**No. RITES/SECY/NSE**

**Date: January 19, 2024**

| To: | To: |
|---|---|
| Listing Department,<br>National Stock Exchange of India Limited<br>'Exchange Plaza', C-1, Block G, Bandra - Kurla Complex, Bandra (E),<br>Mumbai - 400 051 | Corporate Relationship Department<br>BSE Limited, Rotunda Building,<br>P J Towers, Dalal Street, Fort,<br>Mumbai – 400 001 |
| **Scrip Code**- RITES | **Scrip Code**- 541556 |

**Sub: Quarterly Compliance Report on Corporate Governance for the 3rd Quarter ended 31st December, 2023**

Dear Sir/Madam,

Please find enclosed herewith, Quarterly Compliance Report on Corporate Governance for the 3rd Quarter ended 31st December, 2023.

This is as per Regulation 27(2) of the SEBI (LODR) Regulations 2015.

Kindly take the same on record.

Thanking You,

Yours faithfully,
For RITES Limited

Nikhil Agarwal
Digitally signed by Nikhil Agarwal
Date: 2024.01.19 18:15:26 +05'30'

**Nikhil Agarwal**
**Company Secretary & Compliance Officer**
**Membership No.: A42626**

| General information about company | |
|---|---|
| Scrip code | 541556 |
| NSE Symbol | RITES |
| MSEI Symbol | NOTLISTED |
| ISIN | INE320J01015 |
| Name of the entity | RITES LIMITED |
| Date of start of financial year | 01-04-2023 |
| Date of end of financial year | 31-03-2024 |
| Reporting Quarter | Quarterly |
| Date of Report | 31-12-2023 |
| Risk management committee | Applicable |
| Market Capitalisation as per immediate previous Financial Year | Top 500 listed entities |

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

**I. Composition of Board of Directors**

| | |
|---|---|
| Disclosure of notes on composition of board of directors explanatory | |
| Whether the listed entity has a Regular Chairperson | Yes |
| Whether Chairperson is related to MD or CEO | Yes |

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth |
|---|---|---|---|---|---|---|---|---|
| 1 | Mr | RAHUL MITHAL | AAFPM5051Q | 07610499 | Executive Director | Chairperson | CEO-MD | 02-06-1967 |
| 2 | Mr | ARUN KUMAR SINGH | ABZPS7783C | 09747776 | Executive Director | Not Applicable | | 16-02-1967 |
| 3 | Mr | DEEPAK TRIPATHI | ABHPT5493N | 10090267 | Executive Director | Not Applicable | | 15-07-1968 |
| 4 | Mr | KRISHNA GOPAL AGARWAL | ACLPA7389P | 10239667 | Executive Director | Not Applicable | | 22-03-1973 |
| 5 | Mr | SANDEEP JAIN | ACEPJ9448F | 09435375 | Non-Executive - Nominee Director | Not Applicable | | 21-08-1968 |
| 6 | Mr | RAJ KUMAR MANGLA | ACZPM6266B | 09533985 | Non-Executive - Nominee Director | Not Applicable | | 24-02-1964 |
| 7 | Mrs | GODAWARI MISHRA | CDOPM0354A | 09394545 | Non-Executive - Independent Director | Not Applicable | | 11-09-1958 |
| 8 | Mr | DINESHANANDA GOSWAMI | ACBPG3754C | 09394294 | Non-Executive - Independent Director | Not Applicable | | 21-10-1958 |
| 9 | Mr | LAXMAN TAMMANNA TAPASHI | ABQPT7291M | 01838521 | Non-Executive - Independent Director | Not Applicable | | 01-08-1963 |
| 10 | Mr | LIKHA TOGU | AHWPT3190P | 09470640 | Non-Executive - Independent Director | Not Applicable | | 04-01-1974 |

| I. Composition of Board of Directors | | | | | |
|---|---|---|---|---|---|
| **Disqualification of Directors under section 164 of the Companies Act, 2013** | | | | | |
| Sr | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status |
| 1 | No | | | | Active |
| 2 | No | | | | Active |
| 3 | No | | | | Active |
| 4 | No | | | | Active |
| 5 | No | | | | Active |
| 6 | No | | | | Active |
| 7 | No | | | | Active |
| 8 | No | | | | Active |
| 9 | No | | | | Active |
| 10 | No | | | | Active |

| I. Composition of Board of Directors | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Sr | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)] | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
| 1 | NA | | 07-10-2021 | | | | 1 | 0 | 0 | 0 | | |
| 2 | NA | | 26-09-2022 | | | | 1 | 0 | 2 | 0 | | |
| 3 | NA | | 27-03-2023 | | | | 1 | 0 | 0 | 0 | | |
| 4 | NA | | 01-08-2023 | | | | 1 | 0 | 2 | 0 | | |
| 5 | NA | | 17-12-2021 | | | | 1 | 0 | 1 | 0 | | |
| 6 | NA | | 14-03-2022 | | | | 1 | 0 | 0 | 0 | | |
| 7 | NA | | 10-11-2021 | 10-11-2021 | | 25.21 | 1 | 1 | 1 | 0 | | |
| 8 | NA | | 11-11-2021 | 11-11-2021 | | 25.2 | 1 | 1 | 1 | 1 | | |
| 9 | NA | | 10-11-2021 | 10-11-2021 | | 25.21 | 1 | 1 | 1 | 1 | | |
| 10 | NA | | 21-01-2022 | 21-01-2022 | | 23.1 | 1 | 1 | 1 | 0 | | |

