

**RITES LIMITED**

Registered office: SCOPE Minar, Laxmi Nagar, Delhi-110092, India
Corporate Office: Shikhar, Plot No.1, Sector – 29, Gurugram, Haryana – 122001
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 **49th** Annual General Meeting of the Members of RITES Limited will be held on **Friday, September 15, 2023, at 11:00 AM** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31st March 2023 along with the Director’s Report and Auditor’s Report thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended on 31st March 2023 along with the Director’s Report and Auditor’s Report thereon, as circulated to the Members, be and are hereby considered and adopted.”

- To confirm the first, second and third interim dividend declared in the FY 2022-23 and to declare final dividend on equity shares for the financial year ended 31st March 2023 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT approval of the shareholders be and is hereby accorded for payment of final dividend @60% (₹ 6.00/- per equity share) on the paid-up equity share capital of the company for the financial year 2022-23, as recommended by the Board of Directors and for confirmation of the payment of the first, second and third interim dividend @ 40%, 45% and 60% (₹ 4.00, ₹ 4.50/- and ₹ 6.00/- per equity shares) on the paid-up equity share capital of the company as approved by the Board and already paid in the month of August, 2022, December, 2022 and March, 2023 respectively.

- To appoint a Director in place of Shri Sandeep Jain (DIN: 09435375), the Government Nominee Director, who retires by rotation as Director and being eligible, offers himself for

re-appointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Sandeep Jain, Government Nominee Director (DIN: 09435375), who offered himself for re-appointment be and is hereby reappointed as Nominee Director of the Company liable to retire by rotation.

- To appoint a Director in place of Shri Raj Kumar Mangla (DIN: 09533985), the Government Nominee Director, who retires by rotation as Director and being eligible, offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Shri Raj Kumar Mangla, Government Nominee Director (DIN: 09533985), who offered himself for re-appointment be and is hereby reappointed as Nominee Director of the Company liable to retire by rotation.

- To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors to be appointed by the Comptroller & Auditor General of India for the Financial Year 2023-24, in terms of the provisions of section 142 of the Companies Act, 2013 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to fix an appropriate remuneration of Statutory Auditors of the Company, to be appointed by the Comptroller and Auditor General of India for the financial year 2023-24.”

SPECIAL BUSINESS:

- To appoint Shri Deepak Tripathi (DIN: 10090267), as Director (Technical) and in this regard to consider, and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Sections 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and Rules made thereunder read with Articles of Association of the Company, Regulation 17 (1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or reenactment(s) thereof, for the time being in force), Shri Deepak Tripathi (DIN: 10090267), who was appointed as Director (Technical) of the Company by the President of India vide Ministry of Railway’s order no. 2021/E(O) II/40/30 dated March 21, 2023 and subsequently appointed as Additional Director by the Board of Directors w.e.f. March 27, 2023 to hold office upto the date of ensuing Annual General Meeting under section 161 of Companies Act, be and is hereby appointed as a Director (Technical) on the Board of the Company, liable to retire by rotation, on terms & conditions as may be fixed by the Government of India.

7. To appoint Shri Krishna Gopal Agarwal (DIN: 10239667), as Director (Finance) and in this regard to consider, and if

thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and Rules made thereunder read with Articles of Association of the Company, Regulation 17 (1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), Shri Krishna Gopal Agarwal (DIN: 10239667), who was appointed as Director (Finance) of the Company by the President of India vide Ministry of Railway’s order no. 2022/E(O)II/40/14 dated July 03, 2023 and subsequently appointed as Additional Director by the Board of Directors w.e.f. August 01, 2023 to hold office upto the date of ensuing Annual General Meeting under section 161 of Companies Act, be and is hereby appointed as a Director (Finance) on the Board of the Company, liable to retire by rotation, on terms & conditions as may be fixed by the Government of India.

