ROLTA

BSE Ltd Corporate Relationship Department 1st Floor, New Trading Ring Rotunda Building Phiroze Jeejeebhoy Towers Dalal Street MUMBAI – 400 001	National Stock Exchange of India Limited Exchange Plaza Plot No. C/I G Block Bandra-Kurla Complex Bandra (East) MUMBAI – 400 051

July 25, 2016

Dear Sir,

Sub: Intimation for Book Closure at AGM and Cut-off date for remote e-voting

Pursuant to provisions of Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations) read with Section 91 of the Companies Act, 2013 and any other applicable provisions, intimation be and is hereby given that Register of Members and Share Transfer books of the Company will remain closed from Thursday, August 18, 2016 to Saturday, August 20, 2016 (both days inclusive) for the purpose of 26th Annual General Meeting (AGM) of members scheduled to be held on Saturday, 20th August, 2016 at 11.30 a.m.

The Company has fixed Saturday, August 13, 2016 as the Cut-off date for the purpose of offering remote e-voting facility and vote at the venue of AGM by the members in respect of the businesses to be transacted at the AGM. The remote e-voting period commences at 9:00 a.m. on Tuesday, August 16, 2016 and ends at 5:00 p.m. on Friday, August 19, 2016.

We attach herewith copy of AGM Notice for reference and records.

Kindly take a note of the above.

Thanking you,

Yours faithfully,
For ROLTA INDIA LIMITED,

(Verinder Khashu)
Company Secretary & Head-Legal / Compliance

Encl: as above

c.c. National Securities Depository Limited
4th Floor, A Wing, Trade World
Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai 400013

ROLTA INDIA LIMITED

Registered Office : Rolta Tower – A, Rolta Technology Park, MIDC - Marol,
Andheri (East), Mumbai – 400093, Maharashtra, India. CIN : L74999MH1989PLC052384
Tel. Nos. 91-22-29266666 Fax No. 91-22-28365992 email id: investor@rolta.com, website: www.rolta.com

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of ROLTA INDIA LIMITED will be held on Saturday, August 20, 2016 at 11.30 A.M. at the Auditorium, Rolta Tower - A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai – 400093, Maharashtra to transact the following business:

ORDINARY BUSINESS:

Item no. 1 - Adoption of Financial Statements

To receive, consider and adopt

a) the Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon;

b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the Report of the Auditors thereon.

Item no. 2 - Appointment of Auditors

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules made thereunder, M/s. N. M. Raiji & Co, Chartered Accountants, Mumbai (ICAI Firm Registration No 108296W), be and are hereby appointed as Statutory Auditors of the Company for a term of 4 [four] years to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting (AGM) to be held in the calendar year 2020, subject to ratification by the Members at every AGM, at such remuneration plus service tax, reasonable out–of-pocket expenses etc., as may be recommended by the Audit Committee, in consultation with the aforesaid auditors."

SPECIAL BUSINESS:

ITEM NO. 3- APPOINTMENT OF Ms. HOMAI A. DARUWALLA AS NON-EXECUTIVE INDEPENDENT DIRECTOR

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Homai A. Daruwalla (DIN 00365880), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on July 15, 2016 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years commencing from July 15, 2016."

ITEM NO 4 –APPOINTMENT OF MR. RAMNATH PRADEEP AS NON-EXECUTIVE INDEPENDENT DIRECTOR

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ramnath Pradeep (DIN 02608230), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on June 17, 2016 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years commencing from June 17, 2016."

ITEM NO. 5 - APPOINTMENT OF LT. GEN. PADAM PAL SINGH BHANDARI (RETD.) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Lt.Gen. Padam Pal Singh Bhandari (Retd.) (DIN 02082258), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on July 15, 2016 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years commencing from July 15, 2016."

ITEM NO. 6 - APPOINTMENT OF LT. GEN. K. T. PARNAIK (RETD.) AS DIRECTOR

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** Lt. Gen. K.T. Parnaik (DIN:07129253), who was appointed as an Additional Director of the Company with effect from May 30, 2016 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director liable to retire by rotation."

ITEM NO. 7-APPOINTMENT OF LT. GEN. K. T. PARNAIK (RETD.), AS JOINT MANAGING DIRECTOR

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT,** subject to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, the Company hereby accords the approval to the appointment and remuneration of Lt. Gen. K.T. Parnaik (Retd.), (DIN:07129253), as a Wholetime Director of the Company designated as Joint Managing Director (hereinafter referred to as "JMD") for a period of 3 (three) years with effect from May 30, 2016 on the terms and conditions including remuneration / emoluments as set out in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where in any financial year during the tenure of Lt. Gen. K.T. Parnaik (Retd.), the Company incurs a loss or its profits are inadequate, and unless the remuneration herein above is approved by the Central Government, the remuneration payable to the said JMD by way of salary, including performance incentive, commission, perquisites and any other allowances shall be governed and be subject to the ceilings provided under Section II of Part II (A) of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V to the Companies Act, 2013.

ITEM NO. 8- APPOINTMENT OF MR. RAJESH RAMACHANDRAN AS DIRECTOR

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** Mr. Rajesh Ramachandran (DIN:07531344), who was appointed as an Additional Director of the Company with effect from May 30, 2016 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director liable to retire by rotation."

ITEM NO. 9- APPOINTMENT OF MR. RAJESH RAMACHANDRAN AS JOINT MANAGING DIRECTOR

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT,** subject to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, the Company hereby accords the approval to the appointment and remuneration of Mr.Rajesh Ramachandran (DIN:07531344),as Wholetime Director of the Company designated as Joint Managing Director (hereinafter referred to as JMD) for a period of three years with effect from May 30, 2016 on the terms and conditions including remuneration / emoluments, as set out in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where in any financial year during the, tenure of Mr. Rajesh Ramachandran, the Company incurs loss or its profits are inadequate,unless the remuneration herein above is approved by the Central Government, the remuneration payable to the said JMD by way of salary, including performance incentive, commission, perquisites and any other allowances shall be governed and be subject to the ceilings provided under Section II of Part II (A) of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013."

