



Date: December 30, 2023

To  
BSE Limited  
Dept. of Corporate Services Phiroze  
Jeejeebhoy Towers, Dalai Street,  
Mumbai — 400001  
**BSE Scrip Code: 500366**

To  
National Stock Exchange of India Limited  
The Listing Department Exchange Plaza, C-1,  
Block G Bandra Kurla Complex, Bandra (E)  
Mumbai — 400051  
**NSE Symbol: ROLTA**

Dear Sir/Madam,

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

This is with reference to remote e-voting facility conducted between Wednesday, December 27, 2023 from 09:00 a.m. (IST) until Friday, December 29, 2023, at 05:00 p.m. (IST) and e-voting on the day of 33rd Annual General Meeting (AGM) i.e. Saturday December 30, 2023, for seeking consent of members on all the resolutions as mentioned in the Notice of the 33<sup>rd</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 (Listing Regulations), the Company would like to inform that the Resolution Nos. 1 to 5 stated in the Notice of 33<sup>rd</sup> Annual General Meeting dated December 30, 2023 has been passed by the members of the Company with the requisite majority.

Accordingly, enclosing herewith the Consolidated Voting Result declared by the Chairman as per the format prescribed under Regulation 44(3) of the Listing Regulation 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).

Kindly take the above on your records and oblige.

Thanking you,

Yours faithfully,  
For Rolta India Limited

**Dr. CS Adv Mamta Binani  
Resolution Professional (RP)**

In the matter of Rolta India Limited  
Registration No.: IBBI/IPA-002/IP-N00086/2017-18/10227  
AFA valid till 03.12.2024  
Address of the RP registered with IBBI:  
Second Floor, Nicco House, 2 Hare Street  
Kolkata 700001, West Bengal

**ROLTA INDIA LIMITED**

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](mailto:indsales@rolta.com), [www.rolta.com](http://www.rolta.com)



**NUPUR JAIN & ASSOCIATES**  
**(Company Secretaries)**

*Regd. Off.: 358/A Ram Nagar Road, Delhi-110051*

**SCRUTINIZER'S REPORT**

**CONSOLIDATED REPORT OF SCRUTINIZER'S FOR REMOTE E-VOTING AND  
VENUE VOTING.**

**(Pursuant to section 108 and 109 of companies Act, 2013 read with Companies (Management and administration) rules, 2014 as amended)**

To,  
The Chairman  
Rolta India Limited (under CIRP)  
Rolta Tower-A, Rolta Technology Park,  
22nd Street Midc-Marol, Andheri (East),  
Mumbai, Maharashtra, India, 400093

Sub: **Consolidated Scrutinizer's Report on Remote E-Voting conducted pursuant to the provisions of section 108 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, including any statutory amendment, modification or re-enactment thereof for the time being in force, and voting at meeting through Remote E-voting in respect of 33<sup>th</sup> Annual General Meeting of the members of the Company.**

Dear Sir,

I, **Nupur Jain**, proprietor, **Nupur Jain & Associates**, Company Secretaries in whole time practice, having office at **123A East Azad Nagar Delhi-110051** had been appointed as Scrutinizer by the Resolution Professional of the Company to scrutinize the Remote E-voting process and voting at the AGM, in respect of the items/ resolutions contained in the notice of AGM dated **December 02, 2023** ("AGM Notice").

The compliance with the provisions of the Act read with the rules made there under relating to Remote E-Voting and voting at Annual General Meeting through **Remote E-Voting** is the responsibility of management of the Company.

I hereby submit my report as under:

1. In terms of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015, the Company had engaged Central Depository Services (India) Limited. (“CDSL”) to provide the facility of casting the Votes by the members using an electronic voting system from a place other than the venue of Annual General Meeting (“Remote E-Voting”).

2. The members of the Company whose names were recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories (in case of shares held in dematerialized form) as on the cut-off date i.e. Friday, December 22<sup>nd</sup>, 2023 were entitled to avail the facility of Remote E-voting as well as voting at the AGM on the items / resolutions (item no.1 to 5) as set out in the 33<sup>rd</sup> Annual General Meeting Notice.
3. In terms of the 33<sup>rd</sup> Annual General Meeting Notice, Remote E-Voting commenced from 27<sup>th</sup> December, 2023, 9:00 A.M. and ended on 29<sup>th</sup> December, 2023, 05:00 P.M. At the end of the Remote E-voting period, Remote E Voting facility was disabled by CDSL forthwith.
4. The Company had also provided voting facility during the meeting to the members present at the Annual General Meeting who have not cast their votes through Remote E-voting.

#### **VOTING AT THE AGM**

5. As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote evoting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.
6. Accordingly, CDSL, the remote e-voting agency provided us with the names, DP ID & Client ID / folios and shareholding of the members who had cast their votes through remote e-voting.
7. Thereafter votes cast through Remote E-voting were unblocked in the presence of two witnesses viz Mr. Adarsh Sharma and Ms. Garima Agarwal, not in the employment of the Company.

