EMI
DATE 29/9/2014

ROLTA

September 29, 2014

To, **Bombay Stock Exchange Limited (BSE)** Listing Department, P J Towers, Dalal Street, Mumbai - 400 001. Fax. No. 22723121 /22722037 /2272	To, **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.: Details of the voting results declared at the Twenty Fourth 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 24th Annual general Meeting held on Saturday, September 27, 2014 at the Auditorium, Rolta Tower - A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai – 400093, Maharashtra have passed 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 21, 2014 at 9.00 am and ended on September 23, 2014 at 6.00 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 caste their vote by means of ballot to the members who have not availed the e-voting facility.

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

The Scrutnizer 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. All those members present, who had not voted through evoting/ballot were given an opportunity to cast his/her vote on poll.

In this regard enclosed herewith, the details regarding the voting results of the Twenty-Fourth Annual General Meeting held on today September 27, 2014 in the prescribed format as per Clause 35A of the Listing Agreement in Annexure attached herewith.

This is for your information and records please.

Thanking you,

Yours faithfully,
For **Rolta India Limited**

Virender Khashu
Company Secretary &
Head – Legal / Compliance
Encl: Scrutinizer Report

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

ROLTA

Annexure

Date of 24th Annual General Meeting: Saturday, September 27, 2014

Venue of 24th 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: 1,25,354

No. of shareholders present in the meeting either in person or through proxy : 63

Promoters and Promoter Group : 1

Public : 62

No. of Shareholders attended the meeting through Video Conferencing **: No video conferencing facility was provided**

Resolution no. 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.

Resolution Required: **Ordinary Resolution**

Mode of voting: e-voting and Poll

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 in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	82218298	0	0.00	0	0	0.00	0.00
Public Institutional Holders	30222346	21599821	71.47	21599821	0	100.00	0.00
Public-Others	48888452	112824	0.23	108779	4045	96.41	3.59
Total (A)	**161329096**	**21712645**	**13.46**	**21708600**	**4045**	**99.98**	**0.02**
Mode of Voting: (Poll)							
Promoter and Promoter Group	82218298	82218298	100.00	82218298	0	100.00	0.00
Public Institutional Holders	30222346	271269	0.90	271269	0	100.00	0.00
Public-Others	48888452	587867	1.20	587166	701	99.88	0.12
Total (B)	**161329096**	**83077434**	**51.50**	**83076733**	**701**	**100.00**	**0.00**
Result (A+B)	**161329096**	**104790079**	**64.95**	**104785333**	**4746**	**100.00**	**0.00**

Resolution no. 2 - Declaration of final dividend of Rs. 2.25 per Equity Share of Rs. 10/- each for financial year ended March 31, 2014.

Resolution Required: **Ordinary Resolution**

Mode of voting: e-voting and Poll

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 in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	82218298	0	0.00	0	0	0.00	0.00
Public Institutional Holders	30222346	21599821	71.47	21599821	0	100.00	0.00
Public-Others	48888452	111869	0.23	108549	3320	97.03	2.97
Total (A)	**161329096**	**21711690**	**13.46**	**21708370**	**3320**	**99.98**	**0.02**
Mode of Voting: (Poll)							
Promoter and Promoter Group	82218298	82218298	100.00	82218298	0	100.00	0.00
Public Institutional Holders	30222346	271269	0.90	271269	0	100.00	0.00
Public-Others	48888452	587667	1.20	586526	1141	99.81	0.19
Total (B)	**161329096**	**83077234**	**51.50**	**83076093**	**1141**	**100.00**	**0.00**
Result (A+B)	**161329096**	**104788924**	**64.95**	**104784463**	**4461**	**100.00**	**0.00**

Resolution no. 3 - Appointment Ms. Preetha Pulusani (DIN 02085775), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013.