ITEM NO. 10- APPOINTMENT OF MR. RAMAKRISHNA PRABHU AS DIRECTOR

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** Mr. Ramakrishna Prabhu (DIN:01945079), who was appointed as an Additional Director of the Company with effect from May 30, 2016 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director liable to retire by rotation.

ITEM NO. 11 - APPOINTMENT OF MR. RAMAKRISHNA PRABHU AS DIRECTOR, CORPORATE AFFAIRS & CHIEF FINANCIAL OFFICER

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT,** subject to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, the Company hereby accords the approval to the appointment and remuneration of Mr. Ramakrishna Prabhu (DIN:01945079), as Wholetime Director, of the Company, designated as Director, Corporate Affairs and Chief Financial Officer (hereinafter referred to as "CFO") for a period of 3 (three) years with effect from May 30, 2016 on the terms and conditions including remuneration / emoluments, as set out in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THATnotwithstanding anything contained hereinabove, where in any financial year during the tenure of Mr. Ramakrishna Prabhu, the Company incurs loss or its profits are inadequate,unless the remuneration herein above is approved by the Central Government, the remuneration payable to the CFO by way of salary, including performance incentive, commission, perquisites and any other allowances shall be governed and be subject to the ceilings provided under Section II of Part II (A) of Schedule V to the Companies Act, 2013,or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013."

ITEM NO. 12- SERVICE OF DOCUMENTS ON MEMBERS

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by ordinary post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge (except in case of ordinary post, courier or by electronic mode), from the member, the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite applicable fee has been duly received by the Company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the Company to the shareholder.

RESOLVED FURTHER THAT a document may be served on any member by the Company by sending it to him by ordinary post, courier or by electronic mode free of cost.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, director or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to aboveresolution."

By Order of the Board of Directors



July15 2016
Mumbai

Verinder Khashu
Company Secretary & Head
Legal / Compliance

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Business under Items Nos. 2 & 3 to 12 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of persons seeking appointment as Directors under items 3 to 11 of the Notice forms an integral part of the explanatory statement. The Director(s) has furnished the requisite declaration(s) for their appointment / reappointment. None of the Director of the Company is liable to retire by rotation at this Annaul General Meeting.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

   A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument of Proxy in order to be effective, shall be deposited at the Registered Office of the Company, either in person or through post, duly completed and signed, not later than forty-eight hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. Under Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to Dividend for the Financial Year 2007-08, to the Investor Education and Protection Fund of the Central Government.

   Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 26, 2015 (date of last Annual General Meeting) on the website of the Company (www.rolta.com), as also on the website of the Ministry of Corporate Affairs.

4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

6. Electronic copy of the Annual Report for 2015-16 and the Notice of the 26th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Ballot Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 and the Notice of the 26th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting /or voting through Ballot along with Attendance Slip, Proxy Form and Ballot Form is being sent in the permitted mode.

7. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.rolta.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication,the shareholders may also send requests to the Company's investor email id: investor@rolta.com or its Registrar & Transfer Agent on e-mail id rnt.helpdesk@linkintime.co.in

8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

9. Members have been provided option of voting through electronic means (e-voting) and those members, who do not have access to e-voting facility, Ballot Form has been provided. Member can opt for only one mode of voting i.e. either through remote e-voting or by ballot. If a member cast vote by both modes, then voting done through remote e-voting shall prevail and ballot form shall be treated as invalid. Duly completed ballotform should reach not later than August 13, 2016. Ballot Form received thereafter will strictly be treated as if not received.The facility for voting through Ballot Form shall also be made available at the venue of the meeting.

10. A Member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the meeting.

11. All documents referred to in the accompanying Notice and Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company between 3.00 P.M.to 5.00 P.M. on all working days from the date of dispatch of the Notice, up to and including the last date of voting i.e. Saturday, August 20, 2016.

12. Voting through electronic means:

I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at an AGM by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:

(i) Open email and open PDF file viz; "Rolta India e-Voting.pdf " with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select "EVEN" of Rolta India Limited.

(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to bhattvirendra1945@yahoo.co.in or evoting@rolta.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Ballot Form for the AGM :

(ii) EVEN (E-Voting Event Number) USER ID PASSWORD/PIN

(iii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

III. If you are already registered with NSDL / CDSL for e-voting then you can use your existing user ID and password/PIN forcasting your vote.

IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

V. The e-voting period commences on August16, 2016 (9:00 am IST) and ends on August 19, 2016 (5:00 pm IST). The e-voting module shall be disabled by NSDL for voting there after. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 13, 2016, may cast their vote electronically. Any person whose is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 13, 2016.

VII. Any person who acquires shares of the Company and become member of the Company after the dispatch of the notice and holding shares as of the cut-off date i.e. August 13, 2016, mayobtain the login ID and password by sending a request at evoting@nsdl.co.in or rnt.helpdesk@linkintime.co.in. Any query/ grievance in relation to voting by electronic means can also be addressed to Mr. Rajiv Ranjan, Asst. Manager, NSDL, Trade world, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, Phone No. 022-24994738 or toll freeno. 1800-222-990. Email: evoting@nsdl.co.in

VIII. A person, whose name is recorded in the Register of Members or in the beneficial owners maintained by the depositories as onthe cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

IX. Mr. Virendra Bhatt Practicing Company Secretary (Membership No. A1157) has been appointed as the Scrutinizer to scrutinize the e-voting/Ballot process in a fair and transparent manner.

X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and shall make, not later than 3 days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.

XI. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.rolta.com and on the website of NSDL immediately after the declaration of the results by the Chairman or a person authorized by him in writing and will be communicated to the BSE Limited & NSE of India Limited.

EXPLANATORY STATEMENT IN RESPECT OF APPOINTMENT OF AUDITORS

ITEM NO 2

The Company at its Extraordinary General Meeting held on May 7, 2016 has appointed M/s. N M Raiji & Co. Chartered Accountants as joint Statutory Auditor in addition to existing Statutory Auditor M/s. Walker Chandiok & Co. LLP, to hold office until the conclusion of Annual General Meeting to be held in the calendar year 2016. M/s. Walker Chandiok & Co. LLP, have expressed that due to their existing preoccupation and commitments, they will not be able to continue as the Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting.

