



राइट्स लिमिटेड
(भारत सरकार का प्रतिष्ठान)
RITES LIMITED
(Schedule 'A' Enterprise of Govt. of India)

No. RITES/SECY/NSE

Date: March 10, 2022

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

Sub: Postal Ballot Notice

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice being sent to the Members of the Company.

In compliance with the circulars of the Ministry of Corporate Affairs, the said Postal Ballot Notice is being sent electronically only to those Members, whose names appear in the Register of Members/ list of beneficial owners as received from National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') through Link Intime India Private Limited ("LI IPL") and who have registered their e-mail addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent viz. LI IPL as on Tuesday, March 08, 2022 (**cut-off date**).

The Company has engaged the services of LI IPL, its Registrar and Share Transfer Agent, for the purpose of providing remote e-voting facility to its members. The remote e-voting shall commence on Friday, March 11, 2022 at 09.00 A.M. (IST) and will end on Saturday, April 09, 2022 at 5.00 P.M. (IST).


The result of Postal Ballot will be announced on or before Tuesday, April 12, 2022.

The Postal Ballot Notice will also be available on the Company's website at www.rites.com and on the website of RTA at <https://linkintime.co.in>.

This is for your information and records.

Thanking you,

Yours faithfully,
For RITES Limited


Joshit Ranjan Sikidar
Company Secretary & Compliance Officer
Membership No.: A32442



Registered office : SCOPE Minar, Laxmi Nagar, Delhi-110092, India
Corporate Office : RITES Bhawan Plot No. 1, Sector 29, Gurugram - 122001, Haryana
Email : cs@rites.com, Website : www.rites.com
Phone : +91 124 257 1665, Fax : +91 124 257 1187
CIN : L74899DL1974GOI007227

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"/ "Listing Regulations"), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), as amended and in accordance with the circulars issued by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 ("**MCA Circulars**"), in view of the COVID-19 pandemic, it is proposed to seek the consent of Members of RITES Limited ("**the Company**") to transact the businesses as set out hereunder by passing Ordinary and Special Resolution(s) by way of Postal Ballot only through remote voting by electronic means ("remote e-voting").

The explanatory statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules thereto setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed thereto.

On account of the threat posed by COVID-19 pandemic and in terms of the requirements specified in the said MCA Circulars, the Company is sending this Notice in electronic form only, to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/Depository Participants and the communication of assent/dissent of the Members will only take place through the remote e-voting system.*If your e-mail address is not registered with the Company/Depositories, please register the same by following the link: https://linkintime.co.in/emailreg/email_register.html and entering the details as required

Further, as per the MCA circulars, a physical copy of the Notice along with the Postal Ballot Form and prepaid business reply envelope will not be sent to the Members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The Board of Directors has appointed Mr. Sachin Agarwal, Partner of M/s Agarwal S. & Associates, Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.



The Company has engaged the services of M/s. Link Intime India Private Limited (“LI IPL”) as the agency to provide remote e-voting facility. In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on 09.04.2022, (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit their report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before 12.04.2022, and will be displayed on the Company's website www.rites.com and will also be communicated to the Stock Exchanges, where the shares of the Company are listed. The Company will also display the results of the Postal Ballot at the notice board of its Registered Office.

The instructions for remote e-voting are appended to this Notice.

You are requested to peruse the following proposed Resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of e-voting facility only, provided by the Company, not later than 5:00 PM (IST) on 09.04.2022. The assent or dissent received after such date and time shall be treated as if reply from the member has not been received.

SPECIAL BUSINESSES:

ITEM No. 1: To approve the appointment of Shri Rahul Mithal (DIN : 07610499) as Chairman & Managing Director

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

“RESOLVED THAT pursuant to section 152 and other provisions of the Companies Act, 2013 read with applicable rules (including any statutory modifications or re-enactment thereof) and pursuant to the provisions of the Articles of Association of the Company Shri Rahul Mithal (DIN - 07610499), Chairman & Managing Director as appointed by the President of India vide Ministry of Railways Office Order No. 2020/E(O)II/40/7 dated 06th October, 2021 for a period of five years with effect from the date 07.10.2021 i.e. the date of assumption of his charge for a period of five years or till the date of his superannuation or until further orders whichever is earliest, and also appointed as an Additional Director – Chairman & Managing Director by the Board of Directors with effect from 07th October, 2021 and holds office upto the date of ensuing Annual General Meeting under Section 161 of the Companies Act, 2013 be and is hereby appointed as Chairman & Managing Director of the Company on the terms and conditions as determined by the Government of India, not liable to retire by rotation.

