

**rites limited**  
**Registered office: Scope Minar, Laxmi Nagar, Delhi-110092, India**  
**Corporate Office: RITES Bhawan, Plot No.1, Sector - 29, Gurgaon - 122001, Haryana**  
**Email: cs@rites.com, Website: www.rites.com**  
**Phone: +91 124 257 1665, Fax: +91 124 257 1187**  
**CIN: U74899DL1974GOI007227**

## NOTICE

Notice is hereby given that the 44<sup>th</sup> Annual General Meeting of the Members of RITES LIMITED will be held on Wednesday, 19<sup>th</sup> September, 2018 at 10.00 AM at Air Force Auditorium, Subroto Park, New Delhi-110010 to transact the following business:

### ORDINARY BUSINESS

- (1) To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 along with the Reports of Board of Directors and Auditors thereon.
- (2) To confirm interim dividend declared for the Financial Year 2017-18 and to declare the final dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2018.
- (3) To appoint a Director in place of Ajay Kumar Gaur, Director (Finance) (DIN: 05333257), who retires by rotation and being eligible, offers himself for re-appointment.
- (4) To appoint a Director in place of Shri Amar Prakash Dwivedi, Director (DIN: 07122333) who retires by rotation and being eligible, offers himself for re-appointment.
- (5) To take note of appointment of Statutory Auditors and Branch Auditors as appointed by Comptroller and Auditor General of India and to fix their remuneration for audit and other services.

### SPECIAL BUSINESS

- (6) **Extension of the term of Shri Rajeev Mehrotra (DIN: 01583143) as Chairman & Managing Director:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the term of Shri Rajeev Mehrotra (DIN 01583143), Chairman & Managing Director as extended by the President of India vide Ministry of Railways Office Order No. 2008/E(O) II/40/19 Vol. II dt. 15.11.2017 for a period w.e.f. 11.10.2017 till 30.06.2021 i.e. the date of his superannuation, be and is hereby extended as Chairman & Managing Director of the Company on the terms and conditions as determined by the Government of India".

- (7) **Extension of the term of Shri Ajay Kumar Gaur (DIN: 05333257) as Director Finance:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the term of Shri Ajay Kumar Gaur (DIN 05333257), Director Finance as extended by the President of India vide Ministry of Railways Office Order No. 2012/E(O)II/40/32 dt. 25.06.2018 for a period w.e.f. 01.09.2018 till 31.07.2019 i.e. the date of his superannuation, be and is hereby extended as Director Finance of the Company, liable to retire by rotation, on the terms and conditions as determined by the Government of India".

- (8) **Appointment of Shri Bhupendra Kumar Agarwal (DIN: 07956187) as Government Nominee Director:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, Shri Bhupendra Kumar Agarwal (DIN 07956187), who was appointed as a Government Nominee Director by the President of India vide Ministry of Railways Office Order No. 2004/PL/49/9/Pt-II dt. 26.09.2017, be and is hereby appointed as Government Nominee Director of the Company, liable to retire by rotation, on the terms and conditions as determined by the Government of India,"

- (9) **Appointment of Dr Pramod Kumar Anand (DIN: 00298962) as an Independent Director:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, Dr Pramod Kumar Anand (DIN 00298962), who was appointed as an Independent Director by the President of India vide Ministry of Railways Office Order No. 2010/PL/45/14 dt. 19.09.2017 for a period of three years, be and is hereby appointed as an Independent Director of the Company on the same terms and conditions as determined by the Government of India."

- (10) **Appointment of Ms. Geethakumary (DIN: 08087165) as an Independent Director:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, Ms. Geethakumary (DIN 08087165), who was appointed as an Independent Director by the President of India vide Ministry of Railways Office Order No. 2010/PL/45/14 dt. 08.03.2018 for a period of three years, be and is hereby appointed as an Independent Director of the Company on the same terms and conditions as determined by the Government of India on 15.03.2018, when her DIN was allotted."

