ROLTA INDIA LIMITED

Registered Office : Rolta Tower A,
Rolta Technology Park, MIDC - Marol,
Andheri (East), Mumbai - 400093.

NOTICE

Notice is hereby given that the XXIInd Annual General Meeting of the Members of ROLTA INDIA LIMITED will be held at the Registered Office of the Company at Auditorium, Rolta Tower 'A', Rolta Technology Park, MIDC, Andheri (East), Mumbai-400093, on Saturday, November 24, 2012 at 11:30 a.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the 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. To declare Dividend of ₹ 3.00 per Equity Share for the financial year ended June 30, 2012.
3. To appoint 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. To appoint a Director in place of Mr. Ben Eazzetta, who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
5. To re-appoint 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.

Special Business:

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

   "**RESOLVED THAT**, pursuant to provisions of Sections 198, 269, 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals as may be necessary, and further subject to the Special Resolution already passed by the members of the Company at their Annual General Meeting (AGM) held on November 23, 2005, authorizing the Board of Directors and / or the Compensation Committee of the Board of Directors, at their sole discretion, to specifically modify the terms of appointment of its Wholetime Directors, on a year to year basis, based on the individual performance of the Wholetime Director, the overall performance of the Company and the recommendation of the Chairman & Managing Director of the Company, the Company hereby accords its consent and approval to the re-appointment of Mr. Hiranya Ashar, as Whole-time Director designated as Director – Finance & Chief Financial Officer, for a period of five years with effect from November 1, 2012, to October 31, 2017 on terms and conditions including, subject to the above AGM resolution, the remuneration / emoluments, mentioned in the explanatory statement under this item".

   "**RESOLVED FURTHER THAT**, in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule XIII to the Companies Act, 1956, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including powers conferred by this resolution) be and is hereby authorised to vary and / or increase the remuneration including salary, commission, perquisites, allowances, etc., within such prescribed limit(s) or ceiling and the agreement between the Company and the Director – Finance & Chief Financial Officer be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in General Meeting."

   "**ALSO RESOLVED THAT,** the Chairman & Managing Director of the Company be and is hereby authorised, from time to time, to execute, on behalf of the Company, any Agreement(s) with the said Director – Finance & Chief Financial Officer, containing the above and such other terms & conditions, as may in his opinion be necessary pursuant to this Resolution."

7. To consider and, if thought fit to pass, with or without modifications, as a Special Resolution the following:

   "**RESOLVED THAT**, pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment(s), statutory modification(s) or re-enactment thereof) Enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchange(s) where Equity Shares of the Company are listed and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ["**SEBI (ICDR) Regulations**"], Foreign Exchange Management Act, 1999 ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 as amended from time to time and subject to other applicable rules, regulations and guidelines issue by the Securities and Exchange Board of India ("**SEBI**"), The Reserve Bank of India ("**RBI**"), Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme 1993 as amended up-to-date, the Government of India ("**GOI**"), the Stock Exchange(s) and/or any other competent authorities from time to time to the extent applicable and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchange(s), RBI, Foreign Investment Promotion Board, GOI, and/or any other authorities as may be required in this regard and further, subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions, which may be agreed to by the Board of Directors of the Company, (hereafter referred to as "The Board" which term shall be deemed to include any Committee of the Board, duly authorized by the Board and exercising the

