.

Signed on this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Affix  
Revenue  
Stamp

Folio No. \_\_\_\_\_

No. of Shares held \_\_\_\_\_

**Note:**

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. For the resolutions, explanatory statements and Notes please refer to the Notice of 45th Annual General Meeting.
3. Please complete all details including details of member(s) in the above box before submission.

## rites limited

(A Government of India Enterprise)

CIN: L74899DL1974GOI007227

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

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Email: [cs@rites.com](mailto:cs@rites.com), Website: [www.rites.com](http://www.rites.com)

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

### 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.

Date: \_\_\_\_\_

Signature \_\_\_\_\_

(First Holder)

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

## ROUTE MAP TO THE VENUE OF 45<sup>th</sup> ANNUAL GENERAL MEETING OF RITES LIMITED