**(11) Appointment of Dr. Rajendra Nath Goyal (DIN: 08087148) as an Independent Director:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, Dr. Rajendra Nath Goyal (DIN 08087148), who was appointed as an Independent Director by the President of India vide Ministry of Railways Office Order No. 2010/PL/45/14 dt. 08.03.2018 for a period of three years, be and is hereby appointed as an Independent Director of the Company on the same terms and conditions as determined by the Government of India on 15.03.2018, when his DIN was allotted."

**BY ORDER OF THE BOARD**

Place: Delhi

Dated: 30th July, 2018

**Regd. Office:**  
**Scope Minar, Laxmi Nagar,**  
**Delhi- 110092**  
**CIN: U74899DL1974GOI007227**

  
**(ASHISH SRIVASTAVA)**  
**Company Secretary**

**NOTES:**

1. **A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY IN WRITING DULY SIGNED BY HIM/HER TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. In order to be effective, proxy form duly completed should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A blank proxy form is enclosed and can also be obtained from the registered office of the Company free of charge.
3. As per the provisions of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. Corporate members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting. Alternatively, such an authority duly certified should be brought by the representative attending on behalf of the corporate body, at the meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days notice in writing is given to the Company.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. The Register of Members and Share Transfer books of the Company will remain closed from 13.09.2018 to 19.09.2018 (both days inclusive).
8. Brief resume of Directors seeking appointment and re-appointment as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with the Secretarial Standards issued by the Institute of Company Secretaries of India is annexed hereto and forms part of the notice.
9. Members are requested to :-
  - (i) note that copies of Annual Reports shall not be made available at the venue of the Meeting.
  - (ii) bring their copies of Annual report, Notes and Attendance Slip duly completed and signed at the meeting.
  - (iii) deliver duly completed and signed Attendance Slip at the entrance of the venue of the meeting as entry to the Hall will be strictly on the basis of the Entry Slip available at the counter at the venue to be exchanged with

the Attendance Slip. Photocopies of Attendance Slip will not be entertained for issuing Entry Slip for attending Annual General Meeting.

- (iv) quote their Folio /Client ID & DP ID Nos. in all correspondence.
  - (v) note that due to strict security reasons mobile phones, brief cases, eatables and other belongings will not be allowed inside the Auditorium.
  - (vi) note that in case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
  - (vii) note that no gifts/coupons will be distributed at the Annual general Meeting.
  - (viii) entry is restricted to members or registered proxy holders. Accordingly, persons(s) other than members are requested to register their proxies before stipulated time.
10. The Annual Report of the Company is also available on the company's website [www.rites.com](http://www.rites.com).
11. None of the Directors of the Company is in any way related to each other.
12. Members are advised to submit their Electronic Clearing System (ECS) mandates to enable the Company to make remittance by means of ECS. Those holding shares in dematerialized form may send the ECS Mandate directly to their Depository Participants (DP). Those who have already furnished the ECS Mandate Form to the Company/ Depository Participant/ Registrar & Share Transfer Agent with complete details need not send it again. Members holding shares in physical form may send the ECS Mandate form to the RTA of the Company.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their Pan to the Company/RTA.
14. Non-Resident Indian members are requested to inform Company/RTA, regarding:
- i) Change in their residential status on return to India for permanent settlement.
  - ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the Bank with pin code number, if not furnished earlier.
15. The Board of Directors of the Company in its meeting held on December 11, 2017 declared an Interim Dividend of ₹ 70 Crore (₹ 3.50 per shares of ₹ 10 each) on the paid up share capital of the company. Final dividend on equity shares as recommended by the Directors for the year ended on 31.03.2018, if approved by the members at the Annual General Meeting, will be paid:
- (i) To those Members whose names appear in the Register of Members of the Company as on 19.09.2018.
  - (ii) To those members whose names appear in the Statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the end of business hours on 12.09.2018.
16. Pursuant to Section 139(5) of the Companies Act, 2013, the Auditors of a Government Company are to be appointed/ re-appointed by the Comptroller and Auditor General (C&AG) of India and, in terms of provisions contained in Section 142 of the Companies Act 2013, their remuneration shall be fixed by the company in a General Meeting or in such manner as the company in a General Meeting may determine. In pursuance of the same, C&AG of India had appointed M/s J C Bhalla & Co, Chartered Accountants, as Statutory Auditors of the Company for the Financial Year 2018-19. C&AG of India has also appointed Branch Auditors for carrying out audit of branches/regions of the Company. Accordingly, the members are requested to authorize the Board of Directors of the Company to fix the remuneration for the Statutory Auditors/ Branch Auditors of the Company.
17. Pursuant to Section 101 of Companies Act, 2013 read with the relevant Rules, the Company has implemented the "Green Initiative" which enables the Company to serve documents like notices, annual reports, etc., in electronic form to its members. It also facilitates prompt receipt of communications and thereby reduces postal transit losses. Accordingly, copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes through e-mail unless any member has requested for a hard copy of the same. Members holding shares in electronic mode are, therefore, requested to ensure to keep their e-mail addresses updated with the Depository Participant. Members who hold shares in physical form are requested to get their e-mail id registered with RTA of the Company.
18. All relevant documents referred to in the Notice will be available for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during working hours upto the date of Annual General Meeting and the same along with other documents as required under the applicable law will also be available for inspection at the time of AGM of the Company at the meeting.
19. Members desiring any information as regards the Financial Statements are requested to write to the Company at least 7 days before the date of the meeting to enable the management to keep the information readily available at the meeting

20. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to write to RTA of the Company in prescribed form in the Companies (Share Capital and Debentures) Rules, 2014. In case of shares held in dematerialized form, the nomination form has to be lodged directly with the respective Depository Participant (DP).

The Company's Registrar & Transfer Agent (RTA) is M/s Link Intime India Private Limited. The Communication address of the RTA is C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083, India, Website: [www.linkintime.co.in](http://www.linkintime.co.in)

21. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited.
22. Kindly note that the members can opt for only one mode of voting i.e. either through remote e-voting or voting at the AGM. Therefore, members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. If a member casts votes by both modes then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
23. Members desiring to exercise their vote by e-voting are requested to carefully read the enclosed instructions which *inter-alia* provide the process and manner for e-voting, login ID, generating password and time schedule, including the time period during which the votes may be cast, etc.
24. In order to scrutinize the e-voting process in a fair and transparent manner and to carry out the required activities the Board of Directors have appointed Shri Sachin Agarwal, M/s Agarwal S. & Associates, Company Secretaries, as the Scrutinizer. Further, the company has also appointed Ms. Karishma Singh of M/s Agarwal S. & Associates, Company Secretaries as the alternate scrutinizer.
25. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialized shares with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the e-communication registration form and hand over the same along with Attendance Slip at the registration counter of venue of Annual General Meeting for registration of Email address for receiving notice/documents including Annual Report.
26. Annual listing fee for the year 2018-19 has been paid to the Stock Exchanges wherein shares of the company are listed.
27. Members are requested to notify immediately any change in their address:
- to their Depository Participants (DP) in respect of shares held in dematerialized form, and
  - to the company at its registered office or its Registrar and Share transfer Agent, M/s. Link Intime India Private Limited in respect of their physical shares, if any, quoting their Folio Number.

28. **Members are required to bring their Attendance Slips to the AGM. Duplicate Attendance slips and / or copies of the Report and Accounts will not be provided at the AGM venue.**

29. A route map to reach the venue of the Annual General Meeting, including prominent landmark for easy location, attached along with the notice.

30. Information and other Instructions relating to e-voting are given with e-voting communication.

The remote e-voting facility will be available during the following voting period:

- Commencement of remote e-voting: From 9.00 a.m. (IST) on 16th September, 2018.
- End of remote e-voting: Up to 5:00 p.m. (IST) on 18th September, 2018.

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

Step 2: Cast your vote electronically on NSDL e-Voting system.

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on our postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the checkbox.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2 : Cast your vote electronically on NSDL e-Voting system**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer (Sachin Agarwal, Agarwal S. & Associates, Company Secretaries) by e-mail to **sachin@companylawworld.com** with a copy marked to **evoting@nsdl.co.in**.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on **www.evoting.nsdl.com** to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.evoting.nsdl.com** or call on toll free no.: 1800-222-990 or send a request at **evoting@nsdl.co.in**
4. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of i.e. 12<sup>th</sup> September, 2018.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or Issuer/RTA.

5. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM) but have not cast their votes by availing the remote e-voting facility.
6. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company **www.rites.com** and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the NSE and BSE, Mumbai.

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

#### **ITEM NO. 6**

#### **Extension of the term of Shri Rajeev Mehrotra (DIN: 01583143) as Chairman & Managing Director of the Company:**

The term of Shri Rajeev Mehrotra was extended by the President of India vide Ministry of Railways Office Order No. 2008/E(O)II/40/19 Vol. II dt. 15.11.2017 for a period w.e.f. 11.10.2017 till 30.06.2021 i.e. the date of his superannuation or until further orders, whichever is earlier.

Mr. Rajeev Mehrotra, aged 57 years, is the Chairman and Managing Director of the Company since October 11, 2012. He holds a Bachelor's Honors degree in Accountancy and Business Statistics from Rajasthan University and is qualified as a Fellow Member of the Institute of Cost Accountants of India. He has received a certificate of participation for the course titled 'Financial Management Training Program for Electric Utilities' held from April 18, 1994 to May 20, 1994 as offered by the Southern Electric International and Global Utilities Institute, Samford University, USA. He has been associated with our Company since October 12, 2007. He has over 35 years of experience, out of which he has over 10 years of experience at the Board level in our Company. He has also worked with the National Hydroelectric Power Corporation Limited, Faridabad and Power Finance Corporation Limited, New Delhi in various capacities.

Pursuant to the provisions of Section 152 (2) of the Companies act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Therefore, approval of the shareholders is sought for ratification / regularisation of the extension of Shri Rajeev Mehrotra as Chairman and Managing Director on the same terms and conditions as determined by the government of India.

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

As Chairman and Managing Director, he is entitled to remuneration in accordance with Ministry of Railways Office Order No. 2008/E(O)II/40/19 Vol. II dt. 15.11.2017.

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

Shri Rajeev Mehrotra has attended all (out of ten) Board Meetings held during financial year 2017-18.

Shri Rajeev Mehrotra is also a Part-time Official Director of Railway Energy Management Company Limited as a Nominee of RITES Limited.

In terms of Article 56 of the Articles of Association, Shri Rajeev Mehrotra, being the Chairman and Managing Director of our Company, is not liable to retire by rotation.

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

#### **ITEM NO. 7**

##### **Extension of the term of Shri Ajay Kumar Gaur (DIN: 05333257) as Director Finance of the Company:**

The term of Shri Ajay Kumar Gaur was extended by the President of India vide Ministry of Railways Office Order No. 2012/E(O)II/40/32 dt. 25.06.2018 for a period w.e.f 01.09.2018 till 31.07.2019 i.e the date of his superannuation or until further orders, whichever is earlier.

Mr. Ajay Kumar Gaur, aged 59 years, is the Director (Finance) of our Company since September 02, 2013. He holds a Bachelor's degree in Commerce (Honours). He is qualified as a fellow Member of the Institute of Chartered Accountants of India. He has been associated with our Company since January 21, 1985. He has over 34 years of experience of work in financial management, audit and accounts, project costing, legal and corporate secretarial, corporate governance, foreign exchange management. He has also worked abroad. He has worked with the Container Corporation of India Limited also.

Pursuant to the provisions of Section 152 (2) of the Companies act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Therefore, approval of the shareholders is sought for ratification / regularisation of the extension of Shri Ajay Kumar Gaur as Director Finance on the same terms and conditions as determined by the government of India.

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

As Director Finance, he is entitled to remuneration in accordance with Ministry of Railways Office Order No. 2008/E(O) II/40/19 VOL. II DT.. 15.11.2017.

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

Shri Ajay Kumar Gaur has attended all (out of ten) Board Meetings held during financial year 2017-18.

Shri Ajay Kumar Gaur, holds one share of RITES Infrastructure Services Limited as a Nominee of RITES Limited.

