September 30, 2015

To,	To,
Bombay Stock Exchange Limited	**National Stock Exchange of India Ltd.**
Listing Department,	"Exchange Plaza"
P J Towers, Dalal Street,	Bandra Kurla Complex
Mumbai - 400 001.	Bandra (E) Mumbai – 400 051.
Fax. No. 22723121 /22722037 /2272	Fax. No. 26598237/38, 66418125 / 26

Dear Sir/Madam,

Sub.: Proceedings of the 25th Annual General Meeting held on September 26, 2015 – Clause 31 (d)

In terms of clause 31 (d) of the Listing Agreement, we enclose herewith the copy of the proceedings of the 25th Annual General Meeting (AGM) of the members of the Company held on Saturday, September 26, 2015 at the Auditorium, Rolta Tower - A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai – 400093, Maharashtra.

Request to kindly take the same on your record.

Thanking you,

For **ROLTA INDIA LIMITED**

Verinder Khashu
Company Secretary &
Head Legal / Compliance

Encl.: as above

PROCEEDINGS OF THE TWENTY FIFTH ANNUAL GENERAL MEETING OF ROLTA INDIA LIMITED HELD ON SATURDAY, SEPTEMBER 26, 2015 AT 11.30 A.M. AT THE AUDITORIUM, ROLTA TOWER - A, ROLTA TECHNOLOGY PARK, MIDC-MAROL, ANDHERI (EAST), MUMBAI – 400093, MAHARASHTRA

The following Directors were present:

1. Mr. Kamal K. Singh	- Chairman & Managing Director & Member
2. Mr. V K Chopra	- Independent Director & Chairman of Audit Committee
3. Mr. Mr. K R Modi	- Independent Director
4. Mr. M V Nair	- Independent Director
5. Mr. T C Venkat Subramanian	- Independent Director
6. Mr. A. D. Tayal	- Joint Managing Director & COO (Domestic Operations)
7. Mr. Hiranya Ashar	- Joint Managing Director – International Operations and Group CFO

Leave of Absence:

Mr. V K Agarwala	- Independent Director
Ms. Preetha Pulusani	- Non Independent & Non-Executive Director

In Attendance:

Mr. Verinder Khashu	- Company Secretary & Head Legal /Compliance

Invitees:

Mr. Khushroo Panthaky	- Partner, M/s. Walker Chandiok & Co., LLP, Statutory Auditors
Mr. Virendra Bhatt	- Practicing Company Secretary, Scrutinizer

1. Mr. Kamal K. Singh, Chairman & Managing Director of the Company chaired the proceedings of the Meeting.

2. The Chairman introduced the Board members, Company Secretary, representative of Auditor and Scrutinizer who were present at the AGM and also informed the members that due to some preoccupations the other Board members were unable to attend the AGM.

3. The Chairman welcomed the members to the Twenty Fifth Annual General Meeting of the Company. The Chairman announced that 118 Members were present in person (including one member represented through proxy) and after confirming the requisite quorum called the Meeting to order.

ROLTA INDIA LIMITED

Rolta Tower 'A', Rolta Technology Park, MIDC - Marol, Andheri (East), Mumbai - 400 093. INDIA.
N : L74999MH1989PLC052384, Tel.: +91(22) 2926 6666/3087 6543, Fax: +91(22) 2836 5992, E-mail : indsales@rolta.com, www.rolta.com

4. The Chairman commenced the formal agenda of the AGM and with the consent of the members present, the notice convening the meeting, the Director's Report along with the annexures thereto and with the Annual Accounts for financial year ended March 31, 2015 including Independent Auditors' Report and the Secretarial Audit Report were taken as read.

5. The Chairman also informed the Members that the Register of Directors & Key Managerial Personnel, Proxy Register as required under the Companies Act, 2013; Memorandum of Association, Articles of Association and the Agreement entered into with Mr. Hiranya Ashar with respect to his appointment as Whole-time Director designated as Joint Managing Director –International Operations & Group Chief Financial Officer of the Company were available for inspection of the Members.

6. The Chairman delivered his speech and thereafter informed the Members that the Company had provided remote e-voting facility to the Members to exercise their right to vote on the business items transacted at the Twenty Fifth AGM, by electronic means, between September 22, 2015 and September 25, 2015 in proportion to their shareholding as on the cut-off date i.e. September 19, 2015. He also informed that Mr. Virendra Bhatt, Practising Company Secretary had been appointed as the scrutinizer to scrutinize the Remote e-voting and Ballot process in a fair and transparent manner.

7. The Chairman then informed the Members that those who had not voted through electronic means could vote through the Ballot Paper process to be conducted as per the requirements of the Companies Act, 2013 and the Rules made thereunder.

8. The Chairman then requested the Members present including proxies, who had not exercised their vote through the remote e-voting facility, to cast their votes through Ballot Paper and deposit the forms into the Ballot Box at the venue of the meeting.

