

Date : 31.07.2019

To:	To:
Listing Department, National Stock Exchange of India Limited. 'Exchange Plaza', C-1, Block G, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051	Corporate Relationship Department, BSE Limited, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai - 400 001
Scrip Code- RITES	Scrip Code- 541556

Dear Sir/Mam,

Sub: Voting Results of 45th Annual General Meeting held on 30th July, 2019

The 45th Annual General Meeting of the Company was held on 30th July, 2019 at 10.00 am, at Zoravar Hall, Manekshaw Centre, Khyber Lines, Delhi Cantonment, New Delhi – 110010.

In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure requirements), Regulations, 2015 and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014, the company had provided remote e-voting facility (as at cut-off date of July 23, 2019) to cast their votes electronically on all business proposed in the notice of AGM. The remote e-voting period commenced on Friday, July 26, 2019 at 9 AM and concluded on Monday July 29, 2019 at 5 P.M. additionally to facilitate voting for shareholder who had not voted using remote e-voting facility, physical voting was conducted at the Annual General Meeting.


Based on the Report dated 30th July, 2019 submitted by CS Mr. Sachin Agarwal (COP No. 5910), Practicing Company Secretary, the Chairman of the AGM has declared that all the proposals including in the notice of AGM were approved by the shareholders of the Company with requisite majority.

Copy of the scrutinizers report along with requisite particulars of voting results as per regulation 44 (3) of the listing regulation is enclosed herewith for your information and record.

This is for your information and record.

Thanking You,

Yours faithfully,
For RITES Limited


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



rites Limited (L744899DL1974GOI007227)
Regulation 44(3) (e-voting)

Date of the AGM					30.07.2019				
Total number of shareholders on record date					58811				
No. of shareholders present in the meeting either in person or through proxy:					1				
Promoters and Promoter Group:					1435				
Public:									
No. of Shareholders attended the meeting through Video Conferencing					Not Applicable				
Promoters and Promoter Group:									
Public:									
Resolution No. 1									
Resolution Required : Ordinary				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.					
Whether promoter / promoter group are Interested in the agenda / resolution ?				No					
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	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E- Voting	174,800,000	174,800,000	100.00	174,800,000	0	100.00	0.00	
	Poll		0	-	0	0	-	-	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	174,800,000	174,800,000	100.00	174,800,000	0	100.00	-	
Public – Institutional holders	E- Voting	9,187,243	7,273,562	79.17	7,273,562	0	100.00	0.00	
	Poll		0	-	0	0	-	-	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	9,187,243	7,273,562	79.17	7,273,562	0	100.00	-	
Public-Others	E- Voting	16,012,757	1,206,031	7.53	1,205,972	59	100.00	0.00	
	Poll		13,234	0.08	13,234	0	100.00	0.00	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	16,012,757	1,219,265	7.61	1,219,206	59	100.00	0.00	
Total		200,000,000	183,292,827	91.65	183,292,768	59	100.00	0.00	



Resolution No. 2
Resolution Required : Ordinary

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.

Whether promoter / promoter group are interested in the agenda / resolution ?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - favour	In 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	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	174,800,000	174,800,000	100.00	174,800,000	0	100.00	0.00
	Poll		-	-	0	0	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	174,800,000	174,800,000	100.00	174,800,000	0	100.00	-
Public – Institutional holders	E- Voting	9,187,243	7,273,562	79.17	7,273,562	0	100.00	0.00
	Poll		-	-	0	0	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	9,187,243	7,273,562	79.17	7,273,562	0	100.00	-
Public-Others	E- Voting	16,012,757	1,206,331	7.53	1,206,325	6	100.00	0.00
	Poll		13,234	0.08	13,234	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	16,012,757	1,219,565	7.62	1,219,559	6	100.00	0.00
Total		200,000,000	183,293,127	91.65	183,293,121	6	100.00	0.00



Resolution No. 3
Resolution Required : Ordinary

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.

