24/11/2012

ROLTA

Fax No.26598237 / 26598238 / 66418125 / 66418126

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, Plot No. C/I G Block
Bandra-Kurla Complex
Bandra (East),
Mumbai – 400051.

Ref: RIL/22ndAGM-VR/NSE/2012 November 24, 2012

Re: Outcome/Proceedings of 22nd Annual General Meeting held on 24-11-2012

Dear Sir,

This is to inform you that the **22nd Annual General Meeting (AGM) of the Company was held today,** on November 24, 2012 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 approved all the items as given in the Notice of the meeting and reproduced hereunder, the Resolutions of which have been passed **unanimously**:

1. Adoption of Audited Balance Sheet as at June 30, 2012, the Profit and Loss Account 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, 2012.
3. Appointment of a Director in place of Mr. K. R. Modi, who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
4. Appointment of Director in place of Mr. Ben Eazzetta, who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
5. Re-appointment of M/s. Khandelwal Jain & Co., Chartered Accountants, (ICAI Registration No. 105049W) as Auditors of the Company, who retire at the conclusion of this Annual General Meeting, to hold office till the conclusion of the next Annual General Meeting, with authority to the Board of Directors of the Company to fix their remuneration.
6. Reappointment of Mr. Hiranya Ashar, as Whole-time Director designated as Director – Finance & Chief Financial Officer.
7. Renewal of enabling resolution to raise funds (in Rupee or foreign currency loans) in accordance with the provisions of Section 81 (1A) and all the other applicable provision, if any, of the Companies Act, 1956 by way of QIP, ADRs, GDRs, FCCBs, Warrants, private placement etc. upto USD 200 Million or its Indian Rupee equivalent.
8. Approval of payment of Royalty/Brand fees to Rolta Limited for use, reproduce, publish and distribute in India and overseas the Trademark Name 'ROLTA' as a part of its corporate name, trade name and trading style and its Logo.

ROLTA INDIA LIMITED

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

The results of voting on above items transacted at the above items transacted at the above 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,

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

Encl: a/a

ROLTA INDIA LIMITED MUMBAI. 93.

Annexure 'A'

Voting results of items transacted at the 22nd Annual General Meeting of the Company held on November 24, 2012 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 24, 2012
B	Book Closure Date	November 17, 2012 to November 24, 2012 (both days inclusive)
C	Total number of shareholders on record date	1,42,091
D	Number of Shareholders present in the meeting either in person or through proxy	
	Shareholders:	
	Promoters and Promoter Group	9
	Public	168
	Total	176
E	Number of Shareholders attended the meeting through Video Conferencing	
	Shareholders	N.A.
	Promoters and Promoter Group	
	Public	
	Total	

ROLTA INDIA LIMITED MUMBAI 93.

Agenda-wise:

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, 2012, the Profit and Loss Account 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, 2012.	Ordinary	Show of hands	Passed unanimously
3	Appointment of a Director in place of Mr. K. R. Modi, who retires by rotation at this meeting and being eligible, offers himself for re-appointment.	Ordinary	Show of hands	Passed unanimously
4	Appointment of Director in place of Mr. Ben Eazzetta, who retires by rotation at this meeting and being eligible, offers himself for re-appointment.	Ordinary	Show of hands	Passed unanimously
5	Re-appointment of M/s. Khandelwal Jain & Co., Chartered Accountants, (ICAI Registration No. 105049W) as Auditors of the Company, who retire at the conclusion of this Annual General Meeting, to hold office till the conclusion of the next Annual General Meeting, with authority to the Board of Directors of the Company to fix their remuneration.	Ordinary	Show of hands	Passed unanimously
Special Business:				
6	Reappointment of Mr. Hiranya Ashar, as Whole-time Director designated as Director – Finance & Chief Financial Officer.	Ordinary	Show of hands	Passed unanimously

7	Renewal of enabling resolution to raise funds (in Rupee or foreign currency loans) in accordance with the provisions of Section 81 (1A) and all the other applicable provision, if any, of the Companies Act, 1956 by way of QIP, ADRs, GDRs, FCCBs, Warrants, private placement etc upto USD 200 Million or its Indian Rupee equivalent.	Special	Show of hands	Passed unanimously
8	Approval of payment of Royalty/Brand fees to Rolta Limited for use, reproduce, publish and distribute in India and overseas the Trademark Name 'ROLTA' as a part of its corporate name, trade name and trading style and its Logo.	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	-	-	-	-	-	-	-

