



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

No. RITES/SECY/NSE  
Date: December 20, 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-</b> RITES	<b>Scrip Code-</b> 541556

**Sub: Outcome of Postal Ballot by remote e-voting process**

Dear Sir,

This is further to our letter dated November 18, 2022 regarding Postal Ballot Notice (No. RITES/SECY/NSE) issued to the members of the Company seeking approval for the following resolution to be passed through the mode of remote e-voting:

Sr. No.	Particulars	Type of Resolution
1.	Appointment of Shri Arun Kumar Singh (DIN: 09747776) as Director (Projects) of the Company	Ordinary Resolution

The remote e-voting process as provided in the Notice concluded at 05:00 P.M. Monday, December 19, 2022 post which the Scrutinizer Mr. Mukesh Chand Jain, Practicing Company Secretary submitted his report on the results of Postal Ballot.

We would like to inform that the Resolution as embodied in the Notice has been duly approved by the members with requisite majority. Pursuant to Regulation 44 (3) of the Listing Regulations, we are submitting herewith the details of the voting results and Scrutinizer's Report in this behalf.

The aforesaid resolution is deemed to have been passed on the last date of e-voting i.e. on Monday, December 19, 2022.

The voting results and the Scrutinizer's Report are being uploaded on the Company's website [www.rites.com](http://www.rites.com) and on the website of RTA at <https://linkintime.co.in>.

Kindly take the same on record

Thanking You,

Yours faithfully,  
For RITES Limited

**JOSHIT RANJAN**  
Digitally signed by JOSHIT  
RANJAN SIKIDAR  
Date: 2022.12.20 17:40:44  
+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**



**JMC & ASSOCIATES**  
COMPANY SECRETARIES  
(ICSI Code S2019DE695000/Peer Review No. 1965/2022)

## Scrutinizer's Report

*[Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]*

To,

The Chairman  
RITES Limited  
Scope Minar, Laxmi Nagar  
Delhi-110092

राहुल मिथल/RAHUL MITHAL  
अध्यक्ष एवं प्रबन्ध निदेशक/Chairman & Managing Director  
राइट्स लिमिटेड/RITES Limited  
(भारत सरकार का प्रतिष्ठान)/(A Govt. of India Enterprise)  
शिखर, प्लॉट नं. 1, सेक्टर-29,/Shikhar, Plot No.1, Sector-29,  
गुरुग्राम-122001 (भारत)/Gurugram-122001 (INDIA)  
DIN : 07610499  
CIN : L74899DL1974GOI007227

**Scrutinizer's Report on postal ballot voting by way of remote voting by electronic means in respect of passing of the resolution set-out in the Notice dated November 15, 2022 through Postal Ballot.**

I, M. C Jain, Proprietor of M/s. JMC & Associates, Practicing Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of RITES Limited ("the Company") (CIN: L74899DL1974GOI007227) for the purpose of scrutinizing the Postal Ballot voting conducted by way of e-voting process ("e-voting") in a fair and transparent manner on the resolution contained in the postal ballot Notice dated 15 November, 2022 ("Notice").

Pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"/ "Listing Regulations"), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), as amended and in accordance with the circulars issued by the Ministry of Corporate Affairs ("MCA") for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022 ("MCA Circulars"), approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders has been obtained through the process of said Postal Ballot.

F-703, MUNIRKA APARTMENTS, SECTOR-9, PLOT-11, DWARKA, NEW DELHI- 110075  
PHONE (S) : 9810147919 EMAIL : mcjain.jmca@gmail.com

The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.

**1. Management's Responsibility**

The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("SEBI LODR") relating to e-voting on the resolution contained in the Notice. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

**2. Scrutinizer's Responsibility**

My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" by the Members in respect of the resolution contained in the Notice. My report is based on verification of data and reports generated from the voting system provided by Link Intime India Private Limited ("LI IPL"), the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and papers/ documents furnished to me electronically till the time fixed for closing of the e-voting process i.e. till Monday, December 19, 2022 at 5:00 p.m.