Resolution Required: **Ordinary Resolution**

Mode of voting: e-voting and Poll

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 in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	82218298	0	0.00	0	0	0.00	0.00
Public Institutional Holders	30222346	21599821	71.47	21599821	0	100.00	0.00
Public-Others	48888452	111090	0.23	99705	11385	89.75	10.25
Total (A)	**161329096**	**21710911**	**13.46**	**21699526**	**11385**	**99.95**	**0.05**

Mode of Voting: (Poll)							
Promoter and Promoter Group	82218298	82218298	100.00	82218298	0	100.00	0.00
Public Institutional Holders	30222346	271269	0.90	271269	0	100.00	0.00
Public- Others	48888452	587867	1.20	586050	1817	99.69	0.31
Total (B)	161329096	83077434	51.50	83075617	1817	100.00	0.00
Result (A+B)	161329096	104788345	64.95	104775143	13202	99.99	0.01

Resolution no. 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).

Resolution Required: **Ordinary Resolution**

Mode of voting: e-voting and Poll

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 in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	82218298	0	0.00	0	0	0.00	0.00
Public Institutional Holders	30222346	19388409	64.15	18945560	442849	97.72	2.28
Public- Others	48888452	112274	0.23	105515	6759	93.98	6.02
Total (A)	161329096	19500683	12.09	19051075	449608	97.69	2.31
Mode of Voting: (Poll)							
Promoter and Promoter Group	82218298	82218298	100.00	82218298	0	100.00	0.00
Public Institutional Holders	30222346	271269	0.90	271269	0	100.00	0.00
Public- Others	48888452	587667	1.20	585855	1812	99.69	0.31
Total (B)	161329096	83077234	51.50	83075422	1812	100.00	0.00
Result (A+B)	161329096	102577917	63.58	102126497	451420	99.56	0.44

Resolution no. 5 - Appointment of Mr. V K Chopra as an Independent Director of the Company to hold office for three consecutive years.

Resolution Required: Ordinary Resolution

Mode of voting: e-voting and Poll

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 in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	82218298	0	0.00	0	0	0.00	0.00
Public Institutional Holders	30222346	21599821	71.47	8306113	13293708	38.45	61.55
Public- Others	48888452	103160	0.21	91576	11584	88.77	11.23
Total (A)	**161329096**	**21702981**	**13.45**	**8397689**	**13305292**	**38.69**	**61.31**
Mode of Voting: (Poll)							
Promoter and Promoter Group	82218298	82218298	100.00	82218298	0	100.00	0.00
Public Institutional Holders	30222346	271269	0.90	179169	92100	66.05	33.95
Public- Others	48888452	587667	1.20	585253	2414	99.59	0.41
Total (B)	**161329096**	**83077234**	**51.50**	**82982720**	**94514**	**99.89**	**0.11**
Result (A+B)	**161329096**	**104780215**	**64.95**	**91380409**	**13399806**	**87.21**	**12.79**

Resolution no. 6 - Appointment of Mr. V K Agarwala as an Independent Director of the Company to hold office for three consecutive years.

Resolution Required: **Ordinary Resolution**

Mode of voting: e-voting and Poll

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 in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	82218298	0	0.00	0	0	0.00	0.00
Public Institutional Holders	30222346	21599821	71.47	8151352	13448469	37.74	62.26
Public- Others	48888452	111590	0.23	99146	12444	88.85	11.15
Total (A)	**161329096**	**21711411**	**13.46**	**8250498**	**13460913**	**38.00**	**62.00**

Mode of Voting: (Poll)							
Promoter and Promoter Group	82218298	82218298	100.00	82218298	0	100.00	0.00
Public Institutional Holders	30222346	271269	0.90	179169	92100	66.05	33.95
Public- Others	48888452	587467	1.20	585248	2219	99.62	0.38
Total (B)	**161329096**	**83077034**	**51.50**	**82982715**	**94319**	**99.89**	**0.11**
Result (A+B)	**161329096**	**104788445**	**64.95**	**91233213**	**13555232**	**87.06**	**12.94**

Resolution no. 7 - Appointment of Mr. T C Venkat Subramanian as an Independent Director of the Company to hold office for three consecutive years.

