

No. RITES/SECY/NSE
Date: October 20, 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: Quarterly Compliance Report on Corporate Governance for the 2nd quarter and half year ended 30th September, 2022

Dear Sir/Madam,

We are enclosing Quarterly Compliance Report on Corporate Governance for the 2nd quarter and half year ended 30th September 2022.

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

This is for your information and record.

Thanking you,

Yours faithfully,
For RITES Limited



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

Transforming to GREEN

कॉर्पोरेट कार्यालय: शिखर, प्लॉट नं. 1, सेक्टर-29, गुरुग्राम-122 001 (भारत), **Corporate Office:** Shikhar, Plot No.1, Sector-29, Gurugram-122 001 (INDIA)
पंजीकृत कार्यालय: स्कोप मीनार, लक्ष्मी नगर, दिल्ली-110 092 (भारत), **Registered Office:** SCOPE Minar, Laxmi Nagar, Delhi- 110 092 (INDIA)
दूरभाष (Tel.): (0124) 2571666, फ़ैक्स (Fax): (0124) 2571660, ई.मेल (E-mail) info@rites.com वेबसाइट (Website): www.rites.com

CIN: L74899DL1974GOI007227

General information about company	
Scrip code	541556
NSE Symbol	RITES
MSEI Symbol	NOTLISTED
ISIN	INE320J01015
Name of the entity	RITES LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Half Yearly
Date of Report	30-09-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																								
Whether the listed entity has a Regular Chairperson		Yes																						
Whether Chairperson related to Promoter		No																						
		Disqualification of Directors under section 164 of the Companies Act, 2013																						
Sl. No.	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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	RAHUL MITHAL	AAFPM5051Q	07610499	Executive Director	Chairperson	CEO-MD	02-06-1967	No				Active	NA		07-10-2021	09-04-2022		60	1	0	0	0		
2	ARUN KUMAR SINGH	ABZPS7783C	09747776	Executive Director	Not Applicable		16-02-1967	No				Active	NA		26-09-2022			54	1	0	0	0		
3	ANIL VIJ	AADPV3843P	07145875	Executive Director	Not Applicable		04-02-1963	No				Active	NA		04-11-2019	29-09-2021		40	1	0	1	0		
4	BIBHU PRASAD NAYAK	ABJPN3499C	08197975	Executive Director	Not Applicable		01-08-1963	No				Active	NA		07-11-2019	28-08-2020		45	1	0	1	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Mr / Ms	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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
Mr	SANDEEP JAIN	ACEPJ9448F	09435375	Non-Executive - Nominee Director	Not Applicable		21-08-1968	No				Active	NA		17-12-2021	09-04-2022		0	1	0	1	0	
Mr	RAJ KUMAR MANGLA	ACZPM6266B	09533985	Non-Executive - Nominee Director	Not Applicable		24-02-1964	No				Active	NA		14-03-2022	10-06-2022		0	1	0	0	0	
Ms	GODAWARI MISHRA	CDOPM0354A	09394545	Non-Executive - Independent Director	Not Applicable		11-09-1958	No				Active	NA		10-11-2021	09-04-2022		36	1	1	1	0	
Mr	DINESHANANDA GOSWAMI	ACBPG3754C	09394294	Non-Executive - Independent Director	Not Applicable		21-10-1958	No				Active	NA		11-11-2021	09-04-2022		36	1	1	1	1	

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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
Mr	LAXMAN TAMMANNA TAPASHI	ABQPT7291M	01838521	Non-Executive - Independent Director	Not Applicable		01-08-1963	No				Active	NA		10-11-2021	09-04-2022		36	1	1	1	1	
Mr	LIKHA TOGU	AHWPT3190P	09470640	Non-Executive - Independent Director	Not Applicable		04-01-1974	No				Active	NA		21-01-2022	09-04-2022		36	1	1	1	0	
Mr	GOPI SURESHKUMAR VARADARAJAN	AEDPV0933Q	08241385	Executive Director	Not Applicable		24-07-1962	No				Active	NA		27-09-2018	07-10-2021	31-07-2022	46	1	0	1	0	