Whether promoter / promoter group are interested in the agenda / resolution ?

No

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	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	174,800,000	174,800,000	100.00	174,800,000	0	100.00	0.00
	Poll			-	0	0	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	174,800,000	174,800,000	100.00	174,800,000	0	100.00	-
Public – Institutional holders	E- Voting	9,187,243	7,273,562	79.17	6,050,469	1223093	83.18	16.82
	Poll			-	0	0	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	9,187,243	7,273,562	79.17	6,050,469	1,223,093	83.18	16.82
Public-Others	E- Voting	16,012,757	1,206,291	7.53	1,206,080	211	99.98	0.02
	Poll		13,234	0.08	13,234	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	16,012,757	1,219,525	7.62	1,219,314	211	99.98	0.02
Total		200,000,000	183,293,087	91.65	182,069,783	1,223,304	99.33	0.67



Resolution No. 4
Resolution Required : Ordinary

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.

Whether promoter / promoter group are interested in the agenda / resolution ?

No

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	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	174,800,000	174,800,000	100.00	174,800,000	0	100.00	0.00
	Poll		-	-	0	0	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	174,800,000	174,800,000	100.00	174,800,000	0	100.00	-
Public – Institutional holders	E- Voting	9,187,243	7,273,562	79.17	6,058,794	1,214,768	83.30	16.70
	Poll		-	-	0	0	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	9,187,243	7,273,562	79.17	6,058,794	1,214,768	83.30	16.70
Public-Others	E- Voting	16,012,757	1,206,131	7.53	1,205,820	311	99.97	0.03
	Poll		13,234	0.08	13,234	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	16,012,757	1,219,365	7.61	1,219,054	311	99.97	0.03
Total		200,000,000	183,292,927	91.65	182,077,848	1,215,079	99.34	0.66



Resolution No. 5
Resolution Required : Ordinary

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.

Whether promoter / promoter group are interested in the agenda / resolution ?

No

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	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	174,800,000	174,800,000	100.00	174,800,000	0	100.00	0.00
	Poll		-	-	0	0	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	174,800,000	174,800,000	100.00	174,800,000	0	100.00	-
Public – Institutional holders	E- Voting	9,187,243	7,273,562	79.17	7,273,562	0	100.00	0.00
	Poll		-	-	0	0	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	9,187,243	7,273,562	79.17	7,273,562	0	100.00	-
Public-Others	E- Voting	16,012,757	1,205,671	7.53	1,205,390	281	99.98	0.02
	Poll		13,234	0.08	13,234	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	16,012,757	1,218,905	7.61	1,218,624	281	99.98	0.02
Total		200,000,000	183,292,467	91.65	183,292,186	281	100.00	0.00



Resolution No. 6
Resolution Required : Ordinary

To appoint Shri Gopi Sureshkumar Varadarajan (DIN: 08241385), as Director liable to retire by rotation.

Whether promoter / promoter group are Interested In the agenda / resolution ?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding (3)=[(2)/(1)]*100	No. of Votes - favour 4	In No. of Votes - against 5	% of Votes In favour on votes (6)=[(4)/(2)]*100	% of Votes against on votes (7)=[(5)/(2)]*100
		1	2					
Promoter and Promoter Group	E- Voting	174,800,000	174,800,000	100.00	174,800,000	0	100.00	0.00
	Poll		-	-	0	0	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	174,800,000	174,800,000	100.00	174,800,000	0	100.00	-
Public – Institutional holders	E- Voting	9,187,243	7,273,562	79.17	6,050,469	1223093	83.18	16.82
	Poll		-	-	0	0	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	9,187,243	7,273,562	79.17	6,050,469	1,223,093	83.18	16.82
Public-Others	E- Voting	16,012,757	1,206,101	7.53	1,205,752	349	99.97	0.03
	Poll		13,234	0.08	13,234	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	16,012,757	1,219,335	7.61	1,218,986	349	99.97	0.03
Total		200,000,000	183,292,897	91.65	182,069,455	1,223,442	99.33	0.67



Resolution No.7
Resolution Required : Ordinary

To appoint Shri Alok Kumar Tewari (DIN: 06694407) as a part time Government Nominee Director liable to retire by rotation.

