



Registered Office: SCOPE Minar, Laxmi Nagar, Delhi-110092, India
Corporate Office: RITES Bhawan, Plot No.1, Sector - 29, Gurugram - 122001, Haryana
Phone: +91 124 257 1666, Fax: +91 124 257 1660
Email: cs@rites.com, Website: www.rites.com
CIN: L74899DL1974GOI007227

NOTICE

Notice is hereby given that the 46th Annual General Meeting of the Members of RITES LIMITED will be held on Friday, August 28th, 2020, at 11.30 A.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") 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 on 31st March, 2020 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 2019-20 and to declare final dividend on equity shares for the Financial Year ended 31st March, 2020.
- (3) To appoint a Director in place of Shri Gopi Sureshkumar Varadarajan, Director (Projects) (DIN: 08241385), who retires by rotation and being eligible, offers himself for re-appointment.
- (4) To appoint a Director in place of Shri Alok Kumar Tewari, Director (DIN: 06694407) 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 the Comptroller and Auditor General of India and to fix their remuneration for audit and other services.

SPECIAL BUSINESS:

- (6) **To appoint Shri Anil Vij (DIN: 07145875), as 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 Anil Vij (DIN: 07145875), who was appointed as Director (Technical) of the Company by the President of India vide Ministry of Railway Order No. 2018/E(O)II/40/22 dt. 04.11.2019, and subsequently appointed as an Additional Director by the Board of Directors with effect from 4th November, 2019 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 (Technical) of the Company, liable to retire by rotation, on terms & conditions as may be fixed by the Govt. of India."

- (7) **To appoint Shri Bibhu Prasad Nayak (DIN: 08197975), as 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 Bibhu Prasad Nayak (DIN: 08197975), who was appointed as Director (Finance) of the Company by the President of India vide Ministry of Railway Order No. 2018/E(O) II/40/18 dt. 04.11.2019, and subsequently appointed as an Additional Director by the Board of Directors with effect from 7th November, 2019 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 (Finance) of the Company, liable to retire by rotation, on terms & conditions as may be fixed by the Govt. of India."

- (8) **To appoint Shri Vinay Srivastava (DIN:08638850) 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 Vinay Srivastava (DIN:08638850), who was appointed as part time Government Nominee Director of the Company by the President of India vide Ministry of Railways letter no.

2004/PL/45/9/Pt. I dated 10.12.2019, and subsequently appointed as an Additional Director by the Board of Directors with effect from 13th December, 2019 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 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.”

BY ORDER OF THE BOARD



(ASHISH SRIVASTAVA)
Company Secretary
FCS: 5325

Place: Gurgaon
Dated: 29th July, 2020

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

NOTES:

1. In view of the global COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 and Circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as Circulars), has allowed companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue. In compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
2. Since this AGM is being held pursuant to MCA circulars through VC/OAVM, physical attendance of members have been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (Act).
4. Members under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members are requested to send a scanned 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 through VC/OAVM. The said Resolution/Authorization should be sent at **cs@rites.com**.
5. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. The Register of Members and Share Transfer books of the Company will remain closed from 21.08.2020 (Friday) to 28.08.2020 (Friday) (both days inclusive).
7. Brief resume of 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.
8. The Annual Report of the Company is also available on the company's website **www.rites.com**.
9. None of the Directors of the Company is in any way related to each other.
10. 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 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 to send it again. Members holding shares in physical form may send the ECS Mandate Forms to the RTA of the Company.
11. Members holding shares in dematerialised form are requested to intimate all particulars of bank mandates, nominations, power of attorney, change of address, e-mail address, contact numbers, etc. to their Depository Participant (DP). Members holding shares in physical form are requested to intimate such details to the RTA.

In order to enable the Company to remit dividend electronically through National Automated Clearing House (NACH), National Electronic Funds Transfer (NEFT), etc., Members holding shares in physical form are requested to provide/update details of their bank accounts indicating the name of the bank, branch, account number and the nine digit MICR

code and IFSC code (as appearing on the cheque) along with scanned copy of the cheque/cancelled cheque at **vinay.kumar@linkintime.co.in**.

