

Report On Corporate Governance

RITES is a Mini-ratna (Schedule A) enterprise of Government of India. RITES has established a sound framework of Corporate Governance. Its commitment to following good corporate governance practice is based upon transparency, fairness, conscience, team work, professionalism and accountability, paving the way for following the best standards and building confidence among all the stakeholders which is necessary to achieve its overall objectives.

The Company is adhering to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015 and other related rules and regulations as issued by SEBI and other Regulatory Bodies. It is also following Guidelines on Corporate Governance issued by Department of Public Enterprises (DPE), Ministry of Heavy Industries and Public Enterprises, Government of India. The particulars of Company's report on Corporate Governance are as under:

1. COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

The philosophy of the Company in relation to Corporate Governance is to ensure transparency in all its operations, make disclosures and reporting to stock exchanges that conforms fully to laws, rules & regulations and guidelines, and to promote ethical conduct throughout the organization with the primary objective of enhancing the shareholders' value.

Corporate Governance is critical for enhancing and retaining investors' trust. Corporate Governance facilitates efficient and effective management and is all about maintaining a valuable relationship with stakeholders. Corporate Governance is a journey incorporating sustainable value creation and maximizing stakeholders' value. Corporate Governance also provides competitive edge in the dynamic environment and establishes a climate of trust and creativity among its various constituents by making all necessary disclosures, complying with all

the laws of land and creation of wealth legally and ethically.

RITES believes in promoting the principles of sound Corporate Governance and its essential character is shaped by high standard of transparency, trust and integrity, performance orientation, responsibility, accountability, professionalism, social responsiveness and ethical business practices. RITES lays special emphasis in conducting its affairs within the framework of policies, internal and external regulations in a transparent manner. Corporate Governance has indeed been an integral part of the way we have done business for several years. This emanates from our strong belief that strong governance is integral to creating value on a sustainable basis.

BUY BACK

In the financial year 2020-21, 96,98,113 equity shares were bought back during the year, at a price of ₹ 265 per Equity Share for an aggregate consideration of ₹ 257 crore. The Offer Size of the Buyback was 9.97% of the aggregate paid-up equity share capital and free reserves of the Company, and it represented 3.88% of the total issued and paid-up equity share capital of the Company. The buyback process was completed and the shares were extinguished on November 21, 2020.

2. BOARD OF DIRECTORS:

The Board of Directors is the highest governance body of RITES. The Board of Directors consists of professionals from diverse fields having rich knowledge and experience in the industry and related sectors for providing strategic guidance and directions to the Company.

As on 31st March, 2021, Company had five Directors including four Whole Time Directors and one Government Nominee Director.

The number of Independent Directors required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 are insufficient. The power

to appoint the Directors on the Board under the Articles of Association vests with the President of India acting through the Ministry of Railways.

Composition of BOD has undergone a change during the FY 2020-21, which is as follows:

Whole Time Directors:

S. No	Name	Designation
1.	Shri Rajeev Mehrotra (DIN:01583143)	Chairman & Managing Director
2.	Shri Gopi Sureshkumar Varadarajan (DIN: 08241385)	Director Projects
3.	Shri Anil Vij (DIN: 07145875)	Director Technical
4.	Shri B.P. Nayak (DIN: 08197975)	Director Finance

Government Nominees:

S. No	Name	Designation
1.	Shri Vinay Srivastava (DIN:08638850)	Director
2.	Shri Alok Kumar Tewari (DIN: 06694407)	Director (upto 31/08/2020)

Independent Directors:

S.No.	Name	Designation
1.	Dr. Rajendra Nath Goyal(DIN:08087148)	Director (upto 14/03/2021)
2.	Dr. Pramod Kumar Anand (DIN:00298962)	Director (upto 18/09/2020)
3.	Smt. Geethakumary (DIN:08087165)	Director (upto 14/03/2021)

The quantum and quality of information supplied by the Management to the Board goes well beyond the requirement stipulated in the SEBI (LODR) Regulations.

The information being provided to the Board *inter-alia* includes the following:

- a. Yearly, half yearly and quarterly results for the company.

- b. Minutes of meetings of audit committee and other committees of the board.
- c. Minutes of Subsidiary Companies.
- d. Related Party transactions.
- e. Quarterly Information on currency risk management.
- f. Capital and Revenue budgets and any updates.
- g. Status of on-going Arbitration cases.
- h. Status of risk management and mitigation plans.
- i. Status of major statutory and commercial claims on the Company.
- j. Particulars of Related Party transactions.
- k. Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order involving substantial amounts and which may have passed strictures on the conduct of the company, if any.
- l. Half yearly statements of write off of outstanding payments of ₹ 2 lakhs & above from clients.
- m. Sale of material nature of investments, subsidiaries, assets, which is not in normal course of business.
- n. Major investments, formation of subsidiaries and Joint Ventures, Strategic Alliances, etc.
- o. Quarterly Report on Investment of Funds.
- p. Compliance of various laws by the company.
- q. Action taken report on matters desired by the Board.
- r. Changes in significant accounting policies and practices and reasons for the same.
- s. Disclosure of interests made by directors to the Company.
- t. Major orders secured and bids lost on quarterly basis and quarterly Information on works awarded on single tender/nomination basis.
- u. All other information required to be presented to the Board for information or approval.

No Director of the Company holds office at the same time as director in more than ten (10) Companies and no Director (including Independent Directorship) holds office in not more than seven (7) Listed Companies as specified in Regulation 17A of

SEBI (LODR), 2015 and section 165 of Companies Act, 2013. No Director of the company is a member in more than ten (10) committees or is a Chairman of more than five (5) committees across all Companies in which he/she is a director, as specified in Regulation 26(1) of SEBI (LODR), Regulations 2015.

During the year, 9 meetings of Board of Directors were held as mentioned below:

Board Meeting No.	Board Meeting Dates
259	10.06.2020
260	30.06.2020
261	29.07.2020
262	11.08.2020

Board Meeting No.	Board Meeting Dates
263	18.09.2020
264	10.11.2020
265	30.12.2020
266	10.02.2021
267	12.03.2021

2.1 Composition of the Board of Directors

During the year under review, due to induction / cessation, the composition of the Board has undergone changes. The names and categories of Directors on the Board, number of Directorships and Committee Chairmanship/Membership held by them in other companies are as under:

S. No.	Name and Designation	Category of Directors	No. of other Directorship**	No. of Committee Membership**	
				As Chairman	As Member
1.	Shri Rajeev Mehrotra Chairman & Managing Director	Whole Time Director	1	Nil	Nil
2.	Shri Gopi Sureshkumar Vardarajan Director Projects	Whole Time Director	2	Nil	2
3.	Shri Anil Vij Director Technical	Whole Time Director	Nil	Nil	2
4.	Shri Bibhu Prasad Nayak Director Finance	Whole Time Director	Nil	Nil	1
5.	Shri Alok Kumar Tewari (upto 31.08.2020)	Govt. Nominee Director	Nil	Nil	Nil
6.	Shri Vinay Srivastava	Govt. Nominee Director	4	3	1
7.	Dr. Pramod Kumar Anand Director (upto 18.09.2020)	Independent Director	Nil	Nil	Nil
8.	Ms. Geethakumary Director (upto 14.03.2021)	Independent Director	Nil	Nil	Nil
9.	Dr. Rajendra Nath Goyal Director (upto 14.03.2021)	Independent Director	Nil	Nil	Nil

** Other Notes

Does not include Directorship in Private Companies, Section 8 Companies and Foreign Companies.

Does not include Chairmanship/ Membership in Committees other than Audit Committee and Stakeholder Relationship Committee.

The above number of directorship and membership in committees is as per the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Name of the listed entities where the person is a director and the category of directorship

Name of the Director	Name of the Listed entity	Category of Directorship	
Shri Vinay Srivastava	1. Rail Vikas Nigam Limited	Govt. Director	Nominee
	2. Indian Railway Catering and Tourism Corporation Limited	Govt. Director	Nominee
	3. Raitel Corporation of India Limited	Govt. Director	Nominee

2.2 Brief Resume of Directors who joined the Board as Whole - time / Part - time Directors during the year 2020-21: NIL

2.3 Number of Board Meetings: The Board met nine (9) times during the year 2020-21 to review the working of the Company and discuss the future plans etc.

