



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

No. RITES/SECY/NSE

**Date: September 30, 2021**

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 AGM**

Dear Sir/ Madam,

Please find enclosed herewith the consolidated report of the Scrutinizer on remote e-voting prior and during the 47<sup>th</sup> AGM held on 29<sup>th</sup> September, 2021 at 11:00 AM.

Kindly take this information on record.

Thanking you,

Yours faithfully,  
For RITES Limited

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



**AGARWAL S. & ASSOCIATES**

**COMPANY SECRETARIES**

D-427, 2nd Floor, Ramphal Chowk,  
(Backside of Goyalsons) Palam Extn  
Sector 7, Dwarka, New Delhi-110075

Email Id: [sachinag1981@gmail.com](mailto:sachinag1981@gmail.com)

Phone:011-45052182; Mobile:9811549887

**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.: 47<sup>th</sup> Annual General Meeting of the members of RITES Limited held on Wednesday, 29<sup>th</sup> September, 2021, 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, Sachin Agarwal, Partner, Agarwal S. & Associates, 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 16.06.2021, 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 47<sup>th</sup> AGM of the Company held on Wednesday, the 29<sup>th</sup> day of September, 2021.

The notice dated 12.08.2021 convening AGM of the Company was sent to all the members on 04.09.2021. The members of the Company holding shares as on the "Cut-Off" date i.e. Tuesday, 21.09.2021 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 5 in the notice convening the 47<sup>th</sup> AGM of the Company.

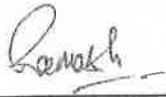
The Company had appointed "Link Intime India Private Limited" (LIPL) for providing the facility of remote e-voting to the members of the Company. The voting period for remote e-voting commenced



on Sunday, 26.09.2021 at 9:00 AM and ended on Tuesday, 28.09.2021 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 vote by remote e-voting voted at the Meeting through this facility.

After the closure of electronic voting during AGM held on 29.09.2021, the remote e-voting conducted prior to the AGM was unlocked on 29.09.2021 and was downloaded in the presence of two independent witnesses, Mr. Ramesh Kumar and Mr. Sarvan Singh, who are not in employment of the Company.



(Mr. Ramesh Kumar)



(Mr. Sarvan Singh)

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 LinkIntime's remote e-voting and AGM platform(s).

Based on the result made available to us, 377 members have cast their vote through remote e-voting and electronically during the AGM. I hereby annex 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 shall be handed over to the Chairman/Authorised Representative.

Thanking You,

Yours Faithfully,

For **Agarwal S. & Associates,**  
Company Secretaries,



CS Sachin Agarwal  
Partner  
FCS: 5774  
COP: 5910

Date: 29.09.2021  
Place: New Delhi  
UDIN: F005774C001038443

**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 2021 along with the Reports of Board of Directors and Auditors 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	376	211852077	353	211851896	100	23	181	0.00

**Resolution No.2: Ordinary Resolution**

To confirm the first and second interim dividend declared for the Financial Year 2020-21 and to declare final dividend on equity shares for the financial year ended 31st March 2021.

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	376	211852077	354	211851996	100	22	81	0.00

**Resolution No.3: Ordinary Resolution**

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.

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	377	211852077	337	211385030	99.78	40	467047	0.22

**Resolution No.4: Ordinary Resolution**

To take note of appointment of Statutory Auditors and Branch Auditors as appointed by Comptroller and Auditor General of India and to fix their remuneration for audit and other services.

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	377	211852077	349	211851462	100	28	615	0.00



Special Business

Resolution No.5: Ordinary Resolution

To take note of appointment of Shri Gopi Sureshkumar Varadarajan, Director Projects, (DIN: 08241385) of the Company as the Chairman & Managing Director (Additional Charge) as appointed by the Ministry of Railways w.e.f. 01.07.2021 for a period of three months or till further orders whichever is earlier.

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	376	211852077	344	211590291	99.88	32	261786	0.12

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

For Agarwal S. & Associates,  
Company Secretaries,



CS Sachin Agarwal  
Partner  
FCS: 5774  
COP: 5910



Date: 29.09.2021  
Place: New Delhi  
UDIN: F005774C001038443

## RITES Limited

1 - To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31st March 2021 along with the Reports of Board of Directors and Auditors thereon.										
Resolution Required : (Ordinary)										
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		
Promoter and Promoter Group	E-Voting		173504773	100.0000	173504773	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	173504773	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>	<b>0.0000</b>	
Public Institutions	E-Voting		38249793	90.5277	38249793	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	42252027	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>38249793</b>	<b>90.5277</b>	<b>38249793</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	
Public Non Institutions	E-Voting		67313	0.2742	67132	181	99.7311	0.2689		
	Poll		30198	0.1230	30198	0	100.0000	0.0000		
	Postal Ballot	24545087	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>97511</b>	<b>0.3972</b>	<b>97330</b>	<b>181</b>	<b>99.8144</b>	<b>0.1856</b>	<b>0.0000</b>	
<b>Total</b>		<b>240301887</b>	<b>211852077</b>	<b>88.1608</b>	<b>211851896</b>	<b>181</b>	<b>99.9999</b>	<b>0.0001</b>		