In terms of Articles of Association of the Company Shri Ajay Kumar Gaur is liable to retire by rotation

Except Shri Ajay Kumar Gaur, being an appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is any way, concerned or interested, financially or otherwise,

#### **ITEM NO. 8**

##### **Appointment of Shri Bhupendra Kumar Agarwal (DIN: 07956187) as Government Nominee Director:**

Shri Bhupendra Kumar Agarwal was appointed as Government Nominee Director of the Company by the President of India vide Ministry of Railways Office Order No. 2004/PL/49/9/Pt-II dt.. 26.09.2017 till he holds the post of PED (Production Unit), Railway Board or further orders whichever is earlier.

Shri Bhupendra Kumar Agarwal, aged 59 years, is the Government Nominee Director on the Board of our Company since September 26, 2017. He holds a certificate in metallurgical and electrical engineering from The Institution of Engineers (India) and is presently working as Additional Member (Production Unit), Railway Board. He has over 37 years of experience.

Pursuant to the provisions of Section 152 (2) of the Companies act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Therefore, approval of the shareholders is sought for ratification / regularisation of the appointment of Shri Bhupendra Kumar Agarwal as Government Nominee Director on the same terms and conditions as determined by the government of India.

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

Being a Government of India Nominee on the Board of RITES Ltd., he does not receive any remuneration from RITES Ltd.

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

Shri Bhupendra Kumar Agarwal has attended four (out of five) Board Meetings held during his tenure in the financial year 2017-18.

In terms of Articles of Association of the Company Shri Bhupendra Kumar Agarwal is liable to retire by rotation.

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

#### **ITEM NO. 9**

##### **Appointment of Dr. Pramod Kumar Anand (DIN: 00298962) as an Independent Director:**

Dr. Pramod Kumar Anand was appointed as Independent Director of the Company by the President of India vide Ministry of Railways Office Order No. 2010/PL/45/14 dt. 19.09.2017 for a period of three years or until further orders, whichever is earlier.

Dr. Pramod Kumar Anand, aged 64 years, is a retired IAS officer of the Rajasthan cadre and holds a doctorate degree in Social Science from University of Rajasthan. He has in the past held positions as Joint Secretary, Ministry of Rural Development and as Senior Adviser, Planning Commission. He has been associated with our Company since September 19, 2017 and has over 31 years of experience.

Pursuant to the provisions of Section 152 (2) of the Companies act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Therefore, approval of the shareholders is sought for regularisation of the appointment of Dr Pramod Kumar Anand as Independent Director on the same terms and conditions as determined by the government of India.

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

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

Dr. Pramod Kumar Anand does not hold any Shares in RITES Ltd. and he does not have any relationship with other Directors/Manager/KMP of the Company.

Dr. Pramod Kumar Anand has attended five (out of five) Board Meetings held during his tenure in the financial year 2017-18.

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

#### **ITEM NO. 10**

##### **Appointment of Ms. Geethakumary (DIN: 08087165) as an Independent Director:**

Ms. Geethakumary was appointed as Independent Director of the Company by the President of India vide Ministry of Railways Office Order No. 2010/PL/45/14 dt.. 08.03.2018 for a period of three years or until further orders, whichever is earlier. However, she joined our Board on 15.03.2018, when her DIN was allotted.

Ms. Geethakumary, aged 52 years, is an Independent Director of our Company. She is a practicing lawyer registered with the Bar Council of Kerala and holds a bachelors' degree in law from Mahatma Gandhi University, Kottayam. She has been the government pleader for Kerala State Insurance Department in Motor Accidents Claim Tribunal, Ernakulam. She has been associated with our Company since March 15, 2018 and has over 20 years of experience.

Pursuant to the provisions of Section 152 (2) of the Companies act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Therefore, approval of the shareholders is sought for regularisation of the appointment of Ms. Geethakumary as Independent Director on the same terms and conditions as determined by the government of India.

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

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

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

Ms. Geethakumary has attended one (out of one) Board Meeting held during her tenure in the financial year 2017-18.

