



राइट्स लिमिटेड  
(भारत सरकार का प्रतिष्ठान)  
**RITES LIMITED**  
(Schedule 'A' Enterprise of Govt. of India)

**No. RITES/SECY/NSE**  
**Date: September 17, 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
<b>Scrip Code- RITES</b>	<b>Scrip Code- 541556</b>

**Sub: Consolidated Scrutinizer's Report on e-voting of 48<sup>th</sup> 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 48<sup>th</sup> AGM of the members of the company held on 16<sup>th</sup> September 2022 at 11:00 AM

Kindly take the same on record.

Thanking You,  
Yours faithfully,

For RITES Limited

**JOSHIT RANJAN**  
**SIKIDAR**  
Digitally signed by  
JOSHIT RANJAN SIKIDAR  
Date: 2022.09.17 21:43:37  
+05'30'

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

**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**



**AKHIL ROHATGI & COMPANY**

Company Secretaries  
21, Shannath Marg, Civil Lines, Delhi - 110054,  
Phone : 9810690633, 8527087435  
Email : rohatgi\_co\_secy@gmail.com  
esdelhi84@gmail.com

**CONSOLIDATED SCRUTINIZER'S REPORT**

**{Pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014}**

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



**Reg: 48<sup>th</sup> Annual General Meeting (AGM) of the Members of the Rites Limited held on Friday, 16<sup>th</sup> September, 2022, at 11.00 A.M through video conferencing ("VC")/ Other Audio Visual Means ("OAVM")**

**Sub: Consolidated Scrutinizer's Report on remote e-voting and electronic voting at the AGM held through VC conducted pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 .**

Dear Sir,

I, Deepak Kumar, Partner, Akhil Rohtagi & Co, Company Secretaries, New Delhi, had been appointed as the Scrutinizer by the Board of Directors of RITES Limited ("the Company") in its meeting held on 28.07.2022, pursuant to the provisions of Section 108 and any other applicable provision of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 read with Ministry of Corporate Affairs (MCA) General Circular No. 14/2020 dated 08.04.2020, Circular No. 17/2020 dated 13.04.2020, Circular No. 20/2020 dated 05.05.2020 and Circular ,No. 02/2021 dated 13.01.2021 (collectively referred to as "MCA Circulars") along with Regulation 44 of the SEBI (Listing Obligations& Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/CMD1



/CIR/P/2020/79 dated 12.05.2020 and SEBI Circular No. SEBI/HO/CFD /CMD2/CIR/P/2021/11 Dated 15.01.2021, for the purpose of scrutinizing the remote e-voting process and electronic voting at the AGM by the members, on the resolutions mentioned in the notice of the 48<sup>th</sup> AGM of the Company held on Friday, the 16<sup>th</sup> day of September, 2022.

The notice dated 28.07.2022 convening AGM of the Company was sent to all the members on 20.08.2022. The members of the Company holding shares as on the "Cut-Off" date i.e. Friday, 09.09.2022 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 5 in the notice convening the 48<sup>th</sup> AGM of the Company.

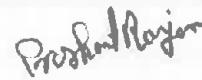
The Company had appointed "Link Intime India Private Limited" (LI IPL) for providing the facility of remote e-voting to the members of the Company. The voting period for remote e-voting commenced on Tuesday, 13.09.2022 at 9.00 AM and ended on Thursday, 15.09.2022 at 5.00 PM and the remote e -voting platform was blocked thereafter.

For members who did not cast their vote by remote e-voting, the facility for electronic voting was made available during & within 15 minutes from conclusion of the AGM and members attending the AGM who had not cast their votes earlier by remote e-voting, voted at the meeting through this facility.

After the closure of electronic voting during AGM held on 16.09.2022, the remote e-voting conducted prior to the AGM was unlocked on 16.09.2022 and was downloaded in the presence of two independent witnesses, Miss. Hema Bisht and Mr. Parshant Ranjan, who are not in employment of the Company.



