

No. RITES/SECY/NSE

Date: May 26, 2022

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: Annual Secretarial Compliance Report for the year ended March 31, 2022

Dear Sir/ Madam,

This is to inform you that pursuant to Clause 3(b) of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08 2019, we submit herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2022 issued by Practicing Company Secretaries, M/s. Akhil Rohatgi & Co.

This is in compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take this information on record and disseminate the same.

Thanking You,

Yours faithfully,

For RITES Limited



Joshit Ranjan Sikidar
Company Secretary & Compliance Officer
Membership No.: A32442



AKHIL ROHATGI & COMPANY

Company Secretaries

21, Sharnath Marg, Civil Lines, Delhi – 110054.

Phone : 011-23926504, 9810690633, 8527087435

Email : rohatgi_co_secy@yahoo.co.in

csdelhi84@gmail.com

**SECRETARIAL COMPLIANCE REPORT
OF RITES LIMITED (CIN L74899DL1974GOI007227)
FOR THE YEAR ENDED 31ST MARCH, 2022.**

We, Akhil Rohatgi & Company, Company Secretaries, have examined:

- a) All the documents and records made available to us and explanation provided by RITES Limited (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2022 (“Review Period”) in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not applicable as the Company did not issue any security during the financial year under review.
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable as the Company did not buy back any of its securities during the financial year under review





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- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not applicable as the Company did not issue any Employee Stock Option Scheme for its employee during the financial year under review.
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable as the Company has not issue any debt securities during the financial year under review.
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; Not applicable as the Company has not issue any Preference Shares during the financial year under review.
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories & Participants) Regulation, 1996 and 2018 and circulars/ guidelines issued thereunder
- j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993. Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the financial year under review.
- k) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not applicable as the Company had not delisted its Equity Shares from BSE Ltd and NSE platform during the financial year under review and based on the above examination, We hereby report that, during the period under review:
- i. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr . No	Compliance Requirement (Regulations/ Circulars / Guidelines including specific clause)	Deviations	Observations /Remarks of the practicing Company secretary
1	Regulation 17 (1) (b) of Securities and Exchange Board of India (Listing	Chairperson of the Board of Directors of RITES Ltd. is an	Being a Government Company,





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Obligations and Requirements) Regulations, 2015 provides: Where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors.	executive director, therefore, as per SEBI (LODR) Regulation, 2015 atleast half of its Board of Directors should comprise of Independent Directors. During the FY 2021-22 total numbers of Independent Directors were less than half of the strength of the Board of Directors.	Directors on the Board are appointed by the Ministry of Railways.
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- ii. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- iii. There are no action taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr No	Action taken by	Details of violation	Details of Action taken e.g. warning debarment	Observations/Remarks of the practicing Company secretary
Not Applicable				

- iv. The listed entity has taken the following actions to comply with the observations made in previous reports:



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Sr. No	Observations of the Practicing Company Secretary in the previous reports.	Observations made in the Secretarial Compliance Report for the year ended 31.03.2022	Actions taken by the listed entity, if any	Comments of the practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

- v. There was no event of resignation of statutory auditor of the company during the review period and as such, the compliance of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

For Akhil Rohatgi & Co.
Company Secretaries

**Deepak Kumar**

Partner

FCS No: 10189

CP No: 11372

UDIN: F010189D000317760

Date: 13/05/2022

Place: Delhi