



RITES LIMITED

Our Company was originally incorporated at New Delhi on April 26, 1974 under the Companies Act, 1956 as a private limited company under the name of 'Rail India Technical and Economic Services Private Limited'. The word 'private' was deleted from the name of our Company pursuant to section 43A of the Companies Act, 1956 on February 17, 1976. Subsequently, in accordance with section 21 of the Companies Act, 1956, the name of our Company was changed to our present name, RITES Limited, consequent to which the Registrar of Companies, Delhi and Haryana issued a fresh certificate of incorporation dated March 28, 2000. Subsequently, our Company was converted into a public limited company pursuant to a fresh certificate of incorporation dated February 5, 2008 issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. For further details of change in name and registered office of our Company, please refer to "History and Certain Corporate Matters" on page of the Red Herring Prospectus ("RHP").

Registered Office: RITES Limited, Scope Minar, Laxmi Nagar, Delhi - 110 092, India; **Corporate Office:** RITES Bhavan, No. 1, Sector 29, Gurugram, Haryana, India-122001

Contact Person: Mr. Ashish Kumar Srivastava, Company Secretary and Compliance Officer. **Registered Office: Telephone:** +91 11 22024610; **Fax:** +91 11 22024660;

Corporate Office: Telephone: +91 124 2571665; **Fax:** +91 124 2571187; **E-mail:** cs@rites.com; **Website:** www.ritesltd.com

Corporate Identification Number: U74899DL1974GOI007227

OUR PROMOTER: THE PRESIDENT OF INDIA, ACTING THROUGH THE MINISTRY OF RAILWAYS, GOVERNMENT OF INDIA

INITIAL PUBLIC OFFERING OF 25,200,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF RITES LIMITED (OUR "COMPANY" OR THE "ISSUER") THROUGH AN OFFER FOR SALE BY THE PRESIDENT OF INDIA, ACTING THROUGH THE MINISTRY OF RAILWAYS, GOVERNMENT OF INDIA (THE "SELLING SHAREHOLDER"), FOR CASH AT A PRICE OF ₹[•] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹[•]) (THE "OFFER PRICE"), AGGREGATING TO ₹[•] MILLION (THE "OFFER"). 1,200,000 EQUITY SHARES HAVE BEEN RESERVED FOR ELIGIBLE EMPLOYEES (DEFINED BELOW) (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS EMPLOYEE RESERVATION PORTION (IF ANY) IS REFERRED TO AS THE NET OFFER. THE OFFER WILL COMPRISE OF A NET OFFER OF 24,000,000 EQUITY SHARES AND THE EMPLOYEE RESERVATION PORTION OF 1,200,000 EQUITY SHARES. THE OFFER AND NET OFFER SHALL CONSTITUTE 12.60% AND 12% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY RESPECTIVELY.

**A discount of ₹[•] per Equity Share on the Offer Price may be offered to Retail Individual Bidders ("Retail Discount") and a discount of ₹[•] per Equity Share on the Offer Price may be offered to Eligible Employees Bidding in the Employee Reservation Portion ("Employee Discount").*

RISKS TO INVESTORS

- The four Book Running Lead Managers associated with the Offer have handled 31 public offers in the past three years, out of which 10 Issues closed below the offer price on listing date.
- There are no comparable listed companies in India engaged in the same line of business as the Company, hence comparison with industry peers are not applicable.
- Average cost of acquisition of Equity Shares for the Selling Shareholder in Offer is ₹0.005 per Equity Share and Offer Price at upper end of the Price Band is ₹[•].

ASBA * | Simple, Safe, Smart way of Application-Make use of it !!!

*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account.

For details, check section on ASBA below.

Mandatory in public issues from January 01, 2016. No cheque will be accepted.

CORRIGENDUM : NOTICE TO INVESTORS

In relation to the captioned Offer, the Red Herring Prospectus dated June 4, 2018 (the "RHP") of our Company, investors should note the following:

- The name of Syndicate Member appearing in the section titled "General Information" under the heading "Syndicate Members" on page 74 of the RHP should be read as "Elara Securities (India) Private Limited" instead of "Elara Capital (India) Private Limited".
- The link provided in the definition of "Designated SCSB Branches" on page 4 of the RHP and in the definition of "Self Certified Syndicate Bank(s) or SCSB(s)" on page 7 of the RHP, respectively, under the section "Definitions and Abbreviations- Offer Related Terms" and the link provided under the section "General Information – Designated Intermediaries-Self Certified Syndicate Banks" on page 75 of the RHP, should be read as "<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35>" instead of "https://www.sebi.gov.in/sebi_data/commondocs/scsb_p.pdf".
- The Basic and Diluted EPS appearing in the section titled "Basis for Offer Price" in the table "Basic and Diluted Earnings/Loss per Share ("EPS"), as adjusted for changes in capital" for the period ended March 31, 2016, March 31, 2017 of Restated Consolidated Financial Information, and Weighted Average of EPS for Restated Consolidated Financial Information on page 93 of the RHP should be read as "14.05", "17.63" and "16.10" respectively, instead of "14.07", "17.64" and "16.11" respectively.
- The P/E ratio based on Basic and Diluted EPS at Floor Price and Cap Price respectively, in the section titled "Basis for Offer Price" on page 94 of the RHP should be read as "for the financial year ended March 31, 2017" instead of "for the financial year ended March 31, 2015" and "for the financial year ended March 31, 2016" respectively. The P/E ratio based on Offer Price appearing in the last row of the table should be read as "on Diluted EPS" instead of "on Basic EPS".

The above notice is required to be read in conjunction with the RHP, as amended to the extent stated herein above.

Accordingly, the change will be reflected in the Prospectus to be filed with the Registrar of Companies, National Capital Territory of Delhi and Haryana at Delhi, the abridged prospectus, the Bid-cum-Application Forms, the Price Band ad and pre-Offer Ad.

All capitalized terms not specifically defined herein will have the same meanings as attributed to such terms in the RHP.

For RITES Limited
On behalf of the Board of Directors

Date : June 11, 2018

Place : Gurugram

Sd/
Company Secretary and Compliance Officer

RITES Limited is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its Equity Shares and has filed the RHP dated June 4, 2018 with the Registrar of Companies, National Capital Territory of Delhi and Haryana at Delhi. The RHP is available on the website of SEBI at www.sebi.gov.in on the website of BSE Limited at www.bseindia.com, and National Stock Exchange of India Limited at www.nseindia.com, and on the websites of the BRLMs at www.elaracapital.com, www.idbicapital.com, www.idfcbank.com, and www.sbicsaps.com. Any Potential Investors should note that investment in equity shares involves a high degree of risk. For details, potential investors should refer to the RHP including the section titled "Risk Factors" on page 18 of the RHP and this corrigendum dated June 11, 2018.

The Equity shares offered in the Issue have not been and will not be registered under the U.S. Securities Act, 1933 ("U.S. Securities Act") or any other state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and applicable laws of the jurisdictions where such offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdictions outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.