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

#### **ITEM NO. 11**

##### **Appointment of Dr. Rajendra Nath Goyal (DIN: 08087148) as an Independent Director:**

Dr. Rajendra Nath Goyal was appointed as Independent Director of the Company by the President of India vide Ministry of Railways Office Order No. 2010/PL/45/14 dt.. 08.03.2018 for a period of three years or until further orders, whichever is earlier. However, he joined our Board on 15.03.2018 when his DIN was allotted.

Dr. Rajendra Nath Goyal, aged 67 years, is an Independent Director of our Company. He is an Emeritus Professor at I.I.T

Roorkee and holds a doctorate of science degree from Agra University and a doctorate of philosophy from Roorkee University. He has in the past held positions as faculty member, head of department in chemistry department and Dean Research at I.I.T Roorkee. He has been associated with our Company since March 15, 2018 and has over 43 years of experience.

Pursuant to the provisions of Section 152 (2) of the Companies act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Therefore, approval of the shareholders is sought for regularisation of the appointment of Dr. Rajendra Nath Goyal as Independent Director on the same terms and conditions as determined by the government of India.

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

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

Dr. Rajendra Nath Goyal does not hold any Shares in RITES Ltd. and he does not have any relationship with other Directors/Manager/KMP of the Company.

Dr. Rajendra Nath Goyal has attended one (out of one) Board Meetings held during his tenure in the financial year 2017-18.

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

#### **BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT**

1.	Name	<b>Shri Rajeev Mehrotra</b>
	DIN	01583143
	Date of Birth	27.06.1961
	Date of Appointment	11.10.2017
	Qualification	Fellow member of Institute of Cost Accountants of India
	No. of Shares Held	NIL
	Experience	Over 35 years of experience
	Chairmanship/Membership of Committees of all other Public Companies	NIL
	Directorship held in other Companies	Railway Energy Management Company Limited
2.	Name	<b>Shri Ajay Kumar Gaur</b>
	DIN	05333257
	Date of Birth	19.07.1959
	Date of Appointment	02.09.2013
	Qualification	Bachelor's degree in Commerce (Honours) and a fellow Member of the Institute of Chartered Accountants of India
	No. of Shares Held	Holding one share of RISL as nominee of RITES limited
	Experience	Over 34 years of experience
	Chairmanship/Membership of Committees of all other Public Companies	NIL
	Directorship held in other Companies (Part-time)	NIL
3.	Name	<b>Shri Amar Prakash Dwivedi</b>
	DIN	07122333
	Date of Birth	01.01.1964
	Date of Appointment	13.03.2015
	Qualification	holds a Bachelor's degree in Civil Engineering from Indian Institute of Technology, Delhi
	No. of Shares Held	Holding 1000 shares of RITES as Nominee of the President of India acting through Ministry of Railways
	Experience	Over 30 years of experience

Chairmanship/Membership of Committees of all other Public Companies	One (Rail Vikas Nigam Limited ) Audit Committee
Directorship held in other Companies (Part-time)	Rail Vikas Nigam Limited

4.	Name	<b>Shri Bhupendra Kumar Agarwal</b>
	DIN	07956187
	Date of Birth	24.04.1959
	Date of Appointment	26.09.2017
	Qualification	Mechanical Engineer
	No. of Shares Held	NIL
	Experience	Over 37 years of experience
	Chairmanship/Membership of Committees of all other Public Companies	NIL
	Directorship held in other Companies (Part-time)	NIL

5.	Name	<b>Dr. Pramod Kumar Anand</b>
	DIN	00298962
	Date of Birth	26.09.1954
	Date of Appointment	19.09.2017
	Qualification	IAS
	No. of Shares Held	NIL
	Experience	Over 31 years of experience
	Chairmanship/Membership of Committees of all other Public Companies	NIL
	Directorship held in other Companies (Part-time)	NIL

6.	Name	<b>Ms. Geethakumary</b>
	DIN	08087165
	Date of Birth	01.04.1966
	Date of Appointment	15.03.2018
	Qualification	LLB
	No. of Shares Held	NIL
	Experience	Over 20 years of experience
	Chairmanship/Membership of Committees of all other Public Companies	NIL
	Directorship held in other Companies (Part-time)	NIL

