

No. RITES/SECY/NSE

Date: September 18, 2023

To Listing Department, National Stock Exchange of India Limited, 'Exchange Plaza', C-1, Block G, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051	To Corporate Relationship Department, BSE Limited, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai - 400 001
Scrip Code- RITES	Scrip Code- 541556

Sub: Consolidated Scrutinizer's Report on e-voting of 49th AGM

Dear Sir/Madam,

Pursuant to regulation 44 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the consolidated report of the Scrutinizer on remote e-voting and voting prior and during the 49th AGM of the members of the company held on 15th September 2023 at 11:00 AM

Kindly take the same on record.

Thanking You,

Yours faithfully,
For RITES Limited

**Nikhil
Agarwal** Digitally signed by
Nikhil Agarwal
Date: 2023.09.18
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Nikhil Agarwal
Company Secretary & Compliance Officer
Membership No: A42626

Transforming to GREEN

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

CIN: L74899DL1974GOI007227



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20(3) of the Companies (Management and Administration) Rules, 2014 as amended by
Companies (Management and Administration) Rules, 2015]

To,
The Chairman & Managing Director,
RITES Limited,
SCOPE Minar, Laxmi Nagar,
Delhi-110092.

राहुल मिथल/RAHUL MITHAL
अध्यक्ष एवं प्रबंध निदेशक/Chairman & Managing Director
राइट्स लिमिटेड/RITES Limited
(भारत सरकार का प्रतिष्ठान)/(A Govt. of India Enterprise)
सिवर, प्लॉट नं. 1, सेक्टर-29, शिखर, प्लॉट नं. 1, सेक्टर-29, Shikhar, Plot No.1, Sector-29,
गुरुग्राम-122001 (भारत)/Gurgaon-122001 (INDIA)
DIN : 07610499
CIN : L74899DL1974G01007227

Reg.: 49th Annual General Meeting of the members of RITES Limited held on Friday, 15th day of
September, 2023 at 11:00 A.M. through Video Conferencing ("VC")/ Other Audio-Visual
Means ("OAVM").

Sub: Consolidated Scrutinizer's Report on voting through electronic means ("remote e-voting")
and e-voting during the AGM held through VC process conducted pursuant to the provisions
of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108
of Companies Act, 2013 ("the Act") read with Rule 20(4)(xii) of the Companies (Management
and Administration) Rules, 2014 read with the Companies (Management and Administration)
Amendment Rules, 2015.

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at D-427, 2nd
Floor, Palam Extn., Ramphal Chowk, Sector 7, Dwarka, New Delhi-110075 had been appointed as the
Scrutinizer by the Board of Directors of RITES Limited ("RITES" or "the Company") having its
registered office at SCOPE Minar, Laxmi Nagar, Delhi-110092, in its meeting held on 28th July, 2023,
pursuant to the provisions of section 108 and any other applicable Provision of the Companies Act,
2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("as amended")
read with Ministry of Corporate Affairs vide its General Circular Nos. 14/2020 dated 8th April, 2020,
17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021,
21/2021 dated 14th December, 2021, 02/2022 dated 5th May 2022 and 10/2022 dated
28th December, 2022 ("MCA Circulars") and Circular Nos. SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated
15th January, 2021, SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 and SEBI/HO/CRD/PoD-
2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities Exchange Board of India ("SEBI
Circular"), to conduct the remote e-voting process and to scrutinize e-voting at the AGM through VC
or OAVM process by the Shareholders in respect of the below mentioned resolution(s) proposed at
49th Annual General Meeting of the Company held on Friday, 15th day of September, 2023.

The notice dated **17th August, 2023** for convening 49th AGM of the Company was sent to all the Shareholders on 18th August, 2023 in accordance with the provision of the Companies Act, 2013 read with Rules made thereunder together with the MCA and SEBI circulars.

The Company has provided the voting through electronic means ("**remote e-voting**") facility offered by **Link Intime India Private Limited** for Shareholder's participation in the e-voting process of 49th AGM.

The shareholders of the Company holding shares as on the "**Cut – Off**" date i.e. **Friday, 08th September, 2023** were entitled to vote on the proposed resolutions as set out at item nos. 1 to 7 in the notice convening 49th Annual General Meeting of the Company.