#### **COUNTING PROCESS**

8. On completion of e-voting during the AGM, I unblocked the results of the remote e-voting and e-voting by members at the AGM, on the CDSL evoting platform and downloaded the results.

**RESULTS**

I observe that:

- a) 5 Members had cast their votes through e-voting during the AGM;
  - b) 82 Members had cast their votes through remote e-voting.
9. Based on the Annexed results, **3 (Three) Ordinary and 2 (Two) Special resolutions**, as contained in 33<sup>rd</sup> Annual General Meeting notice have been passed with requisite majority as per the provisions of the Companies Act, 2013.
10. I will be returning the registers and all other papers relating to Remote E-voting at 33<sup>rd</sup> Annual General Meeting to the Company after the Chairman of the meeting considers, approves and signs the minutes of the 33<sup>th</sup> Annual General Meeting.

Thanking You,  
Yours Truly,

**NUPUR** Digitally signed  
by NUPUR JAIN  
**JAIN** Date: 2023.12.30  
16:42:04 +05'30'

**CS Nupur Jain**  
**Nupur Jain & Associates**  
**Company Secretaries**  
**FCS No: 12718**  
**CP No: 20313**  
**Peer Review No: 2349/2022**  
**UDIN No: F012718E003077758**  
**Date: 30th December, 2023**

**Countersigned by**

**RANGARAJAN** Digitally signed by  
**SUNDARAM** RANGARAJAN SUNDARAM  
Date: 2023.12.30 17:05:47  
+05'30'

**Mr. Rangarajan Sundaram**  
**Authorised Representative**  
**Date: 30<sup>th</sup> December, 2023**

*Annexure-1*

**RESULTS OF REMOTE E-VOTING AND VOTING AT ANNUAL GENERAL MEETING.**

**ORDINARY BUSINESSES**

**Item No.1:** To consider and adopt:

a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon; and

b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the Report of the Auditors thereon:**(Ordinary Resolution):**

Mode	Total Valid Votes		Votes In Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
<b>E-voting Facility</b>	86	6,203,609	76	4,251,092	<b>68.53</b>	10	1,952,517	<b>31.47</b>

**ORDINARY RESOLUTION**

**Item No.2:** To Appoint Mr. Kamal Krishan Singh (Retd.) (Din: 00260977) as a Director: and in this regard, to consider and if thought fit, to pass, with or without modification(s). **(Ordinary Resolution):**

Mode	Total Valid Votes		Votes In Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
<b>E-voting Facility</b>	87	6,203,624	76	5,983,733	<b>96.46</b>	11	219,891	<b>3.54</b>

**SPECIAL BUSINESSES**

**Item No. 3:** Re-Appointment Of Mr. Kamal Krishan Singh (Din: 00260977) as Managing Director (MD) and in this regard, to consider and if thought fit, to pass, with or without modification(s). **(Special Resolution):**

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	87	6,203,624	76	5,983,733	96.46	11	219,891	3.54

**ORDINARY RESOLUTION**

**Item No. 4:** Appointment of Mr. Rangarajan Sundaram (Din: 08650913) As Director of The Company: and in this regard, to consider and if thought fit, to pass, with or without modification(s). **(Ordinary Resolution):**

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	87	6,203,624	76	5,983,733	96.46	11	219,891	3.54

**SPECIAL BUSINESSES**

**Item No. 5:** Appointment of Mr. Rangarajan Sundaram (Din: 08650913) as an Executive Director of The Company: and in this regard, to consider and if thought fit, to pass, with or without modification(s). **(Special Resolution):**

Mode	Total Valid Votes		Votes In Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
<b>E-voting Facility</b>	87	6,203,624	76	5,983,733	<b>96.46</b>	11	219,891	<b>3.54</b>

*End of Report*

<b>Annexure 2- Rolta India Limited</b>								
<b>Resolution Required :Ordinary</b>			<b>1 - Adoption of Standalone and Consolidated Financial Statements along with Auditor's and Board Report.</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]={[2]/[1]}*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={[4]/[2]}*100</b>	<b>[7]={[5]/[2]}*100</b>
Promoter and Promoter Group	E-Voting	3839592	3835664	99.8977	3835664	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3835664</b>	<b>99.8977</b>	<b>3835664</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	4856540	1732841	35.6806	0	1732841	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1732841</b>	<b>35.6806</b>	<b>0</b>	<b>1732841</b>	<b>0.0000</b>	<b>100.0000</b>
Public Non Institutions	E-Voting	157195223	635104	0.4040	415428	219676	65.4110	34.5890
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>635104</b>	<b>0.4040</b>	<b>415428</b>	<b>219676</b>	<b>65.4110</b>	<b>34.5890</b>
<b>Total</b>		<b>165891355</b>	<b>6203609</b>	<b>3.7396</b>	<b>4251092</b>	<b>1952517</b>	<b>68.5261</b>	<b>31.4739</b>

## ROLTA INDIA LIMITED



## Annexure 2- Rolta India Limited

Resolution Required :Ordinary			2 - Appoint Mr. