



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

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** ("LI IPL"), 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 the voting process i.e. till 5 p.m. on 9th April, 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, 9th April, 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 ("LI IPL"). They have signed below in confirmation of the same

(Ajay Kumar Choudhary)

(Garima Grover)

- iii. Thereafter, the details containing, inter alia 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 ("LI IPL"), i.e., <https://linkintime.co.in>. Based on the report generated by Link Intime India Private Limited ("LI IPL") 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 ("LI IPL"), 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
Partner
FCS-5774
COP-5910
Place: New Delhi
Date: 11th April, 2022
UDIN: F005774D000070894