No. RITES/SECY/NSE
Date: 03.06.2020

To:
Listing Department,
National Stock Exchange of India Limited.
'Exchange Plaza', C-1, Block G, Bandra -
Kurla Complex, Bandra (E),
Mumbai - 400 051

Scrip Code- RITES

To:
Corporate Relationship Department,
BSE Limited, Rotunda Building, P J
Towers, Dalal Street,
Fort, Mumbai - 400 001

Scrip Code- 541556

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020

Dear Sir/ Madam,

This is to inform you that pursuant to Clause 3(b) of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08 2019, we submit herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2020 issued by Practicing Company Secretaries, M/s. Akhil Rohatgi & Co.

Kindly take this information on record and disseminate the same.

Thanking You,

Yours faithfully,

For RITES Limited

Ashish Srivastava
Company Secretary & Compliance Officer
FCS: 5325

We, Akhil Rohatgi & Company, Company Secretaries have examined:

(a) all the documents and records made available to us and explanation provided by RITES Limited ("the listed entity"),

(b) the filings/submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable during the Review Period

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not applicable during the Review Period

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable during the Review Period.
(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; Not applicable during the Review Period

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depositories & Participants) Regulation, 1996 and 2018

(j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable during the period under review

(k) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

And circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder

(b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) No actions were taken against the Company/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

(d) Since there was no observation in the previous report for the year ended March 31st, 2019, no action needs to be taken.

For Akhil Rohatgi & Co.
Company Secretaries

Date: 27.05.2020
Place: Delhi

UDIN: F001600B000290405