(Miss. Hema Bisht)



(Mr. Parshant Ranjan)

Together with the votes cast during the AGM, the votes cast by the members were reconciled with the records maintained by the Registrar & Transfer Agent of the Company.

I have scrutinized the consolidated voting in a fair & transparent manner based on the data downloaded from Link Intime's remote e-voting and AGM platform(s).



Based on the result made available to us, members have cast their vote through remote e-voting and electronically during the AGM. I hereby enclose as Annexure-1 the consolidated voting results pursuant to Rule 20 of the Companies (Management & Administration) Rules, 2014 on all the resolutions contained in the notice of the aforesaid AGM.

All relevant records related to remote e-voting and electronic voting at the AGM shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes, after which the same will be handed over to the Chairman/Authorised Representative.

Thanking You,

Yours Faithfully,

**For Akhil Rohtagi & Co  
Company Secretaries  
Reg. no. P1995DE072900**

  
**CS Deepak Kumar**

**Partner**

**FCS: 10189**

**COP: 11372**

**UDIN: F010189D000990291**

**Date: 17/09/2022**

**Place: New Delhi**

## Annexure-1

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 2022 along with the Directors Report and Auditors Report thereon.

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	309	214897862	278	197913030	92.0963	31	16984832	7.9037

Resolution No. 2 Ordinary Resolution

To confirm the first, second and third interim dividend declared in the FY 2021-22 and to declare final dividend on equity shares for the financial year ended 31st March 2022.

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	311	214952812	287	214952710	100.0000	24	102	0.0000

Resolution No. 3 Ordinary Resolution

To appoint a Director in place of Shri Bibhu Prasad Nayak, Director Finance (DIN-08197975) who retires by rotation and being eligible, offer himself for re-appointment.

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	308	214951533	247	213749014	99.4406	61	1202519	0.5594



Resolution No. 4 Ordinary Resolution

To appoint a Director in place of shri Anil Vij, Director Technical (DIN: 07145875), who retires by rotation and being eligible, offer himself for re-appointment.

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	308	214951533	236	212792477	98.9956	72	2159056	1.0044

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 2022-23, in terms of the provisions of section 142 of the Companies Act, 2013.

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	310	214952788	276	214808708	99.9330	34	144080	0.0670

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

For Akhil Rohatgi & Co.  
Company Secretaries  
NEW DELHI  
CS. Deepak Kumar  
Partner

FCS: 10189

COP: 11372

## RITES Limited

Resolution Required : (Ordinary)		I - To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31st March 2022 along with the Directors Report and Auditors Report thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100
Promoter and Promoter Group	E-Voting	173504773	173504773	100.0000	173504773	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>173504773</b>	<b>100.0000</b>	<b>173504773</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	47866331	41345295	86.3766	24360565	16984730	58.9198	41.0802
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>41345295</b>	<b>86.3766</b>	<b>24360565</b>	<b>16984730</b>	<b>58.9198</b>	<b>41.0802</b>
Public Non Institutions	E-Voting	18930783	42009	0.2219	41917	92	99.7810	0.2190
	Poll		5785	0.0306	5775	10	99.8271	0.1729
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>47794</b>	<b>0.2525</b>	<b>47692</b>	<b>102</b>	<b>99.7866</b>	<b>0.2134</b>
<b>Total</b>		<b>240301887</b>	<b>214897862</b>	<b>89.4283</b>	<b>197913030</b>	<b>16984832</b>	<b>92.0963</b>	<b>7.9037</b>

