

No. RITES/SECY/NSE

Date: July 30, 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
<b>Scrip Code- RITES</b>	<b>Scrip Code- 541556</b>

Dear Sir/ Madam,

**Sub: Proceedings of 45<sup>th</sup> Annual General Meeting held on July 30, 2019**

As per the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 45th Annual General Meeting of RITES held at 10.00 a.m. on 30.07.2019 are enclosed.

Kindly take this information on record and acknowledge the same.

Thanking You,

Yours faithfully,  
For RITES Limited



(Ashish Srivastava)

Company Secretary & Compliance Officer  
Membership No. - FCS 5325



## rites limited

### SUMMARY OF PROCEEDINGS OF 45<sup>TH</sup> ANNUAL GENERAL MEETING OF rites limited

The 45<sup>th</sup> Annual General Meeting (AGM) of the members of the Company was held on 30<sup>th</sup> July, 2019, at 10.00 AM at Zoravar Hall - Manekshaw Centre, Khyber Lines, Delhi Cantonment, New Delhi.

1436 Members present, in person or through proxy, marked their attendance (1429 Members - in person and 7 Members - through proxy). These included one Nominee of the Government of India holding 87.4% of shares of the Company.

Mr. Ashish Kumar Srivastava, Company Secretary & Compliance Officer of the Company welcomed the members and informed that quorum being present, the meeting was called to order. He then informed the Members that the Company had provided an option to the members for voting through electronic mode viz. remote e-voting which remained open from 9:00 a.m. on 26<sup>th</sup> July, 2019 to 5:00 p.m. on 29<sup>th</sup> July, 2019. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes through ballot paper.

He further informed that the Statutory Registers and other documents as required to be placed at AGM under Companies Act, 2013 & documents in terms of SEBI guidelines are available for inspection till the conclusion of the AGM.

He further informed that Mr. Sachin Agarwal, Partner, M/s Agarwal S. & Associates, Company Secretaries has been appointed as the scrutinizer and Ms. Karishma Singh of M/s Agarwal S. & Associates, Company Secretaries as the alternate scrutinizer for scrutinizing voting process and they shall submit their report on all the resolutions contained in the Notice of the 45<sup>th</sup> AGM.

He then requested Shri Rajeev Mehrotra, Chairman and Managing Director of the Company, to address the members of the Company.

Shri Rajeev Mehrotra introduced the Board Members, KMPs present in the meeting including the Chairman of Audit Committee and Nomination & Remuneration Committee of the Company and chaired the proceedings of the meeting.

The Notice convening the AGM and Annual Report was also taken as read with the permission of Members present including the Auditor's Report as there are no adverse comments/ qualifications contained therein.

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The Chairman then proposed the following resolutions as per the Notice of AGM being transacted at the meeting:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the company for the financial year ended 31st March, 2019 along with the Reports of Board of Directors and Auditors thereon.
2. To confirm the first and second interim dividends declared for the Financial Year 2018-19 and to declare the final dividend on equity shares for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Shri Mukesh Rathore, Director (Technical) (DIN: 07669150), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Amar Prakash Dwivedi, Director (DIN: 07122333), who retires by rotation and being eligible, offers himself for re-appointment.
5. To take note of appointment of Statutory Auditors and Branch Auditors as appointed by Comptroller and Auditor General of India and to fix their remuneration for audit and other services.

**Special Business:**

1. To appoint Shri Gopi Sureshkumar Varadarajan (DIN: 08241385), as Director liable to retire by rotation.
2. To appoint Shri Alok Kumar Tewari (DIN: 06694407), as a part time Government Nominee Director liable to retire by rotation.
3. To approve issuance of Bonus Shares.

The E- voting Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. [www.rites.com](http://www.rites.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the NSE and BSE, Mumbai.

The Chairman announced that the results of voting shall be announced within 48 hours of conclusion of meeting.

The Chairman gave the opportunity to the members to ask the questions or seek Clarifications on the Agenda items and queries/clarifications of the shareholders were responded.



The Chairman then concluded the meeting with a vote of thanks to the Members, Directors, Officer's and others present at the meeting.

The meeting concluded at 10:45 a.m.



**Ashish Kumar Srivastava**

**Company Secretary & Compliance Officer**