



30.12.2024

<b>To</b> <b>BSE Ltd.</b> Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street Mumbai – 400 001  Script Code: 500366	<b>To</b> <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Plot No. C, Block G, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051  Symbol: ROLTA
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Dear Sir/Madam,

**Subject.: Results of Voting Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is with reference to remote e-voting facility conducted between Wednesday, December 25, 2024 from 09:00 a.m. (IST) until Friday, December 27, 2024, at 05:00 p.m. (IST) and e-voting on the day of 34<sup>th</sup> Annual General Meeting (“AGM”) i.e. Saturday, December 28, 2024, for seeking consent of members on all the resolutions as mentioned in the Notice of the 34<sup>th</sup> AGM of Rolta India Limited (“Company”).

In respect to the above and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, the Company would like to inform that the Resolution Nos.1 to 6 stated in the Notice of 34<sup>th</sup> AGM dated December 28, 2024 has been passed by the members of the Company with the requisite majority.

Accordingly, enclosing herewith the Consolidated Voting Result as per the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, along with Scrutinizer’s Report submitted by the Scrutinizer. The same is also simultaneously uploaded on the Company’s Website i.e. [www.rolta.com](http://www.rolta.com).

You are requested to take note of the above.

Thanking you.  
Yours faithfully,

**For Rolta India Limited**

**RANGARAJAN  
SUNDARAM**

Digitally signed by RANGARAJAN SUNDARAM  
DN: cn=IN, o=PERSONAL, title=1150,  
pseudonym=061efb6a9e7c42019266215a41a6efb0,  
2.5.4.20=9731a688670db73f41b83c8da6ff556b1f738e8f9764  
6d13bc47ca1fbc9278d4, postalCode=401107,  
st=Maharashtra,  
serialNumber=6004f0f1256d6d404e4ff91c275b55dab50d6f  
2b4559b7ef68bf3524fbbe225, cn=RANGARAJAN SUNDARAM  
Date: 2024.12.30 13:22:19 +05'30'

**Rangarajan Sundaram**  
**Executive Director and Compliance Officer**  
**DIN: 08650913**

**ROLTA INDIA LIMITED**

Registered Office: Rolta Tower 'A', Rolta Technology Park, 22<sup>nd</sup> Street MIDC- Marol, Andheri (East), Mumbai-400093, Maharashtra

CIN No. L74999MH1989PLC052384, Tel. No. +91(022)45160094  
email id: investor@rolta.com, website www.rolta.com



Annexure-2 Rolta India Limited								
<b>Resolution:</b> Adoption of Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report to the Shareholders and Auditor's Report thereon:								
<b>Resolution Required (Ordinary / Special)</b>				Ordinary				
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>				No				
Category	Mode of Voting	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
<b>Promoter &amp; Promoter Group</b>	E-Voting	3839592	3835664	99.89	3835664	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3839592</b>	<b>3835664</b>	<b>99.89</b>	<b>3835664</b>	<b>0</b>	<b>100.00</b>
<b>Public</b>	E-Voting	3123699	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3123699</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Non Promoter - Non Public</b>	E-Voting	158928064	895489	0.56	743872	151617	83.06	16.93
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>158928064</b>	<b>895489</b>	<b>0.56</b>	<b>743872</b>	<b>151617</b>	<b>83.06</b>
	<b>Grand Total</b>	<b>165891355</b>	<b>4731153</b>	<b>2.85</b>	<b>4579536</b>	<b>151617</b>	<b>96.79</b>	<b>3.20</b>

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Annexure-2 Rolta India Limited								
<b>Resolution:</b> Re-Appointment of M/s Shah & Mantri as Statutory Auditor of the Company for conducting the Statutory Audit for the Financial Year 2024-2025.								
<b>Resolution Required (Ordinary / Special)</b>				Ordinary				
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>				No				
Category	Mode of Voting	No. of Shares Held  (1)	Total valid votes  (2)	% of total valid votes 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
<b>Promoter &amp; Promoter Group</b>	E-Voting	3839592	3835664	99.89	3835664	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3835664</b>	<b>99.89</b>	<b>3835664</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public</b>	E-Voting	3123699	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Non Promoter - Non Public</b>	E-Voting	158928064	884089	0.55	729941	154148	82.56	17.43
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>158928064</b>	<b>884089</b>	<b>0.55</b>	<b>729941</b>	<b>154148</b>	<b>82.56</b>
<b>Grand Total</b>		<b>165891355</b>	<b>4719753</b>	<b>2.84</b>	<b>4565605</b>	<b>154148</b>	<b>96.73</b>	<b>3.26</b>

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email id: investor@rolta.com, website www.rolta.com



Annexure-2 Rolta India Limited								
<b>Resolution:</b> Re-Appointment of Mr. Kamal Krishan Singh (Din: 00260977) as a Director:								
<b>Resolution Required (Ordinary / Special)</b>				Ordinary				
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>				No				
Category	Mode of Voting	No. of Shares Held	Total valid votes	% of total valid votes on outstanding shares	No. of votes- in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter &amp; Promoter Group</b>	E-Voting	3839592	3835664	99.89	3835664	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3835664</b>	<b>99.89</b>	<b>3835664</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public</b>	E-Voting	3123699	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Non Promoter - Non Public</b>	E-Voting	158928064	877322	0.55	703492	173830	80.18	19.81
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>158928064</b>	<b>877322</b>	<b>0.55</b>	<b>703492</b>	<b>173830</b>	<b>80.1</b>
	<b>Grand Total</b>	<b>165891355</b>	<b>4712986</b>	<b>2.84</b>	<b>4539156</b>	<b>173830</b>	<b>96.31</b>	<b>3.68</b>

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Annexure-2 Rolta India Limited								
<b>Resolution:</b> Re-Appointment of Mr. Kamal Krishan Singh (Din: 00260977) as Managing Director:								
<b>Resolution Required (Ordinary / Special)</b>				Special				
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>				No				
Category	Mode of Voting	No. of Shares Held  (1)	Total valid votes  (2)	% of total valid votes 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
<b>Promoter &amp; Promoter Group</b>	E-Voting	3839592	3835664	99.89	3835664	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3835664</b>	<b>99.89</b>	<b>3835664</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public</b>	E-Voting	3123699	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Non Promoter - Non Public</b>	E-Voting	158928064	877122	0.55	703292	173830	80.18	19.81
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>158928064</b>	<b>877122</b>	<b>0.55</b>	<b>703292</b>	<b>173830</b>	<b>80.18</b>
	<b>Grand Total</b>	<b>165891355</b>	<b>4712786</b>	<b>2.84</b>	<b>4538956</b>	<b>173830</b>	<b>96.31</b>	<b>3.68</b>

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Annexure-2 Rolta India Limited								
<b>Resolution:</b> Re-Appointment of Mr. Rangarajan Sundaram (Din: 00260977) as the Director:								
<b>Resolution Required (Ordinary / Special)</b>				Ordinary				
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>				No				
Category	Mode of Voting	No. of Shares Held  (1)	Total valid votes  (2)	% of total valid votes 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
<b>Promoter &amp; Promoter Group</b>	E-Voting	3839592	3791064	98.7361	3791064	0	100.00	0.00
	Poll		0	0.0000	0	0	0.00	0.00
	Postal Ballot		0	0.0000	0	0	0.00	0.00
	<b>Total</b>		<b>3791064</b>	<b>98.7361</b>	<b>3791064</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public</b>	E-Voting	3123699	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Non Promoter - Non Public</b>	E-Voting	158928064	877122	0.55	713292	163830	81.32	18.67
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>158928064</b>	<b>877122</b>	<b>0.55</b>	<b>713292</b>	<b>163830</b>	<b>81.32</b>
	<b>Grand Total</b>	<b>165891355</b>	<b>4668186</b>	<b>2.81</b>	<b>4504356</b>	<b>163830</b>	<b>96.49</b>	<b>3.50</b>

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Annexure-2 Rolta India Limited								
Resolution: Re-Appointment of Mr. Rangarajan Sundaram (Din: 00260977) as the Executive Director:								
Resolution Required (Ordinary / Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of Shares Held  (1)	Total valid votes  (2)	% of total valid votes 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
Promoter & Promoter Group	E-Voting	3839592	3791064	98.7361	3791064	0	100.00	0.00
	Poll		0	0.0000	0	0	0.00	0.00
	Postal Ballot		0	0.0000	0	0	0.00	0.00
	<b>Total</b>		<b>3791064</b>	<b>98.7361</b>	<b>3791064</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public	E-Voting	3123699	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Non Promoter - Non Public	E-Voting	158928064	877122	0.5519	705292	171830	80.4098	19.5902
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>158928064</b>	<b>877122</b>	<b>0.5519</b>	<b>705292</b>	<b>171830</b>	<b>80.4098</b>
<b>Grand Total</b>		<b>165891355</b>	<b>4668186</b>	<b>2.8140</b>	<b>4496356</b>	<b>171830</b>	<b>96.3191</b>	<b>3.6809</b>

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**SCRUTINIZER'S REPORT**

**[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]**

To,  
Rolta India Limited  
CIN: L74999MH1989PLC052384  
Rolta Tower-A, Rolta Technology Park,  
22<sup>nd</sup> Street Midc-Marol, Andheri (East)  
Mumbai-400093

**Kindly Attention: CS Adv Mamta Binani (Resolution Professional)**

**Dear Sir/Ma'am.**

Scrutinizer's Report on: -

- i) Voting done through remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 conducted between Wednesday, 25<sup>th</sup> December 2024 at 09:00 A.M. (IST) and ends on Friday, December 27 2024 at 05:00 P.M. (IST) through Video Conferencing ("VC") or other audio-visual means ("OAVM") and;
- ii) The resolutions passed by e-voting at the 34<sup>th</sup> Annual General Meeting ("AGM") of the Members of Rolta India Limited held on Saturday, December 28, 2024 at 12:00 Noon (IST)

I, **Tarun Koli**, Company Secretary in Practice, appointed as Scrutinizer(s) for the purpose of voting done through remote e-voting process and e-voting at the Thirty fourth (34<sup>th</sup>) Annual General Meeting held on Saturday, December 28, 2024 at 12:00 Noon (IST), hereby submit my report as under:

I submit my report as under:

**1. E-Voting:**





1.1 The Company has mailed notices to all the members of the Company on Friday, December 06, 2024 through E-mails.

1.2 The members of the company whose names appear on the Register of Members or in the register of Beneficial Owners maintained by Depositories as on Saturday, December 21, 2024 being the cut-off date fixed for the purpose to exercise their right to vote in respect of the resolutions to be passed at 34<sup>th</sup> AGM.

1.3 Remote E-voting period commenced on Wednesday, December 25, 2024 at 09:00 A.M. (IST) and ends on Friday, December 27, 2024 at 05:00 P.M. (IST). Thereafter the portal was disabled by NSDL for remote e-voting.

1.4 After the closure of the remote e-voting (which was available till Friday, December 27, 2024 (05:00 P.M.) and e-voting during the 34<sup>th</sup> AGM, a final report of the consolidated e-voting has been generated on Saturday, December 28, 2024 through the NSDL e-voting website, <https://www.evotingindia.com/> in the presence of two witness, both of whom are not in employment of the company.

1.5 The Register, all other papers and relevant records relating to E-voting shall remain in our safe custody until the Chairman considers, approves and sign the Minutes of the aforesaid AGM and the same will be handed over to the Chairman of the Company for safe keeping.

1.6 I submit herewith the Consolidated Scrutinizer's Report on the results of the e-voting, based on the reports generated by NSDL the facilitator, scrutinized and relied upon by me as under:

**2. Combined Results of the E-Voting at the 34<sup>th</sup> Annual General Meeting done through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') are as Under:**

**1. ORDINARY BUSINESS**

**Item No. 1 -Ordinary Resolution: Adoption of Standalone and Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2024.**



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

To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the Financial Year ended March 31, 2024, together with Reports of Directors and Auditors thereon:

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No of Votes	Voters	No of Votes	Voting %	Voters	No of Votes	Voting %
E-Voting Facility	229	4731153	219	4579536	96.79%	10	151617	3.21%

Therefore, resolution No. 1 has been approved by the requisite majority.

