

No. RITES/SECY/NSE

Date: 03.06.2020

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, 2020

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, 2020 issued by Practicing Company Secretaries, M/s. Akhil Rohatgi & Co.

Kindly take this information on record and disseminate the same.

Thanking You,

Yours faithfully,

For RITES Limited



Ashish Srivastava

Company Secretary & Compliance Officer

FCS: 5325



AKHIL ROHATGI & COMPANY

Company Secretaries

21, Shamnath 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, 2020.

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, 2020 (“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;
- (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 during the Review Period
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not applicable during the Review Period
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable during the Review Period.





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- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; Not applicable during the Review Period
- (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
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable during the period under review
- (k) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

And circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder
- (b) 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.
- (c) No actions were taken against the Company/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:
- (d) Since there was no observation in the previous report for the year ended March 31st, 2019, no action needs to be taken.

For Akhil Rohatgi & Co.

Company Secretaries




Akhil Rohatgi - 54

Partner

FCS No: 1600

CP No: 2317

Date: 27.05.2020

Place: Delhi

UDIN: F001600B000290405