Whether promoter / promoter group are interested in the agenda / resolution ?

No

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	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	174,800,000	174,800,000	100.00	174,800,000	0	100.00	0.00
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	174,800,000	174,800,000	100.00	174,800,000	0	100.00	-
Public – Institutional holders	E- Voting	9,187,243	7,273,562	79.17	6,050,469	1223093	83.18	16.82
	Poll		0	-	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	9,187,243	7,273,562	79.17	6,050,469	1,223,093	83.18	16.82
Public-Others	E- Voting	16,012,757	1,206,131	7.53	1,205,785	346	99.97	0.03
	Poll		13,234	0.08	13,234	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	16,012,757	1,219,365	7.61	1,219,019	346	99.97	0.03
Total		200,000,000	183,292,927	91.65	182,069,488	1,223,439	99.33	0.67



Resolution No. 8
Resolution Required : Ordinary

To approve issuance of Bonus Shares.

Whether promoter / promoter group are Interested in the agenda / resolution ?

No

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	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	174,800,000	174,800,000	100.00	174,800,000	0	100.00	0.00
	Poll		0	-	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		174,800,000	100.00	174,800,000	0	100.00	-
Public – Institutional holders	E- Voting	9,187,243	7,273,562	79.17	7,265,237	8325	99.89	0.11
	Poll		0	-	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		9,187,243	79.17	7,265,237	8,325	99.89	0.11
Public-Others	E- Voting	16,012,757	1,206,331	7.53	1,206,310	21	100.00	0.00
	Poll		13,234	0.08	13,234	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		16,012,757	7.62	1,219,544	21	100.00	0.00
Total		200,000,000	183,293,127	91.65	183,284,781	8,346	100.00	0.00





CONSOLIDATED SCRUTINIZER'S REPORT

**(Pursuant to Section 108 of the Companies Act 2013 and
Rule 20(3) of the Companies (Management and Administration) Rules, 2014 as amended by
Companies (Management and Administration) Rules, 2015)**

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

Reg.: 45th Annual General Meeting of the members of RITES Limited held on Tuesday, 30th Day of July, 2019 at Zoravar Hall, Manekshaw Centre, Khyber Lines, Delhi Cantonment, New Delhi – 110010.

Sub: Consolidated Scrutinizer's Report on voting through electronic means (remote e-voting) and poll process conducted pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act 2013 ("the Act") read with Rule 20 (4)(xii) of Companies (Management and Administration) Rules, 2014 read with Companies (Management and Administration) Amendment Rules, 2015.

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at D-427, 2nd Floor, Ramphal Chowk, Palam Extn, Sector 7, Dwarka, New Delhi-110075 had been appointed as the Scrutinizer by the Board of Directors of **RITES Limited** (the Company) having its registered office at Scope Minar, Laxmi Nagar, New Delhi- 110092 vide resolution dated 29th May, 2019, pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act 2013 read with Rule 20 & 21 of Companies (Management & Administration) Amendment Rules, 2015 to conduct the remote e-voting process and to scrutinize physical poll process by the Shareholders in respect of the below mentioned resolutions passed at 45th Annual General Meeting of the Company held on Tuesday, 30th Day of July, 2019.

The notice dated 24th June, 2019 convening 45th Annual General Meeting of the Company was sent to the Shareholders.

The Company has provided the voting through electronics means (remote e- voting) facility offered by **National Securities Depository Limited (NSDL)**, for conducting remote e- voting by the shareholders of the Company. The shareholders of the Company holding shares as on the "Cut-Off" date



date i.e. 23rd July, 2019 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 8 in the notice convening 45th Annual General Meeting of the Company.