Resolution Required: **Ordinary Resolution**

Mode of voting: e-voting and Poll

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 in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	82218298	0	0.00	0	0	0.00	0.00
Public Institutional Holders	30222346	21599821	71.47	13448469	8151352	62.26	37.74
Public- Others	48888452	111790	0.23	99786	12004	89.26	10.74
Total (A)	**161329096**	**21711611**	**13.46**	**13548255**	**8163356**	**62.40**	**37.60**
Mode of Voting: (Poll)							
Promoter and Promoter Group	82218298	82218298	100.00	82218298	0	100.00	0.00
Public Institutional Holders	30222346	271269	0.90	92100	179169	33.95	66.05
Public- Others	48888452	587467	1.20	585273	2194	99.63	0.37
Total (B)	**161329096**	**83077034**	**51.50**	**82895671**	**181363**	**99.78**	**0.22**
Result (A+B)	**161329096**	**104788645**	**64.95**	**96443926**	**8344719**	**92.04**	**7.96**

Resolution no. 8 - Appointment of Mr. K R Modi as an Independent Director of the Company to hold office for three consecutive years.

Resolution Required: **Ordinary Resolution**

Mode of voting: e-voting and Poll

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 in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	82218298	0	0.00	0	0	0.00	0.00
Public Institutional Holders	30222346	21599821	71.47	7830003	13769818	36.25	63.75
Public- Others	48888452	111790	0.23	98795	12995	88.38	11.62
Total (A)	161329096	21711611	13.46	7928798	13782813	36.52	63.48
Mode of Voting: (Poll)							
Promoter and Promoter Group	82218298	82218298	100.00	82218298	0	100.00	0.00
Public Institutional Holders	30222346	271269	0.90	179169	92100	66.05	33.95
Public- Others	48888452	587467	1.20	585253	2214	99.62	0.38
Total (B)	161329096	83077034	51.50	82982720	94314	99.89	0.11
Result (A+B)	161329096	104788645	64.95	90911518	13877127	86.76	13.24

Resolution no. 9 - Appointment of Mr. M V Nair as an Independent Director of the Company to hold office for three consecutive years.

Resolution Required: **Ordinary Resolution**

Mode of voting: e-voting and Poll

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 in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	82218298	0	0.00	0	0	0.00	0.00
Public Institutional Holders	30222346	21599821	71.47	8627462	12972359	39.94	60.06
Public- Others	48888452	111070	0.23	99170	11900	89.29	10.71
Total (A)	161329096	21710891	13.46	8726632	12984259	40.19	59.81
Mode of Voting: (Poll)							
Promoter and Promoter Group	82218298	82218298	100.00	82218298	0	100.00	0.00

Public Institutional Holders	30222346	271269	0.90	179169	92100	66.05	33.95
Public-Others	48888452	587397	1.20	585088	2309	99.61	0.39
Total (B)	161329096	83076964	51.50	82982555	94409	99.89	0.11
Result (A+B)	161329096	104787855	64.95	91709187	13078668	87.52	12.48

Resolution no. 10 - Issue of various Equity related securities but not limited to ADRs, GDRs, QIPs, Convertible Bonds, Shares, Convertible Debentures, etc.

Resolution Required: **Special Resolution**

Mode of voting: e-voting and Poll

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 in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	82218298	0	0.00	0	0	0.00	0.00
Public Institutional Holders	30222346	21599821	71.47	0	21599821	0.00	100.00
Public-Others	48888452	108245	0.22	94590	13655	87.39	12.61
Total (A)	**161329096**	**21708066**	**13.46**	**94590**	**21613476**	**0.44**	**99.56**
Mode of Voting: (Poll)							
Promoter and Promoter Group	82218298	82218298	100.00	82218298	0	100.00	0.00
Public Institutional Holders	30222346	271269	0.90	0	271269	0.00	100.00
Public-Others	48888452	587667	1.20	584719	2948	99.50	0.50
Total (B)	**161329096**	**83077234**	**51.50**	**82803017**	**274217**	**99.67**	**0.33**
Result (A+B)	**161329096**	**104785300**	**64.95**	**82897607**	**21887693**	**79.11**	**20.89**