RESOLVED FURTHER THAT the Company Secretary & Compliance Officer be and is hereby authorised to sign and file required e-forms with Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs and to do all acts, deeds, matters and things may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

ITEM No. 2: To approve the appointment of Shri Laxman Tammanna Tapashi (DIN: 01838521) as an Independent Director

To consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Shri Laxman Tammanna Tapashi (DIN:

01838521) who was appointed as an Independent Director by the President of India vide Ministry of Railways letter no. 2019/PL/57/22 dated 09th November, 2021 and also appointed as an Additional Director - Independent Director by the Board of Directors with effect from 10th November, 2021 and holds office upto the date of ensuing Annual General Meeting under Section 161 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company with effect from 11th November, 2021 for a period of three years or until further order, whichever is earlier, not liable to retire by rotation.

RESOLVED FURTHER THAT the Company Secretary & Compliance Officer be and is hereby authorised to sign and file required e-forms with Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs and to do all acts, deeds, matters and things may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

ITEM No. 3 : To approve the appointment of Dr. Godawari Mishra (DIN: 09394545) as an Independent Director

To consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Dr. Godawari Mishra (DIN: 09394545) who was appointed as an Independent Director by the President of India vide Ministry of Railways order no. 2019/PL/57/22 dated 09th November, 2021 and also appointed as an Additional Director - Independent Director by the Board of Directors with effect from 10th November, 2021 and holds office upto the date of ensuing Annual General Meeting under Section 161 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company with effect from 10th November, 2021 for a period of three years or until further order, whichever is earlier, not liable to retire by rotation.

RESOLVED FURTHER THAT the Company Secretary & Compliance Officer be and is hereby authorised to sign and file required e-forms with Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs and to do all acts, deeds, matters and things may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

ITEM No. 4: To approve the appointment of Dr. Dineshananda Goswami (DIN: 09394294) as an Independent Director

To consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Dr. Dineshananda Goswami (DIN: 09394294) who was appointed as an Independent Director by the President of India vide Ministry of Railways order no. 2019/PL/57/22 dated 09th November, 2021 and also appointed as an Additional Director - Independent Director by the Board of Directors with effect from 11th November, 2021 and holds office upto the date of ensuing Annual General Meeting under Section 161 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company with effect from 10th November, 2021 for a period of three years or until further order, whichever is earlier, not liable to retire by rotation.

RESOLVED FURTHER THAT the Company Secretary & Compliance Officer be and is hereby authorised to sign and file required e-forms with Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs and to do all acts, deeds, matters and things may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

ITEM No. 5: To approve the appointment of Shri Sandeep Jain (DIN: 09435375) as part time Government Nominee Director

To consider and if thought fit, to pass with or without modification, 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 Sandeep Jain (DIN:09435375), who was appointed as part time Government Nominee Director of the Company by the President of India vide Ministry of Railways order no. 2021/PL/51/13 Pt. 1 dated 13.12.2021, and subsequently appointed as an Additional Director-Nominee Director by the Board of Directors with effect from 17th December, 2021 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.

RESOLVED FURTHER THAT the Company Secretary & Compliance Officer be and is hereby authorised to sign and file required e-forms with Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs and to do all acts, deeds, matters and things may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

ITEM No. 6: To approve the appointment of Shri Likha Togu (DIN: 09470640) as an Independent Director

To consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and the Rules made thereunder, Shri Likha Togu (DIN: 09470640) who was appointed as an Independent Director by the President of India vide Ministry of Railways order No 2021/PL/57/22 dated 14th January 2022 and also appointed as an Additional Director - Independent Director by the Board of Directors with effect from 21st January, 2022 till the next general meeting of the company or three months from the date of appointment, whichever is earlier be and is hereby appointed as an Independent Director of the Company with effect from 21st January, 2022 for a period of three years or until further order, whichever is earlier, not liable to retire by rotation.