The voting period for remote e- Voting commenced on Friday, 26th July, 2019 at 09.00 am and ended on Monday, 29th July, 2019 at 5.00 pm and the remote e-Voting platform was blocked thereafter. After the closure of the voting at Annual General Meeting held on 30th July, 2019, the report of voting done at the meeting was generated in my presence.

The voting pattern was unblocked by us on Tuesday, 30th Day of July, 2019 in the presence of Ms. Karishma Singh and Ms. Anuradha Jain, who are not in employment of the Company.



(Ms. Karishma Singh)



(Ms. Anuradha Jain)

I have scrutinized the consolidated voting in a fair & transparent manner based on the data downloaded from the M/s National Securities Depository Limited remote voting platform and the ballot papers received & verified by RTA, respectively.

Based on the result made available to us, 234 members have cast their vote on the e-voting platform and 76 members have casted their vote physically through poll papers. I hereby annex the Consolidated Voting results pursuant to Rule (20)(4)(xii) of (Companies Management & Administration) Amendment Rules, 2015 on all the resolutions contained in the notice of aforesaid Annual General Meeting.

All relevant records of remote e-voting and ballots were handed over to the Chairman/Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

For **Agarwal S. & Associates,**
Company Secretaries,



CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910



राजीव मेहरोत्रा/RAJEEV MEHROTRA
अध्यक्ष एवं प्रबन्धक 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
गुडगाँव-122 001 (भारत)/Gurgaon-122 001 (INDIA)
DIN : 01583143
CIN : L74899DL1974GOI007227

Date: 30.07.2019
Place: Gurugram

Consolidated Results

Item No.	1
Subject Matter of resolution	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31 st March, 2019 along with the Reports of Board of Directors and Auditors thereon.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	230	183279534	76	13234	306	183292768	100.00
Dissent	3	59	0	0	0	59	0.00
Abstain	0	0	0	0	0	0	
Total	233	183279593	76	13234	306	183292827	100.00

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the Item No. 1 of the Notice dated **June 24, 2019** has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910



Date: 30.07.2019
Place: Gurugram

Consolidated Results

Item No.	2
Subject Matter of resolution	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 31 st March, 2019.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	232	183279887	76	13234	308	183293121	100.00
Dissent	2	6	0	0	2	6	0.00
Abstain	0	0	0	0	0	0	
Total	234	183279893	76	13234	310	183293127	100.00

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 2** of the Notice dated **June 24, 2019** has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910



Date: 30.07.2019
Place: Gurugram

Consolidated Results

Item No.	3
Subject Matter of resolution	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.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	213	182056549	76	13234	289	182069783	99.33
Dissent	20	1223304	0	0	20	1223304	0.67
Abstain	0	0	0	0	0	0	
Total	233	183279853	76	13234	309	183293087	100.00

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 3** of the Notice dated **June 24, 2019** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries

Sachin Agarwal

CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910



Date: 30.07.2019
Place: Gurugram

Consolidated Results

Item No.	4
Subject Matter of resolution	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.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	214	182064614	76	13234	290	182077848	99.34
Dissent	19	1215079	0	0	19	1215079	0.66
Abstain	0	0	0	0	0	0	
Total	233	183279693	76	13234	309	183292927	100.00

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 4** of the Notice dated **June 24, 2019** has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries


CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910



Date: 30.07.2019
Place: Gurugram

Consolidated Results

Item No.	5
Subject Matter of resolution	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.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	222	183278952	76	13234	298	183292186	100.00
Dissent	9	281	0	0	9	281	0.00
Abstain	0	0	0	0	0	0	
Total	231	183279233	76	13234	307	183292467	100.00

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the Item No. 5 of the Notice dated June 24, 2019 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries

CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910



Date: 30.07.2019
Place: Gurugram

Consolidated Results

Item No.	6
Subject Matter of resolution	To appoint Shri Gopi Sureshkumar Varadarajan (DIN: 08241385), as Director liable to retire by rotation.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	212	182056221	76	13234	288	182069455	99.33
Dissent	20	1223442	0	0	20	1223442	0.67
Abstain	0	0	0	0	0	0	
Total	232	183279663	76	13234	308	183292897	100.00