The Company has received letter from M/s. N M Raiji & Co., Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013, and that they are not disqualified from such appointment in terms of Section 141 (3) (g) of the Companies Act, 2013 & Rules made thereunder. In terms of requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. N M Raiji & Co., Chartered Accountants has confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.Being eligible offer themselves for appointment, accordingly Board recommends appointment of M/s. N M Raiji & Co. Chartered Accountants as Statutory Auditors of the Company to hold the office as such upto the conclusion of AGM to be held in the Calendar year 2020, subject to ratification by members at every AGM.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except M/s. N M Raiji & Co. Chartered Accountants is concerned or interested, financial or otherwise, in the resolutionsetout at Item No. 2.

EXPLAINATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

RESOLUTION AT ITEM NO.3

Ms. Homai A. Daruwalla (DIN: 00365880) was appointed as an Additional (Independent) Director of the Company with effect from July 15, 2016 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Ms. Daruwalla holds office upto the date of this Annual General Meeting and is eligible for the appointment as a Director. The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing her candidature for the office of a Director.

Ms Homai A. Daruwalla is a Chartered Accountant and was at the helm of affairs of Central Bank of India as Chairperson and Managing Director overseeing the entire operations of the Bank from 30th June 2005 till 31st December 2008. She also handled prestigious assignment as Region of India Director on Board of The Institute of Internal Auditors (IIA), Florida U.S.A. for a term of two years. The Institute of Internal Auditors, Florida is a international renowned body having audit luminaries from all over the world as its members. Presently, with effect from 06 April, 2016, She has also been appointed as Chairperson of the Zoroastrian Co-op Bank Ltd for a term of five years. Post retirement, Ms H A Daruwalla is an Executive Advisor / Consultant, her forte being Financial sector and is presently on the Board of the following prestigious companies as an Independent Director; Reliance Securities Ltd, Reliance Financial Ltd, India Infoline Asset Management Company Ltd, Jaiprakash Associates Ltd, Gammon Infrastructure Projects Ltd, Meliora Asset Reconstruction Company Ltd, Triveni Engineering & Industries Ltd, and Vizag Seaport Pvt ltd.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 3 of the Notice for appointment of Ms. Daruwalla as an Independent Director, not liable to retire by rotation.

Except Ms. H A. Daruwalla, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3.

Details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are stated under reference of Annexure – 1.

RESOLUTION AT ITEM NO. 4

Mr. Ramnath Pradeep (DIN 02608230) was appointed as an Additional (Independent) Director of the Company with effect from June 17, 2016 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Pradeep holds office upto the date of this Annual General Meeting and is eligible for the appointment as a Director. The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Pradeep has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr Ramnath Pradeep is a post graduate in Economics and Law. He has served the banking industry for more than 37 years in various positions. He retired as Chairman & Managing Director, Corporation Bank. During his Chairmanship, the Corporation Bank was honored with 'Best Public Sector Bank', 'Best PSU Bank of the Year', 'The Most Customer Friendly Bank', SKOCH Financial Inclusion Award and also received three Banking Technology Awards. Earlier he served as Executive Director of Central Bank of India and was appointed as Legal Adviser to ONGC Ltd. The Government of India appointed him as Chief Vigilance Officer in State Bank of India and Bank of India. He has also been on the Boards of IILFS, Cent Bank Financial Services, Cent Bank Home Finance Ltd, Corp Bank Security Ltd, Indian

Institute of Banking and Finance Ltd, Credit Rating and Risk Advisory Services Pvt. Ltd and Zen Advisors Pvt. Ltd. He was also appointed by RBI and IBA to head various committees of Banks. He is now an Associate with Singhania & Co, a leading International Law firm. He is a co-author of a book titled 'Financial inclusion; viable opportunity in Urban India'. Several of his articles have appeared in The Hindu Business line newspaper. He has also worked in Nepal and Vietnam for Financial Inclusion and Bank Restructuring.

Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for appointment of Mr. Pradeep as an Independent Director, not liable to retire by rotation.

Except Mr. Pradeep, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

Details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are stated under reference of Annexure – 1.

RESOLUTION AT ITEM NO. 5

Lt Gen Padam Pal Singh Bhandari retired as Deputy Chief of Army Staff in 2006, after serving 40 years in the Indian Army. He is a recipient of Param Vishist Seva Medal and Ati Vishist Seva Medal from The President of India. An alumnus of Defence Service Staff College and Royal College of Defence Studies (UK), Bhandari had held numerous important command, staff and instructional appointments before taking over as Deputy Chief of Army Staff in January 2004. He has done his MSc from Madras University, Post graduate course on International Relations and Understanding including Global Economic, Industrial scene and Higher level management at Royal College of Defence Studies (Formerly Known as Imperial Defence College) at UK, and M Phil (Defence and Management Studies) at University of Indore. He has also served on the Board of Directors of the Defence PSU, Bharat Dynamics Ltd (BDL), as an Independent Director and a Trustee on the Governing Board of Trustees of Global Cancer Concern India (GCCI), an NGO helping millions. He was also the chairman of IT Convention of CII National Committee of Defence and a member of Defence Committee of FICCI. He was the head of Defence Business Group in Rolta India Ltd. from where he retired in June, 2013.

Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice for appointment of Lt. Gen.Padam Pal Singh Bhandari(Retd.) as an Independent Director, not liable to retire by rotation.

Except Lt. Gen.Padam Pal Singh Bhandari (Retd.), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

Details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are stated under reference of Annexure – 1.

RESOLUTIONS AT ITEM NOS. 6 & 7

The Board of Directors at its meeting held on May 30, 2016 has appointed Lt. Gen. K.T. Parnaik (Retd.) as Additional Director designated as Joint Managing Director (JMD) of the Company under the Companies Act, 2013 for a period of 3 years with effect from May 30, 2016 on the terms & conditions including the remuneration/ emoluments, mentioned below and subject to the approval of the members in the General Meeting. The terms of appointment and remuneration have been recommended by the Nomination & Remuneration Committee in its meeting held on May 30, 2016. Previously Lt. Gen. Parnaik (Retd.) was employed as President of Rolta Defence and Security Business, which has ended with mutual consent.