RESOLVED FURTHER THAT the Company Secretary & Compliance Officer be and is hereby authorised to sign and file required e-forms with Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs and to do all acts, deeds, matters and things may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

BY ORDER OF THE BOARD



(JOSHIT RANJAN SIKIDAR)
Company Secretary & Compliance Officer
Membership No. ACS:32442

Place : Gurugram
Dated : 06/03/2022
Regd. Office :
SCOPE Minar, Laxmi Nagar,
Delhi - 110092
CIN : L74899DL1974GOI007227

NOTE(S):

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out material facts in respect of the resolution to be passed through postal ballot by e-voting is annexed hereto.
2. In accordance with the circulars issued by the Ministry of Corporate Affairs (“MCA”) for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 (“MCA Circulars”), the Postal Ballot Notice is being sent through e-mail only to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) through Link Intime India Pvt. Ltd. (LIPL) as on Tuesday, 08th March, 2022 (“Cut-off Date”). A copy of this Postal Ballot Notice will also be available on the website of the Company at www.rites.com and on both the Stock Exchanges i.e. BSE (www.bseindia.com) and NSE (www.nseindia.com) and on the website of LIPL at <https://linkintime.co.in>.
3. The Postal Ballot Notice is being sent only through electronic mode to Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) through LIPL as on Tuesday, 08th March, 2022 (“Cut-off Date”) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the Cut-off Date i.e. Tuesday, 08th March, 2022.
4. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot activity in accordance with the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only, provided by the Company.
5. The e-voting period commences on Friday, 11th March, 2022 at 9:00 A.M. (IST) and ends on Saturday, 09th April, 2022 at 5:00 P.M. (IST). The remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the Cut-off date, being Tuesday, 08th March, 2022, may cast their votes by electronic means in the manner and process as set out in the Postal Ballot Notice mentioned herein below. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
6. Service of Postal Ballot Notice electronically:

1 Members holding shares in physical mode	This postal ballot notice is issued electronically to Members whose e-mail addresses are available and registered in the records of the Registrar and Transfer Agent.
2 Members holding shares in demat mode	This postal ballot notice is issued electronically to Members whose e-mail addresses are available and registered in the records of the Depositories.

7. The resolutions, if passed with requisite majority by the Members through Postal Ballot shall be deemed to be passed on the last date of the voting period i.e. on 09th day of April 2022 and shall be deemed to have been passed as if they have been passed at a general meeting of the Members convened in that behalf.

8. The Board of Directors of the Company (the Board), has appointed M/s Agarwal S. & Associates, Practising Company Secretaries, Delhi (C.P. No. 5910 and Firm Reg. No. P2003DE049100) who are not in employment of the Company as the Scrutiniser, for conducting the said Postal Ballot process in a fair and transparent manner. The Scrutiniser has communicated his willingness to be appointed for conducting the Postal Ballot process.
9. Relevant documents referred to in the Postal Ballot Notice and the Statement under Section 102 of the Act are available for inspection via e-mode by the members from date of circulation of postal ballot from 11:00 a.m. to 5:00 p.m. on all working days (Monday - Friday) till 08th April, 2022. Members seeking inspection may send an e-mail to cs@rites.com.

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:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.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.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.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. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will

have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN. from a link in 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, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
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. Upon logging in, you will be able to see e-Voting option. 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 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.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form 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.
 - 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/ 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).
- 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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 22- 23058542-43.

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 above-mentioned 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”.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In terms of recent amendments, in SEBI (Listing Obligation and Disclosure Requirements) (LODR) Regulations 2015 effective from 1st January 2022, the approval of shareholders is required in the next general meeting or within three months from date of appointment of Directors, whichever is earlier. Since Shri Likha Togu, Independent Director has joined on the Board of RITES Limited with effect from 21st January 2022, his appointment is required to be approved by the shareholders on or before 20th April 2022.

Further, for all other Directors who have been appointed after the 47th Annual General Meeting of the Company, approval of shareholders for their appointment is also required by next AGM. Since, the approval of shareholders is being sought for appointment of Mr. Likha Togu, Independent Director, the approval of shareholders are also being sought through postal Ballot for other Directors who have joined prior to him but after last AGM.