## RITES Limited

2 - To confirm the first and second interim dividend declared for the Financial Year 2020-21 and to declare final dividend on equity shares for the financial year ended 31st March 2021

Resolution Required : (Ordinary)

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
Promoter and Promoter Group	E-Voting		173504773	100.0000	173504773	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	173504773	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		38249793	90.5277	38249793	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	42252027	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>38249793</b>	<b>90.5277</b>	<b>38249793</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		67313	0.2742	67232	81	99.8797	0.1203
	Poll		30198	0.1230	30198	0	100.0000	0.0000
	Postal Ballot	24545087	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>97511</b>	<b>0.3972</b>	<b>97430</b>	<b>81</b>	<b>99.9169</b>	<b>0.0831</b>
<b>Total</b>		<b>240301887</b>	<b>211852077</b>	<b>88.1608</b>	<b>211851996</b>	<b>81</b>	<b>100.0000</b>	<b>0.0000</b>

## RITES Limited

3 - 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										
Resolution Required : (Ordinary)										
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		
Promoter and Promoter Group	E-Voting		173504773	100.0000	173504773	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	173504773	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>	<b>0.0000</b>	
Public Institutions	E-Voting		38249793	90.5277	37783672	466121	98.7814	1.2186		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	42252027	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>38249793</b>	<b>90.5277</b>	<b>37783672</b>	<b>466121</b>	<b>98.7814</b>	<b>1.2186</b>		
Public Non Institutions	E-Voting		67313	0.2742	66449	864	98.7164	1.2836		
	Poll		30198	0.1230	30136	62	99.7947	0.2053		
	Postal Ballot	24545087	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>97511</b>	<b>0.3972</b>	<b>96585</b>	<b>926</b>	<b>99.0504</b>	<b>0.9496</b>		
<b>Total</b>		<b>240301887</b>	<b>211852077</b>	<b>88.1608</b>	<b>211385030</b>	<b>467047</b>	<b>99.7795</b>	<b>0.2205</b>		



## RITES Limited

4 - To take note of appointment of Statutory Auditors and Branch Auditors as appointed by Comptroller and Auditor General of India and to fix their remuneration for audit and other services

Resolution Required : (Ordinary)		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
Promoter and Promoter Group	E-Voting		173504773	100.0000	173504773	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	173504773	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		38249793	90.5277	38249793	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	42252027	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>38249793</b>	<b>90.5277</b>	<b>38249793</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		67313	0.2742	66760	553	99.1785	0.8215
	Poll		30198	0.1230	30136	62	99.7947	0.2053
	Postal Ballot	24545087	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>97511</b>	<b>0.3972</b>	<b>96896</b>	<b>615</b>	<b>99.3693</b>	<b>0.6307</b>
<b>Total</b>		<b>240301887</b>	<b>211852077</b>	<b>88.1608</b>	<b>211851462</b>	<b>615</b>	<b>99.9997</b>	<b>0.0003</b>

## RITES Limited

Resolution Required : (Ordinary)		5 - To take note of appointment of Shri Gopi Sureshkumar Varadarajan, Director Projects, (DIN: 08241385) of the Company as the Chairman & Managing Director (Additional Charge) as appointed by the Ministry of Railways w.e.f. 01.07.2021 for a period of three months or till further orders whichever is earlier.						
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
Promoter and Promoter Group	E-Voting		173504773	100.0000	173504773	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	173504773	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		38249793	90.5277	37988903	260890	99.3179	0.6821
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	42252027	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>38249793</b>	<b>90.5277</b>	<b>37988903</b>	<b>260890</b>	<b>99.3179</b>	<b>0.6821</b>
Public Non Institutions	E-Voting		67313	0.2742	66479	834	98.7610	1.2390
	Poll		30198	0.1230	30136	62	99.7947	0.2053
	Postal Ballot	24545087	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>97511</b>	<b>0.3972</b>	<b>96615</b>	<b>896</b>	<b>99.0811</b>	<b>0.9189</b>
<b>Total</b>		<b>240301887</b>	<b>211852077</b>	<b>88.1608</b>	<b>211590291</b>	<b>261786</b>	<b>99.8764</b>	<b>0.1236</b>