



No. RITES/SECY/NSE
Date: April 12, 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: Outcome of Postal Ballot by remote e-voting process

Dear Sir,

This is further to our letter dated March 10, 2022 regarding Postal Ballot Notice (No. RITES/SECY/NSE) issued to the members of the Company seeking approval for the following resolutions to be passed through the mode of remote e-voting:

Sr. No.	Particulars	Type of Resolution
1.	To approve the appointment of Shri Rahul Mithal (DIN: 07610499) as Chairman & Managing Director	Ordinary Resolution
2.	To approve the appointment of Shri Laxman Tammanna Tapashi (DIN: 01838521) as an Independent Director	Special Resolution
3.	To approve the appointment of Dr. Godawari Mishra (DIN: 09394545) as an Independent Director	Special Resolution
4.	To approve the appointment of Dr. Dineshananda Goswami (DIN: 09394294) as an Independent Director	Special Resolution
5.	To approve the appointment of Shri Sandeep Jain (DIN: 09435375) as Government Nominee Director	Ordinary Resolution
6.	To approve the appointment of Shri Likha Togu (DIN: 09470640) as an Independent Director	Special Resolution

The remote e-voting process as provided in the Notice concluded at 05:00 P.M. Saturday, April 09, 2022 post which the Scrutinizer Mr. Sachin Agarwal, Practicing Company Secretary submitted his report on the results of Postal Ballot.

We would like to inform that all Resolutions 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 resolutions are deemed to have been passed on the last date of e-voting i.e. on Saturday, April 09, 2022.

The voting results and the Scrutinizer's Report are being uploaded on the Company's website 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 Sikidar
Company Secretary & Compliance Officer
Membership No.: A32442



Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

11th April, 2022

To,
The Chairman
RITES Limited
SCOPE Minar, Laxmi Nagar
Delhi - 110092

14/4
RAHUL MITHAL
अध्यक्ष एवं प्रबंध निदेशक/Chairman & Managing Director
राइट्स लिमिटेड/RITES Limited
(भारत सरकार का प्रमाणित) / (A Govt. of India Enterprise)
राइट्स भवन, 1. सेक्टर-29/Gurgaon-122 001 (INDIA)
DIN: 07610499
CIN: 74899DL1974GOI007227

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 06th March, 2022 through Postal Ballot.

Dear Sir,

I, Sachin Agarwal, Company Secretary in practice and Partner, M/s Agarwal S. & Associates, Practicing Company Secretaries, Delhi (C.P. No.5910) have been appointed as Scrutinizer by the Board of Directors of RITES Limited ("the Company") for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process ("e-voting") in a fair and transparent manner on the resolution contained in the postal ballot notice dated 06th March, 2022 ("Notice"). 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.

1. 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.
2. **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, ("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.

3. 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 ("LIPL"), the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers/ documents furnished to me electronically till the time fixed for closing of thee-voting process i.e. till 5 p.m. on 9thApril, 2022.

4. Cut -off date

The Members of the Company as on the "cut-off" date as set out in the Notice i.e. **Tuesday, 8th March, 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.

5. Remote e-voting process

- i. The remote e-voting period remained open from Friday, 11th March, 2022 (9:00 a.m. IST) to Saturday, 9th April, 2022 (5:00 p.m. IST).
- ii. The votes cast during the remote e-voting were unblocked on Saturday, 9thApril, 2022 after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Mr. Ajay Kumar Choudhary and Ms. Garima Grover, who are not in the employment of the Company and / or Link Intime India Private Limited ("LIPL"). They have signed below in confirmation of the same

AJAY KUMAR
CHOUDHARY

Digitally signed by AJAY KUMAR CHOUDHARY
DN: cn=AJAY KUMAR CHOUDHARY, o=Link Intime India Private Limited, ou=Director, email=ajayk@linkintime.co.in, c=IN

GARIMA
GROVER

Digitally signed by GARIMA GROVER
DN: cn=GARIMA GROVER, o=Link Intime India Private Limited, ou=Director, email=grover@linkintime.co.in, c=IN

(Ajay Kumar Choudhary)

(Garima Grover)

- iii. Thereafter, the details containing, interalia the list of Members who voted "in favour" or "against" on the resolution were generated from the remote e-voting website of Link Intime India Private Limited ("LIPL"), i.e., <https://linkintime.co.in>.Based on the report generated by Link Intime India Private Limited ("LIPL") and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

6. I submit herewith the Scrutinizer's Report on the results of the remote 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:

- i. **Ordinary Resolution -Appointment of Shri Rahul Mithal (DIN:07610499) as Chairman & Managing Director**

Total Valid Votes		Votes in Favour			Votes Against		
Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
269	212122457	198	202265395	95.35	68	9856791	4.65

3 (Three) Members having 271 votes were abstained.

- ii. **Special Resolution** - Appointment of Shri Laxman Tammanna Tapashi (DIN: 01838521) as an Independent Director

Total Valid Votes		Votes in Favour			Votes Against		
Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
269	212122457	205	202536575	95.48	62	9585611	4.52

3 (Three) Members having 271 votes were abstained.

- iii. **Special Resolution** - Appointment of Dr. Godawari Mishra (DIN: 09394545) as an Independent Director

Total Valid Votes		Votes in Favour			Votes Against		
Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
269	212122457	203	202471326	95.45	64	9650860	4.55

3 (Three) Members having 271 votes were abstained.

