

General information about company

| | |
|---------------------------------|---------------|
| Scrip code | 541556 |
| NSE Symbol | RITES |
| MSEI Symbol | NA |
| ISIN | INE320J01015 |
| Name of the entity | RITES LIMITED |
| Date of start of financial year | 01-04-2018 |
| Date of end of financial year | 31-03-2019 |
| Reporting Quarter | Half Yearly |
| Date of Report | 30-09-2018 |
| Risk management committee | Applicable |

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

| Disclosure of notes on composition of board of directors explanatory | | | | | | | | | | | | Textual Information(1) | | | |
|--|-----------------|----------------------|------------|----------|-------------------------|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-----------------------------|-----------------------------|
| Is there any change in information of board of directors compare to previous quarter | | | | | | | | | | | | Yes | | | |
| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
| 1 | Mr | Rajeev Mehrotra | AAAPM0576D | 01583143 | Executive Director | Chairperson | CEO-MD | 01-09-2011 | | 118 | 1 | 0 | 0 | | |
| 2 | Mr | Arbind Kumar# | ABRPK7504P | 05343323 | Executive Director | Not Applicable | | 01-06-2012 | 01-09-2018 | 75 | 1 | 1 | 0 | | |
| 3 | Mr | Ajay Kumar Gaur | AADPG8850D | 05333257 | Executive Director | Not Applicable | | 02-09-2013 | | 71 | 1 | 1 | 0 | | |
| 4 | Mr | Mukesh Rathore* | ABCPR0904M | 07669150 | Executive Director | Not Applicable | | 01-12-2016 | | 35 | 1 | 1 | 0 | | |

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|--------------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-----------------------------|-----------------------------|
| 5 | Mr | Amar Prakash Dwivedi | AEBPD9095D | 07122333 | Non-Executive - Nominee Director | Not Applicable | | 13-03-2015 | | 0 | 1 | 1 | 0 | | |
| 6 | Mr | Bhupendra Kumar Agarwal* | AAEPA2803P | 07956187 | Non-Executive - Nominee Director | Not Applicable | | 26-09-2017 | | 0 | 1 | 0 | 0 | | |
| 7 | Ms | Vidya Rajiv Yeravdekar | AAUPY7372F | 02183179 | Non-Executive - Independent Director | Not Applicable | | 01-04-2016 | | 36 | 1 | 1 | 0 | | |
| 8 | Mr | Anil Kumar Goel | AAHPG3919P | 00672755 | Non-Executive - Independent Director | Not Applicable | | 01-04-2016 | | 36 | 1 | 1 | 1 | | |

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|----------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-----------------------------|-----------------------------|
| 9 | Mr | Satish Sareen | AJTSP9561J | 01874068 | Non-Executive - Independent Director | Not Applicable | | 01-04-2016 | | 36 | 1 | 2 | 0 | | |
| 10 | Mr | Pramod Kumar Anand | ABWPA2129H | 00298962 | Non-Executive - Independent Director | Not Applicable | | 19-09-2017 | | 36 | 1 | 1 | 1 | | |
| 11 | Ms | Geethakumary | BAKPG8345K | 08087165 | Non-Executive - Independent Director | Not Applicable | | 15-03-2018 | | 36 | 1 | 1 | 0 | | |
| 12 | Mr | Rajendra Nath Goyal | AARPG5740L | 08087148 | Non-Executive - Independent Director | Not Applicable | | 15-03-2018 | | 35 | 1 | 1 | 0 | | |

Annexure I**Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|------------------------------|------------|----------|-------------------------|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-----------------------------|-----------------------------|
| 13 | Mr | Gopi Sureshkumar Vardarajan# | AEDPV0933Q | 08241385 | Executive Director | Not Applicable | | 27-09-2018 | | 46 | 1 | 0 | 0 | | |

Text Block

Textual Information(1)

* Mr. Mukesh Rathore has been inducted as a member of Audit Committee.

Mr. Arbind Kumar has super annuated on 31.08.2018, further Mr. Gopi Sureshkumar Vardarajan has been appointed as an Additional Director (Director Projects) w.e.f 27.09.2018.

| | |
|--|-----|
| Annexure 1 | |
| II. Composition of Committees | |
| Disclosure of notes on composition of committees explanatory | |
| Is there any change in information of committees compare to previous quarter | Yes |

| Audit Committee Details | | | | | |
|-------------------------|------------|----------------------------|--------------------------------------|-------------------------|------------------------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | 00672755 | Mr. Anil Kumar Goel | Non-Executive - Independent Director | Chairperson | |
| 2 | 01874068 | Mr. Satish Sareen | Non-Executive - Independent Director | Member | |
| 3 | 02183179 | Dr. Vidya Rajiv Yeravdekar | Non-Executive - Independent Director | Member | |
| 4 | 00298962 | Dr. Pramod Kumar Anand | Non-Executive - Independent Director | Member | |
| 5 | 08087165 | Ms. Geethakumary | Non-Executive - Independent Director | Member | |
| 6 | 08087148 | Dr. Rajendra Nath Goyal | Non-Executive - Independent Director | Member | |
| 7 | 05343323 | Mr. Arbind Kumar* | Executive Director | Member | Textual Information(1) |
| 8 | 07669150 | Mr. Mukesh Rathore# | Executive Director | Member | Textual Information(2) |