In respect of the aforesaid Director, the Company has received a notice in writing along with a deposit of ₹1,00,000/- pursuant to the provisions of Section 160 of the Companies Act, 2013 from a Member signifying his intention to propose Lt. Gen. K. T. Parnaik (Retd.) as a candidate to be appointed as a Director of the Company, liable to retire by rotation.

EMOLUMENTS

A. <u>BASIC SALARY</u>

The Basic Salary shall be ₹ 1,00,000 (One Lacs Only) per month.

B. <u>PERQUISITES</u>

<u>CATEGORY I</u>:

a. House Rent Allowance: ₹ 4,00,000/- (Rupees (Four Lacs only) per month will be paid to the said JMD in lieu of housing benefits. This component will not be added into basic salary for other perks and benefits.

b. General Allowance of ₹ 8,00,000/- (Rupees (Eight Lacs only]) per month will be paid to the said JMD in lieu of all other perquisites not defined herein.

c. Group Personal Accident Insurance, Group Mediclaim and Group Term Insurance: As per Rules of the Company.

This component will not be included as basic salary, for the purpose of Provident Fund, Gratuity or any other purpose.

<u>CATEGORY II:</u>

d. Provident Fund: Company's contribution to Provident Fund as per Rules of the Company.

e. Gratuity: Payable in accordance with Rules of the Company but not exceeding half month's basic salary for each completed year of service. Performance Incentive will not be added to the basic salary for the purpose of provident fund, gratuity, medical or commission and other perquisites.

For Provident Fund, Gratuity or any other benefit, there is ceiling limit for Basic and these benefits will be payable as per limits prescribed as per rules of the Company for above benefits from time to time.

<u>CATEGORY III:</u>

Car and telephone will be provided at residence for official use. The JMD, however at his option may choose for either or both of following options (1) Car Allowance of ₹ 1,25,000/- (Rupees One Lac Twenty Five Thousand only) per month in-lieu Car and (2) Driver Allowance of ₹ 50,000/- (Rupees Fifty Thousand only) per month in-lieu of Driver. The Company shall bill Personal long distance calls on telephone to the said JMD. However, provision of these facilities will be subject to tax as per prevailing Income Tax Act and Rules thereunder.

The contribution to Provident Fund will not be included as perquisites to the extent these are not taxable under the Income Tax Act, 1961.

Leave: As per the rules of the Company, but not exceeding 21 working days per year. Unutilized leave cannot be carried forward.

All Emoluments and Perquisites will be taxable as per the provisions of the Income Tax Act, 1961.

C. Quarterly On Target Cash Bonus (QTB): ₹ 2,00,000 (Rupees Two Lacs only) per month, payable quarterly, from 0% to 100% of the amount, subject to monthly review of performance of the said JMD and performance of business Groups / Divisions of the said JMD, as per Company policy, provided the said JMD is not under notice period or under resignation at the time of disbursal.

D. <u>COMMISSION</u>

Upto 0.50% (One Half percent) of consolidated Net Profits of the Company (computed under and subject to the Companies Act, 2013) not exceeding ₹ 100,00,000 (Rupees One Hundred Lacs only) on an annual basis and subject to all the relevant provisions of the Companies Act, 2013. The percentage will be decided by the Nomination and Remuneration Committee of the Board of Directors on a year-to-year basis, based on the individual performance of the said JMD, the overall performance of the Company and the recommendation of the Chairman & Managing Director (CMD), and accordingly the Commission payable to the said Director shall be provided for in the accounts.

Provided further that Commission shall be payable, on an annual basis but only after the Company's Financial Statements are placed before the Company's Annual General Meeting under the Companies Act, 2013 and are approved by the members thereat, subject further, to the said JMD continuing to be in employment of the Company and not under resignation at the time of payment of the said Commission.

E. <u>STOCK OPTIONS</u>

The JMD will be granted Stock Options at sole discretion of the Company under the Employee Stock Option Plan (ESOP) in quantities as determined by the Nomination & Remuneration Committee of the Board based upon the performance of the said JMD and the performance of the Company from time to time.

Other terms of appointment:

Lt. Gen. K.T. Parnaik (Retd.) shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company. His employment may be terminated by the Company without notice or payment in lieu of notice:

a) If, he is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or

b) In the event of any serious repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations contained in the agreement executed between the Company and Lt. Gen. K.T. Parnaik (Retd.); or

c) In the event the Board expresses it loss of confidence in him.

d) The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' basic salary in lieu thereof.

e) The terms and conditions of the appointment of Lt. Gen. K.T. Parnaik (Retd.) also include clauses pertaining to adherence to the Rolta Code of Conduct for Directors and Senior Management, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

Upon cessation of employment, no remuneration shall be payable for the unexpired portion of term of employment.

The Explanatory Statement together with the accompanying notice should be treated as an abstract of the terms of the Agreement and memorandum of concern or interest under Section 117 of the Companies Act, 2013. Your directors commend passing of the resolutions proposed at Item No. 6 & 7.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Lt. Gen. K.T. Parnaik (Retd.) is concerned or interested, financial or otherwise, in the resolutions setout at Item No. 6 & 7

Details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are stated under reference of Annexure – 1.

The Board commend the Ordinary Resolution as set out at Item Nos. 6 & 7 of the Notice for approval by the shareholders.

RESOLUTIONS AT ITEM NOS. 8 & 9

The Board of Directors at its meeting held on May 30, 2016 has appointed Mr. Rajesh Ramachandran as Additional Director designated as Joint Managing Director of the Company under the Companies Act, 2013 for a period of 3 years with effect from May 30, 2016 on the terms & conditions including the remuneration/ emoluments, mentioned below and subject to the approval of the members in the General Meeting. The terms of appointment and remuneration have been recommended by the Nomination and Remuneration Committee in its meeting held on May 30, 2016. Previously Mr. Ramachandran was employed as President of Global Products and Technology Solution And CTO, which has ended with mutual consent.

In respect of the aforesaid Director, the Company has received a notice in writing along with a deposit of ₹1,00,000/- pursuant to the provisions of Section 160 of

the Companies Act, 2013 from a Member signifying their intention to propose Mr. Rajesh Ramachandran as a candidate for the office of Director of the Company, to be appointed as a Director of the Company, liable to retire by rotation.