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the Item No. 6 of the Notice dated **June 24, 2019** has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910



Date: 30.07.2019
Place: Gurugram

Consolidated Results

Item No.	7
Subject Matter of resolution	To appoint Shri Alok Kumar Tewari (DIN: 06694407) as a part time Government Nominee Director liable to retire by rotation.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	213	182056254	76	13234	289	182069488	99.33
Dissent	20	1223439	0	0	20	1223439	0.67
Abstain	0	0	0	0	0	0	
Total	233	183279693	76	13234	309	183292927	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 7** of the Notice dated **June 24, 2019** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries


CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910



Date: 30.07.2019
Place: Gurugram

Consolidated Results

Item No.	8
Subject Matter of resolution	To approve issuance of Bonus Shares.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	229	183271547	76	13234	305	183284781	100.00
Dissent	5	8346	0	0	5	8346	0.00
Abstain	0	0	0	0	0	0	
Total	234	183279893	76	13234	310	183293127	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 8** of the Notice dated **June 24, 2019** has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910



Date: 30.07.2019
Place: Gurugram



FORM No. MGT-13

REPORT OF SCRUTINIZER

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 21(2) of
the Companies(Management and Administration) Rules, 2014]**

To,
The Chairman
45th Annual General Meeting of the Equity Shareholders of
RITES Limited
held on Tuesday, 30th July, 2019 at 10:00 A.M.

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at D-427, 2nd Floor, Ramphal Chowk, Palam Extn, Sector 7, Dwarka, New Delhi-110075, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 45th Annual General Meeting of the Equity Shareholders of RITES Limited, held on Tuesday, 30th July, 2019 at 10:00 A.M. submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, Two (2) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized by me. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
3. I have not find any poll paper invalid.
4. The result of the Poll is as under:



Resolutions 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..

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
76	13234	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution 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.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
76	13234	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



Resolution 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.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
76	13234	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution 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.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
76	13234	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



Resolution 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

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
76	13234	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution 6: To appoint Shri Gopi Sureshkumar Varadarajan (DIN: 08241385), as Director liable to retire by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
76	13234	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



Resolution 7: To appoint Shri Alok Kumar Tewari (DIN: 06694407) as a part time Government Nominee Director liable to retire by rotation.

(j) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
76	13234	100.00

(iv) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(v) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution 8: To approve issuance of Bonus Shares.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
76	13234	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



5. An Excel Sheet containing a list of equity shareholders who voted "FOR", "AGAINST" and those, whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

For **Agarwal S. & Associates,**
Company Secretaries,



CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910



Place: Gurugram
Dated: 30.07.2019



SCRUTINIZER'S REPORT

**(Pursuant to Section 108 of the Companies Act 2013 and
Rule 20 (3) of the Companies (Management and Administration) Rules, 2014)**

To,
The Chairman
RITES Limited
Scope Minar, Laxmi Nagar
Delhi – 110092.

Reg.: 45th Annual General Meeting of the members of RITES Limited held on Tuesday, 30th Day of July, 2019 at Zoravar Hall, Manekshaw Centre, Khyber Lines, Delhi Cantonment, New Delhi – 110010.

Sub. : E-Voting Result

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at D-427, 2nd Floor, Ramphal Chowk, Palam Extn, Sector 7, Dwarka, New Delhi-110075, appointed by **RITES Limited** (the Company) to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, for the purpose of scrutinizing the electronic voting process in respect of the Resolutions proposed at the 45th Annual General Meeting of the Company, do hereby submit my report as follows:

1. The e-voting services were provided by M/s National Securities Depository Limited (NSDL).
2. Voting rights were reckoned on the paid up value of shares registered in the names of the members as on 23rd July, 2019.
3. The voting period for remote e- Voting commenced on Friday, 26th July, 2019 at 09:00 A.M. and ended on, Monday, 29th July, 2019 at 5.00 P.M.
4. The votes cast were unblocked on 30th July, 2019 at 10:52 A.M. in the presence of two witnesses' Ms. Karishma Singh and Ms. Anuradha Jain, both of whom are not in the employment of the Company.

