dated On 23/11/2013
FAX No. 26598[illegible]

ROLTA

To, **Fax Nos. 26598237-38 / 66418125-26 / Hand-Delivery**

National Stock Exchange of India Ltd.
**Listing Department**
Exchange Plaza
Bandra-Kurla Complex,
Bandra (East),
Mumbai – 400051.

Ref: RIL/23rd AGM/NSE/2013 November 23, 2013

**Re: Outcome of the 23rd Annual General Meeting held on November 23, 2013**

Dear Sir,

This is to inform you that the **23rd Annual General Meeting (AGM) of the Company was held today,** Saturday, the 23rd day of November, 2013 at 11:30 a.m. at the Registered Office of the Company at Auditorium, Rolta Tower 'A', Rolta Technology Park, MIDC, Andheri (East), Mumbai-400093.

The results of voting on items mentioned in the Notice of said Annual General Meeting of the Company in compliance of Clause 35A of the Listing Agreement is enclosed as **Annexure –(A).**

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **ROLTA INDIA LIMITED**

(Verinder Khashu)
Company Secretary &
Head Legal/Compliance

Annexure- (A)

**Voting results of items transacted at the 23rd Annual General Meeting of the Company held on November 23, 2013 at 11:30 a.m. at the Registered Office of the Company at Auditorium, Rolta Tower 'A', Rolta Technology Park, MIDC, Andheri (East), Mumbai-400093 in terms of Clause 35A of the Listing Agreement.**

| Sr. No. | Description | Particulars |
|---|---|---|
| A | Date of the AGM | November 23, 2013 |
| B | Book Closure Date | November 12, 2013 to November 15, 2013 (both days inclusive) |
| C | Total number of shareholders on record date | 1,31,744 |
| D | Number of Shareholders present in the meeting either in person or through proxy | |
| | **Shareholders** | |
| | Promoters and Promoter Group | 8 |
| | Public | 206 |
| | **Total** | **214** |
| E | Number of Shareholders attended the meeting through Video Conferencing | |
| | **Shareholders** | **NIL** |
| | Promoters and Promoter Group | |
| | Public | |
| | **Total** | |

ROLTA

**Agendawise:**

| Item no. | Details of Agenda | Resolution required (Ordinary/ Special) | Mode of voting (Show of hands/Poll/Postal Ballot/E-voting) | Remarks |
|---|---|---|---|---|
| **Ordinary Business** | | | | |
| 1 | Adoption of Audited Balance Sheet as at June 30, 2013, the Statement of Profit and Loss for the year ended on that date, the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon. | Ordinary | Show of hands | Passed unanimously |
| 2 | Declaration of Dividend of Rs. 3.00 per Equity Share for the financial year ended June 30, 2013. | Ordinary | Show of hands | Passed unanimously |
| 3 | Took note of retirement by rotation of Mr. R R Kumar, Director who did not offer himself for reappointment and Board of Directors have decided not to fill up currently the vacancy so created. | Ordinary | Show of hands | Passed unanimously |
| 4 | Took note of retirement by rotation of Mr. A P Singh, Director who did not offer himself for reappointment and Board of Directors have decided not to fill up currently the vacancy so created. | Ordinary | Show of hands | Passed unanimously |
| 5 | Appointment of a Director in place of Mr. T C Venkat Subramanian , who retires by rotation at this meeting and being eligible, offers himself for re-appointment. | Ordinary | Show of hands | Passed unanimously |

| | | | | |
|---|---|---|---|---|
| 6 | Appointment of M/s Walker, Chandiok & Co. Chartered Accountants, (ICAI Registration No. 001076N) as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company. | Ordinary | Show of hands | Passed unanimously |
| **Special Business** | | | | |
| 7 | Appointment of Mr. M V Nair, as Director. | Ordinary | Show of hands | Passed unanimously |
| 8 | Approval/Consent of the Member(s) under Section 180((1)(c) of the Companies Act, 2013 in respect of the Increasé in the Borrowing Powers to the extent of aggregate ceiling of Rs. 5,000 Crores. | Special | Show of hands | Passed unanimously |
| 9 | Approval/Consent of the Member(s) for the Company's Investment not exceeding Rs. 8000 (Eight Thousand) Crore in its Subsidiary(ies) including its step-down subsidiary(ies) pursuant to the provisions of Section 372(A) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013. | Special | Show of hands | Passed unanimously |
| 10 | Approval / Consent of the Member(s) for Grant of 50,00,000 (Fifty Lacs) Stock Options to the Company's Employees under Company's ESOP Plan, as per the provisions of Section 81(1A) of the Companies Act, 1956. | Special | Show of hands | Passed unanimously |

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|---|---|---|---|---|
| 11 | Approval / Consent of the Member(s) for Grant of 50,00,000 (Fifty Lacs) Stock Options to the Employees of the Company's Subsidiary(ies) including its step-down subsidiary(ies) under Company's ESOP Plan, as per the provisions of Section 81 (1A) of the Companies Act, 1956. | Special | Show of hands | Passed unanimously |
| 12 | Approval / Consent of the Member(s) for Issue of securities other than the existing shareholders, by way of ADRs / GDRs / FCCBs etc. as per the provisions of Section 81 (1A) of the Companies Act, 1956 for an aggregate amount not exceeding US$ 200 Million or its Indian Rupee equivalent. | Special | Show of hands | Passed unanimously |

**In case of Poll/Postal Ballot/E-voting: NOT APPLICABLE** as all the resolutions were passed unanimously by Show of hands

| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes against (5) | % of votes polled in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and promoter group | - | - | - | - | - | - | - |
| Public-Institutional holders | - | - | - | - | - | - | - |
| Public-Other | - | - | - | - | - | - | - |
| Total | - | - | - | - | - | - | - |