

No. RITES/SECY/NSE

Date: June 13, 2022

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: Outcome of Postal Ballot by remote e-voting process**

Dear Sir,

This is further to our letter dated May 11, 2022 regarding Postal Ballot Notice (No. RITES/SECY/NSE) issued to the members of the Company seeking approval for the following resolution to be passed through the mode of remote e-voting:

Sr. No.	Particulars	Type of Resolution
1.	Appointment of Shri Raj Kumar Mangla (DIN: 09533985) as part-time Government Nominee Director	Ordinary Resolution

The remote e-voting process as provided in the Notice concluded at 05:00 P.M. Friday, June 10, 2022 post which the Scrutinizer Mr. Sachin Agarwal, Practicing Company Secretary submitted his report on the results of Postal Ballot.

We would like to inform that Resolution as embodied in the Notice has been duly approved by the members with requisite majority. Pursuant to Regulation 44 (3) of the Listing Regulations, we are submitting herewith the details of the voting results and Scrutinizer's Report in this behalf.

The aforesaid resolution is deemed to have been passed on the last date of e-voting i.e. on Friday, June 10, 2022.

The voting results and the Scrutinizer's Report are being uploaded on the Company's website [www.rites.com](http://www.rites.com) and on the website of RTA at <https://linkintime.co.in>.

Kindly take the same 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: [asacs2022@gmail.com](mailto:asacs2022@gmail.com)

Phone: 011-45052182

## 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]

To,  
The Chairman  
Rites Limited  
Scope Minar, Laxmi Nagar  
Delhi-110092

*Sachin Agarwal*  
137, राहुल मिथल/RAHUL MITHAL  
अध्यक्ष एवं प्रबंध निदेशक/Chairman & Managing Director  
राइट्स लिमिटेड/RITES Limited  
(भारत सरकार का प्रतिष्ठान)/(A Govt. of India Enterprise)  
राइट्स भवन, 1, सेक्टर-29/RITES Bhawan, 1, Sector-29  
गुर्गाँव-122 001 (भारत)/Gurgaon-122 001 (INDIA)  
DIN : 07610499  
L74899DL1974GOI007227

**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 06<sup>th</sup> May, 2022 through Postal Ballot.**

Dear Sir,

I, Sachin Agarwal, Company Secretary in practice and Partner, M/s. Agarwal S. & Associates, Practising 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 e-voting process ("e-voting") in a fair and transparent manner on the resolution contained in the postal ballot notice dated 06<sup>th</sup> May, 2022 ("Notice"). Pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"/ "Listing Regulations"), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), as amended and in accordance with the circulars issued by the Ministry of Corporate Affairs ("MCA") for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 ("MCA Circulars"), approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders has been obtained through the process of said Postal Ballot.

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.

### 1. 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.

### 2. 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 Agency authorized under the Rules and engaged by the Company to provide e-voting facility and papers/ documents furnished to me electronically till the time fixed for closing of the e-voting process i.e. till Friday, June 10, 2022 at 5:00 p.m.

### 3. Cut-off date

The Members of the Company as on the "cut-off" date as set out in the Notice i.e. Monday, 09<sup>th</sup> May, 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.

### 4. E-voting process

- i. The e-voting period remained open from Thursday, May 12, 2022 at 9:00 a.m. (IST) to Friday, June 10, 2022 at 5:00 p.m. (IST).
- ii. The votes cast during the e-voting were unblocked on Friday, 10<sup>th</sup> June, 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** Digitally signed by AJAY  
KUMAR CHOUDHARY  
Date: 2022.06.13  
15:44:32 +05'30'

**(Mr. Ajay Kumar Choudhary)**

**GARIMA  
GROVER** Digitally signed by  
GARIMA GROVER  
Date: 2022.06.13  
15:45:38 +05'30'

**(Ms. 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 e-voting website of Link Intime India Private Limited ("LI IPL"), i.e., <https://linkintime.co.in>. Based on the report generated and relied upon by me, data regarding the e-voting was scrutinized.

5. I submit herewith the Scrutinizer's Report on the results of the 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:

**1. Ordinary Resolution – Appointment of Shri Raj Kumar Mangla (DIN: 09533985), as part time Government Nominee Director.**

Total Valid Votes		Votes in Favour			Votes Against		
Voters	No. of Votes Polled	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
327	213449235*	254	202145400	94.70	70	11303835	5.30

\*Three (3) Members holding 23 shares have abstained from voting and one (1) Member holding 55 shares have voted for only 1 share resulting in less voting for 54 nos. of shares.

Notes:

- i) Aforesaid resolution contained in the Notice is passed with requisite majority by the Members of the Company.
  - ii) The figures in percentage have been rounded off to 2 decimal points.
6. 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 sign the minutes of the Postal Ballot.

For Agarwal S. & Associates  
Company Secretaries  
(Firm's Registration No. P2003DE049100)

**SACHIN  
AGARWAL**

Digitally signed by SACHIN AGARWAL  
Date: 2022.06.13 16:17:47 +05'30'

Sachin Agarwal  
Partner  
FCS-5774  
COP-5910  
Place: New Delhi  
Date: 13<sup>th</sup> June, 2022  
UDIN: F005774D000485935

### RITES Limited

RITES Limited								
Resolution Required : (Ordinary)			1 - Appointment of Shri Raj Kumar Mangla (DIN: 09533985), as part time Government Nominee Director.					
Whether promoter/ promoter group are Interested In the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100
Promoter and Promoter Group	E-Voting	173504773	173504773	100.0000	173504773	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		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	44833570	39914671	89.0285	28614385	11300286	71.6889	28.3111
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>39914671</b>	<b>89.0285</b>	<b>28614385</b>	<b>11300286</b>	<b>71.6889</b>	<b>28.3111</b>
Public Non Institutions	E-Voting	21963544	29791	0.1356	26242	3549	88.0870	11.9130
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>29791</b>	<b>0.1356</b>	<b>26242</b>	<b>3549</b>	<b>88.0870</b>	<b>11.9130</b>
<b>Total</b>		<b>240301887</b>	<b>213449235</b>	<b>88.8255</b>	<b>202145400</b>	<b>11303835</b>	<b>94.7042</b>	<b>5.2958</b>