7.	Name	<b>Shri R.N Goyal</b>
	DIN	08087148
	Date of Birth	01.06.1951
	Date of Appointment	15.03.2018
	Qualification	M.Sc, Ph.D and D.Sc
	No. of Shares Held	NIL
	Experience	Over 43 years of experience
	Chairmanship/Membership of Committees of all other Public Companies	NIL
	Directorship held in other Companies (Part-time)	NIL

**rites Limited**

(A Government of India Enterprise)

CIN: U74899DL1974GOI007227

**Registered office:** Scope Minar, Laxmi Nagar, Delhi-110092, India**Corporate Office:** RITES Bhawan, Plot No.1 Sector - 29, Gurgaon - 122001, Haryana**Email:** cs@rites.com, **Website:** www.rites.com; **Phone:** +91 124 257 1665, Fax: +91 124 257 1187**ATTENDANCE SLIP****44th Annual General Meeting on Wednesday, 19<sup>th</sup> September, 2018 AT 10 A.M. at  
Air Force Auditorium, Subroto Park, New Delhi, 110010**

Folio No.:	DP ID No.:	Client ID No.:
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I / We hereby record my/our presence at the FORTY FOURTH ANNUAL GENERAL MEETING of the Company at Air Force Auditorium, Subroto Park, New Delhi, 110010 at 10.00 A.M on Wednesday, 19<sup>th</sup> September, 2018.

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxyholder \_\_\_\_\_ Signature \_\_\_\_\_

- Notes:**
1. Only Member/Proxyholder can attend the Meeting.
  2. Please complete the Folio No./DP ID No., Client ID No. and name of the member/Proxyholder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
  3. A Member/Proxyholder attending the meeting should bring copy of the Annual Report for reference at the meeting.

**rites Limited**

(A Government of India Enterprise)

CIN: U74899DL1974GOI007227

**Registered office:** Scope Minar, Laxmi Nagar, Delhi-110092, India**Corporate Office:** RITES Bhawan, Plot No.1 Sector - 29, Gurgaon - 122001, Haryana**Email:** cs@rites.com, **Website:** www.rites.com; **Phone:** +91 124 257 1665, Fax: +91 124 257 1187**PROXY FORM**

I, \_\_\_\_\_ of \_\_\_\_\_ being a member of **rites LIMITED** hereby appoint Shri/Smt. \_\_\_\_\_  
\_\_\_\_\_ or failing him Shri/Smt. \_\_\_\_\_ as my Proxy to vote for me and on  
my behalf at the 44<sup>th</sup> Annual General Meeting of the company scheduled to be held on 19<sup>th</sup> September, 2018 at 10:00 Hrs at Air Force  
Auditorium, Subroto Park, New Delhi, 110010 and at any adjournment thereof.

Signed on this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Affix  
Revenue  
Stamp

Folio No. \_\_\_\_\_

No. of Shares held \_\_\_\_\_

- Note:**
1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
  2. For the resolutions, explanatory statements and Notes, please refer to the Notice of 44th Annual General Meeting.
  3. Please complete all details including details of member(s) in the above box before submission.

**Registered office:** Scope Minar, Laxmi Nagar, Delhi-110092, India**Corporate Office:** RITES Bhawan, Plot No.1 Sector - 29, Gurgaon - 122001, Haryana**Email:** cs@rites.com, **Website:** www.rites.com; **Phone:** +91 124 257 1665, Fax: +91 124 257 1187**E-COMMUNICATION REGISTRATION FORM**

Folio No. / DP ID & Client ID : \_\_\_\_\_

Name of 1st Registered Holder : \_\_\_\_\_

Name of Joint Holder(s) : \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail ID (to be registered) : \_\_\_\_\_

I/we shareholder(s) of RITES Limited agree to receive communication from the Company in electronic mode. Please register my above e-mail in your records for sending communication through e-mail.

Signature: \_\_\_\_\_  
(First Holder)

Date: \_\_\_\_\_

**Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.**

## ROUTE MAP TO THE VENUE OF 44<sup>th</sup> ANNUAL GENERAL MEETING OF RITES LIMITED