Pursuant to the applicable provision of MCA circulars, the Company had published the newspaper advertisement in Financial Express (English) and Jansatta (Hindi) dated 19th August, 2023. Pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company had published the newspaper advertisement in Financial Express (English) and Jansatta (Hindi) dated 19th August, 2023.

The voting period for remote e-voting commenced on **Tuesday, 12th September, 2023 at 09:00 A.M.(IST)** and ended on **Thursday, 14th September, 2023 at 5.00 P.M.(IST)** and the remote e-voting platform was blocked thereafter.

As the AGM of the Company held through VC/OAVM on Friday, 15th September, 2023, after considering all the items of business, the facility to vote electronically was provided to those members who attended the meeting through VC/OAVM but could not participate in the remote e-voting process to cast their vote.

After the closure of e-voting during Annual General Meeting held on 15th September, 2023 and the remote e-voting conducted prior to the AGM were unlocked and were downloaded in the presence of two independent witnesses Ms. Garima and Ms. Anjali, who are not in employment of the Company. The votes cast by the members were reconciled with the record maintained by the Registrar and Transfer Agent of the Company.

The voting pattern was unlocked by us on **15th day of September, 2023** in the presence of **Independent Witness**.

Digitally signed
by GARIMA
GROVER
Date: 2023.09.18
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(Ms. Garima)

Digitally signed
by Anjali
Date: 2023.09.18
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(Ms. Anjali)

I have scrutinized the consolidated voting in a fair & transparent manner based on the data downloaded from the "**Link Intime India Private Limited**", remote e-voting platform and the e-voting during the AGM held through VC/OAVM.

I hereby annex the Consolidated Voting results at Annexure-1 pursuant to Rule20(4)(xii) of the Companies (Management & Administration) Amendment Rules, 2015 on all the resolutions contained in the notice of aforesaid Annual General Meeting.

All relevant records shall be handed over to the Chairman/Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,
For Agarwal S. & Associates,
Company Secretaries,
Peer review certificate no.: 2725/2022

SACHIN
AGARWAL

Digitally signed by
SACHIN AGARWAL
Date: 2023.09.18 18:35:38
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CS Sachin Agarwal

Partner

FCS: 5774

COP: 5910

UDIN:F005774E001032943

Date:18.09.2023

Place: New Delhi

Resolution No.1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31st March 2023 along with the Director's Report and Auditor's Report thereon.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	287	205129021	264	196010041	95.55	23	9118980	04.45

Resolution No.2: Ordinary Resolution

To confirm the first, second and third interim dividend declared in the FY 2022-23 and to declare final dividend one equity shares for the financial year ended 31st March 2023.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	288	205176818	274	205176791	100	14	27	00

Resolution No.3: Ordinary Resolution

To appoint a Director in place of Shri Sandeep Jain (DIN:09435375), the Government Nominee Director, who retires by rotation as Director and being eligible, offers himself for re-appointment.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	288	205176818	191	193316603	94.22	97	11860215	05.78

Resolution No.4: Ordinary Resolution

To appoint a Director in place of Shri Raj Kumar Mangla (DIN:09533985), the Government Nominee Director, who retires by rotation as Director and being eligible, offers himself for re-appointment.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	288	205176818	202	193677614	94.40	86	11499204	5.60

Resolution No.5: Ordinary Resolution

To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors to be appointed by the Comptroller & Auditor General of India for the Financial Year 2023-24, in terms of the provisions of section 142 of the Companies Act, 2013.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	288	205176818	266	204795584	99.81	22	381234	0.19

SPECIAL BUSINESS

Resolution No. 6: Ordinary Resolution

To appoint Shri Deepak Tripathi (DIN: 10090267), as Director (Technical).

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	288	205176818	213	202781482	98.83	75	2395336	1.17

Resolution No. 7: Ordinary Resolution

To appoint Shri Krishna Gopal Agarwal (DIN: 10239667), as Director (Finance)

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	288	205176818	213	202781482	98.83	75	2395336	1.17

Based on the above e-voting facility, I confirm that the resolutions have been carried on with requisite majority.

For Agarwal S. & Associates,
Company Secretaries,

SACHIN
AGARWAL

Digitally signed by
SACHIN AGARWAL
Date: 2023.09.18
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CS Sachin Agarwal
Partner
FCS: 5774
COP: 5910

Date: 18.09.2023
Place: New Delhi