**Item No. 2 - Ordinary Resolution: Re-Appointment of M/s Shah & Mantri as Statutory Auditor of the Company for conducting the Statutory Audit for the Financial Year 2024-2025.**

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No of Votes	Voters	No of Votes	Voting %	Voters	No of Votes	Voting %
E-Voting Facility	227	4719753	206	4565605	96.73%	21	154148	3.27%

Therefore, resolution No. 2 has been approved by the requisite majority

**Item No. 3 - Ordinary Resolution: Re-Appointment of Mr. Kamal Krishan Singh (Din: 00260977) as a Director.**

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No of Votes	Voters	No of Votes	Voting %	Voters	No of Votes	Voting %
E-Voting Facility	226	4712986	195	4539156	96.31168%	31	173830	3.68832%

Therefore, resolution No. 3 has been approved by the requisite majority

**Item No. 4 - Special Resolution: Re-Appointment of Mr. Kamal Krishan Singh (DIN: 00260977) as Managing Director (MD).**



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

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No of Votes	Voters	No of Votes	Voting %	Voters	No of Votes	Voting %
E-Voting Facility	225	4712786	194	4538956	96.31152%	31	173830	3.688476%

Therefore, resolution No. 4 has been approved by the requisite majority

**Item No. 5 - Ordinary Resolution: Re-Appointment of Mr. Rangarajan Sundaram (Din: 08650913) as Director of the Company:**

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No of Votes	Voters	No of Votes	Voting %	Voters	No of Votes	Voting %
E-Voting Facility	225	4668186	195	4504356	96.4905%	29	163830	3.5095%

Therefore, resolution No. 5 has been approved by the requisite majority

**Item No. 6 - Special Resolution: Re-Appointment of Mr. Rangarajan Sundaram (Din: 08650913) as an Executive Director of the Company.**

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No of Votes	Voters	No of Votes	Voting %	Voters	No of Votes	Voting %
E-Voting Facility	225	4668186	194	4496356	96.31913%	30	171830	3.680873%

Therefore, resolution No. 6 has been approved by the requisite majority

All the Resolutions mentioned in the Notice of the AGM as per the details above, stand passed with the requisite majority and hence deemed to have been passed at the AGM.

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 at the Annual General Meeting.



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

All the relevant records relating to E-voting will remain in my custody until the Chairman considers, approves and signs the minutes of the AGM and the same shall be handed over to the Resolution Professional/Executive Director duly authorized for the purpose of the Company for safe keeping.

**Date: 30.12.2024**  
**Place: Delhi**

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

**TARUN** Digitally signed  
by TARUN KOLI  
**KOLI** Date: 2024.12.30  
19:25:15 +05'30'

**Tarun Koli**  
**Scrutinizer**  
**M. No. 55196**  
**CoP No. 20451**  
**Peer Review No.: 5224/2023**  
**UDIN: A055196F003530217**

**Counter sign by**  
**RANGARAJAN**  
**SUNDARAM**

Digitally signed by RANGARAJAN SUNDARAM  
DN: cn=R, o=PERSONAL, 191e=1150,  
serialNumber=600489125696404e4ff951c2756554825066f2b455  
2.5.4.20=9731a688670b73f41b83cda6f556b17338bf97646d13b  
c47ca1bb29276a4, postalCode=401107, st=Maharashtra,  
serialNumber=600489125696404e4ff951c2756554825066f2b455  
9b7ef688f3524fbbe225, cn=RANGARAJAN SUNDARAM  
Date: 2024.12.30 19:34:36 +05'30'

**Mr. Rangarajan Sundaram**  
**Authorised Representative**  
**[In terms of the requirements of Rule 20(4) (xii).]**