EMOLUMENTS

A). BASIC SALARY

The Basic Salary shall be ₹ 1,00,000/- (Rupees One lacs) per month.

B). PERQUISITES

CATEGORY I:

a. House Rent Allowance: ₹ 4,00,000/- (Rupees Four Lacs only) per month will be paid to the said JMD in lieu of housing benefits. This component will not be added into basic salary for other perks and benefits.

b. General Allowance of ₹ 8,00,000/- (Rupees Eight Lacs only) per month will be paid to the said JMD in lieu of all other perquisites not defined herein.

c. Group Personal Accident Insurance, Group Mediclaim and Group Term Insurance: As per Rules of the Company.

This component will not be included as basic salary, for the purpose of Provident Fund, Gratuity or any other purpose.

CATEGORY II:

d. Provident Fund: Company's contribution to Provident Fund as per Rules of the Company.

e. Gratuity: Payable in accordance with Rules of the Company but not exceeding half month's basic salary for each completed year of service. Performance Incentive will not be added to the basic salary for the purpose of provident fund, gratuity, medical or commission and other perquisites.

For Provident Fund, Gratuity or any other benefit, there is ceiling limit for Basic and these benefits will be payable as per limits prescribed as per rules of the Company for above benefits from time to time.

CATEGORY III:

Car and telephone will be provided at residence for official use. JMD, however at his option may choose for either or both of following options (1) Car Allowance of ₹ 1,25,000/- (Rupees One Lacs Twenty Five Thousand only) per month in-lieu Car and (2) Driver Allowance of ₹ 50,000/- (Rupees Fifty Thousand only) per month in-lieu of Driver. The Company shall bill Personal long distance calls on telephone to the said JMD. However, provision of these facilities will be subject to tax as per prevailing Income Tax Act and Rules thereunder.

The contribution to Provident Fund will not be included as perquisites to the extent these are not taxable under the Income Tax Act, 1961.

Leave: As per the rules of the Company, but not exceeding 21 working days per year. Unutilized leave cannot be carried forward

All Emoluments and Perquisites will be taxable as per the provisions of the Income Tax Act, 1961.

C) Quarterly On target Cash Bonus (QTB): ₹ 2,00,000 (Rupees Two Lacs only) per month, payable quarterly, from 0% to 100% of the amount, subject to monthly review of performance of the said JMD and performance of business Groups / Divisions of the said JMD, as per Company policy, provided the said JMD is not under notice period or under resignation at the time of disbursal.

D) COMMISSION

Upto 0.50% (One half percent) of the consolidated Net Profit of the Company (computed under and subject to the Companies Act, 2013) not exceeding ₹ 100,00,000/- (Rupees One Hundred Lacs) on an annual basis, and subject to all the relevant provisions of the Companies Act, 2013 and Rules made thereunder. The percentage will be decided by the Nomination and Remuneration Committee of the Board of Directors on a year-to-year basis, based on the individual performance of the said JMD, the overall performance of the Company and the recommendation of the Chairman & Managing Director (CMD), and accordingly the Commission payable to the said Director shall be provided for in the accounts.

Provided further that Commission shall be payable, on an annual basis but only after the Company's Financial Statements are placed before the Company's Annual General Meeting under the Companies Act, 2013 and are approved by the members thereat, subject further, to the said JMD continuing to be in employment of the Company and not under resignation at the time of payment of the said Commission.

E) STOCK OPTIONS:

The JMD will be granted Stock Options at sole discretion of the Company under the Employee Stock Option Plan (ESOP) in quantities as determined by the Nomination & Remuneration Committee of the Board based upon the performance of the said JMD and the performance of the Company from time to time.

Other terms of appointment:

Mr. Rajesh Ramachandran shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company. His employment may be terminated by the Company without notice or payment in lieu of notice:

a) If, he is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or

b) In the event of any serious repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations contained in the agreement executed between the Company and Mr. Rajesh Ramachandran; or

c) In the event the Board expresses it loss of confidence in him.

d) The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' basic salary in lieu thereof.

e) The terms and conditions of the appointment of Mr. Rajesh Ramachandran also include clauses pertaining to adherence to the Rolta Code of Conduct for Directors and Senior Management, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

Upon cessation of employment, no remuneration shall be payable for the unexpired portion of term of employment.

The Explanatory Statement together with the accompanying notice should be treated as an abstract of the terms of the Agreement and memorandum of concern or interest under Section 117 of the Companies Act, 2013. Your directors commend passing of the resolutions proposed at Item No. 8 & 9 .

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Rajesh Ramachandran is concerned or interested, financial or otherwise, in the resolutions set out at Item No. 8 & 9.

Details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are stated under reference of Annexure – 1.

The Board commend the Ordinary Resolution as set out at Item Nos. 8 & 9 of the Notice for approval by the shareholders.

RESOLUTIONS AT ITEM NOS.10 & 11

The Board of Directors at its meeting held on May 30, 2016 has appointed Mr. Ramakrishna Prabhu as Additional Director designated as Wholetime Director of the Company under the Companies Act, 2013 for a period of 3 years with effect from May 30, 2016 on the terms & conditions including the remuneration/ emoluments, mentioned below and subject to the approval of the members in the General Meeting. The terms of appointment and remuneration have been recommended by the Nomination and Remuneration Committee in the meeting held on May 30, 2016. Previously Mr. Ramakrishna Prabhu was employed as Sr.Vice President - Finance & Chief Financial Officer (CFO), which has ended with mutual consent.

In respect of the aforesaid Director, the Company has received a notice in writing along with a deposit of ₹ 1,00,000/- pursuant to the provisions of Section 160 of the Companies Act, 2013 from a Member signifying their intention to propose Mr. Ramakrishna Prabhu as a candidate to be appointed as a Director of the Company, liable to retire by rotation.

