Sent On 23/11/2013
FAX No. 2345678

ROLTA

Fax Nos. 26598237-38 / 66418125-26 / Hand-Delivery

To,
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: Proceedings of 23rd Annual General Meeting

Dear Sir,

This is to inform you that at the **23rd Annual General Meeting (AGM) of the Company held today,** 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, the Shareholders of the Company had approved the following:

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.
2. Declaration of Dividend of Rs. 3.00 per Equity Share for the financial year ended June 30, 2013.
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.
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.
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.
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.
7. Appointment of Mr. M V Nair, as Director to retire by rotation.
8. Approval/Consent of the Member(s) under Section 180((1)(c) of the Companies Act, 2013 in respect of the Increase in the Borrowing Powers to the extent of aggregate ceiling of Rs. 5,000 Crores.

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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 372A of the Companies Act, 1956 / Section 186 of the Companies Act, 2013.
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.
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.
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.

In addition, the results of voting on all items mentioned above are being informed to you through a separate communication.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **ROLTA INDIA LIMITED**

(Verinder Khashu)
Company Secretary &
Head Legal/Compliance