| Audit Committee Details | | | | | | | |
|---|---|---|---|---|---|---|---|
| Whether the Audit Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 09394294 | DINESHANANDA GOSWAMI | Non-Executive - Independent Director | Chairperson | 17-12-2021 | | |
| 2 | 09747776 | ARUN KUMAR SINGH | Executive Director | Member | 01-03-2023 | | |
| 3 | 09394545 | GODAWARI MISHRA | Non-Executive - Independent Director | Member | 17-12-2021 | | |

| Nomination and remuneration committee | | | | | | | |
|---|---|---|---|---|---|---|---|
| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 09394545 | GODAWARI MISHRA | Non-Executive - Independent Director | Chairperson | 17-12-2021 | | |
| 2 | 01838521 | LAXMAN TAMMANNA TAPASHI | Non-Executive - Independent Director | Member | 17-12-2021 | | |
| 3 | 09435375 | SANDEEP JAIN | Non-Executive - Nominee Director | Member | 17-12-2021 | | |

| Stakeholders Relationship Committee | | | | | | | |
|---|---|---|---|---|---|---|---|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 01838521 | LAXMAN TAMMANNA TAPASHI | Non-Executive - Independent Director | Chairperson | 17-12-2021 | | |
| 2 | 10239667 | KRISHNA GOPAL AGARWAL | Executive Director | Member | 01-08-2023 | | |
| 3 | 09435375 | SANDEEP JAIN | Non-Executive - Nominee Director | Member | 17-12-2021 | | |
| 4 | 09470640 | LIKHA TOGU | Non-Executive - Independent Director | Member | 31-01-2022 | | |

| Risk Management Committee | | | | | | | |
|---|---|---|---|---|---|---|---|
| Whether the Risk Management Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 09394294 | DINESHANANDA GOSWAMI | Non-Executive - Independent Director | Chairperson | 17-12-2021 | | |
| 2 | 09747776 | ARUN KUMAR SINGH | Executive Director | Member | 10-11-2022 | | |
| 3 | 10239667 | KRISHNA GOPAL AGARWAL | Executive Director | Member | 01-08-2023 | | |
| 4 | 09470640 | LIKHA TOGU | Non-Executive - Independent Director | Member | 31-01-2022 | | |

| Corporate Social Responsibility Committee | | | | | | | |
|---|---|---|---|---|---|---|---|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 09533985 | RAJ KUMAR MANGLA | Non-Executive - Nominee Director | Chairperson | 28-07-2022 | | |
| 2 | 10090267 | DEEPAK TRIPATHI | Executive Director | Member | 01-08-2023 | | |
| 3 | 10239667 | KRISHNA GOPAL AGARWAL | Executive Director | Member | 01-08-2023 | | |
| 4 | 01838521 | LAXMAN TAMMANNA TAPASHI | Non-Executive - Independent Director | Member | 10-11-2021 | | |

| **Other Committee** | | | | | | |
|---|---|---|---|---|---|---|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

## Annexure 1

**Annexure 1**

**III. Meeting of Board of Directors**

| Disclosure of notes on meeting of board of directors explanatory | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1 | 28-07-2023 | | | | Yes | 10 | 9 | 4 |
| 2 | 15-09-2023 | | 48 | | Yes | 10 | 9 | 4 |
| 3 | | 31-10-2023 | 45 | | Yes | 10 | 10 | 4 |

## Annexure 1

**IV. Meeting of Committees**

| Disclosure of notes on meeting of committees explanatory | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reson for not providing date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1 | Audit Committee | 28-07-2023 | | | | Yes | 3 | 3 | 2 | 0 |
| 2 | Audit Committee | 31-10-2023 | 94 | | | Yes | 3 | 3 | 2 | 0 |
| 3 | Nomination and remuneration committee | 28-07-2023 | | | | Yes | 3 | 3 | 2 | 0 |
| 4 | Nomination and remuneration committee | 15-09-2023 | 48 | | | Yes | 3 | 3 | 2 | 0 |
| 5 | Nomination and remuneration committee | 31-10-2023 | | | | Yes | 3 | 3 | 2 | 0 |
| 6 | Stakeholders Relationship Committee | 27-07-2023 | | | | Yes | 4 | 3 | 2 | 0 |

| Annexure 1 | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| **IV. Meeting of Committees** | | | | | | | | | | |
| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reson for not providing date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 7 | Stakeholders Relationship Committee | 30-10-2023 | 94 | | | Yes | 4 | 3 | 2 | 0 |
| 8 | Risk Management Committee | 30-10-2023 | | | | Yes | 4 | 4 | 2 | 0 |
| 9 | Corporate Social Responsibility Committee | 27-07-2023 | | | | Yes | 3 | 3 | 1 | 0 |

| Annexure 1 | | | |
|---|---|---|---|
| **V. Related Party Transactions** | | | |
| Sr | Subject | Compliance status (Yes/No/NA) | If status is “No” details of non-compliance may be given here. |
| 1 | Whether prior approval of audit committee obtained | NA | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA | |

| Annexure 1 | | |
|---|---|---|
| **VI. Affirmations** | | |
| Sr | Subject | Compliance status (Yes/No) |
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | No |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) | Yes |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |

| Annexure 1 | | |
|---|---|---|
| Sr | Subject | Compliance status |
| 1 | Name of signatory | NIKHIL AGARWAL |
| 2 | Designation | Company Secretary and Compliance Officer |

| Details of Cyber security incidence | |
|---|---|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | No |

| Signatory Details | |
|---|---|
| Name of signatory | NIKHIL AGARWAL |
| Designation of person | Company Secretary and Compliance Officer |
| Place | GURUGRAM |
| Date | 19-01-2024 |