Resolution no. 11- To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

Resolution Required: **Special Resolution**

Mode of voting: e-voting and Poll

ROLTA

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 in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	82218298	0	0.00	0	0	0.00	0.00
Public Institutional Holders	30222346	21599821	71.47	18790799	2809022	87.00	13.00
Public- Others	48888452	108415	0.22	102835	5580	94.85	5.15
Total (A)	**161329096**	**21708236**	**13.46**	**18893634**	**2814602**	**87.03**	**12.97**
Mode of Voting: (Poll)							
Promoter and Promoter Group	82218298	82218298	100.00	82218298	0	100.00	0.00
Public Institutional Holders	30222346	271269	0.90	271269	0	100.00	0.00
Public- Others	48888452	585912	1.20	583384	2528	99.57	0.43
Total (B)	**161329096**	**83075479**	**51.49**	**83072951**	**2528**	**100.00**	**0.00**
Result (A+B)	**161329096**	**104783715**	**64.95**	**101966585**	**2817130**	**97.31**	**2.69**

Virendra Bhatt
Company Secretary

Office :
602, Tardeo Airconditioned Market,
Tardeo Main Road, Tardeo,
Mumbai-400 034.
Tel. : 2351 4867 / 2351 2412
Mobile : 98200 48670
e-mail : bhattvirendra1945@yahoo.co.in

Scrutinizer's report

[Pursuant to section 108 and Section 109 of the Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
ROLTA INDIA LIMITED
Rolta Tower – A Rolta Technology Park
MIDC- Marol
Andheri (East)
Mumbai- 400093

SUBJECT: SCRUTINIZER'S REPORT ON THE ELETRONIC VOTING IN RESPECT OF MATTERS SET - OUT IN THE NOTICE OF 24th ANNUAL GENERAL MEETING.

Dear Sir,

I VIRENDRA G. BHATT, a Company Secretary in whole-time practice, have been appointed by the Board of Directors of **ROLTA INDIA LIMITED** (the Company) as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 and Section 109 of the Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the 24th Annual General Meeting of the members of the Company, to be held on Saturday , September 27, 2014 at 11.30 a.m. at the Auditorium, Rolta Tower - A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai – 400093

1. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the Notice to the 24th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

2. Further to the above, I submit my report as under :-

   i. The e-voting remained open from on 21st September, 2014 (9.00 a.m.) to 23rd September, 2014 (6.00 p.m.)

iii. The votes cast were unblocked on 24th September, 2014 around 6 p.m. in the presence of 2 witnesses, Ms. Rasna Patel and Ms. Riya Devulkar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature: R Patel
Name: Rasna Patel

Signature: Riya
Name: Riya Devulkar

iv. Thereafter the details containing, inter – alia, list of Equity Share Holders, who voted "For" and "Against", each of the resolutions that were put to vote, generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com and based on such reports generated, the results of the e-voting is as under:.

A. <u>Resolution No. 1:-</u>

Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the year ended March 31, 2014.

i. Voted in favour of the resolution:

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	187	21708600	
AGM Ballot	262	82768640	
Poll	44	308093	
Total	493	104785333	100.00%

ii. Voted against the resolution:

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	8	4045	
AGM Ballot	3	701	
Poll	0	0	
Total	11	4746	0.00%

The above Resolution is passed by majority.

B. Resolution No. 2:-

Declaration of dividend

i. Voted in **favour** of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	188	21708370	
AGM Ballot	259	82768000	
Poll	44	308093	
Total	491	104784463	100.00%

ii. Voted **against** the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	5	3320	
AGM Ballot	5	1141	
Poll	0	0	
Total	10	4461	0.00%

The above Resolution is passed by majority

C. Resolution No.3:-

Re-appointment of Ms.Preeha Pulusani as Director of the Company who retires by rotation.

i. Voted in **favour** of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	173	21699526	
AGM Ballot	257	82767524	
Poll	44	308093	
Total	474	104775143	99.99%

ii. Voted **against** the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	17	11385	
AGM Ballot	8	1817	
Poll	0	0	
Total	25	13202	0.01%

The above Resolution is passed by majority

D. Resolution No.4:-

Appointment of M/s. Walker Chandiok &Co.LLP Chartered Accountants as the Statutory Auditors of the Company for 4 years.

i. Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	171	19051075	
AGM Ballot	256	82767329	
Poll	44	308093	
Total	471	102126497	99.56%

ii. Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	18	449608	
AGM Ballot	8	1812	
Poll	0	0	
Total	26	451420	0.44%

The above Resolution is passed by majority.

