ROLTA

September 28, 2015

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

Dear Sir/Madam,

Sub.: Details of the voting results declared at the Twenty Fifth Annual General Meeting in the prescribed format as per Clause 35A of the Listing Agreement

We are pleased to inform you that the shareholders of the Company at their 25th Annual general Meeting held on Saturday, September 26, 2015 at the Auditorium, Rolta Tower - A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai – 400093, Maharashtra have voted on all the resolutions as mentioned in the Notice of the Annual general Meeting with requisite majority.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (management and Administration) Rules, 2014, the Company has provided e-voting facility, for its members to enable them to cast their votes electronically on the proposed resolutions in the notice. The e-voting period commenced on September 22, 2015 at 9:00 am and ended on September 25, 2015 at 5:00 p.m. Further the Company in compliance with the Clause 35B of the Listing Agreement & Rule 22 of the Companies (Management and Administration) Rules, 2014, has also given the option to cast their vote by means of ballot to the members who have not availed the e-voting facility. All those members present, who had not voted through e-voting/ballot were given also an opportunity to cast his/her vote on AGM through Ballot.

Mr. Virendra Bhatt, Practicing Company Secretary was appointed as the scrutinizer to scrutinize the e-Voting & Ballot process in a fair and transparent manner.

The Scrutinizer has unlocked the votes in the presence of two (2) witnesses not in the employment of the Company and made a Scrutiniser's Report of the votes cast in favour or against, and submitted to the Chairman.

In this regard enclosed herewith are the details regarding the voting results of the Twenty-Fifth Annual General Meeting held on September 26, 2015 in the prescribed format as per Clause 35A of the Listing Agreement is attached herewith.

This is for your information and records please.

Thanking you,

Yours faithfully,
For **Rolta India Limited**

Verinder Khashu
Company Secretary &
Head – Legal / Compliance

Encl.: Voting result as per Clause 35A

Details of voting results in respect of 25th Annual General Meeting of Rolta India Limited held on Saturday, September 26, 2015.

Date of 25th Annual General Meeting	: Saturday, September 26, 2015
Venue of 25th Annual General Meeting	: The Auditorium, Rolta Tower - A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai – 400093, Maharashtra.
Total number of shareholders on record date	: 1,37,104
No. of shareholders present in the meeting either in person or through proxy	: 118
Promoters and Promoter Group	: 6
Public	: 112
No. of Shareholders attended the meeting through Video Conferencing	: No video conferencing facility was provided
Mode of voting	: 1) E-voting conducted between Tuesday, September 22, 2015 to Friday, September 25, 2015 2) Postal Ballot and Poll

Resolution no. 1 –

Adoption of Financial Statement -

a) Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2015 together with the Report of the Board of Directors and Auditors thereon.

b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 together with the Report of the Auditors thereon.

Resolution Required: **Ordinary Resolution**

Rolta Tower 'A', Rolta Technology Park, MIDC - Marol, Andheri (East), Mumbai - 400 093. INDIA.
CIN : L74999MH1989PLC052384, Tel.: +91(22) 2926 6666/3087 6543, Fax:+91(22) 2836 5992, E-mail : indsales@rolta.com, www.rolta.co

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	82849179	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25053767	18656775	74.4669	18656775	0	100.0000	0.0000
Public-Others	53426150	404002	0.7562	391376	12626	96.8748	3.1252
Total(A)	**161329096**	**19060777**	**11.8148**	**19048151**	**12626**	**99.9338**	**0.0662**
Mode of Voting: (Poll)							
Promoter and Promoter Group	82849179	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25053767	0	0.0000	0	0	0.0000	0.0000
Public-Others	53426150	14868	0.0278	14868	0	100.0000	0.0000
Total(B)	**161329096**	**14868**	**0.0092**	**14868**	**0**	**100.0000**	**0.0000**
Mode of Voting: (Postal Ballot)							
Promoter and Promoter Group	82849179	82849179	100.0000	82849179	0	100.0000	0.0000
Public Institutional Holders	25053767	0	0.0000	0	0	0.0000	0.0000
Public-Others	53426150	76354	0.1429	76154	200	99.7381	0.2619
Total(C)	**161329096**	**82925533**	**51.4015**	**82925333**	**200**	**99.9998**	**0.0002**
Result (A+B+C)	**161329096**	**102001178**	**11.8850**	**101988352**	**12826**	**99.9874**	**0.0126**

Resolution no. 2 -
Declaration of dividend of Rs. 3 per Equity Share of Rs. 10/- each for financial year ended March 31, 2015.

Resolution Required: **Ordinary Resolution**

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Promoter and Promoter Group	82849179	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25053767	18656775	74.4669	18656775	0	100.0000	0.0000
Public-Others	53426150	404002	0.7562	391551	12451	96.9181	3.0819
Total(A)	**161329096**	**19060777**	**11.8148**	**19048326**	**12451**	**99.9347**	**0.0653**
Mode of Voting: (Poll)							
Promoter and Promoter Group	82849179	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25053767	0	0.0000	0	0	0.0000	0.0000
Public-Others	53426150	14868	0.0278	14868	0	100.0000	0.0000
Total(B)	**161329096**	**14868**	**0.0092**	**14868**	**0**	**100.0000**	**0.0000**
Mode of Voting: (Postal Ballot)							
Promoter and Promoter Group	82849179	82849179	100.0000	82849179	0	100.0000	0.0000
Public Institutional Holders	25053767	0	0.0000	0	0	0.0000	0.0000
Public-Others	53426150	75054	0.1405	74954	100	99.8668	0.1332
Total(C)	**161329096**	**82924233**	**51.4007**	**82924133**	**100**	**99.9999**	**0.0001**
Result (A+B+C)	**161329096**	**101999878**	**63.2247**	**101987327**	**12551**	**99.9877**	**0.0123**

Resolution no. 3 – To Appoint a Director in place of Mr. Hiranya Ashar (DIN 00555848), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 at this Annual General Meeting and being eligible, offers himself for re-appointment.

Resolution Required: **Ordinary Resolution**

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	82849179	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25053767	18656775	74.4669	16271908	2384867	87.2172	12.7828
Public-Others	53426150	402702	0.7538	305112	97590	75.7662	24.2338
Total(A)	**161329096**	**19059477**	**11.8140**	**16577020**	**2482457**	**86.9752**	**13.0248**
Mode of Voting: (Poll)							
Promoter and Promoter Group	82849179	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25053767	0	0.0000	0	0	0.0000	0.0000
Public-Others	53426150	14868	0.0278	14868	0	100.0000	0.0000
Total(B)	**161329096**	**14868**	**0.0092**	**14868**	**0**	**100.0000**	**0.0000**
Mode of Voting: (Postal Ballot)							
Promoter and Promoter Group	82849179	82849179	100.0000	82849179	0	100.0000	0.0000
Public Institutional Holders	25053767	0	0.0000	0	0	0.0000	0.0000
Public-Others	53426150	74729	0.1399	74464	265	99.6454	0.3546
Total(C)	**161329096**	**82923908**	**51.4005**	**82923643**	**265**	**99.9997**	**0.0003**
Result (A+B+C)	**161329096**	**101998253**	**63.2237**	**99515531**	**2482722**	**97.5659**	**2.4341**

Resolution no. 4 -

Appointment of M/s. Walker Chandiok & Co., LLP, Chartered Accountants, (ICAI Firm Registration No. 001076N/N50013) as Statutory Auditors of the Company.

Resolution Required: **Ordinary Resolution**

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	82849179	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25053767	18656775	74.4669	16276166	2380609	87.2400	12.7600
Public-Others	53426150	403172	0.7546	389639	13533	96.6434	3.3566
Total(A)	**161329096**	**19059947**	**11.8143**	**16665805**	**2394142**	**87.4389**	**12.5611**
Mode of Voting: (Poll)							
Promoter and Promoter Group	82849179	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25053767	0	0.0000	0	0	0.0000	0.0000
Public-Others	53426150	14868	0.0278	14868	0	100.0000	0.0000
Total(B)	**161329096**	**14868**	**0.0092**	**14868**	**0**	**100.0000**	**0.0000**
Mode of Voting: (Postal Ballot)							
Promoter and Promoter Group	82849179	82849179	100.0000	82849179	0	100.0000	0.0000
Public Institutional Holders	25053767	0	0.0000	0	0	0.0000	0.0000
Public-Others	53426150	74280	0.1390	73915	365	99.5086	0.4914
Total(C)	**161329096**	**82923459**	**51.4002**	**82923094**	**365**	**99.9996**	**0.0004**
Result (A+B+C)	**161329096**	**101998274**	**63.2237**	**99603767**	**2394507**	**97.6524**	**2.3476**

Resolution no. 5 - Appointment of Mr. Hiranya Ashar as Joint Managing Director – International Operations and Group Chief Financial Officer of the Company.

