No. RITES/SECY/NSE **Date: January 10, 2025**

To:	To:
Listing Department, National Stock Exchange of India Limited "Exchange Plaza", C-1, Block-G, Bandra-Kurla Complex, Bandra (East), Mumbai- 400 051	Corporate Relationship Department BSE Limited 1st Floor, New Trade Wing, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400 001
Scrip Symbol – RITES	**Scrip Code – 541556**

Subject: Quarterly Compliance Report on Corporate Governance for the 3rd Quarter ended December 31, 2024

Dear Sir/ Madam,

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a Report on Corporate Governance for the 3rd Quarter ended December 31, 2024.

Kindly take this information on record.

Thanking You,

Yours faithfully,
For RITES Limited

Ashok Mishra
Digitally signed by Ashok Mishra
Date: 2025.01.10 17:40:36 +05'30'

(Ashok Mishra)
Company Secretary & Compliance Officer
Membership No.: F6411

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	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	31-12-2024
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	Textual Information(1)
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	SHAILENDRA SINGH	AFYPS6258M	07083410	Non-Executive - Nominee Director	Not Applicable		22-01-1966
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)	Reason for Cessation	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	1	0			
3	NA		27-03-2023				1	0	0	0			
4	NA		01-08-2023				1	0	2	0			
5	NA		17-12-2021				2	0	4	1			
6	NA		27-03-2024				1	0	0	0			
7	NA		10-11-2021	10-11-2021	09-11-2024	35.3	0	0	0	0	Tenure Completion		
8	NA		11-11-2021	11-11-2021	22-10-2024	35.11	0	0	0	0	Others		
9	NA		10-11-2021	10-11-2021	09-11-2024	35.3	0	0	0	0	Tenure Completion		
10	NA		21-01-2022	21-01-2022		35.1	1	1	2	2			

Text Block	
Textual Information(1)	Pursuant to NSE Circular No. NSE/CML/2023/31 dated April 10, 2023, certain changes in respect of date of re-appointment of Independent Directors and other directors have been made in the Corporate Governance Report for the quarter ended 31.12.2024 as compared from previous quarters.

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	09470640	LIKHA TOGU	Non-Executive - Independent Director	Chairperson	17-12-2024		Textual Information(1)
2	09747776	ARUN KUMAR SINGH	Executive Director	Member	01-03-2023		
3	09435375	SANDEEP JAIN	Non-Executive - Nominee Director	Member	17-12-2024		Textual Information(2)
4	09394294	DINESHANANDA GOSWAMI	Non-Executive - Independent Director	Chairperson	17-12-2021	22-10-2024	Textual Information(3)
5	09394545	GODAWARI MISHRA	Non-Executive - Independent Director	Member	17-12-2021	09-11-2024	Textual Information(4)

Sr Text Block	
Textual Information(1)	Shri Likha Togu (DIN: 09470640) was appointed as Chairperson of the Committee upon reconstitution of Committee w.e.f. 17.12.2024
Textual Information(2)	Shri Sandeep Jain (DIN: 09435375) was appointed as Member of the Committee upon reconstitution of Committee w.e.f. 17.12.2024
Textual Information(3)	Shri Dineshananda Goswami (DIN: 09394294) ceased to be Chairperson of the Committee w.e.f. 22.10.2024 consequent to his resignation
Textual Information(4)	Mrs. Godawari Mishra (DIN: 09394545) ceased to be member of the Committee w.e.f. 09.11.2024 consequent to completion of tenure

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	09-11-2024	Textual Information(1)
2	01838521	LAXMAN TAMMANNA TAPASHI	Non-Executive - Independent Director	Member	17-12-2021	09-11-2024	Textual Information(2)
3	07083410	SHAILENDRA SINGH	Non-Executive - Nominee Director	Member	28-05-2024		
4	09470640	LIKHA TOGU	Non-Executive - Independent Director	Chairperson	17-12-2024		Textual Information(3)
5	09435375	SANDEEP JAIN	Non-Executive - Nominee Director	Member	17-12-2024		Textual Information(4)