BY ORDER OF THE BOARD

(JOSHIT RANJAN SIKIDAR)

COMPANY SECRETARY

Membership No: - A32442

Date: 17.08.2023

Place: Gurugram

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the Special Businesses, i.e. Item Nos. 6 and 7, to be transacted at the Annual General Meeting ('AGM') is annexed hereto.
2. Ministry of Corporate Affairs vide its General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May 2022 and 10/2022 dated 28th December, 2022 ("MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 and SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said Circulars, the 49th Annual General Meeting ("AGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
3. Since this AGM is being held pursuant to MCA circulars through VC/OAVM, physical attendance of members has 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.
4. 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).
5. 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.
6. The Register of Members and Share Transfer books of the Company will remain closed from **Saturday, 09th September 2023 to Friday, 15th September 2023 (both days inclusive)**.
7. Brief resume of Directors seeking 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 Depository Participant. 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 July 28, 2022, November 10, 2022 and February 09, 2023 declared first interim dividend, second interim dividend and third interim dividend of ₹ 96.12 crore i.e. ₹ 4 per share of ₹

10 each, ₹ 108.13 crore i.e. ₹ 4.5 per share of ₹ 10 each and ₹ 144.18 crore i.e., ₹ 6.00 per share of ₹ 10 each respectively. Final dividend of ₹ 144.18 crore i.e. ₹ 6.00 per share of ₹ 10 each on equity shares, as recommended by the Board of Directors in its meeting held on 18.05.2023, for the year ended on 31.03.2023, 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 **Friday, 08th September 2023**.
- (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 **Friday, 08th September 2023**.

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 M/s Link Intime India Private Limited (RTA) (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 08th September 2023. 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. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at cs@rites.com. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.
17. Pursuant to Section 139(5) of the Companies Act, 2013, the Auditors of a Government Company are to be appointed/reappointed 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**

is yet to be done by CAG, the members may authorize Board of Directors to fix their remuneration as per the communication to be received from CAG.

- 18. In line with the MCA Circulars and SEBI Circulars as referred above, Notice of the AGM and Annual Report for the year ended March 31, 2023 are being sent electronically to those Members whose email addresses are registered with the DP/RTA. Notice of the AGM along with Annual Report for the year ended March 31, 2023, circulated to Members is also available on the websites of the Company www.rites.com and on the websites of BSE Limited and National Stock Exchange of India Limited.
- 19. 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. September 15, 2023. Members seeking to inspect such documents are requested to send an email to cs@rites.com. Inspection shall be provided when it is mutually suitable.
- 20. 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 time of the meeting.
- 21. 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.
- 22. 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 & Share 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.
- 23. 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.
- 24. 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.

25. 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 M/S Link Intime India Private Limited.
26. 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 casted 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.
27. 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.
28. 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 CS Sachin Agarwal, Partner of M/s. Agarwal S. & Associates, a firm of Practicing Company Secretaries, as the Scrutinizer.
29. 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.
30. Annual listing fee for the year 2023-24 has been paid to all Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2023-24 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
31. Members are requested to notify immediately any change in their address:
- to their Depository Participants (DP) in respect of shares held in dematerialized form, and
 - 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.
32. Since the AGM will be held through VC/ OAVM, the route map is not annexed in this notice.
33. 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:**
- Commencement of remote e-voting: From 9.00 a.m. (IST) on Tuesday, 12th September 2023.**
 - End of remote e-voting: Up to 5:00 p.m. (IST) on Thursday, 14th September 2023.**
- 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 i.e., Friday, 08th September 2023.
34. The Members may join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

- Individual Shareholders holding securities in demat mode with NSDL
 - Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 - If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select «Register Online for IDeAS Portal» or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
 - 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.

Once the home page of e-Voting system is launched, click on the icon «Login» which is available under «Shareholder/Member» section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing myeasi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting

option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders 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 holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

* Shareholders holding shares in **NSDL form**, shall provide ‘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).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for Institutional shareholders:

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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this 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".

Process and manner for attending the Annual General Meeting through InstaMeet:

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

- Select the "**Company**" and '**Event Date**' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- 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** 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. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

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 3 days in advance with the company on cs@rites.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist 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 InstaMEET 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 InstaMeet 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. 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 InstaMeet. 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.