E. Resolution No.5:

Appointment of Mr. V.K.Chopra as an Independent Director

i. Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	154	8397689	
AGM Ballot	253	82766727	
Poll	43	215993	
Total	450	91380409	87.21%

ii. Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	33	13305292	
AGM Ballot	11	2414	
Poll	1	92100	
Total	45	13399806	12.79%

The above Resolution is passed by majority.

F. Resolution No.6:-

Appointment of Mr. V.K.Agarwala as an Independent Director.

i. Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	154	8250498	
AGM Ballot	252	82766722	
Poll	43	215993	
Total	449	91233213	87.06%

ii. Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	36	13460913	
AGM Ballot	11	2219	
Poll	1	92100	
Total	48	13555232	12.94%

The above Resolution is passed by majority

G. Resolution No.7:-

Appointment of Mr. T.C.Venkat Subramanian as an Independent Director.

i. Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	146	13548255	
AGM Ballot	253	82766747	
Poll	42	128924	
Total	441	96443926	92.04%

ii. Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	44	8163356	
AGM Ballot	10	2194	
Poll	2	179169	
Total	56	8344719	7.96%

The above Resolution is passed by majority

H. Resolution No.8:-

Appointment of Mr.K.R.Modi as an Independent Director.

i. Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	149	7928798	
AGM Ballot	253	82766727	
Poll	43	215993	
Total	445	90911518	86.76%

ii. Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	41	13782813	
AGM Ballot	10	2214	
Poll	1	92100	
Total	52	13877127	13.24%

The above Resolution is passed by majority.

I. Resolution No.9:-

Appointment of Mr. M.V.Nair as an Independent Director.

i. Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	154	8726632	
AGM Ballot	252	82766562	
Poll	43	215993	
Total	449	91709187	87.52%

ii. Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	34	12984259	
AGM Ballot	10	2309	
Poll	1	92100	
Total	45	13078668	12.48%

The above Resolution is passed by majority

J. Resolution No.10:-

Issue of various Equity related securities –ADRs, GDRs, QIPs, Convertible Bonds, Shares, Convertible Debentures, etc..

i. Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	137	94590	
AGM Ballot	255	82766643	
Poll	40	36374	
Total	432	82897607	79.11%

ii. Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	56	21613476	
AGM Ballot	9	2498	
Poll	4	271719	
Total	69	21887693	20.89%

The above Resolution is passed by majority.

K. Resolution No.11:-

To adopt new Article of Association of the Company containing regulations in conformity with the new Companies Act, 2013

i. Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	172	18893634	
AGM Ballot	253	82764858	
Poll	44	308093	
Total	469	101966585	97.31%

ii. Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-voting	21	2814602	
AGM Ballot	10	2528	
Poll	0	0	
Total	31	2817130	2.69%

The above Resolution is passed by majority.

Thanking You
Yours faithfully

Virendra G. Bhatt
Practicing Company Secretary
C.P. No. 124 / ACS 1157

Date: 27/09/2014
Place: Mumbai

Virendra Bhatt
Company Secretary

Office :
602, Tardeo Airconditioned Market,
Tardeo Main Road, Tardeo,
Mumbai-400 034.
Tel. : 2351 4867 / 2351 2412
Mobile : 98200 48670
e-mail : bhattvirendra1945@yahoo.co.in

Form No. MGT - 13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rules 21(2)of the Companies (Management and Administration) Rules, 2014]

To,
ROLTA INDIA LIMITED
Rolta Tower – A Rolta Technology Park
MIDC- Marol
Andheri (East)
Mumbai- 400093
Chairman,