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09394294	DINESHANANDA GOSWAMI	Non-Executive - Independent Director	Chairperson	17-12-2021		
2	07145875	ANIL VIJ	Executive Director	Member	01-08-2022		
3	09394545	GODAWARI MISHRA	Non-Executive - Independent Director	Member	17-12-2021		
4	08241385	GOPI SURESHKUMAR VARADARAJAN	Executive Director	Member	17-12-2021	31-07-2022	

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

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01838521	LAXMAN TAMMANNA TAPASHI	Non-Executive - Independent Director	Chairperson	17-12-2021		
2	08197975	BIBHU PRASAD NAYAK	Executive Director	Member	13-11-2019		
3	09435375	SANDEEP JAIN	Non-Executive - Nominee Director	Member	17-12-2021		
4	09470640	LIKHA TOGU	Non-Executive - Independent Director	Member	31-01-2022		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09394294	DINESHANANDA GOSWAMI	Non-Executive - Independent Director	Chairperson	01-08-2022		
2	08197975	BIBHU PRASAD NAYAK	Executive Director	Member	13-11-2019		
3	09470640	LIKHA TOGU	Non-Executive - Independent Director	Member	31-01-2022		
4	08241385	GOPI SURESHKUMAR VARADARAJAN	Executive Director	Chairperson	17-12-2021	31-07-2022	
5	09394294	DINESHANANDA GOSWAMI	Non-Executive - Independent Director	Member	17-12-2021	31-07-2022	

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09533985	RAJ KUMAR MANGLA	Non-Executive - Nominee Director	Chairperson	28-07-2022		
2	08197975	BIBHU PRASAD NAYAK	Executive Director	Member	28-07-2022		
3	07145875	ANIL VIJ	Executive Director	Member	17-12-2021		
4	01838521	LAXMAN TAMMANNA TAPASHI	Non-Executive - Independent Director	Member	10-11-2021		
5	08197975	BIBHU PRASAD NAYAK	Executive Director	Chairperson	17-12-2021	27-07-2022	

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

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	24-05-2022				Yes	10	10	4
2		28-07-2022	64		Yes	10	10	4
3		16-09-2022	49		Yes	9	9	4
4		26-09-2022	9		Yes	9	8	4

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	24-05-2022				Yes	3	3	2	0
2	Audit Committee	28-07-2022	64			Yes	3	3	2	0
3	Audit Committee	15-09-2022	48			Yes	3	3	2	0
4	Nomination and remuneration committee	24-05-2022				Yes	3	3	2	0
5	Nomination and remuneration committee	28-07-2022	64			Yes	3	3	2	0
6	Nomination and remuneration committee	15-09-2022	48			Yes	3	3	2	0

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Nomination and remuneration committee	26-09-2022	10			Yes	3	2	2	0
8	Corporate Social Responsibility Committee	23-05-2022				Yes	3	3	1	0
9	Corporate Social Responsibility Committee	27-07-2022	64			Yes	3	3	1	0
10	Risk Management Committee	27-07-2022				Yes	4	4	2	0
11	Stakeholders Relationship Committee	23-05-2022				Yes	4	3	2	0
12	Stakeholders Relationship Committee	27-07-2022	64			Yes	4	3	2	0
13	Other Committee	23-05-2022		Separate meeting of Independent Directors		Yes	4	4	4	0

Annexure 1

V. Related Party Transactions

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

Annexure 1**VI. Affirmations**

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

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	JOSHIT RANJAN SIKIDAR
2	Designation	Company Secretary and Compliance Officer

Annexure III**III. Affirmations**

Sr	Particulars	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	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III

1	Name of signatory	JOSHIT RANJAN SIKIDAR
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	311179.42	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	Nil	0	0
Promoter Group or any other entity controlled by them	Nil	0	0
Directors (including relatives) or any other entity controlled by them	Nil	0	0
KMPs or any other entity controlled by them	Nil	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	0	0
Promoter Group or any other entity controlled by them	Nil	0	0
Directors (including relatives) or any other entity controlled by them	Nil	0	0
KMPs or any other entity controlled by them	Nil	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance	Company Remarks

		Status	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	BIBHU PRASAD NAYAK		
Designation	CFO		
Place	GURUGRAM		
Date	17-10-2022		

Signatory Details	
Name of signatory	JOSHIT RANJAN SIKIDAR
Designation of person	Company Secretary and Compliance Officer
Place	GURUGRAM
Date	19-10-2022