powers conferred on the Board by this Resolution), the Board be authorized to create, offer, issue and allot Equity Shares and/or convertible bonds and/or any financial instruments or securities including Global Depository Receipts (GDRs) and/or American Depository Receipts (ADRs) and/or Foreign Currency Convertible Bonds (FCCBs) and/or Qualified Institutional Placements (QIPs) and / or Euro Issue representing equity shares and/or any such instrument or security convertible into equity shares (either at the option of the Company or holder thereof) being either with or without detachable warrants attached thereto entitling the warrant holder to apply for equity shares/instruments or securities including Global Depository Receipts and/or American Depository Receipts and/or FCCBs and/or QIPs representing equity shares (hereafter collectively referred to as "the Securities") to be subscribed to in Indian Rupees or in any foreign currency/currencies by foreign investors (whether individuals and/or bodies corporate and/or institution/s and whether shareholders of the Company or not) on the basis of private placement or by way of Public Issue through prospectus or offer letter and / or instruments of debts, Convertible Debentures (Fully or partly) or Non Convertible Debentures and/or Preference Shares (Cumulative-or Non-Cumulative, Redeemable and/or Non-Redeemable) and/or Secured Premium Notes or Floating Rate Notes/Bonds or any other financial instruments circular from time to time in one or more tranches as may be deemed appropriate by the Board for an aggregate amount not exceeding US$ 200 Million or its Indian Rupee equivalent (inclusive of such premium as may be determined by the Board), such issue and allotment to be made on such occasion or occasions, in one or more tranches at such value or values, at a discount or at a premium to the market price prevailing at the time of the issue in accordance with the guidelines, if any, of the Government of India/SEBI/RBI and all concerned Authorities and in such form and manner and on such terms and conditions or such modification thereto as the Board may determine in consultation with the Lead Manager(s) and/or Underwriter(s) and/or other Advisor(s), with authority to exercise the Greenshoe Option and to retain over subscription up to such percentage as may be permitted by the "Appropriate Authorities" but without requiring any further approval or consent from the Shareholders.

FURTHER RESOLVED THAT, in accordance with section 81 (1A) of the Companies Act 1956, if prior to conversion of such of the securities offered and issued as are convertible into equity shares (hereinafter referred to as "the convertible securities") any equity shares are declared and allotted by the Company to the holders of existing equity shares as rights (hereafter referred to as "Rights Shares") and/or as bonus shares (hereafter referred to as "Bonus Shares") the Board be and is hereby authorized to offer and/or issue and/or allot to the holders of the convertible securities in addition to the equity shares to which they are entitled upon conversion, additional equity shares in the same proportion and subject to the conditions as to the price and payment mutatis-mutandis as the right shares offered and allotted to the holders of the existing equity shares and/or bonus shares in the same proportion as are allotted to the holders of existing equity shares.

FURTHER RESOLVED THAT, the Board, be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any aforesaid convertible securities or as may be necessary in accordance with the terms of the offering, all such equity shares ranking pari-passu with the then existing equity shares of the Company in all respects, excepting such right as to dividend as may be provided under the terms of the convertible securities and in the Offering Document.

FURTHER RESOLVED THAT, without prejudice to the generality of the above, the aforesaid issue of the securities may have all or any terms or combination of terms in accordance with prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium on redemption at the option of the Company and/or holders of any securities, including terms for issue of additional equity shares or variations of the price or period of conversion of securities into equity shares or issue of equity shares during the period of the securities or terms pertaining to voting rights or option(s) for early redemption of securities.

FURTHER RESOLVED THAT, the Company and/or any agencies or body authorized by the Board may issue Depository Receipts / Bonds representing the underlying equity shares in the capital of the Company or such other securities in bearer, negotiable, or registered form with such features and attributes as may be required and to provide, for the tradability and free transferability thereof as per market practices and regulation (including listing on one or more stock exchange(s) in or outside India).

FURTHER RESOLVED THAT, for the purpose of giving effect to any creation, issue, offer or allotment of equity shares or securities or instruments representing the same as described above, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the entering into arrangement (including appointments wherever necessary) for managing underwriting, marketing, listing, trading, acting as Depository, Custodian, Registrar, paying and conversion agent, trustee and to issue any offer documents(s) and sign all application, filing, deeds, documents and writings and to pay any fees, commissions, remunerations, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts, that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion deem fit.

FURTHER RESOLVED THAT, the preliminary as well as the final Offer Document for the aforesaid issue/offer be finalized, approved and signed by the Director/(s) of the Board on behalf of the Company with authority to amend vary, modify the same as may be considered desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, undertakings, certificates as may be necessary and required from time to time.

FURTHER RESOLVED THAT, for the purpose of giving effect to any issue, offer or allotment of equity shares or securities or instruments representing the same, as described above, the Board be and is hereby authorized, on behalf of the Company to sign, execute and issue consolidated receipt(s) for the securities, listing application, various agreements (including but not limited to Subscription Agreement, Trustee Agreement), undertaking, deeds, declarations, any application to Government of India (Ministry of Finance) and/or Reserve Bank of India and/or other regulatory authorities and all other documents and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable and to settle any questions, difficulties or doubts that may arise in regard to the offering, issue/offer, allotment and utilization of the issue/offer proceeds, including

for the purpose of complying with all the formalities as may be required in connection with and incidental to the aforesaid offering of securities, including for the post-issue/offer formalities.