**3. Cut-off date**

The Members of the Company as on the "cut-off" date as set out in the Notice i.e. Wednesday, 16 November, 2022 were entitled to vote on the resolution set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

**4. E-voting process**

- i. The e-voting period remained open from Sunday, November 20, 2022 at 9:00 a.m. (IST) to Monday, December 19, 2022 at 5:00 p.m. (IST).
- ii. The votes cast during the e-voting were unblocked on Monday, 19 December, 2022 at around 5:10 p.m. IST after the conclusion of e-voting period for Postal Ballot in the presence of two witnesses, who are not in the employment of the Company and / or Link Intime India Private Limited ("LI IPL"), as per details given in Annexure-1 to this Report and who have also appended their signatures, as witnesses thereto.
- iii. Thereafter, the details containing, inter alia, the list of Members who voted "in favour" or "against" on the resolution were generated from the e-voting website of Link Intime India Private Limited ("LI IPL"), i.e.,

<https://linkintime.co.in>. Based on the report generated and relied upon by me, data regarding the e-voting was scrutinized.

5. I submit herewith the Scrutinizer's Report on the results of the e- voting for postal ballot, based on the report generated by Link Intime India Private Limited ("LIPL"), scrutinized on test-check basis and relied upon by me as under:

**1. ORDINARY RESOLUTION — APPOINTMENT OF SHRI ARUN KUMAR SINGH (DIN: 09747776) AS DIRECTOR (PROJECTS) OF THE COMPANY.**

Total Valid Votes		Votes in Favour			Votes Against		
Voters	No. of Votes Polled	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
290*	213017356	207	209491158	98.34	82	3526143	1.66

\*One (01) Member holding 55 shares has abstained from voting.

**Note:** The figures in percentage have been rounded off to 2 decimal points.

6. Based on the aforesaid results, I report that Resolution(s) set out in the Notice of postal ballot stand passed with requisite majority. The Company may accordingly declare the results of voting, as required.
7. The electronic data and all other relevant records relating to remote e-voting are under my safe custody and will be handed over to Shri Joshit Ranjan Sikidar, Company Secretary & Compliance Officer, for preserving safely after the Chairman considers, approves and sign the minutes of the Postal Ballot.

**MUKESH** Digitally signed  
by MUKESH  
**CHAND** CHAND JAIN  
**JAIN** Date:  
2022.12.20  
12:10:48 +05'30'

**(Mukesh Chand Jain)**  
**Proprietor**  
**JMC & Associates**  
**Practicing Company Secretary**  
**FCS No.: 10483 | CP NO.: 22307**  
**UDIN: F010483D002757139**  
**Place: New Delhi**  
**Date: 20<sup>th</sup> December, 2022**

Witness

All the data of e-voting i.e. the results of e-voting along with the list of shareholders who voted "For" and "Against" the Resolutions were downloaded from the e-voting portal of Link Intime India Private Limited ("LIPL"), i.e., <https://linkintime.co.in>, by unblocking the e-voting event on Monday, the 19<sup>th</sup> December, 2022 at around 5:10 p.m. IST in our presence:

Witness	Signature
Mr. Gourav Batra	Gourav Batra <small>Digitally signed by Gourav Batra, DN: cn=Gourav Batra, o=Link Intime India Private Limited, ou=Link Intime India Private Limited, email=gourav.batra@linkintime.co.in, c=IN, Date: 2022.12.19 21:37:35 +05'30'</small>
Mr. Ajay Gupta	Ajay Gupta <small>Digitally signed by Ajay Gupta, Date: 2022.12.19 21:37:35 +05'30'</small>

## RITES Limited

Resolution Required : (Ordinary)		1 - APPOINTMENT OF SHRI ARUN KUMAR SINGH (DIN: 09747776) AS DIRECTOR (PROJECTS) OF THE COMPANY						
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	[7]={[5]/[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	44849720	39495716	88.0623	35970241	3525475	91.0738	8.9262
	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>39495716</b>	<b>88.0623</b>	<b>35970241</b>	<b>3525475</b>	<b>91.0738</b>	<b>8.9262</b>
Public Non Institutions	E-Voting	21947394	16812	0.0766	16144	668	96.0266	3.9734
	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>16812</b>	<b>0.0766</b>	<b>16144</b>	<b>668</b>	<b>96.0266</b>	<b>3.9734</b>
<b>Total</b>		<b>240301887</b>	<b>213017301</b>	<b>88.6457</b>	<b>209491158</b>	<b>3526143</b>	<b>98.3447</b>	<b>1.6553</b>