Annual General Meeting of the Equity Share holders of **ROLTA INDIA LIMITED** held on Saturday , 27th September, 2014 at 11.30 a.m. at the Auditorium, Rolta Tower - A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai – 400093

Dear Sir,

I VIRENDRA G. BHATT, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s) at the Annual General Meeting of the Equity Share holders of **ROLTA INDIA LIMITED** held on Saturday, 27th September, 2014 at 11.30 a.m. at the Auditorium, Rolta Tower - A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai – 400093, submit our report as under:

1. After the time fixed for closing of the poll by the chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of Poll is as under:

A. Resolution No.1:

Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the year ended March 31, 2014.

i. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
44	308093	100.00%

ii. Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes / Not voted

Number of members	Number of votes casted by them.
NIL	NIL

The above resolution is passed by majority.

B. Resolution No.2:

Declaration of dividend

i. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
44	308093	100.00%

ii. Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes / Not voted

Number of members	Number of votes casted by them.
NIL	NIL

The above resolution is passed by majority.

C. **Resolution No. 3:**

Re-appointment of Ms.Preeha Pulusani as Director of the Company who retires by rotation.

i. Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
44	308093	100.00%

ii. Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes / Not voted

Number of members	Number of votes casted by them.
NIL	NIL

The above resolution is passed by majority.

D. **Resolution No. 4:**

Appointment of M/s. Walker Chandiok &Co.LLP Chartered Accountants as the Statutory Auditors of the Company for 4 years.

i. Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
44	308093	100.00%

ii. Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes / Not voted

Number of members	Number of votes casted by them.
NIL	NIL

The above resolution is passed by majority.

E. <u>Resolution No. 5:</u>

Appointment of Mr. V.K.Chopra as an Independent Director

i. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
43	215993	70.11%

ii. Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
1	92100	29.89%

iii. Invalid Votes / Not voted

Number of members	Number of votes casted by them.
NIL	NIL

The above resolution is passed by majority.

F. Resolution No. 6:

Appointment of Mr. V.K.Agarwala as an Independent Director.

i. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
43	215993	70.11%

ii. Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
1	92100	29.89%

iii. Invalid Votes / Not voted

Number of members	Number of votes casted by them.
NIL	NIL

The above resolution is passed by majority.

G. Resolution No. 7:

Appointment of Mr. T.C.Venkat Subramanian as an Independent Director.

i. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
42	128924	41.85%

ii. Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
2	179169	58.15%

iii. Invalid Votes / Not voted

Number of members	Number of votes casted by them.
NIL	NIL

The above resolution is passed by majority.

H. **Resolution No. 8:**

Appointment of Mr. K.R.Modi as an Independent Director.

i. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
43	215993	70.11%

ii. Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
1	92100	29.89%

iii. Invalid Votes / Not voted

Number of members	Number of votes casted by them.
NIL	NIL

The above resolution is passed by majority.

I. **Resolution No. 9:**

Appointment of Mr. M.V.Nair as an Independent Director.

i. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
43	215993	70.11%

II. Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
1	92100	29.89%

III. Invalid Votes / Not voted

Number of members	Number of votes casted by them.
NIL	NIL

The above resolution is passed by majority.

J. <u>Resolution No. 10:</u>

Issue of various Equity related securities –ADRs, GDRs,QIPs, Convertible Bonds, Shares, Convertible Debentures,etc..

i. Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
40	36374	11.81%

ii. Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
4	271719	88.19%

iii. Invalid Votes / Not voted

Number of members	Number of votes casted by them.
NIL	NIL

The above resolution is passed by majority.

K. **Resolution No. 11:**

To adopt new Article of Association of the Company containing regulations in conformity with the new Companies Act,2013.

i. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
44	308093	100.00%

ii. Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes casted by them.	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes / Not voted

Number of members	Number of votes casted by them.
NIL	NIL

The above resolution is passed by majority.

A compact disc (CD) containing a list of shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You
Yours Faithfully

Virendra G. Bhatt
Practicing Company Secretary
C.P. No. 124 / ACS 1157

Date: 27/09/2014
Place: Mumbai