FURTHER RESOLVED THAT, the Board do open one or more bank accounts in the name of the Company in Indian currency or Foreign currency(ies) with bank or banks in India and/or such foreign countries as may be required in connection with the aforesaid issue/offer, subject to requisite approvals from Reserve Bank of India and other overseas regulatory authorities, if any.

FURTHER RESOLVED THAT, to the extent permitted as per the existing provisions of law in this regard, Equity Shares to be allotted, if any, as an outcome of the issue/offer of the securities mentioned above, shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

FURTHER RESOLVED THAT, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee or any one or more whole-time Directors of the Company.

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

"**RESOLVED THAT**, consent of the shareholders of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as 'Board') of the Company to make payment of royalty/brand fees to Rolta Limited w.e.f. 1st July 2012 for a period of ten years at 0.20% of revenue of the Company 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 or other service marks for and in connection with its business".

"**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to delegate all or any of the powers herein, conferred to Management Committee of the Board to do all acts, deeds and things as may be necessary in this connection".

By Order of the Board



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

Mumbai, 23rd October, 2012

Notes

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of himself. A proxy need not be a member of the Company. The instrument of proxy in order to be effective must be deposited at the Registered Office of the Company, duly completed and signed not later than 48 hours before the commencement of the Meeting.

2. The Register of Members and Share Transfer Books of the Company will remain closed from November 17, 2012 to November 24, 2012 (both days inclusive) in connection with the Annual General Meeting and payment of dividend.

3. An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of special business is annexed hereto.

4. The Company has included the Profile of all its Directors in the Annual Report. Details of retiring directors who are seeking reappointment are also given as Annexure to this Notice.

5. Subject to the provisions of Section 205A of the Companies Act, 1956 dividend as recommended by the Board of Directors if declared at the meeting, will be payable on or after November 28, 2012 to those members whose names appear on the Register of Members as on November 16, 2012.

6. Under the provisions of Section 205A read with Section 205C of the Companies Act, 1956, all companies, including your Company, are required to transfer dividends which have remained unclaimed for a period of seven years, to the Investor Education & Protection Fund. Consequently, the Company has transferred unclaimed dividends up to financial year ended June 30, 2004 to the Investor Education & Protection Fund. Members will therefore not be entitled to claim these dividends, from the Company, which have been transferred, to the said Investor Education & Protection Fund.

7. Members who have, till date not encashed their dividend warrants for the financial year ended June 30, 2005 onwards, are advised to claim the dividends from the Investor Service Cell, at the Registered Office of the Company at the earliest.

8. Members are requested to intimate any change in address or bank mandates to their depository participants with whom they are maintaining their demat accounts for shares held in the electronic mode or to the Company's Registrar's & Share Transfer Agents if the shares are held in the physical form:

   M/s. Link Intime India Pvt Ltd.
   Unit :- Rolta India Ltd.
   C-13 Pannalal Silk Mills Compound,
   LBS Marg, Bhandup (West),
   Mumbai – 400078.
   Tel No:- 022-25963838, Fax No :- 022-25946969
   Email : rnt.helpdesk@linkintime.co.in

9. The Ministry of Corporate Affairs (MCA) has taken a "Green initiative in Corporate Governance" allowing paperless compliances through electronic mode. Companies are now permitted to send various notices/ documents to its shareholders through electronic mode to the registered email addresses of shareholders. This move by the Ministry is welcome since it will benefit the society at large through reduction in paper consumption and contribution towards a Greener Environment. We propose to send all documents to be sent to shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. henceforth to the shareholders in electronic form, to

the email address provided by them and made available to us by the Depositories. The physical copies of the Annual Report will also be available at our Registered Office in Mumbai for inspection during office hours.

10. Those members of the Company who have their shares in physical form, are recommended, in their own interest, to dematerialize their shareholdings. In case of need, they may contact the Company's Registrar's & Share Transfer Agents "M/s Link Intime India Pvt Ltd" at the address mentioned in point no. 8 above.