S No.	Name and Designation	Board Meetings During the Year 2020 - 21		Attendance at the last AGM held on 28 th August, 2020
		Held During tenure	Attend-ed	Present / Not Present /Not Applicable (NA)
1.	Shri Rajeev Mehrotra Chairman & Managing Director	9	9	Present
2.	Shri Gopi Sureshkumar Vardarajan Director Projects	9	9	Present

S No.	Name and Designation	Board Meetings During the Year 2020 - 21		Attendance at the last AGM held on 28 th August, 2020
		Held During tenure	Attend-ed	Present / Not Present /Not Applicable (NA)
3.	Shri Anil Vij Director Technical	9	9	Present
4.	Shri B.P. Nayak Director Finance	9	9	Present
5.	Shri Vinay Srivastava, Govt. Nominee Director	9	8	Present
6.	Shri A.K. Tewari, Govt. Nominee Director (upto 31.08.2020)	4	4	Present
7.	Dr. Pramod Kumar Anand Independent Director (upto 18.09.2020)	5	5	Present
8.	Ms. Geetha-kumary Independent Director (upto 14.03.2021)	9	9	Present
9.	Dr. Rajendra Nath Goyal Independent Director (upto 14.03.2021)	9	9	Present

Note: - Dates of the meeting and attendance of the Directors in the meeting are placed as **Appendix - I** to this report

2.4 Disclosure of relationships between directors inter-se

None of the Directors of the Company are related inter-se. The Board of Directors of the company are nominated by President of India via Ministry of Railways.

2.5 Number of shares and convertible instruments held by non- executive directors

NIL

2.6 LIST OF CORE SKILLS /EXPERTISE/ COMPETENCIES IDENTIFIED BY THE BOARD OF

DIRECTORS AS REQUIRED IN THE CONTEXT OF BUSINESS

In accordance with SEBI (LODR) (Amendment) Regulations, 2018 applicable w.e.f. 1st April, 2019, the disclosure with regard to core skills/ expertise/ competencies identified by the Board of Directors in the context of business and sectors in which the company operates are as under.

These are subject to modifications/ alterations / changes by the CPE/ PESB and/or concerned ministry and the qualifications of Independent Directors are also subject to identification by the DPE.

S. No.	Type of the Directorship	Required Qualification / Expertise / Skill
1.	Functional Director	
A.	Chairman & Managing Director	<p>Persons with Degree in Engineering / MBA / CA / CS / CMA / Post Graduation in any discipline and having experience in management and experience in Engineering / Marketing / Production / Management / Finance are eligible. He should possess adequate experience at a senior level of management in a large organization of good repute, preferably in the Infrastructure sector.</p> <p>Provided that minimum qualification is relaxable in the case of internal candidates with sound and adequate background and experience.</p> <p>The Chairman and Managing Director is the Chief Executive of the corporation. He is responsible for the efficient functioning of the Corporation for achieving its corporate objectives and performance parameters.</p> <p>Shri Gopi Sureshkumar Varadarajan, Director Projects of the Company, who holds the additional charge of Chairman and Managing Director, has the requisite skills.</p>
B.	Director (Finance)	<p>(i) The applicant should be a Chartered Accountant or Cost Accountant a full time MBA/PGDM course with good academic record from a recognized University/Institution. Officers of Organized Group 'A' Accounts Services (i.e. Indian Audit and Accountants Service, Indian Defence Accounts Service, Indian Railway Accounts Service, Indian Civil Accounts Service, Indian P&T Accounts & Finance Service and Indian Cost Accounts Service) working in the appropriate level are exempted from these educational qualifications.</p> <p>(ii) Further, applicants from the Central Govt./Armed Forces of the Union/All India Services, will also be exempted from the educational qualifications as per (i) above provided the applicants have 'the relevant experience'.</p> <p>In respect of applicants from Organized Group 'A' Accounts Services/Central Government/Armed Forces of the Union/All India Services, Chartered Accountant/Cost Accountant / MBA/PGDM will be a desirable educational qualification.</p> <p>Director (Finance) is a member of Board of Directors and reports to Chairman and Managing Director. He is overall in-charge of finance, accounts and funds management of the organization and is responsible for evolving and formulating policies relating to finance and accounts as well as implementation thereof.</p> <p>The Director Finance of the Company, Shri B.P. Nayak has the requisite skills.</p>

S. No.	Type of the Directorship	Required Qualification / Expertise / Skill
C.	Director (Technical)	<p>A Graduate in Engineering from a recognized University / Institution with good academic record.</p> <p>Holding MBA / Post Graduate Diploma in management will have an added advantage.</p> <p>Adequate technical / operational / project management experience at a senior level in a large organization of repute, out of which at least five years in the last ten years should have been in consultancy, logistic / infrastructure sector.</p> <p>Should also have adequate experience in services associated with operation and maintenance of rolling stock of varied suspension system, axle loads and speeds on different rail gauges, industrial engineering practices and new technologies in rolling stock maintenance, which is desirable.</p> <p>Director (Technical) is a member of Board of Directors and reports to Chairman and Managing Director. He is required to exercise statutory and corporate responsibilities for the efficient and profitable operation of the company and provide technical guidelines to the various consultancy service group.</p> <p>The Director Technical of the Company, Shri Anil Vij has the requisite skills.</p>
D.	Director (Projects)	<p>A Graduate in Engineering with good academic record from a recognized University / Institution.</p> <p>Holding MBA / Post Graduate Diploma in management will have an added advantage.</p> <p>Adequate technical / operational / project management experience at a senior level in a large organization of repute, out of which at least five years in the last ten years should have been in project planning & management design & consultancy.</p> <p>Experience in consultancy / technology / projects in areas like Rail Transport / Infrastructure will have an added advantage.</p> <p>Director (Projects) is a member of Board of Directors and reports to Chairman and Managing Director. He is required to discharge statutory and corporate responsibilities for the efficient and profitable operation of the company. As the professional head, mainly of the civil engineering projects discipline, he is expected to direct and provide technical guidelines to the various consultancy service group.</p> <p>The Director Projects of the Company, Shri Gopi Sureshkumar Varadarajan has the requisite skills.</p>
2.	Government Nominee (Part-time Official) Directors (2 Directors)	As may be decided by the Ministry of Railways, Government of India.
3.	Independent Directors (Part-time non-official) Directors (6 Directors)	As may be decided by the Ministry of Railways and DPE subject to fulfillment of conditions laid down in Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets as identified by the PESB and/or concerned ministry, and DPE in case of Independent Directors. Being an engineering consultancy company, the Company's business runs across different industry verticals, geographical markets and is global in nature. The Directors so appointed by the Government of India through Ministry of Railways, are drawn from diverse backgrounds and possess special skills with regard to the industries / fields from where they come.

2.8 Confirmation from Board of Directors

Board of the Directors of the company confirmed that the Independent Directors fulfilled the conditions specified in SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and amendments thereto and are independent of the management.

2.9 Detailed reasons for the resignation of Independent Directors

During the year under review none of the Independent Directors resigned or vacated their office before expiry of the tenure. The tenure of three Independent Directors has ended on 19.09.2020 and 14.03.2021 respectively.

2.10 Independent director databank registration

In compliance with the notification dated October 22, 2019 issued by the Ministry of Corporate Affairs, all Independent Directors have completed the registration with the Independent Directors Databank. Requisite disclosures have been received from the directors in this regard.

3. CODE OF CONDUCT

RITES Code of Conduct for Board Members and Senior Management Personnel as laid down by BOD pursuant to applicable provisions and other statutory requirements is a comprehensive code that applies to all Directors and Senior Management Personnel. The Code of Conduct is available on the website of the Company i.e. www.rites.com.

All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2021 and a declaration to this effect signed by the Chairman and Managing Director is placed as **Appendix -II** to this report.

3.1 Code of Insider Trading

Board has laid down "The Code of internal procedures and conduct for prohibition of insider trading in dealing with the securities" in pursuance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, with an aim that 'Designated Persons' shall not derive any benefit or assist others to derive any benefit from the access to and possession of Unpublished Price Sensitive Information about the Company which is not available in the public domain and thus constitutes insider information. Company Secretary has been designated as Compliance Officer for this Code.

The Company is adhering to all the requirements as per the SEBI (PIT) Regulations 2015 and the amendments there to. All the reports and disclosures as required under the code, have been provided to the Audit Committee and Board from time to time.

4. COMMITTEES OF THE BOARD OF DIRECTORS:

4.1 Audit Committee:

The company has constituted the audit committee in line with the section 177 of Companies Act, 2013 and the SEBI Listing Obligations and Disclosure Requirements (LODR), 2015.