ITEM NO. :- 1 APPOINTMENT OF SHRI RAHUL MITHAL (DIN: - 07610499) AS CHAIRMAN & MANAGING DIRECTOR

Shri Rahul Mithal (DIN: 07610499) was appointed as Chairman & Managing Director of the Company by the President of India vide Ministry of Railways Office Order No. 2020/E(O)II/40/7 dated 06th October, 2021 for a period of five years w.e.f. date of his assumption of charge or until further orders, whichever is earlier.

He joined our Board on 7th October, 2021. Shri Rahul Mithal is from the Indian Railways Institute of Mechanical and Electrical Engineering (IRIMEE) (SCRA 1985 Batch). He holds the additional qualification

of MBA (Finance) from Jamnalal Bajaj Institute of Management Studies, Mumbai and is a Fellow of the Institution of Mechanical Engineers (UK) and a Chartered Engineer, registered with the Engineering Council (UK). He was the Functional Director on the Board of Container Corporation of India Limited for the last 4 years as an incharge of the Projects & Services wing, comprising of the Civil, Electrical, Mechanical & IT departments, responsible for the design, planning & execution of all the Projects. He had a long stint of more than 20 years in various key positions in Indian Railways. He has a wide exposure of various aspects of Design and Maintenance of Rolling Stock and Handling Equipment and has held various key assignments of Operations and Maintenance in the Indian Railways. He was associated with a number of large-scale modernization projects which involved an in-depth analysis of the existing infrastructure, assessing the requirements and executing the work while not affecting the current operations. In past more than 10 years in Container Corporation of India Limited, he has played a key role in the design of mega MMLPs and ensuring the timely construction of more than 20 MMLP/Warehousing projects. Many of the above projects involved the extensive use of IT and he has been associated with a number of digitization initiatives for Container Corporation of India Limited.

Pursuant to the provisions of Section 152 (2) of the Companies act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Further pursuant to SEBI (LODR) Regulations, 2015 every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment. Therefore, approval of the shareholders is sought for regularisation of the appointment of Shri Rahul Mithal as Chairman & Managing Director on the same terms and conditions as determined by the Government of India.

Shri Rahul Mithal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Shri Rahul Mithal does not hold any Shares in RITES Ltd. and he does not have any relationship with other Directors/Manager/KMP of the Company.

Except Shri Rahul Mithal, being an appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 1 as an Ordinary Resolution.

Brief resume of Shri Rahul Mithal is annexed.

ITEM NO. :- 2 APPOINTMENT OF SHRI LAXMAN TAMMANNA TAPASHI (DIN: 01838521) AS AN INDEPENDENT DIRECTOR

Shri Laxman Tammanna Tapashi (DIN: 01838521) was appointed as an Independent Director of the Company by the President of India vide Ministry of Railways Office Order No. 2019/PL/57/22 dated 09th November, 2021 for a period of three years or until further orders, whichever is earlier.

He joined our Board on 10.11.2021. He holds the degree of LLM (Business Law) from Kuvempu University, Shivamogga, LLB from Karnataka University, Dharwad, MA (Economics) from Kuvempu University, Shivamogga and BA (Economics, Political Science & Ele of Stats and Maths) from Karnataka University, Dharwad. He is having vast experience in Legal Practices, Civil & Criminal cases, LAC, MVC & Commercial.

Pursuant to the provisions of Section 152 (2) of the Companies Act, 2013 every director of the Company has to be appointed in the General Meeting of the Company. Further pursuant to SEBI (LODR) Regulations, 2015 every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next General Meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for regularisation of the appointment of Shri Laxman Tammanna Tapashi as an Independent Director on the same terms and conditions as determined by the Government of India.

Shri Laxman Tammanna Tapashi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

As an Independent Director, he is entitled to get sitting fee for Board Meetings and Board Level Committee Meetings attended by him.

Shri Laxman Tammanna Tapashi does not hold any Shares in RITES Ltd. and he does not have any relationship with other Directors/Manager/KMP of the Company.

Except Shri Laxman Tammanna Tapashi, being an appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 2 as Special Resolution.

Brief resume of Shri Laxman Tammanna Tapashi is annexed.