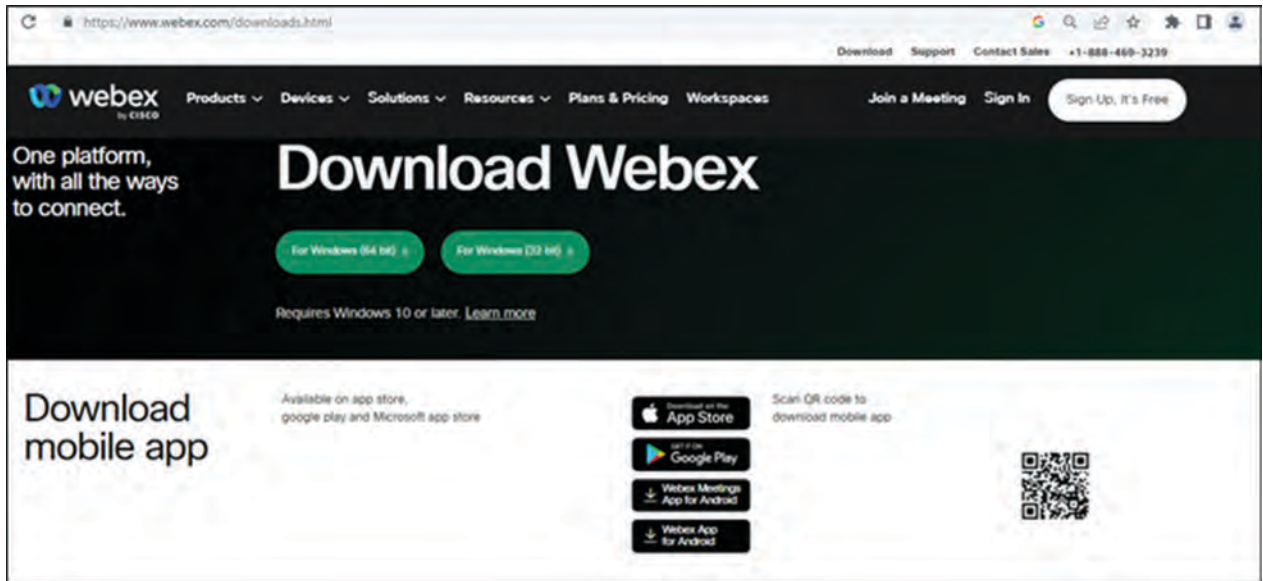
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Annexure

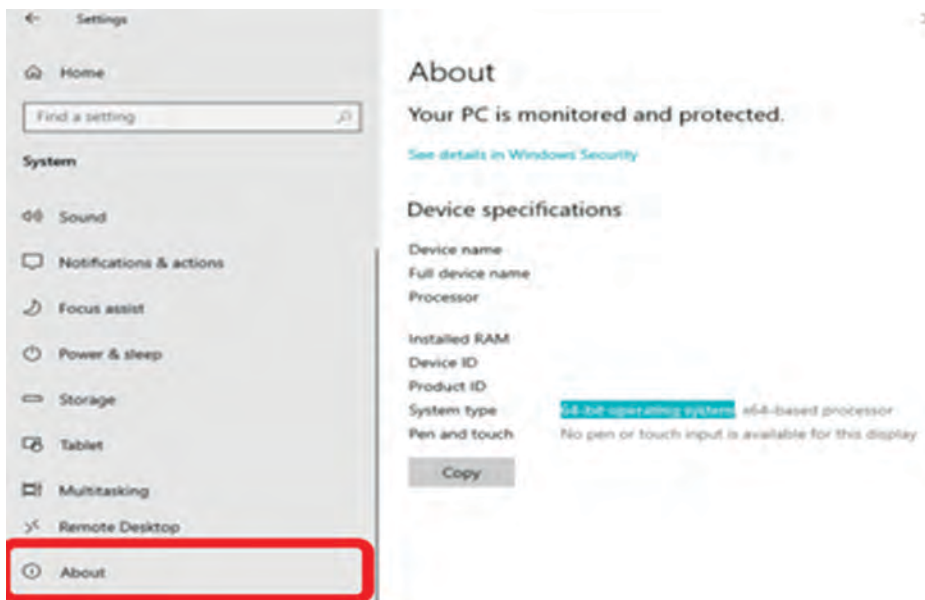
Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html>



To check windows configuration i.e. (64 bit or 32 bit) Go to Desktop/PC Device “Setting”, click on “About” to check the system type is 64 bit / 32 bit.



- Install the desktop app to get the full-featured Webex Meetings experience.
- You can still join from your web browser by clicking Join from your browser, If you can't install apps.