Composition of Audit Committee:

As on 31st March, 2021, the Audit Committee comprised of the following Directors:

Name	Position in the Committee	Designation
Shri Vinay Srivastava (from 26.03.2021)	Chairperson	Government Nominee Director
Shri Anil Vij (from 26.03.2021)	Member	Director (Technical)
Shri Gopi Sureshkumar Varadarajan	Member	Director (Projects)

During the year the composition of committee changed thrice i.e. on 10.06.2020, 22.10.2020 and 26.03.2021, accordingly the following changes were incurred:

Name	Position in the Committee	Designation
Smt. Geethakumary, designated as Chairperson from 22.10.2020 - upto 14.03.2021	Chairperson	Independent Director
Dr. Pramod Kumar Anand (upto 18.09.2020)	Member	Independent Director
Dr. Rajendra Nath Goyal (upto 14.03.2021)	Member	Independent Director

Company Secretary acts as Secretary to the Committee.

Terms of Reference:

The terms of reference of the Audit Committee has been approved by the Board of Directors of the Company and are in line with the provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015 and amendments thereto and Section 177 of the Companies Act, 2013, except to the extent that the statutory auditors are appointed by CAG as RITES is a Government Company.

The Terms of Reference of the Audit Committee are as under:

- Oversight of the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation to the Board for fixation of remuneration to the auditors;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors’ report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the director’s responsibility statement to be included in the board’s report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;

- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of any related party transactions;
- Modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly/ half yearly financial statements before submission to the Board for approval;
- Reviewing with the management, the statement of uses/application of funds raised through an issue (i.e. public issue, rights issue, preferential issue etc.) the statement of funds utilised for purposes other than those stated in the offer document/prospectus, notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in these matters;
- Reviewing and monitoring the auditor’s independence and performance, and effectiveness of audit process;
- Approval or any subsequently modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the management, performance of Internal Auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Review the findings of any internal investigations by the internal auditors into matters where there is a suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

- Review observations of statutory, internal and government auditors and provide recommendations based on the same;
- To review the follow up action on the audit observations of the C&AG audit;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment of the depositors, debenture holders, shareholders (in case of non-payment of declared dividend and creditors);
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background etc. of the candidate;
- Review and monitor the auditor’s independence and performance and effectiveness of audit process;
- Examination of the financial statements and auditor’s report thereon;
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- Carrying out any other function or matter that may be referred to the Audit Committee by the Board from time to time.

The audit committee mandatorily reviews the following information:

- 1) Management discussion and analysis of financial condition and results of operations;
- 2) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 3) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4) Internal audit reports relating to internal control weaknesses; and
- 5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

- 6) Statement of deviations: (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1). (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Meetings of Audit Committee:

The Audit Committee met six (6) Times during the financial year 2020-21 on 30th June, 2020, 29th July, 2020, 11th August, 2020, 18th September, 2020, 10th November, 2020 and 10th February, 2021. The attendance of each member at Audit Committee meetings is as under:

Member	Position in the Committee	Audit Committee meeting held during the year 2020-21	
		Meetings held (during their respective tenures)	Meetings attended
Shri Pramod Kumar Anand	Chairperson	4	4
Ms. Geethakumary	Chairperson	6	6
Shri Rajendra Nath Goyal	Member	6	6
Shri Gopi Sureshkumar Varadarajan	Member	6	6

Company Secretary acts as Secretary to the Committee.

Powers of Audit Committee:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. To mitigate conflicts of interest by strengthening auditor independence

4.2 Nomination and Remuneration Committee:

RITES, being a Government Company, its Directors are appointed by the President of India through Ministry of Railways and they draw remuneration

as determined by the Government and as per the terms and conditions of their appointment and as amended from time to time.

The Company has constituted Nomination and Remuneration Committee in line with the requirements of Section 178 of the Companies Act, 2013, the provisions of the SEBI Listing Regulations and the Guidelines on Corporate Governance for Central Public Sector Enterprises issued by the Department of Public Enterprises.

Performance Evaluation of Directors:

The requirement of specifying the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency under Section 178(2) of the Companies Act, 2013 has been done away with for Government Companies vide Ministry of Corporate Affairs’ (MCA) Notification dt. 5th June 2015.

Further, MCA vide its notification dated 5th July, 2017 has made an amendment in the Schedule IV of the act, whereby it has exempted Government Companies from complying with the requirement of performance evaluation by the independent Director of Non-Independent Directors and Chairman and performance evaluation of the independent Directors by the Board, if the concerned departments or ministries have specified these requirements.

Composition of Nomination and Remuneration Committee

As on 31st March, 2021, the Nomination and Remuneration Committee comprised of the following Directors:

Name	Position in the Committee	Designation
Shri Vinay Srivastava (Designated as Chairperson w.e.f. 26.03.2021)	Chairman	Government Nominee Director
Shri Gopi Sureshkumar Varadarajan (from 26.03.2021)	Member	Director (Projects)
Shri Anil Vij (from 26.03.2021)	Member	Director (Technical)

During the year the composition of committee changed thrice i.e. on 10.06.2020, 22.10.2020 and 26.03.2021 accordingly following changes was incurred:

Name	Position in the Committee	Designation
Shri Alok Kumar Tewari (upto 31.08.2020)	Member	Government Nominee Director
Shri Pramod Kumar Anand (upto 18.09.2020)	Member	Independent Director
Smt. Geethakumary* (Designated as Chairperson w.e.f. 22.10.2020)	Chairperson	Independent Director
Shri Vinay Srivastava (w.e.f. 22.10.2020)	Member	Government Nominee Director
Dr. Rajendra Nath Goyal* (upto 14.03.2021)	Member	Independent Director
Shri Vinay Srivastava (Designated as Chairperson w.e.f. 26.03.2021)	Member	Government Nominee Director

* The term of Smt. Geethakumary and Dr. Rajendra Nath Goyal as Independent Directors completed on 14.03.2021.

Company Secretary acts as Secretary to the Committee.

Terms of reference:

The terms of reference of Nomination and Remuneration Committee are as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Section 178 of the Companies Act, 2013. Terms of reference of the Nomination and Remuneration Committee are as under:

- To identify persons who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- To recommend to the Board a policy, relating to the remuneration for the key managerial personnel and other employees;

- Decide on the annual bonus/ performance pay/ variable pay pool and policy for its distribution across the executives;
- Formulation and modification of schemes for providing perks and allowances for executives;
- Any new scheme of compensation to executives and non-executives as the case may be;
- Recommend to the board, all remuneration, in whatever form, payable to senior management.
- Perform such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration committee

Meetings of Nomination and Remuneration Committee:

The Nomination and Remuneration met three (3) times during the financial year 2020-21 on September 18, 2020, November 10, 2020 and March 12, 2021. The attendance of the each member of Nomination and Remuneration Committee is as under:

Name	Position in the Committee	Held during their tenure	Attended
Smt. Geethakumary	Chairperson	03	03
Dr. Rajendra Nath Goyal	Chairman	03	03
Dr. Pramod Kumar Anand	Member	01	01
Shri Vinay Srivastava	Member	02	01

Details of Remuneration of Functional Directors of the Company during the year 2020-21 are as under:

Name of Director	Salary (₹)	Benefits (₹)	Performance linked incentives (₹)	Total (₹)
Shri Rajeev Mehrotra (Chairman & Managing Director)	58,66,439.00	14,13,757.02	16,47,680.00	89,27,876.02
Shri Gopi Sureshkumar Vardarajan (Director Projects)	42,22,228.00	14,54,557.65	5,42,373.00	62,19,158.65

Name of Director	Salary (₹)	Benefits (₹)	Performance linked incentives (₹)	Total (₹)
Shri Anil Viji (Director Technical)	40,67,702.00	15,59,870.86	9,71,899.00	65,99,471.86
Shri B.P. Nayak (Director Finance)	31,47,050.00	21,26,682.77	-	52,73,732.77

* Benefits includes Post Employment Benefits, Perquisites and Other Long Term Benefits

During the year 2020-21 the Independent Directors were paid sitting fee of ₹ 40,000/- each for attending Board meetings and ₹ 25,000/- each for attending Committee meetings. Total sitting fees paid to Independent Directors during the Year 2020-21 is as under:

S. No.	Name	Amount (₹)
1.	Smt. Geethakumary	₹ 8,10,000/-
2.	Dr. Pramod Kumar Anand	₹ 4,25,000/-
3.	Dr. Rajendra Nath Goyal	₹ 8,60,000/-

4.3. Risk Management Committee:

The company has constituted Risk Management Committee in line with requirements of Regulation 21 of SEBI (LODR), 2015.