ITEM NO. :- 3 APPOINTMENT OF DR. GODAWARI MISHRA (DIN: 09394545) AS AN INDEPENDENT DIRECTOR

Dr. Godawari Mishra (DIN: 09394545) was appointed as an Independent Director of the Company by the President of India vide Ministry of Railways Office Order No. No. 2019/PL/57/22 dated 09th November, 2021 for a period of three years or until further orders, whichever is earlier.

She joined our Board on 10.11.2021. She holds the degree of PHD (Sociology), MA (Sociology) from Kanpur University and BSc (Botany, Zoology and Chemistry) from Lucknow University. She has an extensive experience in teaching for over 35 years. She held the position of Assistant Teacher in Sumitra Intern College from 1981-2016.

Pursuant to the provisions of Section 152 (2) of the Companies Act, 2013 every director of the Company has to be appointed in the General Meeting of the Company. Further pursuant to SEBI (LODR) Regulations, 2015 every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next General Meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for regularisation of the appointment of Dr. Godawari Mishra as an Independent Director on the same terms and conditions as determined by the Government of India.

Dr. Godawari Mishra is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

As an Independent Director, she is entitled to get sitting fee for Board Meetings and Board Level Committee Meetings attended by her.

Dr. Godawari Mishra does not hold any Shares in RITES Ltd. and she does not have any relationship with other Directors/Manager/KMP of the Company.

Except Dr. Godawari Mishra, being an appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 3 as Special Resolution.

Brief resume of Dr. Godawari Mishra is annexed.

ITEM NO. :- 4 APPOINTMENT OF DR. DINESHANANDA GOSWAMI (DIN: 09394294) AS AN INDEPENDENT DIRECTOR

Dr. Dineshananda Goswami (Din: 09394294) was appointed as an Independent Director of the Company by the President of India vide Ministry of Railways Office Order No. No. 2019/PL/57/22 dated 09th

November, 2021 for a period of three years or until further orders, whichever is earlier.

He joined our Board on 11.11.2021. He is PHD and M.Com from Ranchi University. His area of specialization is Commerce and Marketing. He served as lecturer in Tata steel from 1990 to 2004.

Pursuant to the provisions of Section 152 (2) of the Companies Act, 2013, every director of the Company has to be appointed in the General Meeting of the Company. Further pursuant to SEBI (LODR) Regulations, 2015 every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next General Meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for regularisation of the appointment of Dr. Dineshananda Goswami as an Independent Director on the same terms and conditions as determined by the Government of India.

Dr. Dineshananda Goswami is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

As an Independent Director, he is entitled to get sitting fee for Board Meetings and Board Level Committee Meetings attended by him.

Dr. Dineshananda Goswami does not hold any Shares in RITES Ltd. and he does not have any relationship with other Directors/Manager/KMP of the Company. Except Dr. Dineshananda Goswami, being an appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 4 as Special Resolution.

Brief resume of Dr. Dineshananda Goswami is annexed.

ITEM NO. 5 :- APPOINTMENT OF SHRI SANDEEP JAIN AS PART TIME GOVERNMENT NOMINEE DIRECTOR

Shri Sandeep Jain was appointed as part time Government Nominee Director of the Company by the President of India vide Ministry of Railways Order no. 2021/PL/51/13 Pt. 1 dated 13.12.2021 and assumed office w.e.f. 17th December 2021. 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). Accordingly, the Board appointed Shri Sandeep Jain as an Additional Director, Government Nominee Director. Shri Sandeep Jain holds office upto the date of the ensuing AGM, further pursuant to SEBI (LODR) Regulations, 2015 every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for regularization of the appointment of Shri Sandeep Jain as Govt. Nominee Director on the same terms and conditions as determined by the Government of India.

Shri Sandeep Jain does not hold any share in RITES Limited.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution financially or otherwise. The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 5 as an Ordinary Resolution.

Brief resume of Shri Sandeep Jain is annexed.

ITEM NO. 6:- APPOINTMENT OF SHRI LIKHA TOGU (DIN: 09470640) AS AN INDEPENDENT DIRECTOR

Shri Likha Togu (DIN: 09470640) was appointed as an Independent Director of the Company by the President of India vide Ministry of Railways Office Order No. 2021/PL/57/22 dated 14th January, 2022 for a period of three years or until further orders, whichever is earlier.

