



SCRUTINIZER'S REPORT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended)

To,
Mr. Rangarajan Sundaram,
Executive Director
Rolta India Limited
Rolta Tower-A, Rolta Technology Park,
22nd Street Midc-Marol, Andheri (East)
Mumbai-400093

Kindly Attention: CS Adv Mamta Binani (Resolution Professional)

Dear Sir/Ma'am,

I, **Tarun Koli**, Company Secretary in Practice, appointed as a Scrutinizer of **Rolta India Limited ("the Company")** on Wednesday, **21st August, 2024** to conduct the Postal Ballot through electronic voting process ("**remote e- voting**") in respect of the Ordinary Resolution for seeking the approval of the Members of the Company for the purpose of:

Re-Appointment of M/s Shah & Mantri as Statutory Auditor of the Company for Conducting the Statutory Audit for the Financial Year 2023-24.

Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("**the Act**"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014 ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), and other applicable laws and regulations, if any, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and General 09/2024 dated 19th September, 2024 ("**MCA Circulars**") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, and any other applicable law, rules and regulations, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force).

- The Postal Ballot Notice dated Tuesday, September 3, 2024 along with necessary statement setting out the material facts under Section 102 of the Act were sent through electronic mail to those members whose names appeared in the Register of Members/ List of Beneficiaries as on Friday, 23rd August 2024.



- **Scrutinizer Report of Postal Ballot (Remote E-voting) by the Members of Rolta India Limited (“cut-off date”)** and who had registered their email ID with the Company / RTA / Depositories in compliance with the MCA Circulars. The Company has also placed the notice of the Postal Ballot on the website of the Company.
- The Members of the Company holding shares as on the cut-off date were entitled to vote on the proposed resolution as set out in the Postal Ballot Notice.
- The remote e-voting period remained open from Friday, September 6th 2024 at 9A.M. (IST). to Saturday, October 5th 2024 at 5 P.M. (IST). During the said period, the Members of the Company, holding shares as on the cut-off date were entitled to vote on the resolution set out in the Postal Ballot Notice through remote e-voting.
- The e-voting module of NSDL was disabled on Saturday, 05th October, 2024 at 5:00 P.M. and I, as the Scrutinizer, unblocked the votes casted, on Saturday, 05th October, 2024 in the presence two witnesses who are not in employment of the Company.
- I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the e-voting system of NSDL and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.
- The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote-voting on the Resolution contained in the notice of Postal Ballot.
- My responsibility as scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer’s Report of the votes cast in favour or against the said resolution.
- I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Ordinary Resolution as under:

Details of E-voting are as under:

1. **Re-Appointment of M/s Shah & Mantri as Statutory Auditor of the Company for Conducting the Statutory Audit for the Financial Year 2023-24.**



TARUN KOLI & ASSOCIATES
COMPANY SECRETARIES
(A Peer Reviewed Unit)

Passed as an Ordinary Resolution as follows:

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	%	Voters	No. of Votes	%
Postal Ballot (Remote e-voting)	716	8401242	643	8195381	97.5496	73	205861	2.4504

- Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 1 of the Postal Ballot Notice have been passed by the members through remote E-voting with requisite majority under the provisions of the Act.
- I hereby confirm that, I have maintained the electronic voting data downloaded and made available by the Service Provider, in respect of the votes cast through E-voting by the Shareholders of the Company.
- The electronic data and all other relevant documents and records are under safe custody and will be handed over to the Executive Director or Resolution Professional for the safe custody once the Executive Director considers, approves and signs the Minutes.

Thanking You.
Yours Faithfully.
For Tarun Koli & Associates
Company Secretaries

Date: 07-10-2024
Place: Delhi

Counter sign by _____ Executive Director
[In terms of the requirements of Rule 20(4) (xii).]

Tarun Koli
Scrutinizer
M. No. 55196
CoP No. 20451
Peer Review No.: 5224/2023
UDIN: A055196F001461568