Composition of Risk Management Committee:

As on 31st March, 2021, the Risk Management Committee comprised of the following Directors:

Name	Position in the Committee	Designation
Shri Vinay Srivastava (Designated as Chairperson w.e.f 26.03.2021)	Chairman	Government Nominee Director
Shri Gopi Sureshkumar Vardarajan	Member	(Director Projects)
Shri Bibhu Prasad Nayak	Member	(Director Finance)

Company Secretary acts as Secretary to the Committee

During the year the composition of committee changed thrice i.e. on 10.06.2020, 22.10.2020 and 26.03.2021 accordingly following changes were incurred:

Name	Position in the Committee	Designation
Dr. Pramod Kumar Anand, (Designated as Chairman from 10.06.2020)#	Chairman	Independent Director
Smt. Geethakumary* (from 10.06.2020)	Member	Independent Director
Shri Vinay Srivastava	Member	Government Nominee Director
Dr. Rajendra Nath Goyal* (Appointed as Chairman from 22.10.2020)	Member	Independent Director

* The term of Smt. Geethakumary and Dr. Rajendra Nath Goyal as Independent Directors completed on 14.03.2021.

The term of Shri Pramod Kumar Anand ended on 18.09.2020

Company Secretary acts as Secretary to the Committee.

Terms of Reference:

The terms of reference of the Risk Management Committee are to overcome the problem associated with currency fluctuations, the Company designed a policy on Currency Risk Management covering aspects namely risk identification, currency risk management approach, bench marking, hedging and risk appetite, permissible instruments, hedging policy, structure of risk management committee, treasury group and the reporting procedures.

In this respect Company has also constituted Treasury Risk Management Committee and assistance is also taken from an external consultant/ economist as and when required.

Meetings of Risk Management Committee:

Risk Management Committee met once during the financial year 2020-21 on November 10, 2020. The attendance of the each member of Risk Management Committee is as under:

Name	Position in the Committee	Held during their tenure	Attended
Dr. Rajendra Nath Goyal, Chairman	Chairman	1	1
Smt Geethakumary	Member	1	1

Name	Position in the Committee	Held during their tenure	Attended
Shri Vinay Srivastava	Member	1	1
Shri Gopi Sureshkumar Varadarajan	Member	1	1
Shri B.P. Nayak	Member	1	1

4.4. Project Investment Committee:

The board has constituted this committee of directors to consider investment sanction for new projects and to revise cost estimate proposals of ongoing projects as may be required from the board. The Project Investment Committee was re-constituted as and when there has been a change in the Directors.

Composition of Project Investment Committee:

As on 31st March, 2021, the Project Investment Committee comprised of the following Directors:

Name	Position in the Committee	Designation
Shri Vinay Srivastava (w.e.f. 26.03.2021)	Chairman	Government Nominee Director
Shri Bibhu Prasad Nayak (w.e.f. 26.03.2021)	Member	Director (Finance)
Shri Anil Vij	Member	Director (Technical)

Company Secretary acts as Secretary to the Committee.

During the year the composition of committee changed twice on 22.10.2020 and 26.03.2021 accordingly following changes were incurred:

Name	Position in the Committee	Designation
Shri Alok Kumar Tewari (upto 31.08.2020)	Member	Government Nominee Director
Shri Vinay Srivastava	Chairman	Government Nominee Director
Shri Bibhu Prasad Nayak	Member	Director (Finance)

Name	Position in the Committee	Designation
Shri Gopi Sureshkumar Varadarajan (upto 26.03.2021)	Member	Director (Projects)
Smt. Geethakumary (Upto 14.03.2021)	Member	Independent Director

Company Secretary acts as Secretary to the Committee.

Meetings of Project Investment Committee:

No meeting of project investment committee was held during Financial Year 2020-21.

4.5 Corporate Social Responsibility Committee:

The company has constituted a CSR Committee in line with the requirement of Section 135 of Companies Act, 2013 and conditions of Department of Public Enterprises guidelines.

Composition of Corporate Social Responsibility Committee:

As on 31st March, 2021, the Corporate Social Responsibility Committee comprised of the following Directors:

Name	Position in the Committee	Designation
Shri Vinay Srivastava (Appointed as Chairman w.e.f 26.03.2021)	Chairman	Government Nominee Director
Shri Gopi Sureshkumar Varadarajan	Member	Director (Projects)
Shri Bibhu Prasad Nayak	Member	(Director Finance)

Company Secretary acts as Secretary to the Committee.

During the year the composition of committee changed thrice i.e. on 10.06.2020, 22.10.2020 and 26.03.2021 accordingly following changes were incurred:

Name	Position in the Committee	Designation
Dr. Rajendra Nath Goyal* (Designated as Chairman w.e.f. 10.06.2020)	Chairman	Independent Director

Name	Position in the Committee	Designation
Shri Alok Kumar Tewari (upto 31.08.2020)	Member	Government Nominee Director
Shri Pramod Kumar Anand (upto 18.09.2020)	Member	Independent Director
Smt. Geethakumary* (from 22.10.2020)	Member	Independent Director

* The term of Smt. Geethakumary and Dr. Rajendra Nath Goyal as Independent Directors completed on 14.03.2021.

Company Secretary acts as Secretary to the Committee.

The terms of reference, powers and other matters in relation to the Corporate Social Responsibility Committee are as per Section 135 of the Companies Act, 2013 and the applicable rules there under.

Meetings of Corporate Social Responsibility Committee:

During the year 2020-21, five (5) meetings of CSR Committee were held on June 30, 2020, July 29, 2020, November 10, 2020, December 30, 2020 and March 12, 2021 respectively. The attendance of each member of CSR Committee is as under:

Name	Position in the Committee	Held during their tenure	Attended
Dr. Rajendra Nath Goyal	Chairman	5	5
Dr. Pramod Kumar Anand	Member	2	2
Shri Alok Kumar Tewari	Member	2	2
Shri Gopi Sureshkumar Varadarajan	Member	5	5
Shri Bibhu Prasad Nayak	Member	5	5
Smt. Geethakumary	Member	3	3

Company Secretary acts as Secretary to the Committee.

4.6. Stakeholders' Relationship Committee

The Company has constituted Stakeholders' Relationship Committee in line with the provisions of

Section 178(5) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The scope and function of the Stakeholders’ Relationship Committee is in line with the provisions of Section 178 (5) of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Scope of the Committee

The Scope of the Committee is to specifically consider and resolve the grievances of the shareholders including the complaints related to transfer of shares, non receipt of Annual Reports, dividends etc.

The role of the committee *inter-alia* includes the following:

- 1) Resolving the grievances of the security holders including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- 2) Review of measures taken for effective exercise of voting rights by shareholders.
- 3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- 4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Composition of Stakeholders’ Relationship Committee:

As on 31stMarch, 2021, the Stakeholders’ Relationship Committee comprised of the following Directors:

Directors	Position in the Committee	Designation
Shri Vinay Srivastava (Appointed as Chairperson w.e.f 26.03.2021)	Chairman	Government Nominee Director
Shri B.P. Nayak	Member	Director (Finance)

Directors	Position in the Committee	Designation
Shri Anil Vij	Member	Director (Technical)

Company Secretary acts as Secretary to the Committee

During the year the composition of committee changed thrice i.e. on 10.06.2020, 22.10.2020 and 26.03.2021 accordingly following changes were incurred:

Directors	Position in the Committee	Designation
Smt. Geethakumary* (Appointed as Chairman from 10.06.2020)	Chairman	Independent Director
Shri Anil Vij (from 10.06.2020)	Member	Director (Technical)
Shri Pramod Kumar Anand (upto 18.09.2020)	Member	Independent Director
Dr. Rajendra Nath Goyal* (Designated as Chairman from 22.10.2020)	Chairman	Independent Director

* The term of Smt. Geethakumary and Dr. Rajendra Nath Goyal as Independent Directors completed on 14.03.2021.

Terms of reference:

Redressal of shareholders’/investors’ grievances related to:

- Allotment or transfer of shares, approval of transfer or transmission of shares, debentures or any other securities including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures and assisting with quarterly reporting of such complaints;
- Resolving the grievances of the security holders including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the company in respect of various

services being rendered by the Registrar & Share Transfer Agent.