He joined our Board on 21.01.2022. Pursuant to the provisions of Section 152 (2) of the Companies Act, 2013 every director of the Company has to be appointed in the General Meeting of the Company, further pursuant to SEBI (LODR) Regulations, 2015 every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next General Meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for regularisation of the appointment of Shri Likha Togu as an Independent Director on the same terms and conditions as determined by the Government of India.

Shri Likha Togu is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

As an Independent Director, he is entitled to get sitting fee for Board Meetings and Board Level Committee Meetings attended by him.

Shri Likha Togu does not hold any Shares in RITES Ltd. and he does not have any relationship with other Directors/Manager/KMP of the Company. Except Shri Likha Togu, being an appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise.

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

Brief resume of Shri Likha Togu is annexed.

1. Shri Rahul Mithal

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 -2 issued by the Institute of Company Secretaries of India, in the order of the items as mentioned in the Notice:

Age	54 years
Date of first appointment on Board	07.10.2021
Qualification	<p>Bachelor of Engineering (Mechanical) from Indian Railways Institute of Mechanical & Electrical Engineering.</p> <p>MBA (Finance) from Jamnalal Bajaj Institute of Management Studies, Mumbai.</p> <p>Fellow of the Institution of Mechanical Engineers (UK) and a Chartered Engineer, registered with the Engineering Council (UK).</p>
Brief Resume including experience	<p>He was the Functional Director on the Board of Container Corporation of India Limited for the last 4 years as an incharge of the Projects & Services wing, comprising of the Civil, Electrical, Mechanical & IT departments, responsible for the design, planning & execution of all the Projects. He had a long stint of more than 20 years in various key positions in Indian Railways.</p> <p>In the past more than 10 years in Container Corporation of India Limited, he has played a key role in the design of mega MMLPs and ensuring the timely</p>

	construction of more than 20 MMLP/Warehousing projects. Many of the above projects involved the extensive use of IT and he has been associated with a number of digitization initiatives for Container Corporation of India Limited.
Nature of his expertise in specific functional areas	He had a wide exposure of various aspects of Design and Maintenance of Rolling Stock and Handling Equipment and has held various key assignments of Operations and Maintenance in the Railways. He was associated with a number of large-scale modernization projects which involved an in-depth analysis of the existing infrastructure, assessing the requirements and executing the work while not affecting the current operations.
Other Directorships along with listed entities from which the person has resigned in the past three years.	REMC Limited w.e.f 16.11.2021, Container Corporation of India Limited (upto 06.10.2021) and Fresh & Healthy Enterprises Limited (upto 07.10.2021)
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	NIL
No. of equity shares held in the Company	0
No. of board meetings attended during the year	Three (3) out of Three (3)
Terms and conditions of appointment or reappointment including remuneration	Appointed as per the order of The President of India vide Ministry of Railways order No. 2020/E(O)II/40/7 dated 06th October, 2021 from the date of assumption of his charge i.e. 7 th October, 2021 for a period of five years or till the date of his superannuation or until further orders, whichever is earliest.

2. Shri Laxman Tammanna Tapashi

Age	58 years
Date of first appointment on Board	10.11.2021
Qualification	BA (Economics, Political Science & Ele of Stats and Maths) from Karnataka University. LLB from Karnataka University. MA (Economics) from Kuvempu University. LLM from Kuvempu University.

Brief Resume including experience	He is having vast experience in Legal Practices, Civil & Criminal cases, LAC, MVC & Commercial.
Nature of expertise in specific functional areas	Expertise in Legal Practices, Civil & Criminal cases, LAC, MVC & Commercial Cases.
Other Directorships along with listed entities from which the person has resigned in the past three years.	Sahayog Chits (Gokak) Private 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	NIL
No. of equity shares held in the Company	0
No. of board meetings attended during the year	Two (2) out of Two (2)
Terms and conditions of appointment or reappointment including remuneration	Appointed as per the order of The President of India vide Ministry of Railways order No. 2019/PL/57/22 dated 09th November, 2021.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The qualification of Independent Directors are subject to identification by the Department of Public Enterprises. He possesses the requisite skills.