Members holding shares in dematerialised form are requested to provide the said details to their DP . The Income Tax Act, 1961, as amended by the Finance Act, 2020 , mandates that dividends paid or distributed by Company after April 1, 2020 shall be taxable in the hands of the Shareholders.

12. 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 .
13. 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.
14. The Board of Directors of the Company in its meetings held on December 27, 2019 and February 06, 2020 declared first interim dividend and second interim dividend of Rs. 150 Crore i.e. Rs. 6 per share of Rs. 10 each and Rs. 100 Crore i.e. Rs. 4 per share of Rs. 10 each respectively. Final dividend of Rs. 150 crore i.e. Rs. 6 per share of Rs.10 each on equity shares, as recommended by the Board of Directors in its meeting held on June 30, 2020, for the year ended on 31.03.2020, if approved by the members at the Annual General Meeting, will be paid subject to deduction of tax at source:
 - (i) To those members holding shares in physical form and whose names appear in the Register of Members of the Company as on 20.08.2020.
 - (ii) To those members whose names appear in the Statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the end of business hours on 20.8.2020.
15. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Link Intime India Private Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to **vinay.kumar@linkintime.co.in** till 05:00 PM (IST) on (Thursday) August 20, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
16. Pursuant to Section 139(5) of the Companies Act, 2013, the 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 shareholder 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 General Circular No. 20/2020 dated May 5, 2020 issued by the MCA read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the AGM and Annual Report for the year ended March 31, 2020 are being sent electronically to those Members whose email addresses are registered with the DP/RTA. Notice of the AGM along with the Explanatory Statement and the Annual Report for the year ended March 31, 2020, circulated to Members is also available on the websites of the Company i.e. **www.rites.com** and on the websites of BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com** respectively.
18. All relevant documents and registers referred to in the Notice will be available for inspection by the Members without payment of any fee from the date of circulation of this notice upto the date of the AGM i.e. August 28, 2020. Members seeking to inspect such documents are requested to send an notice email to **cs@rites.com**. Inspection shall be provided when it is mutually suitable.
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 meeting at **cs@rites.com** to enable the management to keep the information readily available at the duration of the meeting.
20. Members holding shares in physical form in single name are advised to make 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 form i.e. Form No. SH -13 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, 1st Floor, NH -2, C1- Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, email: **vinay.kumar@linkintime.co.in**. Please write Unit: RITES Limited.

21. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
22. Members are requested to:
 - a. Quote DP ID and Client ID/Ledger Folio numbers in all their correspondence;
 - b. Approach the RTA for consolidation of multiple ledger folios into one; and
 - c. To avoid inconvenience, get shares transferred in joint names, if they are held in a single name and/or appoint a nominee.
23. In compliance with 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 will be provided by Link Intime India Private Limited.
24. 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 through VC or OAVM. Therefore, members who have cast their votes by remote e-voting prior to the AGM may attend the AGM through VC or OAVM but shall not be entitled to cast their votes again. If a member casts votes by both modes then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
25. 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.
26. 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. Anuradha Jain of M/s Agarwal S. & Associates, Company Secretaries as the alternate scrutinizer.
27. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialized shares with the Depository through their concerned Depository Participants.
28. Annual listing fee for the year 2020-21 has been paid to the Stock Exchanges wherein shares of the company are listed.
29. 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.
30. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.
31. 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 25.08.2020 .
 - b. End of remote e-voting: Up to 5:00 P.M. (IST) on 27.08.2020.
32. As shares of the Company are traded under compulsory demat, members are requested to dematerialise their shareholding to avoid any inconvenience.

