



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

No. RITES/SECY/NSE  
Date: August 28, 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
<b>Scrip Code- RITES</b>	<b>Scrip Code- 541556</b>

**Sub: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") – Proceedings of the 46th Annual General Meeting**

Dear Sir/ Madam,

Pursuant to Regulation 30 of the Listing Regulations, we are submitting herewith the summary of proceedings of 46th Annual General Meeting ("AGM") of the Company held on Friday, August 28, 2020 at 11:30 AM and concluded at 12:37 PM through Video Conferencing (VC)/ Other Audio Video Means (OAVM).

Kindly take this information on record.

Thanking You,

Yours faithfully,  
For RITES Limited

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



**PROCEEDINGS OF 46<sup>TH</sup> ANNUAL GENERAL MEETING OF RITES LIMITED**

The 46<sup>th</sup> Annual General Meeting (AGM) of the members of the Company was held on Friday, 28<sup>th</sup> August, 2020, at 11:30 AM through Video Conference (VC) / Other Audio Visual Means (OAVM).

Shri Rajeev Mehrotra, Chairman and Managing Director, chaired the proceedings of the Meeting.

The number of shareholders as on the record date 20<sup>th</sup> August, 2020 were 108276.

The details of number of shareholders present in the meeting are as follows:

Category	Promoter and Promoter Group	Public	Total
In Person (through V.C.)	1	157	158
Through Proxy / Authorised Representative	N.A.	N.A.	N.A.
Total	1	157	158

The Chairman called the meeting to order as requisite quorum was present. The Chairman introduced the Directors, key Managerial Personnel, Committee Members and the Invitees present at the meeting.

The Chairman informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the AGM was conducted through VC / OAVM. This meeting has been convened and being conducted in accordance with the circulars and notifications issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI). The Chairman informed that the Company had tied up with M/s Link Intime India Private Limited to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM facility.

Thereafter, Shri Ashish Srivastava, Company Secretary, explained the procedure of the meeting and voting process.



The Chairman then informed the Members that the Report of Board of Directors, the Accounts for the financial year ended on 31st March, 2020 and the Notice convening the 46th AGM were taken as read as the same had already been circulated to the Members. As there were no qualifications in the Audit Report, it was not required to be read.

The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting. The remote e-voting commenced at 9.00 a.m. on Tuesday, 25th August, 2020 and ended at 5.00 p.m. on Thursday, 27th August, 2020. The Chairman informed the Members that the facility for voting through e-voting system was made available during the Meeting for Members who had not cast their vote prior to the Meeting.

The Company had appointed Mr. Sachin Agarwal, Partner of M/s Agarwal S. & Associates, Company Secretary, as the Scrutiniser for the purpose of scrutinising the process of remote e-voting held prior and e-voting during the AGM.

Thereafter, the following resolutions as set out in the Notice convening the 46th Annual General Meeting were proposed and seconded by the Members:

Sr.	Particulars No.	Type of Resolution
<b>ORDINARY BUSINESS</b>		
1.	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended on 31 <sup>st</sup> March, 2020 along with the Reports of Board of Directors and Auditors thereon.	Ordinary Resolution
2.	To confirm the first and second interim dividends declared for the Financial Year 2019-20 and to declare final dividend on equity shares for the Financial Year ended 31 <sup>st</sup> March, 2020.	Ordinary Resolution
3.	To appoint a Director in place of Shri Gopi Sureshkumar Varadarajan, Director (Projects) (DIN:	Ordinary

	08241385), who retires by rotation and being eligible, offers himself for re-appointment.	Resolution
4.	To appoint a Director in place of Shri Alok Kumar Tewari, Director (DIN: 06694407) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
5.	To take note of appointment of Statutory Auditors and Branch Auditors as appointed by the Comptroller and Auditor General of India and to fix their remuneration for audit and other services.	Ordinary Resolution
<b>SPECIAL BUSINESS</b>		
6.	To appoint Shri Anil Vij (DIN: 07145875), as Director liable to retire by rotation on the terms & conditions as may be fixed by the Govt. of India.	Ordinary Resolution
7.	To appoint Shri Bibhu Prasad Nayak (DIN: 08197975), as Director liable to retire by rotation on the terms & conditions as may be fixed by the Govt. of India	Ordinary Resolution
8.	To appoint Shri Vinay Srivastava (DIN:08638850) as a part time Government Nominee Director liable to retire by rotation on terms & conditions as may be fixed by the Govt. of India.	Ordinary Resolution

On the invitation of the Chairman, Members who had registered themselves as speakers, addressed the meeting through VC / OAVM and sought clarifications on the company's accounts and businesses. The Chairman responded to the queries of the Members and provided clarifications.

Thereafter, the Company Secretary announced for voting to be taken electronically (e-voting) and requested Mr. Sachin Agarwal, the Scrutiniser for the orderly conduct of the voting.

He further informed that the e-voting results along with the consolidated Scrutinizer's Report shall be informed to stock Exchanges and also be placed on the website of





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the Company, M/s Link Intime India Private Limited and Stock Exchanges. The meeting concluded at 12:37 p.m. after being open for 15 minutes for e-voting to be completed.

Post completion of the Annual General Meeting, after scrutiny of votes the Scrutiniser submitted his Report. As per the report submitted by the Scrutiniser considering the consolidated results of the remote e-voting held prior and e-voting during the AGM, all resolutions (Ordinary) embodied in the Notice of Annual General Meeting dated 6<sup>th</sup> August, 2020 were passed with the requisite majority.

For RITES Limited

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