EMOLUMENTS

A. BASIC SALARY

a) The basic salary shall be ₹ 1,00,000 (One Lac Only) per month.

b) House Rent Allowance: ₹ 3,00,000/- (Rupees Three Lacs only) per month will be paid to the said Wholetime Director in lieu of housing benefits. This component will not be added into basic salary for other perks and benefits.

c) General Allowance of ₹ 5,00,000/- (Rupees Five Lacs only) will be paid to the said CFO Director in lieu of all other perquisites not defined herein.

B. PERQUISITES

CATEGORY I:

d. Provident Fund: Company's contribution to Provident Fund as per Rules of the Company.

e. Gratuity: Payable in accordance with Rules of the Company but not exceeding half month's basic salary for each completed year of service.

f. Group Personal Accident Insurance, Group Mediclaim and Group Term Insurance: As per Rules of the Company.

CATEGORY II

Car and telephone will be provided at residence for official use. The CFO however at his option may choose for either or both of following options (1) Car Allowance of ₹ 1,25,000/- (Rupees One Lac Twenty Five Thousand only) per month in-lieu Car(s) and (2) Driver Allowance of ₹ 50,000/- (Rupees Fifty Thousand only) per month in-lieu of Driver(s). The Company shall bill Personal long distance calls on telephone to the CFO. However, provision of these facilities will be subject to tax as per prevailing Income Tax rules.

The contribution to Provident Fund will not be included as perquisites to the extent these are not taxable under the Income Tax Act, 1961.

Leave: As per the rules of the Company, but not exceeding 21 working days per year. Unutilized leave cannot be carried forward.

All Emoluments and Perquisites will be taxable as per the provisions of the Income Tax Act, 1961.

C. Quarterly On Target Cash Bonus (QTB): ₹ 1,50,000 (Rupees One Lac Fifty Thousand only) per month, payable quarterly, from 0% to 100% of the amount, subject to monthly review of performance of the CFO and performance of business Groups / Divisions of the CFO, as per Company policy, provided the CFO is not under notice period or under resignation at the time of disbursal.

D. COMMISSION: Upto 0.25% of the consolidated Net Profit of the Company (computed under and subject to the Companies Act, 2013) not exceeding ₹ 50,00,000/- (Rupees Fifty Lacs Only) on an annual basis, and subject to all the relevant provisions of the Companies Act, 2013. The percentage will be decided by the Nomination & Remuneration Committee of the Board of Directors on a year-to-year basis, based on the individual performance of the CFO, the overall performance of the Company and the recommendation

of the CMD, and accordingly the Commission payable to the CFO shall be provided for in the accounts.

E. Provided further that Commission shall be payable, on an annual basis but only after the Company's Annual Accounts and Balance Sheet under the Companies Act, 2013 are placed before the Company's Annual General Meeting and approved by the members thereat, subject further, to the said Wholetime Director continuing to be in employment of the Company at the time of payment of the said Commission.

F. STOCK OPTIONS:

The CFO will be granted stock options at sole discretion of the Company under the ESOP in quantities as determined by the Nomination & Remuneration Committee of the Board based upon the said CFO's performance and the performance of the Company from time to time.

Other terms of appointment:

Mr. Ramakrishna Prabhu shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company. His employment may be terminated by the Company without notice or payment in lieu of notice:

a) If, he is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or

b) In the event of any serious repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations contained in the agreement executed between the Company and Mr. Ramakrishna Prabhu; or

c) In the event the Board expresses it loss of confidence in him.

d) The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' basic salary in lieu thereof.

e) The terms and conditions of the appointment of Mr. Ramakrishna Prabhu also include clauses pertaining to adherence to the Rolta Code of Conduct for Directors and Senior Management, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

Upon cessation of employment, no remuneration shall be payable for the unexpired portion of term of employment.

The Explanatory Statement together with the accompanying notice should be treated as an abstract of the terms of the Agreement and memorandum of concern or interest under Section 117 of the Companies Act, 2013. Your directors commend passing of the resolutions proposed at Item No.10 & 11.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Ramakrishna Prabhu is concerned or interested, financial or otherwise, in the resolutions set out at Item No.10 & 11.

Details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are stated under reference of Annexure – 1.

The Board commend the Ordinary Resolution as set out at Item Nos. 10 & 11 of the Notice for approval by the shareholders.

RESOLUTION AT ITEM NO.12

As per the provisions of Section 20 of the Companies Act, 2013, a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the Company in its Annual General Meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense borne by the Company for such dispatch will be paid in advance by the member to the Company. No charges shall be payable where the documents are requested through ordinary post, courier or by electronic means.

The Board recommends the resolution at item no. 12 for the approval of the Shareholders.

None Director of the Company, Key Managerial Personnel or their relatives respectively is in any way concerned or interested in the proposed resolution.

By Order of the Board of Directors

July15, 2016
Mumbai

Verinder Khashu
Company Secretary & Head
Legal / Compliance

Annexure - 1

Details of Directors seeking Appointment at the Annual General Meeting:

Particulars	Ms. Homai A. Daruwalla	Mr. Ramnath Pradeep	Lt. Gen. Padam Pal Singh Bhandari (Retd.)	Lt.Gen. K.T. Parnaik (Retd.)	Mr. Rajesh Ramachandran	Mr. Ramakrishna Prabhu
DIN	00365880	02608230	02082258	07129253	07531344	01945079
Date of Birth	19-Dec-1948	01-Oct-1951	12-Ian-1946	28-Jun-1953	01-Jun-1971	02-Jun-1962
Date of First Appointment	15-Jul-2016	17-Jun-2016	15-Jul-2016	30-May-2016	30-May-2016	30-May-2016
Qualification	Chartered Accountant	Post Graduate in Economics & Graduate in Law	MSC., M.Phil,	MSc. Defence Studies	B.E. M.S. Exec. MBA	B. Com. FCA
Expertise in specific areas	Finance and Accounts	Banking &Finance	Served in Army as Dy..Chief of Army Staff	Defence	Technology	Finance, Accounts & Taxation
Remuneration last drawn*	Not Applicable	Not Applicable	Not Applicable	12,33,250/-	15,45,546/-	9,63,200/-
Relationship with other Directors / Managers / KMP	None	None	None	None	None	None
Number of Meetings of the Board attended during the Financial Year 2015-16	None	None	None	None	None	None
Number of Equity Shares held in the Company	None	None	15250	None	16,850	None
Directorship held in other Companies	8	4	-	3	None	3
Member of Committees	6	2	-	None	None	4

*upto May 29, 2016 in the FY. 2015-16

ROLTA INDIA LIMITED

Registered Office : Rolta Tower – A, Rolta Technology Park, MIDC - Marol,
Andheri (East), Mumbai – 400093, Maharashtra, India. CIN : L74999MH1989PLC052384
Tel. Nos. 91-22-29266666 Fax No. 91-22-28365992 email id: investor@rolta.com, website: www.rolta.com

PROXY FORM

Name of the member (s): _____

Registered Address: _____

_____ E-mail ID: _____

Folio No. / Client Id: _____ DP ID: _____

I/We, being the member (s) of _____shares of the Rolta India Limited, hereby appoint.