- Review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Carrying out any other function as prescribed under applicable law

Meetings of Stakeholders’ Relationship Committee:

During the year 2020-21 four (4) meetings of Stakeholders’ Relationship Committee were held on June 30, 2020, August 11, 2020, November 10, 2020 and February 10, 2021, respectively. The attendance of each member of Stakeholders’ Relationship Committee is as under:

Name	Position in the Committee	Held during their tenure	Attended
Dr. Rajendra Nath Goyal (from 22.10.2020)	Chairman	4	4
Dr. Pramod Kumar Anand	Member	2	2
Shri Bibhu Prasad Nayak	Member	4	4
Shri Anil Vij	Member	4	4
Smt. Geethakumary	Chairman	4	4

Status of Investors’ Complaints

Quarter ending	Number of investors’ Complaints received so far	Number not solved to the satisfaction of shareholders	Number of pending complaints
30 th June, 2020	4	0	0
30 th September, 2020	36	0	0

Quarter ending	Number of investors’ Complaints received so far	Number not solved to the satisfaction of shareholders	Number of pending complaints
31 st December, 2020	35	0	0
31 st March, 2021	30	0	0

5. SEPARATE MEETING OF INDEPENDENT DIRECTORS:

The separate meeting of independent directors was held on February 10, 2021 as per the provisions specified in regulation 25 of SEBI (Listing Obligations and Disclosure Requirements), 2015.

The attendance of Separate Committee is as under:

S.No.	Name	Attendance
1.	Dr. Rajendra Nath Goyal	Present
2.	Ms. Geethakumary	Present

* Dr. Rajendra Nath Goyal acted as the Chairman of the Meeting.

6. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The Company familiarizes the independent Directors with the activities and functioning of the company and their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes and presentations. The details of such familiarization programme are disclosed on the company’s website under the link: https://www.rites.com/Upload/MediaGallery/PDF/3/FamiliarizationProgInd-Dir-20-21_pdf-2021-Aug-19-15-55-39.pdf

7. NAME AND DESIGNATION OF COMPLIANCE OFFICER:

Name: Shri Joshit Ranjan Sikidar (w.e.f. 01.04.2021)

Designation: Company Secretary and Compliance Officer

8. GENERAL BODY MEETING:

The Annual General Meetings and Extra Ordinary General Meeting of the company are held at New Delhi where the registered office of the company is situated. The details of the last three Annual General Meetings of the Company as well as EGMs

held during last three years are as under:

AGM/ EGM	Year	Date of holding Meeting	Time	Venue	Special Resolution
46 th AGM	2019-20	28 th August, 2020	11:30 HRS	Through Video Conferencing/ Other Audio Visual Means	NIL
45 th AGM	2018-19	30 th July, 2019	10.00 HRS	Zoravar Hall - Manekshaw Centre, Khyber Lines, Delhi Cantonment, New Delhi 110010	Nil
44 th AGM	2017-18	19 th September, 2018	10.00 HRS	Air Force Auditorium, Subroto Park, New Delhi	Nil

9. RESOLUTIONS PASSED THROUGH POSTAL BALLOT:

During the financial year 2020-21 the Company did not circulate any postal ballot for shareholders’ approval.

10. SUBSIDIARY COMPANIES:

The Company has two Indian Subsidiaries i.e.

- (i) REMC Limited incorporated on 16th August, 2013 in Joint Venture with Ministry of Railways for taking up various assignments/tasks to develop potential business avenues in the field of power sector including Green Energy, power trading etc. and
- (ii) RITES Infrastructure Services Limited incorporated on 27.04.2010 with the main object of construction, operation and maintenance of Multi-functional Complexes in the vicinity of Railway land. The Board of Directors of RISL had initiated the process of winding up during the year 2016-17 and the Company has been dissolved under Voluntary Liquidation by Hon’ble High Court of Delhi vide order dated 07.01.2021.

Further, the Company has two subsidiary companies abroad namely (i) RITES AFRIKA (PTY) Limited, Botswana and (ii) RITES Mohwarean Arabia Company Limited (RMAC), Saudi Arabia. RMAC have completed winding up process during Financial Year 2020-21.

The Company has also adopted a policy for determining material subsidiaries; the policy is available on company’s website. Web link for the

same is <https://www.rites.com/Upload/upload/misc/Balancesheet/Policy-Material-Subsidiaries.pdf>

The Company does not have any material listed subsidiary Company in terms of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 or the subsidiary as defined under Guidelines on Corporate Governance for Central Public Sector Enterprises issued by Department of Public Enterprises, Govt. of India. Hence, the corporate governance requirement as per Reg. 24(1) of SEBI (LODR), 2015 with respect to subsidiary companies is not applicable on the company. However, the consolidated Financial Statements are presented before the audit committee and the minutes of the meetings of subsidiaries are also placed before the Board as required under clause 2 and 3 of regulation 24 of SEBI (LODR), 2015.

The Company also has two joint venture namely SAIL RITES Bengal Wagon Industry Private Limited (a 50:50 JV Company) and Indian Railway Stations Development Corporation Limited (29% stake in JV) acquired during current financial year.

During the Financial Year 2021-21, Company has exited from one of Joint Venture BNV Gujarat Rail Private Limited (26% stake in JV) by transferring its shares to other joint venture partner.

11. GENERAL SHAREHOLDERS’ INFORMATION

I. Annual General Meeting Date : 29th September, 2021

Time: 11:00 AM.

Venue: Through Video Conferencing/ OVAM

Financial Year

The Company’s Financial Year is from 1st April, 2021 to 31st March, 2022.

II. Book Closure

The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September to 29th September, 2021 (both days inclusive).

III. Payment of dividend

Payment of final dividend for the financial year 2020-21 is ₹ 4/- per share amounting to ₹ 96.12 crores and interim dividends paid during the said period is ₹ 9 /- per share amounting to ₹ 216.27 crores.

IV. The record date for the payment of Final Dividend is 21st September, 2021.

V. Dividend History

Financial Year	Total paid-up Capital (₹) in crore	Total Amount of Dividend (₹ in crore) excluding DDT
2020-21	240	366
2019-20	250	330
2018-19	200	215
2017-18	200	148
2016-17	200	146

VI. Listing on Stock Exchange:

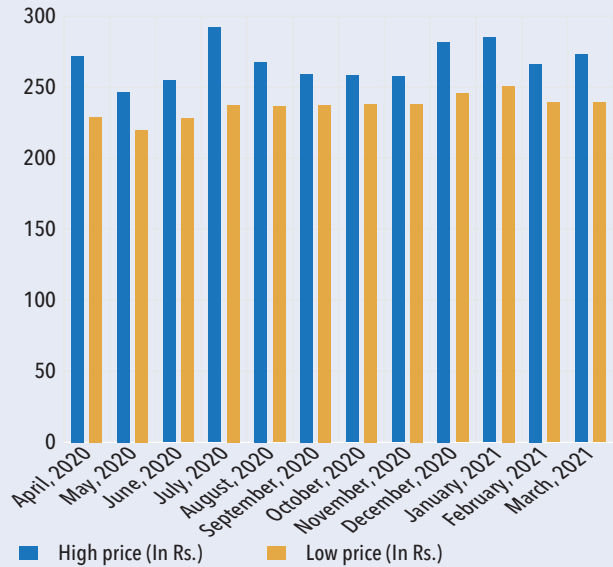
Company equity shares are listed on the following Stock Exchanges:

- National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1,G Block,
Bandra-Kurla Complex,
Bandra E, Mumbai - 400 051
Scrip code: RITES
- BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
Scrip Code: 541556

Company ISIN - INE320J01015
Annual Listing fee for the aforesaid Stock Exchanges has been paid for the financial year 2021-22.