3. Dr. Godawari Mishra

Age	63 years
Date of first appointment on Board	10.11.2021
Qualification	BSc (Botany, Zoology and Chemistry) from Lucknow University MA (Sociology) from Kanpur University PHD (Sociology) from Kanpur University
Brief Resume including experience	She has held the position of Assistant Teacher in Sumitra Intern College from 1981-2016
Nature of expertise in specific functional areas	Extensive experience in teaching for over 35 years her in Sumitra Intern College from 1981-2016
Other Directorships along with listed entities from which the person has resigned in the past three years.	NIL
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	NIL
No. of equity shares held in the Company	0
No. of board meetings attended during the year	Three (3) out of Three (3)
Terms and conditions of appointment or reappointment including remuneration	Appointed as per the order of The President of India vide Ministry of Railways order No. 2019/PL/57/22 dated 09th November, 2021.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The qualification of Independent Directors are subject to identification by the Department of Public Enterprises. She possesses the requisite skills.

4. Dr. Dineshananda Goswami

Age	63 years
Date of first appointment on Board	11.11.2021
Qualification	M.Com from Ranchi University. PHD in Marketing from Ranchi University.
Brief Resume including experience	He served as lecturer in Tata steel from 1990 to 2004.
Nature of his expertise in specific functional areas	Specialization is Commerce and Marketing.
Other Directorships along with listed entities from which the person has resigned in the past three years.	NIL
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	NIL
No. of equity shares held in the Company	NIL
No. of board meetings attended during the year	Three (3) out of Three (3).
Terms and conditions of appointment or reappointment including remuneration	Appointed as per the order of The President of India vide Ministry of Railways order No. 2019/PL/57/22 dated 09th November, 2021.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The qualification of Independent Directors are subject to identification by the Department of Public Enterprises. He possesses the requisite skills.

5. Shri Sandeep Jain

Age	53 years
Date of first appointment on Board	17.12.2021
Qualification	Civil Engineering from NIT, Jaipur.
Brief Resume including experience	He joined Indian Railways Service of Engineers (IRSE) in November, 1993 and held various positions i.e. AEN, DEN, Sr. DEN, Dy. Chief Engineer/Track Supply, Sr. DEN/Coord., Dy. Chief Engineer (Construction), CGM/IRCON. 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 28 years of handling Railway maintenance, construction projects and administration.keting.
Other Directorships along with listed entities from which the person has resigned in the past three years.	NIL
Chairmanship/Membership of Committees in companies in which position of Director is held	Two (2)
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	NIL
No. of equity shares held in the Company	0
No. of board meetings attended during the year	Two (2) out of Two (2)
Terms and conditions of appointment or reappointment including remuneration	Appointed as per the order of The President of India vide Ministry of Railways order No. 2021/PL/51/13 Pt. dated December 13, 2021.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The qualification of Independent Directors are subject to identification by the Department of Public Enterprises. He possesses the requisite skills.

6. Shri Likha Togu

Age	48 years
Date of first appointment on Board	21.01.2022
Qualification	Post graduate from Arunachal University
Brief Resume including experience	He served as President in All Yachuli Student Union (AYSU), Lower Subansiri District (1993-96). He was also appointed as Chairman, Nyishi Multipurpose

	Co-operative Society Ltd. and served from 2000 to 2003. Later, he served as Chairman, Likha Pon Foundation (LPF) a non-profit charitable Organisation from 2014 to 2019. He is an author, lyricist and a singer of tribal folk tales and folklores and an avid Social worker.
Nature of his expertise in specific functional areas	He has an expertise in various field such as Agriculture / Horticulture Development of Kiwi, Large Cardamom and Mithun (Bros frontalis) rearing and an Ideologue of Modern Technological Development including Railways and implementation of Hydropower projects in the state of Arunachal Pradesh
Other Directorships along with listed entities from which the person has resigned in the past three years.	NIL
Chairmanship/Membership of Committees in companies in which position of Director is held	Two (2)
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	NIL
No. of equity shares held in the Company	0
No. of board meetings attended during the year	One (1) out of One (1).
Terms and conditions of appointment or reappointment including remuneration	Appointed as per the order of The President of India vide Ministry of Railways order No. 2021/PL/57/22 dated 14th January, 2022.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The qualification of Independent Directors are subject to identification by the Department of Public Enterprises. He possesses the requisite skills.