Checkpoints:

Your microphone and webcam are usually turned off. You will need to turn both of those on, by clicking on each icon. You will also select use computer for audio.



How do I join the WebEx meetings?

Open the internet browser and launch the Meeting URL shared to you.

Or

Open Webex App and further enter Meeting URL.

Enter your name and email address, click “Next” and further click “Join Webinar”.

Click Join Meeting.

Or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now

1 (B) If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

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 cutoff date i.e., **Friday, 08th September 2023.**

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 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 M/S 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.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2, CONTAINING MATERIAL FACTS IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THIS NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

The following Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, SEBI (LODR) Regulations, 2015 and Secretarial Standard-2, sets out all material facts relating to the items of Special Businesses set out in this Notice of Annual General Meeting (“AGM”).

ITEM NO. 6.

APPOINTMENT OF SHRI DEEPAK TRIPATHI (DIN: 10090267), AS DIRECTOR TECHNICAL WHO IS LIABLE TO RETIRE BY ROTATION

As per the Article 56 of Articles of Association of the Company, President of India, has the power to appoint Chairman/Chairman & Managing Director of the Company, Whole time Functional Directors and other Directors.

Ministry of Railways vide its letter No. 2021/E(O)II/40/30 dated 21.03.2023 has appointed Shri Deepak Tripathi as Director (Technical) on the Board of RITES Limited. The Board of Directors in their meeting held on March 27, 2023, has appointed Shri Deepak Tripathi as Additional Director [designated as Director (Technical)] of the Company with effect from March 27, 2023.

In accordance to provision of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting.

Therefore, approval of the shareholders is sought for regularization of the appointment of Shri Deepak Tripathi as Director (Technical) on the same terms and conditions as determined by the Government of India. During his tenure as a Director (Technical) in the Company, Shri Deepak Tripathi shall be liable to retire by rotation.

Shri Deepak Tripathi has declared that he is not debarred from being appointed as a Director by SEBI or any other authority; and that he is not disqualified from being appointed as a Director in terms of the provisions of the Act. Shri Deepak Tripathi is not related to any Director or Key Managerial Personnel of the Company.

In view of the above, it is proposed to obtain the approval of shareholders for appointment of Shri Deepak Tripathi, as Director (Technical) on the Board of Directors of the Company, by passing Ordinary Resolution set out at Item no. 6 of this Notice.

Shri Deepak Tripathi 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 Nomination and Remuneration Committee and Board of Directors of your Company has recommended passing of the resolution as set out at Item No. 6 as an Ordinary Resolution.

Brief resume of Shri Deepak Tripathi is annexed.

ITEM NO. 7.

APPOINTMENT OF SHRI KRISHNA GOPAL AGARWAL (DIN: 10239667), AS DIRECTOR FINANCE WHO IS LIABLE TO RETIRE BY ROTATION

As per the Article 56 of Articles of Association of the Company, President of India, has the power to appoint Chairman/Chairman & Managing Director of the Company, Whole time Functional Directors and other Directors.

Ministry of Railways vide its letter No. 2022/E(O)II/40/14 dated 03.07.2023 has appointed Shri Krishna Gopal Agarwal as Director (Finance) on the Board of RITES Limited. The Board of Directors in their meeting held on July 28, 2023, has appointed Shri Krishna Gopal Agarwal as Additional Director [designated as Director (Finance)] of the Company with effect from August 01, 2023.

In accordance to provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting.

Therefore, approval of the shareholders is sought for regularization of the appointment of Shri Krishna Gopal Agarwal as Director (Finance) on the same terms and conditions as determined by the Government of India. During his tenure as a Director (Finance) in the Company, Shri Krishna Gopal Agarwal shall be liable to retire by rotation.

Shri Krishna Gopal Agarwal has declared that he is not debarred from being appointed as a Director by SEBI or any other authority; and that he is not disqualified from being appointed as a Director in terms of the provisions of the Act. Shri Krishna Gopal Agarwal is not related to any Director or Key Managerial Personnel of the Company.

In view of the above, it is proposed to obtain the approval of shareholders for appointment of Shri Krishna Gopal Agarwal, as Director (Finance) on the Board of Directors of the Company, by passing Ordinary Resolution set out at Item no. 7 of this Notice.

