ROLTA

September 29, 2014

To,	To,
Bombay Stock Exchange Limited (BSE) Listing Department, P J Towers, Dalal Street, Mumbai - 400 001. Fax. No. 22723121 /22722037 /2272	**National Stock Exchange of India Limited** "Exchange Plaza" Bandra Kurla Complex Bandra (E) Mumbai – 400 051. Fax. No. 26598237/38, 66418125 / 26

Dear Sir/Madam,

Sub.: Proceedings of 24th Annual General Meeting – Clause 31 (d)

This is to inform you that the 24th Annual General Meeting (AGM) of the Shareholders of the Company was held on Saturday, September 27, 2014 at the Auditorium, Rolta Tower - A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai – 400093, Maharashtra. The gist of the proceedings of the AGM of the Company is as follows:

1. Mr. Kamal K Singh, Chairman & Managing Director of the Company chaired the proceedings of the Meeting.

2. The Chairman announced that 63 Members were present in person / proxy and after confirming the requisite quorum called the Meeting to order.

3. With the permission of the Members present, the Notice of the Meeting and the Auditors' Report was taken as read. The Chairman also informed the Members that the Register of Directors' Shareholding and Proxy Register as required under the Companies Act, 2013 were kept open for inspection.

4. The Chairman delivered his speech and thereafter informed the Members that the Companies Act, 2013 and the Rules made thereunder having come into force w.e.f. April 1, 2014, the proceedings of the Annual General Meeting (AGM) were to be carried out in compliance with the same.

5. The Chairman informed the Members that the Company had provided e-Voting facility to the Members to exercise their right to vote on the business items transacted at the 24th AGM, by electronic means, between September 21, 2014 and September 23, 2014, in proportion to their shareholding.

6. The Chairman also informed that Mr. Virendra Bhatt, Practicing Company Secretary was appointed as the scrutinizer to scrutinize the e-Voting & poll process in a fair and transparent manner.

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8. The Chairman, thereafter, took up items listed in the Notice one by one for transaction inviting proposer and seconder. The Chairman then requested the Members present including proxies, who had not exercised their vote through the e-Voting facility, to cast their votes through Ballot and deposit the form into the Ballot Box available at the meeting.

9. The Chairman thanked the Members and Proxies present and concluded the Meeting.

Based on the Scrutinizer's Report, the Voting Results (e-voting and poll). The summation of the results is furnished below:

Item No.	Particulars of Resolution	Type of Resolution	% Votes in Favour	% Votes Against
1.	Adoption of the Annual Financial Statements of the Company for the Financial Year ended March 31, 2014 including the Audited Balance Sheet as at March 31, 2014, 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 Auditors thereon.	Ordinary	99.99	0.01
2.	Declaration of final dividend of Rs. 2.25 per Equity Share of Rs. 10/- each for financial year ended March 31, 2014	Ordinary	99.99	0.01
3.	Appointment Ms. Preetha Pulusani (DIN 02085775), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013.	Ordinary	99.99	0.01
4.	Re-appointment of M/s. Walker Chandiok & Co., LLP, Chartered Accountants, (ICAI Firm Registration No. 001076N/N50013) as Statutory Auditors of the Company for a term of four years, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM in the calendar year 2018 (subject to ratification of the appointment by the members at every AGM).	Ordinary	99.56	0.44
5.	Appointment of Mr. V K Chopra as an Independent Director of the Company to hold office for three consecutive years.	Ordinary	87.26	12.74
6.	Appointment of Mr. V K Agarwala as an Independent Director of the Company to hold office with effect from September 27, 2014 for three consecutive years.	Ordinary	87.11	12.89

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7.	Appointment of Mr. T C Venkat Subramanian as an Independent Director of the Company to hold office for three consecutive years.	Ordinary	92.18	7.82
8.	Appointment of Mr. K R Modi as an Independent Director of the Company to hold office for three consecutive years.	Ordinary	86.81	13.19
9.	Appointment of Mr. M V Nair as an Independent Director of the Company to hold office for three consecutive years.	Ordinary	87.57	12.43
10.	Issue of various Equity related securities but not limited to ADRs, GDRs, QIPs, Convertible Bonds, Shares, Convertible Debentures, etc.	Special	79.31	20.69
11.	Adoption new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.	Special	97.30	2.70