INSTRUCTIONS FOR REMOTE E-VOTING

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

Those who are first time users of LIPL (“Link Intime India Private Limited”) e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- Click on **“Sign Up”** under **‘SHARE HOLDER’** tab and register with your following details: -
- A. **User ID:** Enter your User ID
 - Shareholders/members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID.**
 - Shareholders/members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.**
 - Shareholders/members 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) (Members 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 CDSL demat account shall provide either ‘C’ or ‘D’, above.
 - Shareholders/members holding shares in NSDL demat account shall provide ‘D’, above.
 - 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).
2. Click on ‘Login’ under **‘SHARE HOLDER’** tab.
 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **‘Submit’**.
 4. After successful login, you will be able to see the notification for e-voting. Select **‘View’** icon **for RITES Limited/Event number “200093”**
 5. E-voting page will appear.
 6. 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).
 7. 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.
 8. 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.

If you have forgotten the password:

- Click on **‘Login’** under **‘SHARE HOLDER’** tab and further Click **‘forgot password?’**
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **‘Submit’**.
- In case member is having valid email address, Password will be sent to his / her registered e-mail address.
- Members 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.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For members holding shares in physical form, the details can be used only for voting on the resolutions contained in the 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". Shareholders/members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to **enotices@linkintime.co.in** or contact on: - **Tel: 022 - 4918 6000**.

PROCESS AND MANNER FOR ATTENDING THE FORTY SIXTH ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> and select the Company and event date.
 - **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No. registered with the company.
 - **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
 - **Mobile No.:** Enter your mobile number.
 - **Email ID:** Enter your email id, as recorded with your DP/Company.
2. Click "Go to Meeting".
3. Members can log in and join 30 minutes prior to the schedule time of the AGM and window for joining the meeting shall be kept open till the expiry of 15 minutes after the scheduled time. The Company is providing VC/OAVM facility to members to attend the AGM. The said facility will be available for 1000 Members on first come first served basis. This will not include large Members (i.e. Members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, chairpersons of the audit committee, nomination & remuneration committee and stakeholders' relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request mentioning their name, demat account number/folio number, email id, mobile number at least 3 days in advance, with the company on email id: **speakers.agm2020@rites.com** on or before, 5:00 P.M. (IST) on Tuesday, 25.08.2020.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for Insta Meet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through Insta Meet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting from 11:30 A.M. (IST) till the expiry of 15 minutes after the AGM is over. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through Insta Meet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - **Tel: 022-49186175**.

GENERAL GUIDELINES FOR SHAREHOLDERS

- 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. 20 August 2020.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at **instameet@linkintime.co.in**

- 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 48 hours 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** and on the website of Link Intime India Private Limited 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 ANIL VIJ (DIN: 07145875), AS DIRECTOR LIABLE TO RETIRE BY ROTATION

Shri Anil Vij was appointed as Director (Technical) of the Company by the President of India vide Ministry of Railways Order No. 2018/E(O)II/40/22 dt. 04.11.2019 and assumed charge w.e.f. 04th November, 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 and they will be appointed by the Shareholders at the succeeding Annual General Meeting (AGM).

Accordingly, the Board appointed Shri Anil Vij as an Additional Director. Shri Anil Vij 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 Anil Vij as a Director on the Board of RITES Limited. The above appointment of Shri Anil Vij as Director (Technical) 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 Anil Vij as Director (Technical) on the same terms and conditions as determined by the Government of India.

Shri Anil Vij 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 Anil Vij is annexed.

ITEM NO. 7

TO APPOINT SHRI BIBHU PRASAD NAYAK (DIN: 08197975), AS DIRECTOR LIABLE TO RETIRE BY ROTATION

Shri Bibhu Prasad Nayak was appointed as Director (Finance) of the Company by the President of India vide Ministry of Railways Order No. 2018/E(O)II/40/18 dt. 04.11.2019 and assumed charge w.e.f. 07th November, 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 and they will be appointed by the Shareholders at the succeeding Annual General Meeting (AGM).

Accordingly, the Board appointed Shri Bibhu Prasad Nayak as an Additional Director. Shri Bibhu Prasad Nayak 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 Bibhu Prasad Nayak as a Director on the Board of RITES Limited. The above appointment of Shri Bibhu Prasad Nayak as Director (Finance) 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 Bibhu Prasad Nayak as Director (Finance) on the same terms and conditions as determined by the Government of India.

Shri Bibhu Prasad Nayak 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 Bibhu Prasad Nayak is annexed.

ITEM NO. 8

TO APPOINT SHRI VINAY SRIVASTAVA (DIN: 08638850) AS A PART TIME GOVERNMENT NOMINEE DIRECTOR, LIABLE TO RETIRE BY ROTATION

Shri Vinay Srivastava appointed as part time Government Nominee Director of the Company by the President of India vide Ministry of Railways Order No. 2004/PL/45/9/Pt. I dated 10.12.2019 (which was received on 12.12.2019) and assumed office w.e.f. 13th December 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 Vinay Srivastava as an Additional Director. Shri Vinay Srivastava 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 Vinay Srivastava as a Director on the Board of RITES Limited. The above appointment of Shri Vinay Srivastava 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(h) 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 Vinay Srivastava as Govt. Nominee Director on the same terms and conditions as determined by the Government of India.

Shri Vinay Srivastava 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. 8 as an Ordinary Resolution.

Brief resume of Shri Vinay Srivastava is annexed.

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 Gopi Suresh kumar Varadarajan, Director Projects**

Age	58 years
Date of first appointment on Board	27.09.2018
Qualification	Civil Engineering from REC, Trichy, Short Term Course on Design, Construction and Management of Pre-Stressed Bridges from Indian Railway Institute of Civil Engineering, Pune. Course on General Management from IIM, Indore
Brief Resume including experience	In 1984 obtained a first class degree in Civil Engineering from REC (now NIT) Trichy. He joined IRCON International Limited as an Assistant Manager 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.
Nature of his expertise in specific functional areas	Comprehensive expertise in multiple fields of engineering, innovation, project management and resources planning
Other Directorship	Railway Energy Management Company Limited
Chairmanship/Membership of Committees in companies in which position of Director is held	Three (3)
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Shri Gopi Sureshkumar Vardarajan is not related to any other director of the Company.
No. of equity shares held in the Company	NIL
No. of board meetings attended during the year	10 out of 10
Terms and conditions of appointment or re-appointment including remuneration	Appointment as per the order of The President of India vide Ministry of Railways 2017/E(O)II/40/23 dated 24.9.2018.

2. **Shri Alok Kumar Tewari, Govt. Nominee Director**

Age	59 years
Date of first appointment on Board	30.05.2019
Qualification	Mechanical Engineer, IRSME
Brief Resume including experience	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 He was Additional Divisional Railway Manager/Mumbai during the Mumbai floods of 2005. Worked day night to get suburban system working. Piloted innovative solutions of locos at both end with conventional coaches to work in lieu of EMUs.
Nature of his expertise in specific functional areas	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.
Other Directorship	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	Shri Alok Kumar Tewari is not related to any other Director of the Company.
No. of equity shares held in the Company	NIL
No. of board meetings attended during the year	9 out of 9
Terms and conditions of appointment or re-appointment including remuneration	Appointment as per the order of The President of India vide Ministry of Railways Order NO. 2004/PL/49/9/Pt-II dated 28 th May, 2019

3. Shri Anil Vij, Director Technical

Age	58 years
Date of first appointment on Board	04.11.2019
Qualification	Mechanical Engineer, IRSME
Brief Resume including experience	He possesses graduate qualification in three disciplines of engineering - Mechanical, Electrical and Electronics & Communications (Gold Medalist). He has also done full time MBA at the Management Development Institute, Gurugram specialising in Operations & Finance. He has done Management/Leadership training at Railway Staff College, Baroda, ISB and ASCI, Hyderabad. In addition to the above, he had also undergone extensive technical training including in modern diesel locomotive technology at General Motors, USA.
Nature of his expertise in specific functional areas	He has over 34 years of work experience, having joined the Indian Railways service of Mechanical Engineering (IRSME) as a Group "A" officer in May 1985 after successful completion of the four year integrated training at the Indian Railways Institute of Mechanical and Electrical Engineering (IRIMEE), Jamalpur.
Other Directorship	Nil
Chairmanship/Membership of Committees in companies in which position of Director is held	Nil in other companies
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Shri Anil Vij is not related to any other Director of the Company.
No. of equity shares held in the Company	NIL
No. of board meetings attended during the year	4 out of 4
Terms and conditions of appointment or re-appointment including remuneration	Appointment as per the order of The President of India vide Ministry of Railways Order No.2018/E(O)II/40/22 dt. 04.11.2019

4. Shri Bibhu Prasad Nayak, Director Finance

Age	57 years
Date of first appointment on Board	07.11.2019
Qualification	Qualified Cost Accountant B.Tech. in Metallurgy (1985) from the Indian Institute of Technology, Kharagpur
Brief Resume including experience	He worked as an Executive Director (Finance) in Bhilai Steel Plant of Steel Authority of India Limited (SAIL) having a turnover of more than 16000 Crores. He has a vast experience of over 34 years in SAIL- Bhilai Steel Plant, in the area of Finance, technical and Project Management. Under his leadership in Bhilai Steel Plant, modernization & expansion program involving investment of Rs. 20,000 Crores was executed. As Chairman of PF Trust of Bhilai Steel Plant, he managed a corpus of Rs. 5000 Crore having annual investment of Rs.600 Crore.

Nature of his expertise in specific functional areas	He has a vast experience of over 34 years in SAIL- Bhilai Steel Plant, in the area of Finance, technical and Project Management.
Other Directorship	NIL
Chairmanship/Membership of Committees in companies in which position of Director is held	One
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Shri Bibhu Prasad Nayak is not related to any other Director of the Company
No. of equity shares held in the Company	NIL
No. of board meetings attended during the year	4 out of 4
Terms and conditions of appointment or re-appointment including remuneration	Appointment as per the order of The President of India vide Ministry of Railways Order No. 2018/E(O)II/40/18 dt. 04.11.2019

5. **Shri Vinay Srivastava, Govt. Nominee Director**

Age	49 years
Date of first appointment on Board	13.12.2019
Qualification	Mechanical Engineer with Master Degree in Public Administration
Brief Resume including experience	<p>He has over 26 years of multifaceted experience in Government Service. He is presently working as Executive Director in Railway Board looking after Passenger Rolling Stock and Public Sector Units of the Railways. He has worked as Chief Mechanical Engineer in Indian Railways Organization for Alternate Fuels where his charge includes solar energy, biofuels, fuel cell propelled vehicles and other alternate sources of energy. He has worked in RCF Kapurthala in Coach Production and Coach Design, and as Sr DME Hyderabad in South Central Railway. He has also worked in RDSO in Administration, Testing and Carriage Directorate.</p> <p>Apart from Railways he has also worked in public facing role as Regional Passport Officer Lucknow in MEA. He also has policy experience at the highest levels while working as Director in Cabinet Secretariat handling infrastructure ministries including MoUD, HUPA, Railways, Road Transport, Civil Aviation etc as well as Coordination with State Governments. He has also worked as an aide to Minister in the Ministries of environment Forest and Climate Change, HRD and Information and broadcasting.</p>
Nature of his expertise in specific functional areas	He has experience of Rolling Stock Design, Manufacture, Testing and Operations.
Other Directorship	Rail Tel Corporation of India Limited. Rail Vikas Nigam Limited. Indian Railway Catering and Tourism Corporation Limited. Konkan Railway Corporation Limited.
Chairmanship/Membership of Committees in companies in which position of Director is held	One(1)
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Shri Vinay Srivastava is not related to any other Director of the Company.
No. of equity shares held in the Company	NIL
No. of board meetings attended during the year	2 out of 3
Terms and conditions of appointment or re-appointment including remuneration	Appointment as per the order of The President of India vide Ministry of Railways Order NO. 2004/PL/45/9/Pt- I dated 10 th December, 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 1665, Fax: +91 124 257 1187

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.

Signature _____

(First Holder)

Date: _____

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