

<b>To,</b> <b>Bombay Stock Exchange Limited</b> Listing Department, P J Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 500366	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Block G, C-1, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Symbol: <b>ROLTA</b>
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Date: December 31 , 2020

Dear Sir / Madam,

**Sub: Proceedings of the 30<sup>th</sup> Annual General Meeting of Rolta India Limited**

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we submit herewith the brief proceedings of 30<sup>th</sup> Annual General Meeting (AGM) of Rolta India Limited held today i.e. Thursday, December 31, 2020 held through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') facility.

Request you to take the above in your record and oblige.

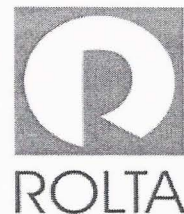
Thanking you,

**For Rolta India Limited**

**Hetal Vichhi**  
**Company Secretary & Compliance Officer**

Encl.: Proceedings of the 30<sup>th</sup> AGM

**ROLTA INDIA LIMITED**



<b>To,</b> <b>Bombay Stock Exchange Limited</b> Listing Department, P J Towers, Dalal Street, Mumbai - 400 001 Scrip Code: <b>500366</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Block G, C-1, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Symbol: <b>ROLTA</b>
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Date: December 31 , 2020

Dear Sir / Madam,

**Sub: Proceedings of the 30<sup>th</sup> Annual General Meeting of Rolta India Limited held on Thursday, December 31, 2020 through Video Conferencing / Other Audio-Visual Means**

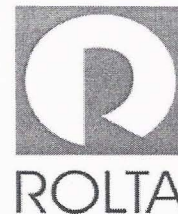
Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), it is hereby informed that the 30<sup>th</sup> Annual General Meeting (AGM) of the Company was duly held on Thursday, December 31, 2020 at 12.45 PM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in compliance with the Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020 and 20/2020 dated 5<sup>th</sup> May 2020, issued by the Ministry of Corporate Affairs and Circular dated 12<sup>th</sup> May 2020 issued by the Securities and Exchange Board of India ('SEBI') and as per the applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder and the proceedings of the same are given hereunder:

The following Directors and KMP's were present through Video Conferencing/ Other Audio-Visual Means:

1. Mr. Kamal K. Singh, Chairman & Managing Director of the Company & Chairman of Corporate Social Responsibility Committee;
2. Lt. Gen. Kaiwalya T. Parnaik (Retd.), Joint Managing Director;
3. Ms. Homai A. Daruwalla, Non-Executive Independent Director & Chairperson of the Audit Committee;
4. Lt. Gen. Padampal Singh Bhandari (Retd.), Non-Executive Independent Director;
5. Mr. Ramnath Pradeep, Non-Executive Independent Director & Chairman of the Nomination & Remuneration Committee and Stakeholders Relationship Committee;
6. Mr. Ramdas B. Gupta, Non-Executive Independent Director;
7. Mr. Dinesh Kapadia, Chief Financial Officer,
8. Ms. Hetal Vichhi, Company Secretary & Compliance Officer

## **ROLTA INDIA LIMITED**





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Mr. Vinay Balse of M/s. N M Raiji & Co., Chartered Accountants, the Statutory Auditors of the Company until the conclusion of the 30<sup>th</sup> Annual General Meeting. Ms. Sunita Dube of M/s. Sunita Dube & Associates, the Secretarial Auditor & Scrutinizer also participated in the meeting.

Mr. Kamal K. Singh (DIN: 00260977), Chairman & Managing Director of the Company, Chaired the 30<sup>th</sup> Annual General Meeting and welcomed the members to the Thirtieth Annual General Meeting of the Company. 47 members, being present, the Chairman then called the 30<sup>th</sup> Annual General Meeting to order and proceeded to conduct the meeting.

The Chairman then introduced the Directors present at the 30<sup>th</sup> Annual General Meeting and informed that the Statutory Auditor and the Secretarial Auditor were present at the meeting.

Chairman informed the members that in view of the ongoing travel restrictions and the social distancing norms implemented due to the COVID-19 pandemic prevailing across the globe, the meeting was being conducted through video conferencing facility in accordance with the framework issued by the Ministry of Corporate Affairs ('MCA') & SEBI. He further informed that the Company had availed such facility provided by National Securities Depository Limited for holding the AGM through VC / OAVM and for remote e-voting as well as e-voting at the time of AGM.

The Chairman also informed that the Registers as required under the Companies Act, 2013 has been made available electronically for inspection by the members during the AGM.

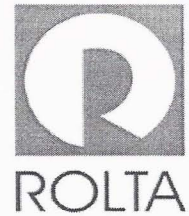
The Chairman delivered his speech and commenced the formal agenda of the 30<sup>th</sup> AGM and with the consent of the members present electronically. The notice convening the meeting, the Board's Report along with the annexures thereto and with the Annual Accounts for financial year ended March 31, 2020 including Independent Auditor's Report & Secretarial Audit Report were taken as read.

Thereafter, the following items of business as mentioned in the Notice of the 30<sup>th</sup> Annual General Meeting dated December 05, 2020 were transacted at the meeting.

#### **Ordinary Business:**

1. Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon as an **Ordinary Resolution.**
2. Appointment of a Director in place of Lt. Gen. K. T. Parnaik (Retd.) (Din: 07129253), who retires by rotation, and being eligible, has offered himself for re-appointment as an **Ordinary Resolution.**
3. Appointment of M/s. J. Kala & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration No 118769W), as Statutory Auditors of the Company for a term of 5 [five] years to hold office from the conclusion of this Annual General Meeting (AGM ) until the conclusion of the AGM to be held in the calendar year 2025 as an **Ordinary Resolution.**

### **ROLTA INDIA LIMITED**



**Special Business:**

4. Appointment of Mr. Ramdas Bhagwandas Gupta (DIN 08431597), as a Non-Executive, Independent Director as **Special Resolution**.

The Chairman thereafter informed that the Company had provided the members with the facility to cast their vote on all the resolutions as set out in the Notice of AGM through the remote e-voting system administered by National Securities Depository Limited during the period from Monday, December 28, 2020 from 09:00 a.m. and ended on Wednesday, December 30, 2020, at 05:00 p.m.

He further informed that the facility for voting electronically at the meeting was also provided to members present in the meeting and who had not cast their votes through remote e-voting. As stated in the notice of the 30<sup>th</sup> AGM members were informed that the e-voting facility on the platform of National Securities Depository Limited would remain open upto 15 minutes after the scheduled start time of the e-AGM, i.e., from 12:30 p.m. to 01:00 p.m. to enable those shareholders who had not cast their vote on the resolutions set out in the Notice of the 30<sup>th</sup> AGM.

The Chairman then invited the shareholders who had registered themselves as speakers to ask questions or express their views through video conferencing facility. The Chairman subsequently clarified all the queries raised by the members satisfactorily.

He further stated that Ms. Sunita Dube of M/s. Sunita Dube & Associates, Company Secretary in Practice, Mumbai has been appointed as the Scrutinizer for the e-voting process.

The Chairman also informed that the Results would be declared, after considering both, Remote e-voting and e-voting during the meeting, within 48 hours days from conclusion of 30<sup>th</sup> AGM. The consolidated Scrutinizers' Report & Voting Results will be intimated to the Stock Exchanges and will also be made available on the website of the Company as well as National Securities Depository Limited.

The Chairman thanked the members present and concluded the Meeting at 02:00 p.m.

Request you to take the above in your record and oblige.

Thanking you,

**For Rolta India Limited**

**Hetal Vichhi**  
**Company Secretary & Compliance Officer**

**ROLTA INDIA LIMITED**