9. The Chairman then requested the Members present to raise queries, if any, on the matters listed in the Agenda. Accordingly, 16 Members raised various queries, broadly covered in the Annexure 1 and the Chairman responded to the same.

10. The Ballot process commenced thereafter and was concluded in due course.

11. The Chairman thanked the Members and Proxies present and concluded the Meeting.

Based on the Scrutinizer's Report (Remote e-voting and Ballot Paper) the Chairman declared the voting results at the registered office of the Company. The voting results were intimated to the Stock Exchanges in the prescribed Format under Clause 35A of the Equity Listing Agreement on 28th September 2015. Further, the Scruitinizer's Report was also uploaded on the website of the National Securities Depository Limited, the Agency appointed for conducted Remote e-voting as well as on website of the Company i.e. www.rolta.com. A summation of the results is furnished below:

Resolution no. 1- Adoption of Financial Statement (Ordinary Resolution)

Particulars	Total No. of Votes cast	No. of Votes cast in favour	No of Votes cast against	% of votes in favour	% of votes in against	Outcome
Remote e-voting	19060777	19048151	12626	99.9338	0.0662	Passed by Requisite Majority
Physical Voting	82940401	82940201	200	99.9998	0.0002	
Total	**102001178**	**101988352**	**12826**	**99.9874**	**0.0126**	

Resolution no. 2- Declaration of dividend of Rs. 3 per Equity Share of Rs. 10/- each for financial year ended March 31, 2015. (Ordinary Resolution)

Particulars	Total No. of Votes cast	No. of Votes cast in favour	No of Votes cast against	% of votes in favour	% of votes in against	Outcome
Remote e-voting	19060777	19048326	12451	99.9347	0.0653	Passed by Requisite Majority
Physical Voting	82939101	82939001	100	99.9999	0.0001	
Total	**101999878**	**101987327**	**12551**	**99.9877**	**0.0123**	

Resolution no. 3- Re-appointment of Mr. Hiranya Ashar (DIN 00555848) as Director liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013. (Ordinary Resolution)

Particulars	Total No. of Votes cast	No. of Votes cast in favour	No of Votes cast against	% of votes in favour	% of votes in against	Outcome
Remote e-voting	19059477	16577020	2482457	86.9752	13.0248	Passed by Requisite Majority
Physical Voting	82938776	82938511	265	99.9997	0.0003	
Total	**101998253**	**99515531**	**2482722**	**97.5659**	**2.4341**	

Resolution no. 4 - Appointment of M/s. Walker Chandiok & Co., LLP, Chartered Accountants, (ICAI Firm Registration No. 001076N/N50013) as Statutory Auditors of the Company, to hold office till the conclusion of the Annual General Meeting (AGM) to be held in the calendar year 2018 (subject to ratification of the appointment by the members at every AGM). (Ordinary Resolution)

Particulars	Total No. of Votes cast	No. of Votes cast in favour	No of Votes cast against	% of votes in favour	% of votes in against	Outcome
Remote e-voting	19059947	16665805	2394142	87.4389	12.5611	Passed by Requisite Majority
Physical Voting	82938327	82937962	365	99.9996	0.0004	
Total	**101998274**	**99603767**	**2394507**	**97.6524**	**2.3476**	

Resolution no. 5 - Appointment of Mr. Hiranya Ashar as Joint Managing Director – International Operations Group CFO of the Company. (Ordinary Resolution)

Particulars	Total No. of Votes cast	No. of Votes cast in favour	No of Votes cast against	% of votes in favour	% of votes in against	Outcome
Remote e-voting	19059427	18618871	440556	97.6885	2.3115	Passed by Requisite Majority
Physical Voting	82936559	82936359	200	99.9998	0.0002	
Total	**101995986**	**101555230**	**440756**	**99.5679**	**0.4321**	

Resolution no. 6 - Issue of various Equity related securities - ADRs, GDRs, QIPs, Convertible Bonds, Shares, Convertible Debentures, etc. (Special Resolution)

Particulars	Total No. of Votes cast	No. of Votes cast in favour	No of Votes cast against	% of votes in favour	% of votes in against	Outcome
Remote e-voting	19059962	4009070	15050892	21.0340	78.9660	Passed by Requisite Majority
Physical Voting	82936559	82935269	1290	99.9984	0.0016	
Total	**101996521**	**86944339**	**15052182**	**85.2425**	**14.7575**	

For ROLTA INDIA LIMITED

Kamal K Singh
Chairman & Managing Director

ROLTA

Annexure 1

Broad list of Queries, raised by Members at the Twenty Fifth Annual General Meeting in respect of which clarification /replies were given by the Chairman;

a) Clarification relating to Financial Statements.

b) Company's Vision

c) Focus areas of the Company, Outlook Market trends, Competition and future prospects of the Company.

d) Loans and its repayment

e) Dividend policy

f) Royalty payment

g) Share price of the Company.

h) Promoters policy on increase of its stake