VII. Shares Market Price (NSE)

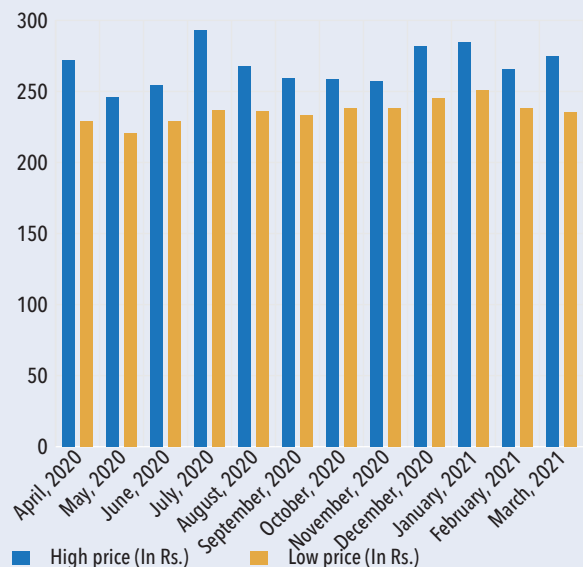
Months	High (₹)	Low (₹)
April, 2020	272	229.15
May, 2020	246.85	220
June, 2020	254.8	228
July, 2020	292	237.30
August, 2020	268	236.40
September, 2020	259.30	237.70
October, 2020	258.35	238
November, 2020	257.50	238
December, 2020	281.70	245.60
January, 2021	285	250.75
February, 2021	266.30	239.35
March, 2021	273.00	239.35



Source: <https://www.nseindia.com/get-quotes/equity?symbol=RITES>

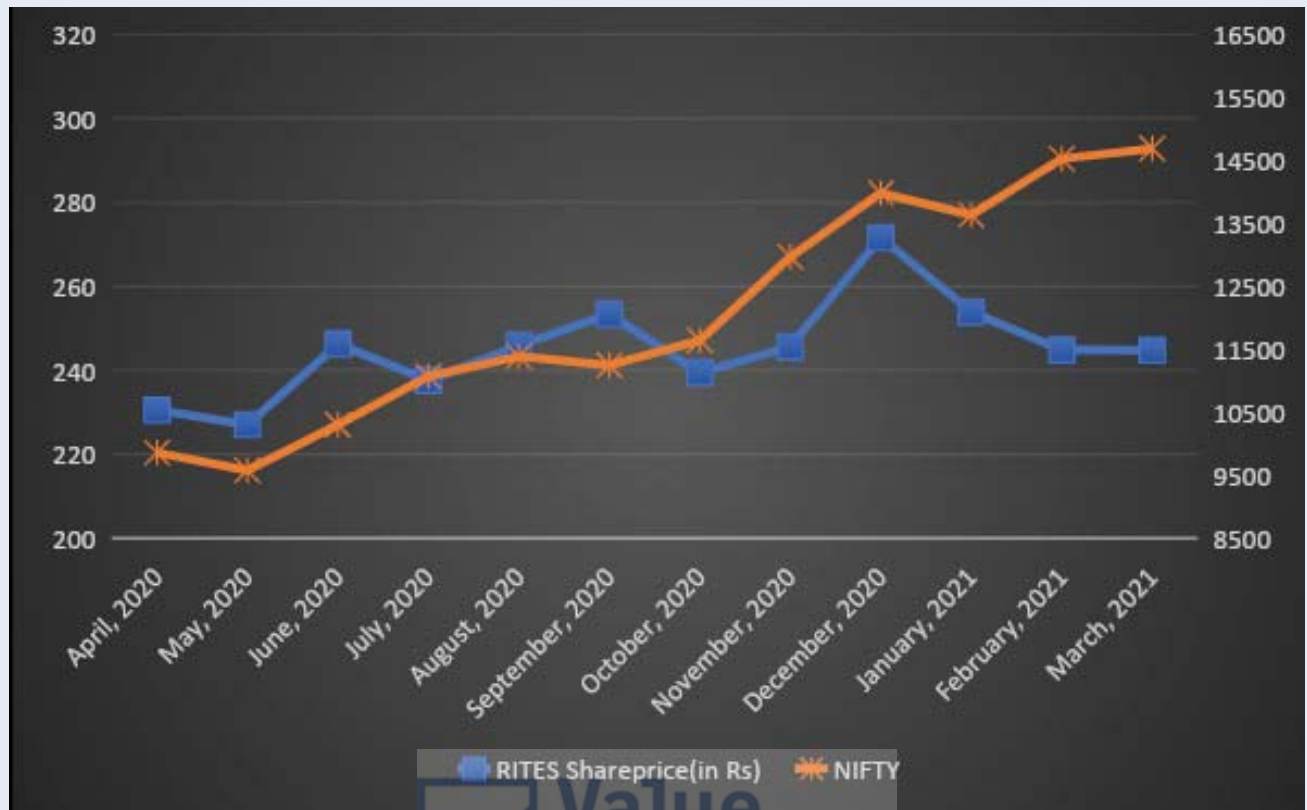
Shares Market Price (BSE)

Months	High (in ₹)	Low (in ₹)
April, 2020	272.00	229.20
May, 2020	246.00	220.40
June, 2020	254.70	228.70
July, 2020	292.90	237.10
August, 2020	268.00	236.00
September, 2020	259.60	233.00
October, 2020	258.30	238.00
November, 2020	257.50	238.00
December, 2020	281.65	245.50
January, 2021	284.90	250.55
February, 2021	265.75	238.00
March, 2021	275.00	235.10



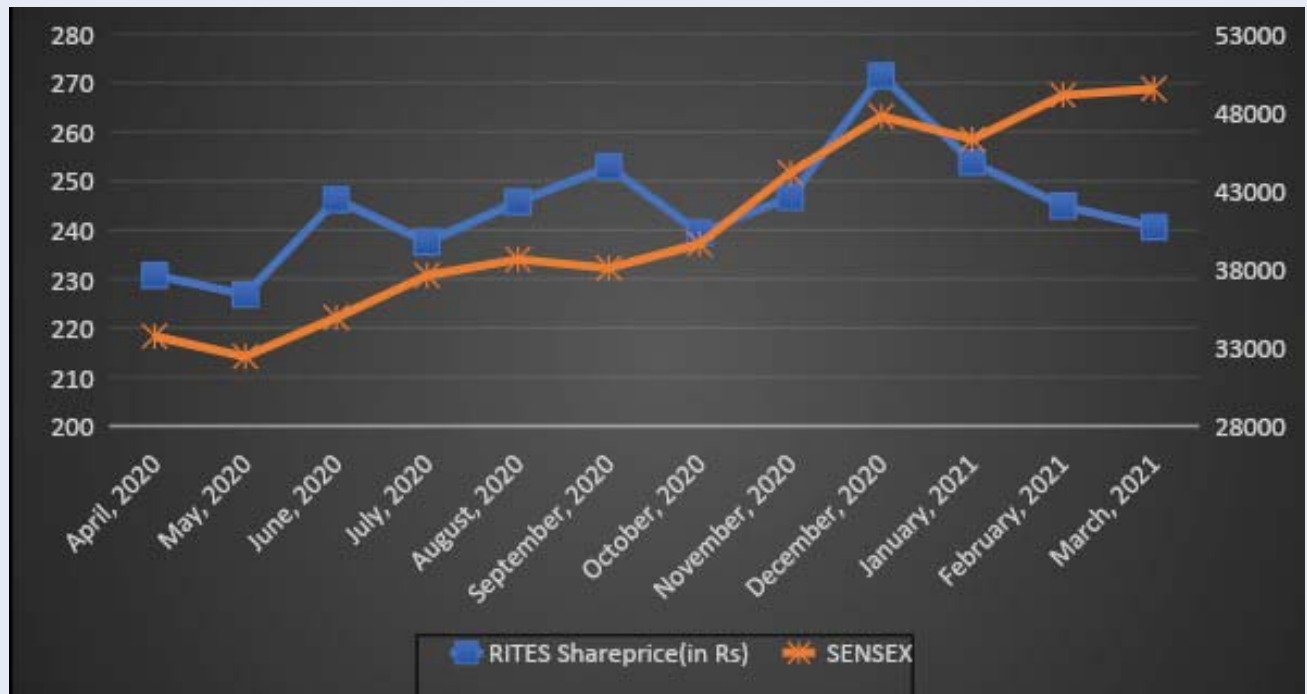
Source: <https://www.bseindia.com/markets/equity/EQReports/StockPrchHistori.aspx?expandable=7&scripcode=541556&flag=sp&Submit=G>

VIII. Performance of Company's share in comparison to indices NSE



Source: https://www1.nseindia.com/products/content/equities/indices/historical_index_data.html
 Note: Month end closing values are compared

IX. Performance of Company's share in comparison to indices BSE



Source: <https://www.bseindia.com/Indices/IndexArchiveData.html>
 Note: Month end closing values are compared

X. Unpaid Dividend

Pursuant to the provisions of Section 124 read with Section 125 of the Companies Act, 2013, the Company is required to transfer the Dividend unpaid for a period of 7 (seven) years from the due date to the Investor Education and Protection Fund (IEPF) set up by the Central Government.