Shri Krishna Gopal Agarwal 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 Nomination and Remuneration Committee and Board of Directors of your Company has recommended passing of the resolution as set out at Item No. 7 as an Ordinary Resolution.

Brief resume of Shri Krishna Gopal Agarwal 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:

| | |
|--|--|
| Name of Director | Shri Sandeep Jain |
| DIN | 09435375 |
| Date of Birth | 21/08/1968 |
| Age | 54 Years |
| Date of first appointment made in the Board | 17 th December, 2021 |
| Qualification | Civil Engineering from NIT, Jaipur |
| Brief Resume | Shri Sandeep Jain holds a bachelor's degree in Civil Engineering from NIT, Jaipur. He joined Indian Railways Service of Engineers (IRSE) and held various positions i.e. AEN, DEN, Sr. DEN, Dy. Chief Engineer/ Track Supply, Sr. DEN/ Coord., Dy. Chief Engineer (Construction), CGM/ IRCON. He has rich and wide experience of more than 29 years of handling Railway maintenance, construction projects and administration. (Presently, he is working as Executive Director Planning (Civil & PSU), Railway Board since October, 2021). |
| Nature of his expertise in specific functional areas | He has rich and wide experience of more than 29 years of handling Railway maintenance, construction projects and administration. |
| Other Directorship | 1. Jharkhand Rail Infrastructure Development Corporation Limited. 2. Maharashtra Metro Rail Corporation Limited. |
| Chairmanship/Membership of Committees in companies in which position of Director is held. | 2 (Two) |
| Relationship with other Directors, Managers and other Key Managerial Personnel of the Company | Not Related |
| No. of equity shares held in the Company | Nil |
| No. of board meetings attended during the Year | 6 (Six) out of 8 (Eight) |
| Terms and conditions of appointment or reappointment including remuneration | Appointment as per the order of the President of India vide Ministry of Railways letter no. 2021/PL/51/13 dated 13.12.2021 |

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|---|--|
| Name of Director | Shri Raj Kumar Mangla |
| DIN | 09533985 |
| Date of Birth | 24 th February, 1964 |
| Age | 59 Years |
| Date of first appointment made in the Board | 14 th March, 2022 |
| Qualification | Mechanical Engineer from IRIMEE, MBA from MDI, Gurgaon and MDes from IIT, Delhi. |
| Brief Resume | He is currently posted as Addl. Member/Production Units in Railway Board. Prior to this, he was posted as PCME of Rail Coach Factory, Kapurthala. Good experience of Rolling Stock Production, Maintenance and Repair. He has worked as DRM at Kharagpur Division and as GGM/RES at RITES in 2012 to 2015. |
| Nature of his expertise in specific functional areas | He has wide experience in SR, CR, NCR, SER, NFR, COFMOW and IRIMEE. Advanced Management Training received at SDA Bocconi, Milan and Carnegie Mellon University, Pittsburg. |
| Other Directorship | Nil |

| | |
|--|---|
| Chairmanship/Membership of Committees in companies in which position of Director is held. | 1 (One) |
| Relationship with other Directors, Managers and other Key Managerial Personnel of the Company | Not Related |
| No. of equity shares held in the Company | Nil |
| No. of board meetings attended during the Year | 8 (Eight) out of 8 (Eight) |
| Terms and conditions of appointment or reappointment including remuneration | Appointment as per the order of the President of India vide Ministry of Railways letter no. 2004/PL/49/9/Pt.4 dated 09.03.2022. |

