

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	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory													Textual Information(1)							
Whether the listed entity has a Regular Chairperson													Yes							
Whether Chairperson is related to MD or CEO													Yes							
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	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	Mr	Rajeev Mehrotra	AAAPM0576D	01583143	Executive Director	Chairperson	CEO-MD	27-06-1961	NA		01-09-2011	11-10-2017		118	1	0	0	0		
2	Mr	Gopi Sureshkumar Varadarajan	AEDPV0933Q	08241385	Executive Director	Not Applicable		24-07-1962	NA		27-09-2018	30-07-2019		46	1	0	1	0		
3	Mr	Anil Vij	AADPV3843P	07145875	Executive Director	Not Applicable		04-02-1963	NA		04-11-2019	28-08-2020		40	1	0	2	0		
4	Mr	Bibhu Prasad Nayak	ABJPN3499C	08197975	Executive Director	Not Applicable		01-08-1963	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																		
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	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 Chair in / Stakk Com held i em incl this entity Regu 26(Li: Regu
5	Ms	Geethakumary	BAKPG8345K	08087165	Non-Executive - Independent Director	Not Applicable		01-04-1966	NA		15-03-2018	15-03-2018	15-03-2021	36	0	0	0	0
6	Mr	Rajendra Nath Goyal	AARPG5740L	08087148	Non-Executive - Independent Director	Not Applicable		01-06-1951	NA		15-03-2018	15-03-2018	15-03-2021	36	0	0	0	0
7	Mr	Vinay Srivastava	AFIPS1696D	08638850	Non-Executive - Nominee Director	Not Applicable		19-05-1971	NA		13-12-2019	28-08-2020		0	4	0	3	3

Text Block	
Textual Information(1)	Ms Geethakumary and Mr. Rajendra Nath Goyal, Independent Directors ceased to be directors w.e.f. 15-03-2021.

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block	
Textual Information(1)	Mr. Vinay Srivastava was appointed as Chairperson w.e.f. 26-03-2021

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	08638850	Vinay Srivastava	Non-Executive - Nominee Director	Chairperson	26-03-2021		Textual Information(1)
2	08241385	Gopi Sureshkumar Varadarajan	Executive Director	Member	06-02-2020		
3	07145875	Anil Vjj	Executive Director	Member	26-03-2021		
4	08087165	Geethakumary	Non-Executive - Independent Director	Chairperson	22-10-2020	15-03-2021	
5	08087148	Rajendra Nath Goyal	Non-Executive - Independent Director	Member	10-06-2020	15-03-2021	

Sr Text Block	
Textual Information(1)	Mr. Vinay Srivastava was appointed as Chairperson w.e.f. 26-03-2021

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	08638850	Vinay Srivastava	Non-Executive - Nominee Director	Chairperson	26-03-2021		Textual Information(1)
2	08241385	Gopi Sureshkumar Varadarajan	Executive Director	Member	26-03-2021		
3	07145875	Anil Vij	Executive Director	Member	26-03-2021		
4	08087165	Geethakumary	Non-Executive - Independent Director	Chairperson	22-10-2020	15-03-2021	
5	08087148	Rajendra Nath Goyal	Non-Executive - Independent Director	Member	21-03-2018	15-03-2021	

Sr Text Block	
Textual Information(1)	Mr. Vinay Srivastava was appointed as Chairperson w.e.f. 26-03-2021

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	08638850	Vinay Srivastava	Non-Executive - Nominee Director	Chairperson	26-03-2021		Textual Information(1)
2	08197975	Bibhu Prasad Nayak	Executive Director	Member	13-11-2019		
3	07145875	Anil Vij	Executive Director	Member	10-06-2020		
4	08087148	Rajendra Nath Goyal	Non-Executive - Independent Director	Chairperson	22-10-2020	15-03-2021	
5	08087165	Geethakumary	Non-Executive - Independent Director	Member	06-02-2020	15-03-2021	

Sr Text Block	
Textual Information(1)	Mr. Vinay Srivastava was appointed as Chairperson w.e.f. 26-03-2021

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	08638850	Vinay Srivastava	Non-Executive - Nominee Director	Chairperson	26-03-2021		Textual Information(1)
2	08241385	Gopi Sureshkumar Varadarajan	Executive Director	Member	01-08-2019		
3	08197975	Bibhu Prasad Nayak	Executive Director	Member	13-11-2019		
4	08087148	Rajendra Nath Goyal	Non-Executive - Independent Director	Chairperson	22-10-2020	15-03-2021	
5	08087165	Geethakumary	Non-Executive - Independent Director	Member	10-06-2020	15-03-2021	

Sr Text Block	
Textual Information(1)	Mr. Vinay Srivastava was appointed as Chairperson w.e.f. 26-03-2021

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	08638850	Vinay Srivastava	Non-Executive - Nominee Director	Chairperson	26-03-2021		Textual Information(1)
2	08241385	Gopi Sureshkumar Varadarajan	Executive Director	Member	10-06-2020		
3	08197975	Bibhu Prasad Nayak	Executive Director	Member	13-11-2019		
4	08087148	Rajendra Nath Goyal	Non-Executive - Independent Director	Chairperson	01-05-2019	15-03-2021	
5	08087165	Geethakumary	Non-Executive - Independent Director	Member	22-10-2020	15-03-2021	

Sr Text Block	
Textual Information(1)	Mr. Vinay Srivastava was appointed as Chairperson w.e.f. 26-03-2021