11. Members seeking any information or clarification on the Accounts are requested to send written queries to the R&T Agents, at least one week before the date of the meeting. Replies will be provided at the meeting only in respect of such queries received in writing.

12. Members / Proxies should bring the Attendance Slip sent herewith, duly filled in, for attending the meeting.

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 173(2) OF THE COMPANIES ACT, 1956

RESOLUTION AT ITEM NO. 6

The Compensation Committee and the Board of Directors of the Company, at their meetings held on October 23, 2012, had re-appointed Mr. Hiranya Ashar as Wholetime Director designated as Director–Finance & Chief Financial Officer of the Company, with effect from November 1, 2012, subject to approval by the members at this Annual General Meeting, for a period of 5 years from November 1, 2012 to October 31, 2017 on the terms & conditions including the remuneration / emoluments, mentioned below. Mr. Hiranya Ashar is a Commerce Graduate and a Chartered Accountant having over 12 years experience in accounts, taxation and audit with a rich experience in corporate finance. Mr. Hiranya Ashar is a Director in Rolta Thales Limited, Rolta International Inc., Rolta Canada Limited and Rolta Asia Pacific (Pty) Limited.

The terms of the Agreement with Mr. Hiranya Ashar, the Director-Finance & Chief Financial Officer, include the following:

EMOLUMENTS

A. **Basic Salary:**

(i) **Basic Salary:**

The basic salary shall be ₹ 1,00,000/- per month.

B. **COMMISSION:**

0.15% (zero point Fifteen percent) to 0.30% (zero point thirty percent) of the net profits of the Company (computed under and subject to the Companies Act, 1956) on an annual basis, and subject to all the relevant provisions of the Companies Act, 1956. The percentage will be decided by the Compensation Committee of the Board of Directors on a year-to-year basis, based on the individual performance of the said Director – Finance & Chief Financial Officer, the overall performance of the Company and the recommendation of the Chairman, 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 Annual Accounts and Balance Sheet under Section 210 of the Companies Act, 1956 are placed before the Company's Annual General Meeting and approved by the members thereat, subject further, to the said Director continuing to be in employment of the Company at the time of payment of the said Commission.

PERQUISITES

CATEGORY I:

a. House Rent Allowance: ₹ 3,50,000/- (Rupees Three Lacs Fifty Thousand only) per month will be paid to the said Director in lieu of housing benefits. This component will not be added into basic salary for other perks and benefits.

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

c. Quarterly Bonus: The said salary above does not include Quarterly Bonus of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand only) per month, payable quarterly, as per Company policy and subject to monthly review of the performance of the said Director, by the Chairman & Managing Director of the Company.

d. Group Health Check-up as per Rules of the Company. 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

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

f. 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.

g. 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

h. Car/Driver(s) and telephone(s) will be provided at residence for official use. The Director – Finance & Chief Financial Officer however at his option may choose for either or both of following options (1) Car Allowance of ₹ 60,000/- (Rupees Sixty Thousand only) per month in-lieu Car and (2) Driver Allowance of ₹ 40,000/- (Rupees Forty Thousand only) per month in-lieu of Driver(s). The Company shall bill Personal long distance calls on telephone to the said Director. However, provision of these facilities will be subject to tax as per prevailing Income Tax rules.

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

j. Leave: As per the rules of the Company, but not exceeding 21 working days per year. Unutilized leave can be carried forward and then encashed as per rules of the company in force from time to time.

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

l. Stock Options : The Director – Finance & Chief Financial Officer will be granted stock options at sole discretion of the company under the ESOP in quantities as determined by the Compensation Committee of the Board based upon the said Director's performance and the performance of the Company from time to time.

Notwithstanding anything contained hereinabove, where in any financial year during the currency of this agreement, the Company has no profits or inadequate profits, the remuneration payable to the Director as basic salary, perquisites and any other allowances shall be governed and be subject to the ceilings provided under Section II of Part II (A) of Schedule XIII to the Companies Act, 1956.

This appointment may be terminated by any party herein, by giving to the other party, a six month's calendar notice in writing. However, the resignation by the said Director shall become operative and employment shall cease only after the acceptance by the Company, of the said Director's letter of resignation. The said Director agrees and confirms that on ceasing of employment as above, no remuneration shall be payable to the Director for the unexpired portion of his term of appointment.