Resolution Required: **Ordinary Resolution**

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	82849179	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25053767	18656775	74.4669	18230165	426610	97.7134	2.2866
Public-Others	53426150	402652	0.7537	388706	13946	96.5365	3.4635
Total(A)	**161329096**	**19059427**	**11.8140**	**18618871**	**440556**	**97.6885**	**2.3115**
Mode of Voting: (Poll)							
Promoter and Promoter Group	82849179	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25053767	0	0.0000	0	0	0.0000	0.0000
Public-Others	53426150	14868	0.0278	14868	0	100.0000	0.0000
Total(B)	**161329096**	**14868**	**0.0092**	**14868**	**0**	**100.0000**	**0.0000**
Mode of Voting: (Postal Ballot)							
Promoter and Promoter Group	82849179	82849179	100.0000	82849179	0	100.0000	0.0000
Public Institutional Holders	25053767	0	0.0000	0	0	0.0000	0.0000
Public-Others	53426150	72512	0.1357	72312	200	99.7242	0.2758
Total(C)	**161329096**	**82921691**	**51.3991**	**82921491**	**200**	**99.9998**	**0.0002**
Result (A+B+C)	**161329096**	**101995986**	**63.2223**	**101555230**	**440756**	**99.5679**	**0.4321**

Resolution no. 6 - Issue of various Equity related securities - ADRs, GDRs, QIPs, Convertible Bonds, Shares, Convertible Debentures, etc.

Resolution Required: **Special Resolution**

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	82849179	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25053767	18656775	74.4669	3899785	14756990	20.9028	79.0972
Public-Others	53426150	403187	0.7547	109285	293902	27.1053	72.8947
Total(A)	**161329096**	**19059962**	**11.8143**	**4009070**	**15050892**	**21.0340**	**78.9660**
Mode of Voting: (Poll)							
Promoter and Promoter Group	82849179	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25053767	0	0.0000	0	0	0.0000	0.0000
Public-Others	53426150	14868	0.0278	14868	0	100.0000	0.0000
Total(B)	**161329096**	**14868**	**0.0092**	**14868**	**0**	**100.0000**	**0.0000**
Mode of Voting: (Postal Ballot)							
Promoter and Promoter Group	82849179	82849179	100.0000	82849179	0	100.0000	0.0000
Public Institutional Holders	25053767	0	0.0000	0	0	0.0000	0.0000
Public-Others	53426150	72512	0.1357	71222	1290	98.2210	1.7790
Total(C)	**161329096**	**82921691**	**51.3991**	**82920401**	**1290**	**99.9984**	**0.0016**
Result (A+B+C)	**161329096**	**101996521**	**63.2226**	**86944339**	**15052182**	**85.2425**	**14.7575**

Resolution no. 6 - Issue of various Equity related securities - ADRs, GDRs, QIPs, Convertible Bonds, Shares, Convertible Debentures, etc.

Resolution Required: **Special Resolution**

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	82849179	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25053767	18656775	74.4669	3899785	14756990	20.9028	79.0972
Public-Others	53426150	403187	0.7547	109285	293902	27.1053	72.8947
Total(A)	**161329096**	**19059962**	**11.8143**	**4009070**	**15050892**	**21.0340**	**78.9660**
Mode of Voting: (Poll)							
Promoter and Promoter Group	82849179	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25053767	0	0.0000	0	0	0.0000	0.0000
Public-Others	53426150	14868	0.0278	14868	0	100.0000	0.0000
Total(B)	**161329096**	**14868**	**0.0092**	**14868**	**0**	**100.0000**	**0.0000**
Mode of Voting: (Postal Ballot)							
Promoter and Promoter Group	82849179	82849179	100.0000	82849179	0	100.0000	0.0000
Public Institutional Holders	25053767	0	0.0000	0	0	0.0000	0.0000
Public-Others	53426150	72512	0.1357	71222	1290	98.2210	1.7790
Total(C)	**161329096**	**82921691**	**51.3991**	**82920401**	**1290**	**99.9984**	**0.0016**
Result (A+B+C)	**161329096**	**101996521**	**63.2226**	**86944339**	**15052182**	**85.2425**	**14.7575**

For **ROLTA INDIA LIMITED**

Kamal K Singh
Chairman
Date: September 28, 2015