## RITES Limited

Resolution Required : (Ordinary)		2 - To confirm the first, second and third interim dividend declared in the FY 2021-22 and to declare final dividend on equity shares for the financial year ended 31st March 2022.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={{[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={{[4]/[2]}*100	% of Votes against on votes polled [7]={{[5]/[2]}*100
Poll	0	0.0000	0	0	0.0000	0.0000		
Postal Ballot	0	0.0000	0	0	0.0000	0.0000		
<b>Total</b>	<b>173504773</b>	<b>100.0000</b>	<b>173504773</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public Institutions	E-Voting	47866331	41400221	86.4913	41400221	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>41400221</b>	<b>86.4913</b>	<b>41400221</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	18930783	42033	0.2220	41941	92	99.7811	0.2189
	Poll		5785	0.0306	5775	10	99.8271	0.1729
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>47818</b>	<b>0.2526</b>	<b>47716</b>	<b>102</b>	<b>99.7867</b>	<b>0.2133</b>
<b>Total</b>		<b>240301887</b>	<b>214952812</b>	<b>89.4512</b>	<b>214952710</b>	<b>102</b>	<b>100.0000</b>	<b>0.0000</b>



## RITES Limited

Resolution Required : (Ordinary)		3 - To appoint a Director in place of Shri Bibhu Prasad Nayak, Director Finance (DIN: 08197975), who retires by rotation and being eligible, offers himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
	Poll	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>	<b>173504773</b>	<b>100.0000</b>	<b>173504773</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public Institutions	E-Voting	47866331	41400221	86.4913	40197845	1202376	97.0957	2.9043
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>41400221</b>	<b>86.4913</b>	<b>40197845</b>	<b>1202376</b>	<b>97.0957</b>	<b>2.9043</b>
Public Non Institutions	E-Voting	18930783	40759	0.2153	40626	133	99.6737	0.3263
	Poll		5780	0.0305	5770	10	99.8270	0.1730
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>46539</b>	<b>0.2458</b>	<b>46396</b>	<b>143</b>	<b>99.6927</b>	<b>0.3073</b>
<b>Total</b>		<b>240301887</b>	<b>214951533</b>	<b>89.4506</b>	<b>213749014</b>	<b>1202519</b>	<b>99.4406</b>	<b>0.5594</b>

## RITES Limited

RITES Limited								
Resolution Required : (Ordinary)			4 - To appoint a Director in place of Shri Anil Vij, Director Technical (DIN: 07145875), who retires by rotation and being eligible, offers himself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	173504773	173504773	100.0000	173504773	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>173504773</b>	<b>100.0000</b>	<b>173504773</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	47866331	41400221	86.4913	39241815	2158406	94.7865	5.2135
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>41400221</b>	<b>86.4913</b>	<b>39241815</b>	<b>2158406</b>	<b>94.7865</b>	<b>5.2135</b>
Public Non Institutions	E-Voting	18930783	40759	0.2153	40626	133	99.6737	0.3263
	Poll		5780	0.0305	5263	517	91.0554	8.9446
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>46539</b>	<b>0.2458</b>	<b>45889</b>	<b>650</b>	<b>98.6033</b>	<b>1.3967</b>
<b>Total</b>		<b>240301887</b>	<b>214951533</b>	<b>89.4506</b>	<b>212792477</b>	<b>2159056</b>	<b>98.9956</b>	<b>1.0044</b>

## RITES Limited

Resolution Required : (Ordinary) 5 - 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 2022-23, in terms of the provisions of section 142 of the Companies Act, 2013.

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	173504773	173504773	100.0000	173504773	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>173504773</b>	<b>100.0000</b>	<b>173504773</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	47866331	41400221	86.4913	41257510	142711	99.6553	0.3447
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>41400221</b>	<b>86.4913</b>	<b>41257510</b>	<b>142711</b>	<b>99.6553</b>	<b>0.3447</b>
Public Non Institutions	E-Voting	18930783	42009	0.2219	40650	1359	96.7650	3.2350
	Poll		5785	0.0306	5775	10	99.8271	0.1729
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>47794</b>	<b>0.2525</b>	<b>46425</b>	<b>1369</b>	<b>97.1356</b>	<b>2.8644</b>
<b>Total</b>		<b>240301887</b>	<b>214952788</b>	<b>89.4511</b>	<b>214808708</b>	<b>144080</b>	<b>99.9330</b>	<b>0.0670</b>