1. Name : _____ Address : _____
Email Id : _____ Signature:_____ or failing him,

2. Name : _____ Address : _____
Email Id :_____ Signature :_____or failing him,

3. Name : _____ Address : _____
Email Id : _____ Signature : _____

As my / our proxy to attend and vote (on a poll) for me / us and on my/ our behalf at the 26th Annual General Meeting of the Company on Saturday, 20th August, 2016 at 11.30 a.m. at the Registered Office of the Company Auditorium, Rolta Tower 'A', Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai - 400093 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.		For	Against
Ordinary Business			
1	Adoption of Financial Statements for the year ended 31st March, 2016.		
2	Appointment of Auditors, M/s. N M Raiji & Co, Chartered Accountants, Mumbai (ICAI Firm Registration No 108296W)		
Special Business			
3	Appointment of Ms. Homai A. Daruwalla as Non-Executive Independent Director		
4	Appointment of Mr. Ramnath Pradeep as Non-Executive Independent Director		
5	Appointment of Lt. Gen. Padam Pal Singh Bhandari (Retd.), as Non-Executive Independent Director		
6	Appointment of Lt. Gen. K. T. Parnaik (Retd.), as Director		
7	Appointment of Lt. Gen. K. T. Parnaik (Retd.), as Joint Managing Director		
8	Appointment of Mr. Rajesh Ramachandran as Director		
9	Appointment of Mr. Rajesh Ramachandran as Joint Managing Director		
10	Appointment of Mr. Ramakrishna Prabhu as Director		
11	Appointment of Mr. Ramakrishna Prabhu as Director, Corporate Affairs & Chief Financial Officer		
12	Service of Documents on Members		

Signed this ..... day of ..... 2016.

Signature of Shareholder: _____

Signature of Proxy holder(s) _____

Affix Revenue Stamp

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 26th Annual General Meeting.

* 3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

ROLTA INDIA LIMITED

Registered Office : Rolta Tower – A, Rolta Technology Park, MIDC - Marol,
Andheri (East), Mumbai – 400093, Maharashtra, India. CIN : L74999MH1989PLC052384
Tel. Nos. 91-22-29266666 Fax No. 91-22-28365992 email id: investor@rolta.com, website: www.rolta.com

ADMISSION SLIP

Twenty-Sixth Annual General Meeting to be held on Saturday, August 20, 2016 at 11:30 a.m. at the Registered Office of the Company Auditorium, Rolta Tower 'A', Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai – 400093, Maharashtra

