RITES
THE INFRASTRUCTURE PEOPLE

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

No. RITES/SECY/NSE

Date: September 19th, 2018

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/ Madam,

Sub: <u>Proceedings of 44th Annual General Meeting held on 19th September, 2018</u>

As per the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 44th Annual General Meeting of RITES held at 10.00 a.m. on 19.09.2018 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

कॉर्पोरेट कार्यालयः राइट्स भवन, नं० 1, सेक्टर-29, गुड़गाँव-122 001 (भारत), **Corporate Office:** RITES Bhawan, No.1, Sector-29, Gurgaon-122 001 (INDIA)
पंजीकृत कार्यालयः स्कोप मीनार, लक्ष्मी नगर, दिल्ली-110 092 (भारत), **Registered Office:** SCOPE Minar, Laxmi Nagar, Delhi-110 092 (INDIA)
दूरभाष (Tel.): (0124) 2571666, फैक्स (Fax): (0124) 2571660, ई-मेल (E-mail) info@rites.com वेबसाइट (website): www.rites.com
CIN : ~~U74899DL1974GOI007227~~
CIN : L74899DL1974GOI007227

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SUMMARY OF PROCEEDINGS OF 44TH ANNUAL GENERAL MEETING OF RITES LIMITED

The 44th Annual General Meeting (AGM) of the members of the Company was held on September 19th 2018, at 10.00 a.m. at Air Force Auditorium, Subroto Park, New Delhi-110010.

614 Members present, in person or through proxy, marked their attendance (587 Members - in person and 27 Members - through proxy). These included two Nominees of the Government of India holding 87.3805% 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 further informed that the Statutory Registers and other documents as required to be placed at AGM under the Companies Act, 2013 and documents in terms of SEBI guidelines are available for inspection till the conclusion of the AGM. With the consent of all the members present the notice of the Annual General Meeting and Directors' Report, which was sent to the shareholders, were taken as read.

He further 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 16th September, 2018 to 5:00 p.m. on 18th September, 2018. 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 Mr. Sachin Agarwal, 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 44th AGM.

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

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

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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 were no adverse comments/ qualifications therein.

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

Ordinary Businesses:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31st March, 2018 along with the Reports of Board of Directors and Auditors thereon.
2. To confirm interim dividend declared for the Financial Year 2017-18 and to declare the final dividend on equity shares for the financial year ended 31st March, 2018.
3. To appoint a Director in place of Ajay Kumar Gaur, Director (Finance) (DIN: 05333257), 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, and authorize the Board in this regard.

Special Businesses:

6. Extension of the term of Shri Rajeev Mehrotra (DIN: 01583143) as Chairman & Managing Director.
7. Extension of the term of Shri Ajay Kumar Gaur (DIN: 05333257) as Director Finance.
8. Appointment of Shri Bhupendra Kumar Agarwal (DIN: 07956187) as Government Nominee Director.
9. Appointment of Dr Pramod Kumar Anand (DIN: 00298962) as an Independent Director.
10. Appointment of Ms. Geethakumary (DIN: 08087165) as an Independent Director.
11. Appointment of Dr. Rajendra Nath Goyal (DIN: 08087148) as an Independent Director.

The e-voting results declared along with the report of the Scrutinizer shall be displayed at the registered office of the Company and placed on the website of the Company i.e. www.rites.com and on the website of NSDL immediately after the

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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, Officers and others present at the meeting.

The meeting concluded at 10:35 a.m.

Ashish Kumar Srivastava
Company Secretary & Compliance Officer