Time frame of transfer of Unclaimed Dividend to Investor Education and Protection Fund (IEPF):

Date of Declaration of Dividend	Dividend for the year	Due Date of transfer to IEPF
19 th September, 2018	Final Dividend for the year 2017-18	23 rd November, 2025
17 th December, 2018	First Interim Dividend for the year 2018-19	21 st February, 2026
11 th March, 2019	Second Interim Dividend for the year 2018-19	12 th May, 2026
30 th July, 2019	Final Dividend for the year 2018-19	05 th October, 2026
27 th December, 2019	First Interim Dividend for the year 2019-20	03 March, 2027
06 th March, 2020	Second Interim Dividend for the year 2019-20	12 th May, 2027
28 th August, 2020	Final Dividend for the year 2019 -20	3 rd November, 2027
30 th December, 2020	First Interim Dividend for the year 2020-21	6 th March, 2028
12 th March, 2021	Second Interim Dividend for the year 2020-21	18 th May, 2028

XI. Registrar and Transfer Agents:

Link Intime India Private Limited

Address: Link Intime India Private Limited

Noble Heights, 1st Floor,
Plot No. NH 2, LSC, C-1 Block,
Near Savitri Market, Janakpuri,
New Delhi-110058

Ph: +91 1141410592; Fax: +91 1141410591

Website: www.linkintime.co.in

E-mail: swapann@linkintime.co.in

Contact person: Mr. Swapan Kumar Naskar

SEBI registration No.: INR000004058

XII. Share Transfer System:

Entire share transfer activities are carried out by Link Intime India Pvt. Limited. Company obtains a half-yearly certificate from Practicing Company

Secretaries as per the requirement of Regulation 40 (9) of Listing Regulations and the same is filed with the Stock Exchanges and uploaded on the website of the Company. In terms of amendments to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April, 2020, transfer of securities in physical form, except in case of request received for transmission or transposition of securities, shall not be processed unless the securities are held in the dematerialized form with a depository.

XIII. Distribution of shareholding

- **According to size, % of holding as on 31st March, 2021**

Category	No. of Shareholders	No. of shareholders (%)	Total Shares	Total Shares (%)
1-500	108983	95.11	8258622	3.44
501-1000	3052	2.66	2358220	0.98
1001-2000	1356	1.18	1973257	0.82
2001-3000	433	0.38	1076133	0.45
3001-4000	212	0.18	746993	0.31
4001-5000	128	0.11	595793	0.25
5001-10000	209	0.18	1522505	0.63
10001 and above	216	0.20	223770364	93.12
Total	114589	100	240301887	100

- **Shareholding of various categories as on 31st March, 2021**

Category	Total Shares	% to equity
President of India	173504773	72.20
FII/FCB/FPI	2412656	1.00
Mutual Funds	11720925	4.88
Indian public	18432407	7.67
Insurance Companies	20809504	8.66
Bodies corporate	5406122	2.25
Banks & FIs	4548992	1.89
NRIs and OCBs	1042975	0.44
Others	2423533	1.01
Total	240301887	100

- **Major Shareholders**

Details of shareholders holding more than 1% of paid up capital, other than promoter group of the company as on 31st March, 2021.

S. No.	Name of the Shareholder	Shares	%	Category
1.	Life Insurance Corporation of India	19584120	8.15	Insurance Companies
2.	Hdfc Trustee Company Ltd - A/C Hdfc Mid - Cap Opportunities Fund	5565610	2.31	Mutual Fund

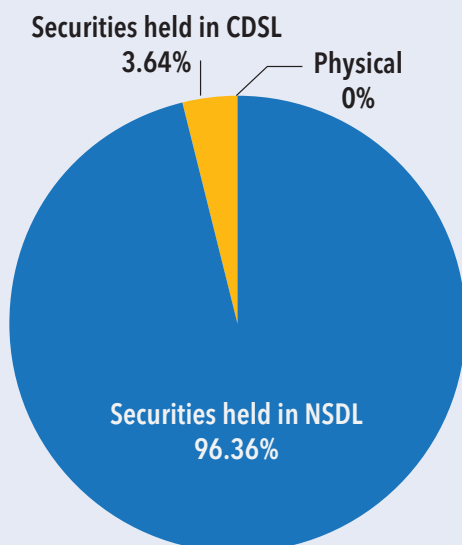
XIV. Dematerialization of Shares and Liquidity

The shares of the Company are in compulsory dematerialized mode and are available for trading on of both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Share capital Audit Report regarding reconciliation of the total issued capital, listed capital, and capital held by depositories in dematerialized form with respect to equity share capital of the company was taken from the Practicing Company Secretary for each quarter during the year and duly submitted to Stock exchanges within stipulated time.

Number of shares held in dematerialization and physical mode (as on 31.03.2021):

S. No.	Physical/ demat	Number of holders	Number of Shares	% of total issued capital
1.	Held in dematerialized form in NSDL	50881	231566850	96.36
2.	Held in dematerialized form in CDSL	63664	8733774	3.64
3.	Physical	64	1263	0.00
	Total	114589	240301887	



XV. Outstanding GDRs / ADRs / Warrants or any convertible instruments:

Company does not have any outstanding global depository receipts or American depository receipts or warrants or any convertible instruments.

XVI. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:

The company regularly monitors exchange fluctuations to mitigate this risk, policy covers various aspects of currency risk management, benchmarking, hedging and risk appetite, permissible instruments, hedging policy, structure of the risk management committee and treasury group, reporting procedures etc.

XVII. Location of Plants:

Company has no plants as it is in the business of Consultancy, leasing and trading.

XVIII. Address for correspondence:

	Registered Office	Corporate Office
Address	RITES Limited, SCOPE Minar, Laxmi Nagar, Delhi - 110 092, India	RITES Bhawan, No. 1, Sector 29, Gurugram-122001, India
Telephone	+91 11 22024610	+91 124 2571665
Fax	+91 11 22024660	+91 124 2571187
Contact Person	Mr. Joshit Ranjan Sikidar, Company Secretary & Compliance Officer	
E-mail	cs@rites.com	
Website	www.rites.com	
Corporate Identification Number:	L74899DL1974GOI007227	

XIX. Credit ratings obtained by the Company

During the Financial year 2020-21, the company has received a credit rating of IVR A1+ (IVR A One Plus) on short term non fund bank based facilities upto an amount of ₹ 850 crores from Infomeric Valuation and Ratings Private Limited.

12. DISCLOSURES:

During the year, there has been no materially significant related party transaction that have a potential conflict with the interest of the company. The policy relating to related party transaction

is amended as per the latest amendments and approved by the Board of Directors and is being uploaded on website of company The web link of which is as follows: <https://www.rites.com/Upload/upload/misc/Balancesheet/Project-Gati-Related-Party-Transaction-Policy.pdf>

- Details of related party transactions are included in the Notes to Accounts as Indian Accounting Standards - Ind AS-24 notified by Central Government (Note 43).
- The company has followed the IND AS in the preparation of financial Statements.
- No penalties imposed or strictures passed against the company by any statutory authorities on any matters related to any guidelines issued by the Government during the last three years.
- During the year under review, the Company was in compliance with all the applicable requirements except to the extent that the composition of the Board was not optimum and was not as per Regulation 17(1) of SEBI (LODR) Regulations, 2015.
- We have a corporate policy on materiality for disclosure of events to the stock Exchanges.
- The compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 have been made except for the Regulation 17(1) as stated above. RITES being a Public Sector Undertaking, the power to appoint Directors vests with Ministry of Railways, Government of India.

13. MEANS OF COMMUNICATION:

All important information pertaining to the Company is mentioned in the Annual Report of the Company containing *inter-alia* Audited Accounts, Directors' Report, Report on Corporate Governance which is circulated to the members and others entitled thereto for each financial year. RITES Limited communicate with its shareholders through Annual Reports, General Meeting, newspapers and Disclosures through official website i.e. www.rites.com

RITES also communicates with its institutional shareholders through analyst and institutional

meets held during the each end of quarter where Director and senior officials of the company interact with the investing community.

Information and latest updates and announcements made by the company can be accessed at company's website; following are some of the disclosures made by the company on official website

- Quarterly/ half yearly / Annual Financial Results
- Quarterly compliances as per SEBI (LODR), including shareholding patterns, corporate governance report, Reconciliation of share capital audit report, Investor Grievance Report etc.
- Half Yearly compliances such as Compliance Certificate signed by RTA and Company Secretary of the Company, Compliance Certificate regarding transfer of Shares, Summary of Related Party transactions.
- Other disclosures made to stock exchange pursuant to regulation 30 of SEBI (LODR).

The annual accounts of the Company are made available on the website of the Company i.e. www.rites.com. Compliance report of Corporate Governance is also being sent to Ministry of Railways on quarterly basis/yearly basis for onward submission to DPE.