- iv. **Special Resolution** - Appointment of Dr. Dineshananda Goswami (DIN: 09394294) as an Independent Director

Total Valid Votes		Votes in Favour			Votes Against		
Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
269	212122457	205	202570056	95.50	62	9552130	4.50

3 (Three) Members having 271 votes were abstained.

- v. **Ordinary Resolution** - Appointment of Shri Sandeep Jain (DIN: 09435375) as part time Government Nominee Director

Total Valid Votes		Votes in Favour			Votes Against		
Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
269	212122457	188	201947134	95.20	78	10175052	4.80

3 (Three) Members having 271 votes were abstained.

- vi. **Special Resolution** - Appointment of Shri Likha Togu (DIN: 09470640) as an Independent Director

Total Valid Votes		Votes in Favour			Votes Against		
Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
269	212122457	204	202570041	95.50	62	9552145	4.50

3 (Three) Members having 271 votes were abstained.

Notes:

- i. Aforesaid resolution contained in the Notice is passed with requisite majority by the Members of the Company as specified under the Companies Act, 2013.
 - ii. The figures in percentage have been rounded off to 2 decimal points.
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 signs the minutes of the Postal Ballot.

For Agarwal S. & Associates
Company Secretaries
(Firm's Registration No. P2003DE049100)

SACHIN
AGARWAL

Digitally signed by
SACHIN AGARWAL
Date: 2022.04.11
16:27:43 +05'30'

Sachin Agarwal
Partner
FCS-5774
COP-5910
Place: New Delhi
Date: 11th April, 2022
UDIN: F005774D000070894

RITES Limited

Resolution Required : (Ordinary)		1 - To approve the appointment of Shri Rahul Mithal (DIN : 07610499) as Chairman & Managing Director						
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
	Total		173504773	100.0000	173504773	0	100.0000	0.0000
Public Institutions	E-Voting	43826054	38576893	88.0227	28732954	9843939	74.4823	25.5177
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38576893	88.0227	28732954	9843939	74.4823	25.5177
Public Non Institutions	E-Voting	22971060	40520	0.1764	27668	12852	68.2823	31.7177
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40520	0.1764	27668	12852	68.2823	31.7177
Total		240301887	212122186	88.2732	202265395	9856791	95.3532	4.6468

RITES Limited

Resolution Required : (Special)		2 - To approve the appointment of Shri Laxman Tammanna Tapashi (DIN: 01838521) as an Independent Director						
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
	Total		173504773	100.0000	173504773	0	100.0000	0.0000
Public Institutions	E-Voting	43826054	38576893	88.0227	29004114	9572779	75.1852	24.8148
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38576893	88.0227	29004114	9572779	75.1852	24.8148
Public Non Institutions	E-Voting	22971060	40520	0.1764	27688	12832	68.3317	31.6683
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40520	0.1764	27688	12832	68.3317	31.6683
Total		240301887	212122186	88.2732	202536575	9585611	95.4811	4.5189

RITES Limited

Resolution Required : (Special)		3 - To approve the appointment of Dr. Godawari Mishra (DIN: 09394545) as an Independent Director						
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
	Total		173504773	100.0000	173504773	0	100.0000	0.0000
Public Institutions	E-Voting	43826054	38576893	88.0227	28939395	9637498	75.0174	24.9826
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38576893	88.0227	28939395	9637498	75.0174	24.9826
Public Non Institutions	E-Voting	22971060	40520	0.1764	27158	13362	67.0237	32.9763
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40520	0.1764	27158	13362	67.0237	32.9763
Total		240301887	212122186	88.2732	202471326	9650860	95.4503	4.5497

RITES Limited

Resolution Required : (Special)			4 - To approve the appointment of Dr. Dineshananda Goswami (DIN: 09394294) as an Independent Director					
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
	Total		173504773	100.0000	173504773	0	100.0000	0.0000
Public Institutions	E-Voting	43826054	38576893	88.0227	29038095	9538798	75.2733	24.7267
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38576893	88.0227	29038095	9538798	75.2733	24.7267
Public Non Institutions	E-Voting	22971060	40520	0.1764	27188	13332	67.0977	32.9023
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40520	0.1764	27188	13332	67.0977	32.9023
Total		240301887	212122186	88.2732	202570056	9552130	95.4969	4.5031

RITES Limited

Resolution Required : (Ordinary)		5 - To approve the appointment of Shri Sandeep Jain (DIN: 09435375) as part time Government Nominee Director						
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
	Total		173504773	100.0000	173504773	0	100.0000	0.0000
Public Institutions	E-Voting	43826054	38576893	88.0227	28410208	10166685	73.6457	26.3543
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38576893	88.0227	28410208	10166685	73.6457	26.3543
Public Non Institutions	E-Voting	22971060	40520	0.1764	32153	8367	79.3509	20.6491
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40520	0.1764	32153	8367	79.3509	20.6491
Total		240301887	212122186	88.2732	201947134	10175052	95.2032	4.7968

RITES Limited

Resolution Required : (Special)		6 - To approve the appointment of Shri Likha Togu (DIN: 09470640) as an Independent Director						
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
	Total		173504773	100.0000	173504773	0	100.0000	0.0000
Public Institutions	E-Voting	43826054	38576893	88.0227	29038095	9538798	75.2733	24.7267
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38576893	88.0227	29038095	9538798	75.2733	24.7267
Public Non Institutions	E-Voting	22971060	40520	0.1764	27173	13347	67.0607	32.9393
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40520	0.1764	27173	13347	67.0607	32.9393
Total		240301887	212122186	88.2732	202570041	9552145	95.4969	4.5031