Name & Address of the Member _____

_____

Registered Folio /Client ID_____

DPID_____

No. of Shares_____

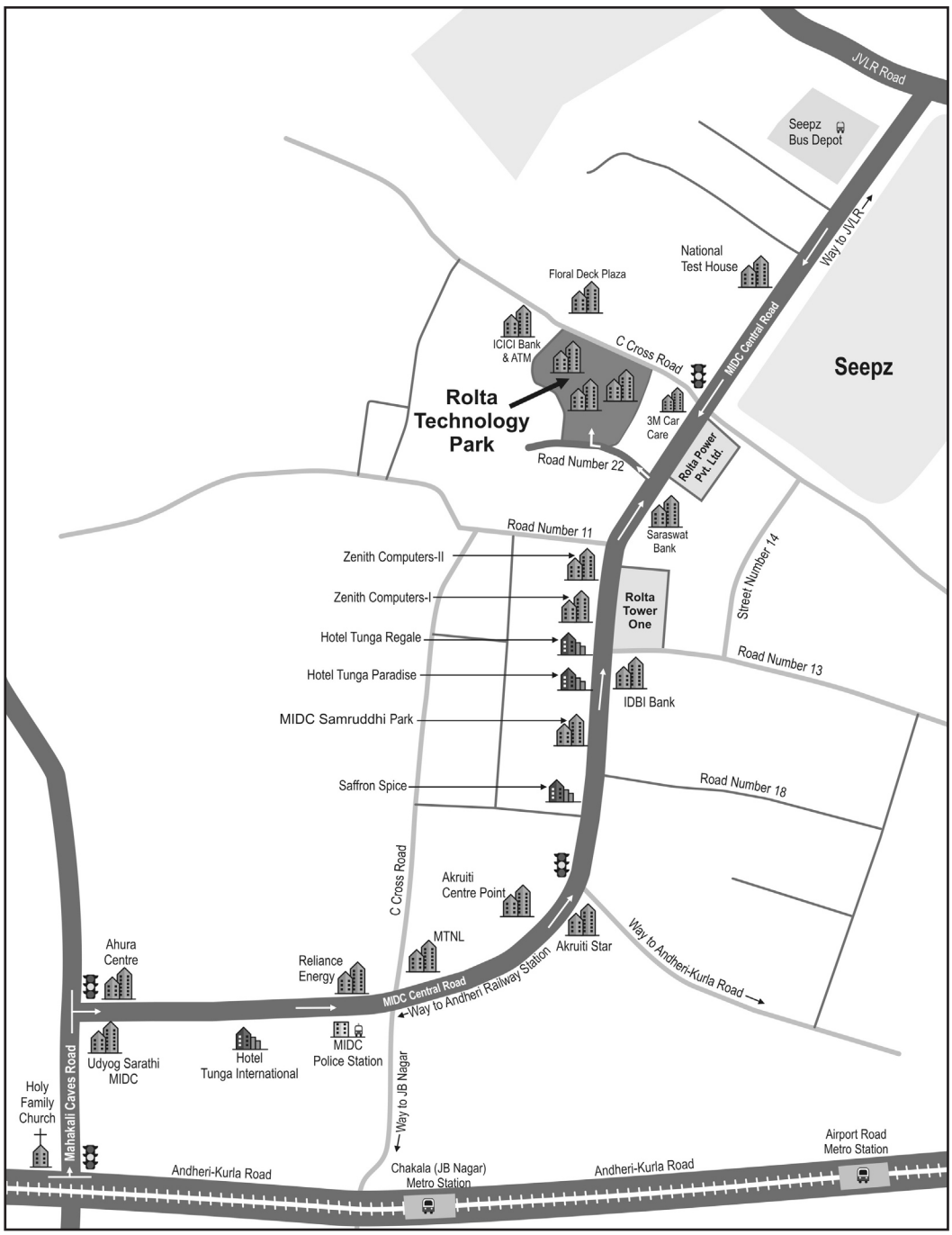
Name of the Proxy_____

Name of the Member or Proxy or Representative present _____

Signature of the Member or Proxy or representative present_____

Note: A member or his/her duly appointed Proxy wishing to attend the Meeting, must complete this Admission Slip and hand it over at the entrance.

Route Map to the Venue of AGM of Rolta India Limited



ROLTA INDIA LIMITED

Registered Office : Rolta Tower – A, Rolta Technology Park, MIDC - Marol,
Andheri (East), Mumbai – 400093, Maharashtra, India. CIN : L74999MH1989PLC052384
Tel. Nos. 91-22-29266666 Fax No. 91-22-28365992 email id: investor@rolta.com, website: www.rolta.com

BALLOT FORM

1. Name and Registered Address of the Sole/First named Shareholder:

2. Name(s) of the Joint Holder(s) (if any) :
3. Registered Folio No./:
4. DP ID No. and Client ID No.
5. Number of Share(s) held :
6. I / We hereby exercise my / our vote(s) in respect of the resolutions set out in the Notice of the 26th Annual General Meeting (AGM) of the Company to be held on Saturday, August 20, 2016 by recording my/our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Resolution No.		No. of Shares held	For	Against
	Ordinary Business		I/We assent to the resolution	I/We dissent to the resolution
1	Adoption of Financial Statements for the year ended 31st March, 2016.			
2	Appointment of Auditors, M/s. N M Raiji & Co, Chartered Accountants, Mumbai (ICAI Firm Registration No 108296W)			
	Special Business:			
3	Appointment of Ms. Homai A.Daruwalla as Non-Executive Independent Director			
4	Appointment of Mr. Ramnath Pradeep as Non-Executive Independent Director			
5	Appointment of Lt. Gen. Padam Pal Singh Bhandari (Retd.), as Non-Executive Independent Director			
6	Appointment of Lt. Gen. K. T. Parnaik (Retd.), as Director			
7	Appointment of Lt. Gen. K. T. Parnaik (Retd.), as Joint Managing Director			
8	Appointment of Mr. Rajesh Ramachandran as Director			
9	Appointment of Mr. Rajesh Ramachandran as Joint Managing Director			
10	Appointment of Mr. Ramakrishna Prabhu as Director			
11	Appointment of Mr. Ramakrishna Prabhu as Director, Corporate Affairs & Chief Financial Officer			
12	Service of Documents on Members			

Place :

Date :

Signature

Note: Please read the instructions overleaf carefully before exercising your vote.

PARTICULARS OF E-VOTING

During the e-voting period Tuesday, August 16, 2016 at 9.00 a.m. to Friday, August 19, 2016 at 5.00 p.m., members of the Company holding shares as on cutoff date August 13, 2016 may cast their vote electronically.

The electronic voting particulars are set out below;

ELECTRONIC VOTING PARTICULARS		
EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Note: Please read instructions given at Note No.12 of the Notice of the 26th Annual General Meeting carefully before voting electronically.

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of members who do not have access to e-voting facility.

2. A member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.

3. For detailed instructions on e-voting, please refer to the notes appended to the notice of the AGM.

4. The scrutinizer will collate the votes downloaded from the e-voting system and votes cast through ballot to declare the final result for each of the resolutions forming a part of the notice of the AGM.

Process and manner for Members opting to vote by using the Ballot Form:

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the scrutinizer, Mr. Virendra Bhatt, Practicing Company Secretary, at the Registered Office of the Company on or before Friday August 19, 2016. The self-addressed envelope bears the address of the Scrutinizer. Postage will be borne and paid by the Company. However, the envelope containing Ballot Form, if sent by the courier at the expense of the shareholder, will also be accepted. Hand delivery of the Ballot Form at the Registered Office of the Company is also accepted on or before Friday August 19, 2016.

2. The Ballot Form should be signed by the member as per the specimen signature registered with the Company/ Depositories. In case of Joint holding, the form should be completed and signed by the first named member and in his /her absence, by the next named joint holder. A Power Of Attorney (POA) holder may vote on behalf of a member, mentioning the registration no. of POA registered with the Company and enclosing an attested copy of POA.

3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/ Authorization.

4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the ballot.

5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on Saturday August 13, 2016 and as per the register of members of the Company.

6. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.

7. A member may request for a duplicate Ballot Form, if so required.

8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the scrutinizer to identify either the member or as to whether votes are in favour or against or if signature cannot be verified.

9. The decision of the scrutinizer on the validity of the Ballot Form and any other related matter shall be final.

10. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's report of the total votes cast in favour of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of voting forthwith.

11. The results declared along with the Scrutinizer's report, shall be placed on the Company's website www.rolta.com within three working days of the passing of the resolutions at the AGM and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

12. Any queries in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Mr. Virendra Bhatt, Practicing Company Secretary, at the Registered office of the Company at Rolta Tower 'A', Rolta Technology Park, MIDC Marol, Andheri (E), Mumbai - 400093.

By Order of the Board of Directors



July 15, 2016
Place : Mumbai

Verinder Khashu
Company Secretary & Head- Legal/ Compliance