Fax- 66418125/26 Sent On. 28/11/2011 FAX No. 2361990

ROLTA

M/s. National Stock Exchange of India Limited
Listing Department
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (East),
Mumbai - 400051.

28th November 2011

Dear Sirs,

Sub: Results of the POLL conducted at the Registered Office of Rolta India Limited with respect to Annual General Meeting held on 28th November 2011

I, Kamal K. Singh, Chairman & Managing Director of the 21st Annual General Meeting of the members of Rolta India Limited held on 28th November 2011 at Shri Bhaidas Maganlal Sabhagriha, U-1, Juhu Development Scheme, Vile Parle (West), Mumbai - 400056, India; declare and report on the basis of the Scrutineers Report of the 'Poll' demanded by a shareholder for Resolution Nos. 1 to 13 (except Resolution No.7 for Re-appointment of Mr. Kamal K. Singh as Chairman & Managing Director) contained in the Notice dated 1st November 2011, as follows:

RESOLUTION NO.	SUBJECT MATTER OF THE RESOLUTION	For the Resolution		Against the Resolution	
		No. of Shares	% to Total Valid Votes	No. of Shares	% to Total Valid Vote
1	Adoption of Profit & Loss Account, Balance Sheet, Cash Flow Statement, Directors' Report and Auditors' Report thereon, for the financial year ended 30th June, 2011.	10,13,97,361	99.99%	15,010	0.01%
2	Declaration of Dividend for the financial year ended 30th June 2011.	10,13,97,361	99.99%	15,010	0.01%
3	Re-appointment of retiring Director - Mr. Adarshpal Singh.	10,13,96,461	99.98%	15,910	0.02%
4	Re-appointment of retiring Director - Mr. V K Agarwala	10,13,96,461	99.98%	15,910	0.02%
5	Re-appointment of retiring Director - Mr. V K Chopra	9,99,54,969	98.56%	14,57,402	1.44%

RESOLUTION NO.	SUBJECT MATTER OF THE RESOLUTION	For the Resolution		Against the Resolution	
		No. of Shares	% to Total Valid Votes	No. of Shares	% to Total Valid Votes
6	Re-appointment of M/s. Khandelwal Jain & Co. as Statutory Auditors.	10,13,97,361	99.99%	15,010	0.01%
8	Re-appointment of Mr. Atul Dev Tayal as Whole-time Director, further for a period of 5 years w.e.f. February 17, 2012 to February 16, 2017.	10,13,96,461	99.98%	15,910	0.02%
9	Issue of equity linked foreign / Indian securities like GDRs, ADRs, FCCBs, QIPs, Warrants, Private Placements, Euro Issue representing equity shares and/or any other instrument or security convertible into equity shares, Detachable Warrants etc. for an aggregate amount not exceeding US$ 150 million.	7,64,50,878	75.39%	2,49,61,493	24.61%
10 & 11	10) Raising of 'Borrowing Limit' u/s. 293(1)(d) of the Companies Act, 1956, through Term Loans, ECB Credit etc. aggregating to Rs.3,000 Crores (excluding temporary loans from the Company's bankers in the ordinary course of business), from banks, financial institution etc. 11) To mortgage and/or to create charge(s) in addition to existing charges already created in respect of Company's moveable / immoveable properties, both present and future; in favour of the Lender(s), Agent(s), Trustee(s) for securing the borrowings of the Company availed / to be availed by way of loan(s) in foreign currency and/or rupee currency., as per Section 293(1)(a) and all other applicable provisions of the Companies Act, 1956.	7,64,50,878	75.39%	2,49,61,493	24.61%

RESOLUTION NO.	SUBJECT MATTER OF THE RESOLUTION	For the Resolution		Against the Resolution	
		No. of Shares	% to Total Valid Votes	No. of Shares	% to Total Valid Votes
12 & 13	Issue, offer and allot additional 30,00,000 equity shares under ESOP as per Section 81(1A) of the Companies Act, 1956 to employees of the Company including subsidiary(ies) / sub-subsidiaries / holding company(ies) of Rolta India Limited under Employee Stock Option Plan, under the applicable SEBI Guidelines.	7,60,69,728	75.01%	2,53,42,643	24.99%

Al the Resolutions mentioned above, are accordingly declared as passed by the requisite majority.

We also attach herewith "Scrutineers Report" for the results of the Poll.

Thanking you,

Yours faithfully
For ROLTA INDIA LIMITED

(Dharmesh Desai)
Associate Director (Legal)
& Company Secretary

Encl: As above