Publication of Financial Results in newspaper

S. No.	Publication of Financial Result for quarter/year ended	Date of publication	Newspaper	
			English	Hindi
1.	Year ended on 31.3.2020	1 st July, 2020	Economic Times and The Times of India	Navbharat Times
2.	Quarter ended on 30.06.2020	12 th August, 2020	Financial Express	Jansatta
3.	Quarter ended on 30.09.2020	11 th November, 2020	Financial Express	Jansatta
4.	Quarter ended on 31.12.2020	11 th February, 2021	Financial Express	Jansatta
5	Year ended on 31.3.2021	17 th June, 2021	Financial Express	Jansatta

14. TRAINING OF BOARD MEMBERS:

New Directors appointed by the President of India are given formal induction and orientation with

respect to Company's vision, strategic directions, core values including ethics, financial matters and business operations and risk profile of the business of the Company. The normal practice is to furnish a set of documents / booklets to a director on his/ her joining the Board. This includes data about the company including its Brochure, Annual Report, MOU Targets & achievements, Memorandum and Articles of Association, Board Charter, CPSE guidelines on Corporate Governance etc.

15. WHISTLE BLOWER POLICY AND VIGIL MECHANISM

The Company has separate Vigilance Department which deals with fraud or suspected fraud involving employees/representatives of suppliers, contractors, consultants, service provider or any other party doing business with RITES. Whistle Blower and Fraud Prevention Policy have been approved by the Board of Directors and the same has been uploaded on the website of RITES. No personnel have been denied access to audit committee.

16. DISCLOSURE IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company is committed to create and maintain a secure work environment where its employees can work in an atmosphere free of harassment, exploitation and intimidation. To empower women and protect them against sexual harassment, Committee for Prevention of sexual Harassment of women at workplace as the Govt. guidelines exists in all major locations of the Company. The Committee is committed to free & fair enquiry within the laid down timelines. The summary of complaints received during the year:

Complaints pending at the beginning of the year	No. of complaints filed during the year	No. of complaints disposed of	No. of complaints pending at the end of financial year
0	1	0	1

Women Empowerment

During the year, several programmes were organised on gender issues, prevention of sexual harassment at workplace, women empowerment etc. On 8th March 2021, International Women`s Day was celebrated in the organization in recognition to the various contributions made by women across the globe and as an opportunity to express their opinions on the issues. As an Equal Opportunity Employer (EOE), RITES Management has adopted a gender neutral approach in all its recruitment drives and also for assigning jobs/assignments in the organization in the existing roles. The women employees represent a significant number in the organization and many of them even marking their presence on the field/ site jobs.

17. CERTIFICATE FROM A COMPANY SECRETARY IN PRACTICE THAT NONE OF THE DIRECTORS ON THE BOARD OF THE COMPANY HAVE BEEN DEBARRED OR DISQUALIFIED FROM BEING APPOINTED OR CONTINUING AS DIRECTORS OF THE COMPANY BY THE BOARD / MINISTRY OF CORPORATE AFFAIRS OR ANY SUCH STATUTORY AUTHORITY.

The Company has obtained a certificate from Mr. Akhil Rohtagi (Membership No. FCS 1600, COP no. 2317), M/s Akhil Rohatgi and Company, Company Secretaries regarding confirmation that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Board (i.e. SEBI) / Ministry of Corporate Affairs or any such statutory authority. The requisite certificate from Mr. Akhil Rohtagi, the practicing Company Secretary, confirming compliance of this condition has been obtained (placed as **Appendix-III** to this report).

18. DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND ADOPTION OF THE NON-MANDATORY REQUIREMENTS OF REGULATION 27(1) OF THE LISTING REGULATIONS.

Mandatory Requirements

The Company is in compliance with all the mandatory provisions related to Corporate Governance pursuant to the requirement of the Listing Regulations read with other applicable provisions, if any.

Non Mandatory Requirements

The Board: The Chairman of the Board is an Executive Director.

Shareholder Rights: The Quarterly/Half yearly/ Yearly financial results during the year 2020-21 were published in various newspapers in both English and Hindi. Separate reports have however, not been sent to each shareholder. Significant events have been promptly disclosed on the company website.

Audit Qualifications: There are no audit qualifications on the financial statement for the year 2020 - 21 as shown in Independent Auditors' Report

Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.

19. FEES PAID TO STATUTORY AUDITORS

Total fees for all services paid by RITES Limited and its subsidiaries, on a consolidated basis, to Statutory Auditors, Branch Auditors and other firms in the network entity of which they are part, as included in the consolidated financial statements of the Company for the year ended March 31, 2021, is INR ₹ 0.24 Crore.

20. CEO/CFO CERTIFICATION:

The certification by Chairman and Managing Director (Chief Executive Officer) and Director Finance (Chief Financial Officer) was placed before the Board of Directors at the meeting held on 16.06.2021 (placed as **Appendix- IV** to this report).

21. COMPLIANCE

The Company complies with the requirements of the Guidelines on Corporate Governance for CPSEs 2010 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Certificate obtained from a Practicing Company Secretary regarding compliance of the conditions of Corporate Governance as stipulated in the Guidelines is placed as **Appendix -V** to this report.



Value
Research

Appendix - I

ATTENDANCE OF BOARD OF DIRECTORS MEETING DURING THE YEAR 2020-21

Name of Directors	259 BOD Meeting	260 BOD Meeting	261 BOD Meeting	262 BOD Meeting	263 BOD Meeting	264 BOD Meeting	265 BOD Meeting	266 BOD Meeting	267 BOD Meeting	Total BOD Meeting 9 (Nine)
	10 th June, 2020	30 th June, 2020	29 th July, 2020	11 th August, 2020	18 th September, 2020	10 th November, 2020	30 th December, 2020	10 th February, 2021	12 th March, 2021	
Shri Rajeev Mehrotra Chairman & Managing Director	✓	✓	✓	✓	✓	✓	✓	✓	✓	Attended all
Shri Gopi Sureshkumar Vardarajan Director Projects	✓	✓	✓	✓	✓	✓	✓	✓	✓	Attended all
Shri Anil Vij Director Technical	✓	✓	✓	✓	✓	VC	✓	✓	✓	Attended all
Shri B.P. Nayak Director Finance	✓	✓	VC	✓	✓	✓	✓	✓	✓	Attended all
Shri Alok Kumar Tewari (Govt. Nominee Director) (upto 31.08.2020)	VC	VC	VC	VC	NA	NA	NA	NA	NA	Held - 4 Attended - 4
Shri Vinay Srivastava Govt. Nominee Director	VC	VC	VC	VC	VC	VC	VC	VC	•	Held - 9 Attended - 8
Dr. Pramod Kumar Anand Independent Director (upto 18.09.2020)	✓	✓	✓	✓	✓	NA	NA	NA	NA	Held - 5 Attended - 5
Ms. Geethakumary Independent Director (upto 14.03.2021)	VC	VC	VC	VC	VC	VC	VC	✓	✓	Attended All
Dr. Rajendra Nath Goyal Independent Director (upto 14.03.2021)	VC	VC	VC	VC	VC	✓	✓	✓	✓	Attended All

NOTE:

- ✓ - Meeting attended
- NA - Not applicable (not in position)
- - Meeting not attended.
- VC - Attended through video conferencing

Appendix - II

DECLARATION BY CHAIRMAN & MANAGING DIRECTOR REGARDING COMPLIANCE WITH THE CODE OF CONDUCT BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL DURING THE YEAR 2020-21

I, Rajeev Mehrotra, Chairman & Managing Director, RITES Limited do hereby declare that all the members of the Board of Directors and the Senior Management Team of the Company have affirmed their compliance of the Code of Conduct during the year 2020-21.

Rajeev Mehrotra

Chairman & Managing Director
(DIN: 01583143)

Place: Gurugram
Date: 16th June, 2021

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
*(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,
The Members,
RITES Limited,
Registered Office: SCOPE Minar,
Laxmi Nagar, Delhi-110092

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **RITES Limited** having **CIN L74899DL1974GOI007227** and having registered office at Scope Minar, Laxmi Nagar, Delhi-110092 (hereinafter referred to as 'the Company') and produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule-V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

DIN	Full Name	Date of Appointment	DIN Status
01583143	Shri Rajeev Mehrotra	12/10/2007	Approved
08241385	Shri Gopi Sureshkumar Varadarajan	27/09/2018	Approved
07145875	Shri Anil Vij	04/11/2019	Approved
08197975	Shri Bibhu Prasad Nayak	07/11/2019	Approved
08638850	Shri Vinay Srivastava	13/12/2019	Approved

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Akhil Rohatgi & Company
Company Secretaries
Reg. No.: P1995DE072900



Akhil Rohatgi
Partner
FCS No.: 1600,
CP No.: 2317

UDIN:F001600B000297731

Place: Delhi
Date : 07th May, 2021