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 302 of the Companies Act, 1956.The Directors commend the Resolution for the approval of the members.

None of the Directors except Mr. Hiranya Ashar is interested or concerned in the said Resolution.

RESOLUTION AT ITEM NO. 7

Your Company proposes to expand its business activities both in India and abroad. It proposes to grow through acquisitions, mergers, joint ventures and strategic alliances, both in India and abroad, apart from expanding and upgrading its existing development facilities as well as creating new facilities, repayment of debt and expanding its geographical reach by setting up subsidiaries/branches/marketing offices across the world.

The Board is of the view that to meet the capital expenditure and working capital requirements, and for any other purpose including acquisitions and repayment of debt, your Company may require to mobilize funds by way of an issue or offer of Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) / Foreign Currency Convertible Bonds (FCCBs) / Qualified Institutional Placements (QIPs) or any other instruments or securities in overseas markets to Non Resident Indians, Foreign Institutional Investors, Foreign Investors / Foreign Companies, Foreign Financial Institutions, Companies, Bodies Corporate, Mutual Funds and / or any other entities permitted by law to invest in such securities to the amount of US$ 200 Million or its Indian Rupee equivalent.

This resolution is similar to one passed last year. Since the validity of the earlier resolution was for one year and hence expires on November 28, 2012, the Company proposes to renew the resolution. This is an enabling resolution for taking appropriate decision for raising capital whenever opportunities are available. The authority to be granted by way of this resolution will enable the Board to examine the modalities of the proposed issue or offer of GDRs, ADRs, FCCBs, QIPs etc. or any other instruments or securities in overseas markets, including Greenshoe option, which will be in consultation with investment bankers, advisors, lead managers, depositories and /or other agencies as may be required.

The Board commends the resolution for your approval. No Directors of the Company is in any way concerned or interested in the Resolution.

The following documents would be open for inspection at the Registered Office of the Company on all working days except holidays till date of the meeting between 9.30 a.m. to 6.30 p.m.

(a) Memorandum and Articles of Association of the Company;

(b) Annual Report of the Company for the year ended 30th June 2012 and

(c) Latest Un-audited Financial Results of the Company for the quarter ended 30th September, 2012.

The Resolution is accordingly commended to the shareholders of the Company.

RESOLUTION AT ITEM NO. 8

For over a period of 40 years, "ROLTA" Trademark is with Mr. Kamal K. Singh. The Company has been using this brand for more than 30 years since its inception in 1982.

A Trademark and Name License Agreement was entered into between Mr. Kamal K. Singh and Rolta India Limited on February 7, 1990 granting rights to Rolta India Limited to use and license the Trademark 'ROLTA' and its 'logo'.

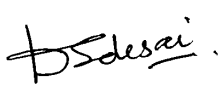
That in the said agreement, Rolta India Limited was granted a royalty-free, non-transferable, non-exclusive license to use, reproduce, publish and distribute in India and overseas the Trademark Name 'ROLTA' as a part of its corporate name, trade name and trading style and its Logo or other service marks for and in connection with its Business for a period of 20 years till February 6, 2010 which was further extended till June 30, 2012. The Trademark 'ROLTA' has been now consolidated into a Rolta Limited flagship holding company of the group.

The involvement of the Rolta Limited in the IT development and the promotion of a ROLTA brand of values, ethics and excellence in business helped the Brand building exercise of the Rolta Group of companies. For this purpose, it is incurring expenses on Corporate Social Responsibility (CSR) activities through Rolta Foundation. It is proposed that a Brand Fee/Royalty at 0.20% p.a. of the revenue of the Company be paid to Rolta Limited w.e.f 1st July 2012 for a period of ten years for use of ROLTA brand by Company and its subsidiaries/JVs. Part of the contribution will be utilized in branding & CSR activities which will benefit the Company and thereby build up the brand in India and in overseas companies.

Your directors recommend the resolution under Item no. 8 of the Notice of the Annual General Meeting.

None of the Director is concerned or interested in the resolution except Mr. Kamal K. Singh, Chairman & Managing Director of the Company.