Sr Text Block	
Textual Information(1)	Mrs. Godawari Mishra (DIN: 09394545) ceased to be Chairperson of the Committee w.e.f. 09.11.2024 consequent to completion of tenure
Textual Information(2)	Mr. Laxman Tammanna Tapashi (DIN: 01838521) ceased to be member of the Committee w.e.f. 09.11.2024 consequent to completion of tenure
Textual Information(3)	Shri Likha Togu (DIN: 09470640) was appointed as Chairperson of the Committee upon reconstitution of Committee w.e.f. 17.12.2024
Textual Information(4)	Shri Sandeep Jain (DIN: 09435375) was appointed as Member of the Committee upon reconstitution of Committee w.e.f. 17.12.2024

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	09-11-2024	Textual Information(1)
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	Chairperson	17-12-2024		Textual Information(2)

Sr Text Block	
Textual Information(1)	Mr. Laxman Tammanna Tapashi (DIN: 01838521) ceased to be Chairperson of the Committee w.e.f. 09.11.2024 consequent to completion of tenure
Textual Information(2)	Shri Likha Togu (DIN: 09470640) was appointed as Member of the Committee w.e.f. 31.01.2022, and was Re-designated as Chairperson upon reconstitution of Committee w.e.f. 17.12.2024

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	22-10-2024	Textual Information(1)
2	09747776	ARUN KUMAR SINGH	Executive Director	Chairperson	17-12-2024		Textual Information(2)
3	10239667	KRISHNA GOPAL AGARWAL	Executive Director	Member	01-08-2023		
4	09470640	LIKHA TOGU	Non-Executive - Independent Director	Member	31-01-2022		

Sr Text Block	
Textual Information(1)	Shri Dineshananda Goswami (DIN: 09394294) ceased to be Chairperson of the Committee w.e.f. 22.10.2024 consequent to his resignation
Textual Information(2)	Shri Arun Kumar Singh (DIN: 09747776) was appointed as Member of the Committee w.e.f. 10.11.2022, and was Re-designated as Chairperson upon reconstitution of Committee w.e.f. 17.12.2024

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	01838521	LAXMAN TAMMANNA TAPASHI	Non-Executive - Independent Director	Chairperson	10-11-2021	09-11-2024	Textual Information(1)
2	10090267	DEEPAK TRIPATHI	Executive Director	Member	01-08-2023		
3	10239667	KRISHNA GOPAL AGARWAL	Executive Director	Member	01-08-2023		
4	07083410	SHAILENDRA SINGH	Non-Executive - Nominee Director	Member	28-05-2024		
5	09470640	LIKHA TOGU	Non-Executive - Independent Director	Chairperson	17-12-2024		Textual Information(2)

Sr Text Block	
Textual Information(1)	Mr. Laxman Tammanna Tapashi (DIN: 01838521) ceased to be Chairperson of the Committee w.e.f. 09.11.2024 consequent to completion of tenure
Textual Information(2)	Shri Likha Togu (DIN: 09470640) was appointed as Chairperson of the Committee upon reconstitution of Committee w.e.f. 17.12.2024

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	31-07-2024				Yes	10	10	4
2		06-11-2024	97		Yes	9	9	3
3		26-12-2024	49		Yes	7	7	1

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	31-07-2024				Yes	3	3	2	0
2	Audit Committee	06-11-2024	97			Yes	3	3	2	0
3	Audit Committee	26-12-2024	49			Yes	3	3	1	0
4	Nomination and remuneration committee	30-07-2024				Yes	3	3	2	0
5	Nomination and remuneration committee	05-11-2024	97			Yes	3	3	2	0
6	Stakeholders Relationship Committee	30-07-2024				Yes	4	4	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	05-11-2024	97			Yes	4	4	2	0
8	Corporate Social Responsibility Committee	30-07-2024				Yes	4	4	1	0
9	Corporate Social Responsibility Committee	05-11-2024	97			Yes	4	4	1	0
10	Risk Management Committee	03-10-2024				Yes	4	4	2	0
11	Other Committee	30-07-2024		Project Investment Committee		Yes	4	4	2	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	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
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	Ashok Mishra
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
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Ashok Mishra
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	09-01-2025