Audit Committee Details Text Block

| | |
|------------------------|--|
| Textual Information(1) | * Mr. Arbind Kumar has superannuated on 01 September, 2018 |
| Textual Information(2) | # Mr. Mukesh Rathore has been appointed as a Member of Audit Committe w.e.f 27.08.2018 |

| Nomination and remuneration committee | | | | | |
|--|------------|----------------------------|--------------------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | 01874068 | Mr. Satish Sareen | Non-Executive - Independent Director | Chairperson | |
| 2 | 02183179 | Dr. Vidya Rajiv Yeravdekar | Non-Executive - Independent Director | Member | |
| 3 | 00672755 | Mr. Anil Kumar Goel | Non-Executive - Independent Director | Member | |
| 4 | 08087148 | Dr. Rajendra Nath Goyal | Non-Executive - Independent Director | Member | |

| Stakeholders Relationship Committee | | | | | |
|--|------------|---------------------------|--------------------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | 00298962 | Dr. Pramod Kumar Anand | Non-Executive - Independent Director | Chairperson | |
| 2 | 01874068 | Mr. Satish Sareen | Non-Executive - Independent Director | Member | |
| 3 | 00672755 | Mr. Anil Kumar Goel | Non-Executive - Independent Director | Member | |
| 4 | 07122333 | Mr. Amar Prakash Dwivedi | Non-Executive - Nominee Director | Member | |
| 5 | 05333257 | Mr. Ajay Kumar Gaur | Executive Director | Member | |

| Risk Management Committee | | | | | |
|----------------------------------|------------|---------------------------|--------------------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | 00672755 | Mr. Anil Kumar Goel | Non-Executive - Independent Director | Chairperson | |
| 2 | 01874068 | Mr. Satish Sareen | Non-Executive - Independent Director | Member | |
| 3 | 00298962 | Dr. Pramod Kumar Anand | Non-Executive - Independent Director | Member | |
| 4 | 07122333 | Mr. Amar Prakash Dwivedi | Non-Executive - Nominee Director | Member | |
| 5 | 05333257 | Mr. Ajay Kumar Gaur | Executive Director | Member | |

| Corporate Social Responsibility Committee | | | | | |
|--|------------|----------------------------|--------------------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | 01874068 | Mr. Satish Sareen | Non-Executive - Independent Director | Chairperson | |
| 2 | 00672755 | Mr. Anil Kumar Goel | Non-Executive - Independent Director | Member | |
| 3 | 02183179 | Dr. Vidya Rajiv Yeravdekar | Non-Executive - Independent Director | Member | |
| 4 | 07122333 | Mr. Amar Prakash Dwivedi | Non-Executive - Nominee Director | Member | |
| 5 | 05333257 | Mr. Ajay Kumar Gaur | Non-Executive - Independent Director | Member | |
| 6 | 08087165 | Ms. Geethakumary | Non-Executive - Independent Director | Member | |

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

Annexure 1

Annexure 1

III. Meeting of Board of Directors

| Disclosure of notes on meeting of board of directors explanatory | | | |
|--|---|--|---|
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
| 1 | 23-04-2018 | | |
| 2 | 04-06-2018 | | 41 |
| 3 | 25-06-2018 | | 20 |
| 4 | 28-06-2018 | | 2 |
| 5 | | 30-07-2018 | 31 |
| 6 | | 27-08-2018 | 27 |

Annexure 1

IV. Meeting of Committees

| Disclosure of notes on meeting of committees explanatory | | | | | | Textual Information(1) | Name of other committee |
|--|---|---|--|---------------------------|---|--|-------------------------|
| Sr | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | |
| 1 | Audit Committee | 16-07-2018 | Yes | 6 | | | |
| 2 | Audit Committee | 30-07-2018 | Yes | 5 | | 13 | |
| 3 | Audit Committee | 27-08-2018 | Yes | 5 | | 26 | |
| 4 | Stakeholders Relationship Committee | 30-07-2018 | Yes | 4 | | 0 | |
| 5 | Risk Management Committee | 27-08-2018 | Yes | 5 | | 0 | |
| 6 | Corporate Social Responsibility Committee | 30-07-2018 | Yes | 5 | 23-04-2018 | 97 | |

Text Block

Textual Information(1)

Since Company was listed on 2nd July, 2018 it didn't held the meeting of approval of financial results in the stipulated time period, therefore there is no meeting in the previous quarter.

Since Company was listed on 2nd July, 2018 it is the first meeting of Stakeholder Relationship Committee, therefore there is no meeting in the previous quarter.

Annexure 1

V. Related Party Transactions

| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|---|--|-------------------------------|--|
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA | |
| Disclosure of notes on related party transactions | | | Textual Information(1) |

Text Block

Textual Information(1)

Audit Committee in its meeting held on 30th July, 2018, has considered approved and recommended to the Board of Directors for entering into a transaction with related party for increasing tenure of the Term Loan.

Annexure 1

VI. Affirmations

| Sr | Subject | Compliance status (Yes/No) |
|----|--|----------------------------|
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | Yes |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | No |
| 9 | Any comments/observations/advice of Board of Directors may be mentioned here: | Textual Information(1) |

Annexure 1

| Sr | Subject | Compliance status |
|----|-------------------|---|
| 1 | Name of signatory | Ashish Kumar Srivastava |
| 2 | Designation | Company Secretary and Compliance Office |

Text Block

Textual Information(1)

As the Company got listed in this Quarter the company will comply with quarterly reports from this quarter.

Annexure III

Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I. Affirmations

| Sr | Broad heading | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|--------------------------------------|-------------------------------|--|
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| 4 | Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |

Annexure III

| | | |
|---------------------|-------------------|---|
| Annexure III | | |
| 1 | Name of signatory | Ashish Kumar Srivastava |
| 2 | Designation | Company Secretary and Compliance Office |

Signatory Details

| | |
|-----------------------|---|
| Name of signatory | Ashish Kumar Srivastava |
| Designation of person | Company Secretary and Compliance Office |
| Place | Gurgaon |
| Date | 08-10-2018 |