| | |
|---|--|
| Name of Director | Shri Deepak Tripathi |
| DIN | 10090267 |
| Date of Birth | 15 th July, 1968 |
| Age | 55 Years |
| Date of first appointment made in the Board | 27 th March, 2023 |
| Qualification | Bachelor Degree in Mechanical Engineering with Doctorate & Post Graduation from NITIE/ Mumbai specializing in Operations Management |
| Brief Resume | <p>Dr. Deepak Tripathi, an ex. IRSME officer of 1990 batch, is a graduate in Mechanical Engineering with Doctorate & Post Graduation from NITIE/Mumbai specializing in Operations Management. He has also been trained in Leadership and Management programs from NUS/ INSEAD/IIM-K and other institutes.</p> <p>During his career span of 30+ yrs. in Indian Railways (IR) & Konkan Railway (KRCL), he has covered wide business spectrum in Traction & Rolling Stock, Railway Operations & Maintenance, Quality Assurance, Rolling Stock Infrastructure, O&M and Technology Projects, Marketing & Business Development and International Business.</p> <p>He has steered several multidisciplinary business projects in Railway Operations & Maintenance in India and abroad including Development and O&M of innovative Roll-On Roll-Off services, Electric Traction Operations, Mechanized Railway Maintenance, Design to Construction of Rolling Stock Infrastructure. He has also worked on Rail & Port Connectivity projects.</p> <p>As Director/Quality Assurance (I&L)/RDSO for 06 years, he organized Vendor Development Inspections, Quality Assurance etc. for Rolling Stock with firms in India and abroad. His contributions in the field of technology include development of patented 'SMART Yard technology,' Technology/ Transfer projects including Industry 4.0 and AI projects.</p> <p>His contributions to the field of Management & Technology include authored books, international publications and contributions in conferences & workshops in India and abroad, focusing on lean and technology in Rail & Metro sector.</p> <p>He has been awarded with 'National Award for Outstanding Services,' and Best Innovative Idea of the Year Award, from Hon'ble Minister of Railways. 'Outstanding Author Award' from EMERALD Publications, U.K for his publications and 'Lal Bahadur Shastri Award' for his book 'Smart Lean Management'. He won 'Director General Medals'-National Academy of Indian Railways (NAIR) and RDSO/Ministry of Railways and has also received two Presidential Awards from Hon'ble Home Minister for contributions to Rajbhasha.</p> |
| Nature of his expertise in specific functional areas | He has vast experience of 30+ yrs. in Indian Railways (IR) & Konkan Railway (KRCL), he has covered wide business spectrum in Traction & Rolling Stock, Railway Operations & Maintenance, Quality Assurance, Rolling Stock Infrastructure, O&M and Technology Projects, Marketing & Business Development and International Business |

| | |
|--|---|
| Other Directorship | Nil |
| Chairmanship/Membership of Committees in companies in which position of Director is held. | 2 (Two) |
| Relationship with other Directors, Managers and other Key Managerial Personnel of the Company | Not Related |
| No. of equity shares held in the Company | Nil |
| No. of board meetings attended during the Year | Nil |
| Terms and conditions of appointment or reappointment including remuneration | Appointment as per the order of the President of India vide Ministry of Railways letter no. 2021/E(O)II/40/30 dated 21.03.2023. |

| | |
|--|--|
| Name of Director | Shri Krishna Gopal Agarwal |
| DIN | 10239667 |
| Date of Birth | 22 nd March, 1973 |
| Age | 50 Years |
| Date of first appointment made in the Board | 01 st August, 2023 |
| Qualification | Qualified Cost Accountant and Company Secretary. |
| Brief Resume | <p>Shri Krishna Gopal Agarwal has joined Board of RITES Ltd. on 01st August, 2023. He has more than 29 years of experience in Financial Management, Financial Reporting, Strategic business decisions and Treasury Management.</p> <p>Before appointment as Director (Finance), Shri K.G. Agarwal was working as General Manager (Finance) with RITES since 17th June, 2021. Prior to joining RITES, he had a long stint of more than 26 years holding various key positions in Finance Department of Steel Authority of India Limited (SAIL) at its Bhilai Steel Plant. Before joining SAIL, he worked with Nerolac Paints during initial year of his career.</p> <p>He is a Fellow member of the Institute of Cost Accountants of India & the Institute of Company Secretaries of India.</p> |
| Nature of his expertise in specific functional areas | Shri Krishna Gopal Agarwal has wide experience for more than 29 years in Financial Management, Financial Reporting, Strategic business decisions and Treasury Management. |
| Other Directorship | Nil |
| Chairmanship/Membership of Committees in companies in which position of Director is held. | 3 (Three) |
| Relationship with other Directors, Managers and other Key Managerial Personnel of the Company | Not Related |
| No. of equity shares held in the Company | Nil |
| No. of board meetings attended during the Year | Nil |
| Terms and conditions of appointment or reappointment including remuneration | Appointment as per the order of the President of India vide Ministry of Railways letter no. 2022/E(O)II/40/14 dated 03.07.2023. |