Based on the reports generated from National Securities Depository Limited (NSDL), e-voting website www.evoting.nsdl.com results of e-voting are as under:



ORDINARY BUSINESS

Resolution No.1 – Ordinary Resolution

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.

	Number of Members Who Voted	Number of Shares For Which Votes Cast	Percentage of Votes to Total Number of Valid Votes Cast
Voted in favour of the Resolution	230	183279534	100.00
Voted against the Resolution	3	59	0.00
Abstain From Voting	0	0	0.00

Resolution No.2: Ordinary Resolution

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.

	Number of Members Who Voted	Number of Shares For Which Votes Cast	Percentage of Votes to Total Number of Valid Votes Cast
Voted in favour of the Resolution	232	183279887	100.00
Voted against the Resolution	2	6	0.00
Abstain From Voting	0	0	0.00

Resolution No.3: Ordinary Resolution

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.

	Number of Members Who Voted	Number of Shares For Which Votes Cast	Percentage of Votes to Total Number of Valid Votes Cast
Voted in favour of the Resolution	213	182056549	99.33
Voted against the Resolution	20	1223304	0.67
Abstain From Voting	0	0	0.00



Resolution No.4: Ordinary Resolution

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.

	Number of Members Who Voted	Number of Shares For Which Votes Cast	Percentage of Votes to Total Number of Valid Votes Cast
Voted in favour of the Resolution	214	182064614	99.34
Voted against the Resolution	19	1215079	0.66
Abstain From Voting	0	0	0.00

Resolution No.5: Ordinary Resolution

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.

	Number of Members Who Voted	Number of Shares For Which Votes Cast	Percentage of Votes to Total Number of Valid Votes Cast
Voted in favour of the Resolution	222	183278952	100.00
Voted against the Resolution	9	281	0.00
Abstain From Voting	0	0	0.00

SPECIAL BUSINESS

Resolution No.6: Ordinary Resolution

To appoint Shri Gopi Sureshkumar Varadarajan (DIN: 08241385), as Director liable to retire by rotation.

	Number of Members Who Voted	Number of Shares For Which Votes Cast	Percentage of Votes to Total Number of Valid Votes Cast
Voted in favour of the Resolution	212	182056221	99.33
Voted against the Resolution	20	1223442	0.67
Abstain From Voting	0	0	0.00



Resolution No.7: Ordinary Resolution

To appoint Shri Alok Kumar Tewari (DIN: 06694407) as a part time Government Nominee Director liable to retire by rotation.

	Number of Members Who Voted	Number of Shares For Which Votes Cast	Percentage of Votes to Total Number of Valid Votes Cast
Voted in favour of the Resolution	213	182056254	99.33
Voted against the Resolution	20	1223439	0.67
Abstain From Voting	0	0	0.00

Resolution No. 8: Ordinary Resolution

To approve issuance of Bonus Shares.

	Number of Members Who Voted	Number of Shares For Which Votes Cast	Percentage of Votes to Total Number of Valid Votes Cast
Voted in favour of the Resolution	229	183271547	100.00
Voted against the Resolution	5	8346	0.00
Abstain From Voting	0	0	0.00

Yours Faithfully

For **Agarwal S. & Associates,**
Company Secretaries,





CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910



Place: Gurugram
Dated: 30.07.2019

We, the undersigned, have witnessed that the votes were unblocked from National Securities Depository Limited (NSDL) e-voting website www.evoting.nsdl.com in our presence on Tuesday, 30th day of July, 2019 at 10:52 a.m.


1. (Ms. Karishma Singh)
Witness


2. (Ms. Anuradha Jain)
Witness