May 7, 2016

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

Dear Sir/Madam,

Sub.: Proceedings of Extraordinary General Meeting

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we submit brief proceedings of the Extraordinary General Meeting (EOGM) of Rolta India Limited held today i.e. May 7, 2015 held at The Auditorium, Rolta Tower A, Rolta Technology Park, Andheri (East), Mumbai – 400093.

This is for your information and records please.

Thanking you,

Yours faithfully,
For **ROLTA INDIA LIMITED**

Verinder Khashu
Company Secretary &
Head – Legal / Compliance

Encl.: Proceedings of EOGM

ROLTA

PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING OF ROLTA INDIA LIMITED HELD ON SATURDAY, MAY 7, 2016 AT 12.30 P.M. AT THE AUDITORIUM, ROLTA TOWER - A, ROLTA TECHNOLOGY PARK, MIDC-MAROL, ANDHERI (EAST), MUMBAI - 400093, MAHARASHTRA

1. As scheduled, the meeting was commenced at 12.30 p.m. and Mr. Kamal K. Singh, Chairman & Managing Director of the Company chaired the proceedings of the Meeting and welcomed the members to the EGM of the Company.

2. The Chairman also informed the Members that the Register of Directors & Key Managerial Personnel, Proxy Register as required under the Companies Act, 2013; were available for inspection of the Members. The Chairman announced that 78 Members were present in person (including one member represented through proxy) and after confirming the requisite quorum called the Meeting to order.

3. The Chairman commenced the formal agenda of the EGM and with the consent of the members present. The notice convening the meeting dated April 9, 2016 was taken as read.

4. The Chairman 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 item transacted at the EGM, by electronic means, between May 4, 2016 and May 6, 2016 in proportion to their shareholding as on the cut-off date i.e. April 1, 2016. He also informed that Mr. Virendra Bhatt, Practicing Company Secretary had been appointed as the scrutinizer to scrutinize the Remote e-voting and Ballot process in a fair and transparent manner.

5. The Chairman then informed the Members that those who had not voted through electronic means could vote through the Ballot Paper

6. 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.

7. He further informed that the purpose of calling this EGM is to appoint Joint Statutory Auditors M/s. N. M. Raiji & Co. in addition to existing Statutory Auditors M/s. Walker Chandiok & Co. and explained the rational for such appointment.

8. The Ballot process commenced thereafter and was concluded in due course and informed the shareholders The results of remote E-Voting and Ballot will be announced sometime today and shall be communicated to BSE Limited and National Stock Exchange Limited, NSDL and will be displayed at the website of the Company as well.

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

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

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 Regulation 44 (3) of the SEBI (Listing Obligation and Disclosures requirements), Regulations, 2015 on 7th May 2016. 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- Appointment of M/s. N M Raiji & Co, Chartered Accountants as Joint Statutory Auditors and to fix their remuneration (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
Promoter & Promoter Group	83068831	83068831	0	100.0000	0	Passed by Requisite Majority
Public Institutional Holders	22724094	22724094	0	100.0000	0	
Public Non Institutional	251700	246891	4809	98.0894	1.9106	
TOTAL	106044625	106039816	4809	99.9955	0.0045	

For ROLTA INDIA LIMITED

Kamal K Singh
Chairman & Managing Director