

No. RITES/SECY/NSE

Date: May 13th, 2019

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, 2019

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 8, 2019, we submit herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019, issued by Practicing Company Secretary.

Kindly take this information on record and disseminate the same.

Thanking You,

Yours faithfully,
For RITES Limited



Ashish Srivastava
(Company Secretary & Compliance Officer)
(Membership No.: FCS 5325)





AKHIL ROHATGI & COMPANY

Company Secretaries
21, Shamnath Marg, Civil Lines, Delhi – 110054.
Phone : 9810690633, 8527087435
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csdelhi84@gmail.com

**SECRETARIAL COMPLIANCE REPORT OF RITES LIMITED (CIN L74899DL1974GOI007227)
FOR THE YEAR ENDED 31ST MARCH, 2019.**

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, 2019 ("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) This being the first reporting period after the listing of Securities with Stock Exchanges, reporting on action taken to comply with the observations made in previous reports is not applicable.

Date: 13/05/2019

Place: New Delhi

For Akhil Rohatgi & Co.
Company Secretaries
FRN: R1995DE072900



CS Deepak Kumar
Partner

ACS No.: 23673

CP No.: 11372