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				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
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	10-11-2020				Yes	7	2
2	30-12-2020		49		Yes	7	2
3		10-02-2021	41		Yes	7	2
4		12-03-2021	29		Yes	6	2

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)	No. of Independent Directors attending the meeting*
1	Audit Committee	10-11-2020				Yes	2
2	Audit Committee	10-02-2021	91			Yes	2
3	Nomination and remuneration committee	10-11-2020				Yes	2
4	Nomination and remuneration committee	12-03-2021	121			Yes	2
5	Stakeholders Relationship Committee	10-11-2020				Yes	2
6	Stakeholders Relationship Committee	10-02-2021	91			Yes	2

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)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Risk Management Committee	10-11-2020				Yes	5	2
8	Corporate Social Responsibility Committee	10-11-2020				Yes	4	2
9	Corporate Social Responsibility Committee	30-12-2020	49			Yes	4	2
10	Corporate Social Responsibility Committee	12-03-2021	71			Yes	4	2

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	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	No
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 500 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	Mr. Joshit Ranjan Sikidar
2	Designation	Company Secretary and Compliance Officer

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://rites.com/index.php?
2	Terms and conditions of appointment of independent directors	Yes		https://rites.com/upload/misc/Balancesheet/Terms-conditions-of-independent-directors.pdf
3	Composition of various committees of board of directors	Yes		https://rites.com/upload/misc/Balancesheet/Composition-of-various-committees-BODs.pdf
4	Code of conduct of board of directors and senior management personnel	Yes		https://rites.com/upload/misc/Balancesheet/CODE-OF-CONDUCT-Policy.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://rites.com/web/images/stories/Whcel_Blower_Policy-2011.pdf
6	Criteria of making payments to non-executive directors	Yes		https://rites.com/upload/misc/Balancesheet/Terms-conditions-of-independent-directors.pdf
7	Policy on dealing with related party transactions	Yes		https://rites.com/upload/misc/Balancesheet/Project-Gati-Related-Party-Transaction-Policy.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://rites.com/upload/misc/Balancesheet/Policy-Material-Subsidiaries.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://rites.com/index.php?page=page&id=99&name=POLICIES&mid=256

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://rites.com/index.php?
11	email address for grievance redressal and other relevant details	Yes		https://rites.com/index.php?
12	Financial results	Yes		https://rites.com/index.php?page=page&id=141&name=FINANCIAL%20STATEMENTS&mid=274
13	Shareholding pattern	Yes		https://rites.com/index.php?page=page&id=143&name=CORPORATE%20GOVERNANCE&mid=277
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://rites.com/index.php?page=page&id=146&name=PRESENTATION%20&%20TRANSCRIPTS&mid=280
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://rites.com/index.php?page=page&id=140&name=INVESTOR%20NEWS%20EVENTS&mid=275
18	Credit rating or revision in credit rating obtained	Yes		https://rites.com/index.php?page=page&id=140&name=INVESTOR%20NEWS%20EVENTS&mid=275
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://rites.com/index.php?page=page&id=145&name=SUBSIDIARIES&mid=279
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://rites.com/index.php?page=page&id=138&name=INVESTOR&mid=273
21	Materiality Policy as per Regulation 30	Yes		https://rites.com/upload/misc/Balancesheet/Project-Gati-Policy-on-Materiality.pdf
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://rites.com/upload/misc/Balancesheet/Dividend-Distribution-Policy070619.pdf
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://rites.com/

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	No	As on 31.03.2021, RITES had 4 Executive Directors (including Chairperson), 1 Non-Executive Nominee Director only. RITES, being a Govt. Company within the meaning of Section 2 (45) of the Companies Act, 2013, the power to appoint Executive Directors, Non-Executive Nominee Directors and Independent Directors vests with the President of India (through Ministry of Railways).
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	NA	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	No	Since Independent Directors are not in position, Board of Directors reconstituted the committee on 26-03-2021 RITES, being a Govt. Company within the meaning of Section 2 (45) of the Companies Act, 2013, the power to appoint Executive Directors, Non-Executive Nominee Directors and Independent Directors vests with the President of India (through Ministry of Railways).
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	No	Since Independent Directors are not in position, Board of Directors reconstituted the committee on 26-03-2021 RITES, being a Govt. Company within the meaning of Section 2 (45) of the Companies Act, 2013, the power to appoint Executive Directors, Non-Executive Nominee Directors and Independent Directors vests with the President of India (through Ministry of Railways).
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	No	During the year 2020-21, all meetings of the said committee were held with the required quorum but as on 15-03-2021, two independent directors vacated their office and the company does not have any independent directors on its Board. RITES, being a Govt. Company within the meaning of Section 2 (45) of the Companies Act, 2013, the power to appoint Executive Directors, Non-Executive Nominee Directors and Independent Directors vests with the President of India (through Ministry of Railways).
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	No	Since Independent Directors are not in position, Board of Directors reconstituted the committee on 26-03-2021 RITES, being a Govt. Company within the meaning of Section 2 (45) of the Companies Act, 2013, the power to appoint Executive Directors, Non-Executive Nominee Directors and Independent Directors vests with the President of India (through Ministry of Railways).

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	Mr. Joshit Ranjan Sikidar
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr Particulars

**Compliance status
(Yes/No/NA)**

1 The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied
Any other information to be provided

Yes

Annexure II

1	Name of signatory	Mr. Joshit Ranjan Sikidar
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Mr. Joshit Ranjan Sikidar
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	13-04-2021