By Order of the Board



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

Mumbai, 23rd October, 2012

Details of the Directors seeking re-appointment in forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. Hiranya Ashar
Date of Birth	28-12-1977
Date of Appointment	01-11-2006
Brief Profile	Mr. Hiranya Ashar is having over 12 years experience in accounts, taxation and audit with a rich experience in corporate finance.
Expertise in specific functional areas	Corporate Finance, Project Management, Financial Planning and Analysis, Funds Raising, Taxation, Audit and Investor Relations.
Qualifications	Mr. Ashar is a Commerce Graduate and a Chartered Accountant.
Directorship held in other public companies (excluding foreign companies)	Mr. Ashar's other directorships include Rolta Thales Limited.
Membership/Chairmanship of Committees of other public companies (includes only Audit Committees and Investors' Grievance Committee	Nil
Shareholding in the Company	Nil

Details of the Directors seeking re-appointment in forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. K. R. Modi	Mr. Ben Eazzetta
Date of Birth	18-05-1942	18-12-1962
Date of Appointment	14-11-1989	01-04-2007
Brief Profile	Mr. Modi is an advocate and solicitor by profession with over 40 years' experience in the legal profession at Mumbai. He was a senior partner with Kanga and Co., advocates and solicitors.	Mr. Ben was President, Security, Government & Infrastructure Division of Intergraph Corporation prior to joining Rolta. Prior to his taking over as President of SG&I, he was the COO of Intergraph's power, process and marine division and prior to that he was with Exxon for 12 years.
Expertise in specific functional areas	Advocate and Solicitor.	Plant economics, improvement programmes, technical initiatives, refinery operations and maintenance.
Qualifications	His academic qualifications are B.A., LLB and has been enrolled as a Solicitor with Bombay High Court.	Bachelor's degree in nuclear engineering & a Master's degree in Mechanical Engineering from Georgia Tech.
Directorship held in other public companies (excluding foreign companies)	His other directorships include Alok Industries Ltd	Nil.
Membership/Chairmanship of Committees of other public companies (includes only Audit Committees and Investors' Grievance Committee	**Audit Committee-Member** Rolta India Limited, Alok Industries Limited. **Investors' Grievance Committee-Chairman** Rolta India Limited	Nil.
Shareholding in the Company	1000	Nil

Dear Shareholder, Date: 23rd October, 2012

Submission of PAN Details

We request you to submit details of your Income Tax Permanent Account Number (PAN) as in terms of directive of Securities and Exchange Board of India, submission of these details by every participant in the securities / capital market has become mandatory.

Kindly return the duly filled in and signed with self-attested copy of your PAN cards of all holders including joint holders, to the Company or the Registrars. If you are holding shares in electronic form, please furnish these details to your Depository Participant.

For ROLTA INDIA LIMITED



Dharmesh Desai
Associate Director (Legal) & Company Secretary

ROLTA INDIA LIMITED

Registered Office : Rolta Tower - A,
Rolta Technology Park, MIDC - Marol,
Andheri (East), Mumbai - 400093

ADMISSION SLIP

Twenty-Second Annual General General Meeting to be held on 24th November 2012 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.

Folio No. _____ DP-Id: IN _____ Client-Id: _____

Name of Shareholder(s) _____

I/We hereby certify that I am / we are the Member(s) / Proxy of the Member(s), of the Company holding _____equity shares.

_____

Signature of Member(s) / Proxy

- 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.
- Name of the Proxy in Block Letters Mr/Mrs/Ms. _____

ROLTA INDIA LIMITED

Registered Office : Rolta Tower - A,
Rolta Technology Park, MIDC - Marol,
Andheri (East), Mumbai - 400093.

PROXY FORM

We _____

_____ being

Member(s) of Rolta India Limited hereby appoint Mr/Mrs/Ms. _____ or failing him/her _____ of _____ as my/our Proxy to attend and vote for me/us on my/our behalf at the Twenty-Second Annual General Meeting of the Company to be held on 24th November 2012 at 11.30 a.m. and at any adjournment thereof.

In witness whereof
I/We have signed on this _____ day of _____, 2012.

Affix revenue stamp

Folio No. _____ DP-Id: IN_____ Client-Id: _____
No. of Shares held: _____

A Member intending to appoint a Proxy should complete the Proxy Form and deposit it at the Company's Registered Office, at least 48 hours before commencement of the Meeting.

ROLTA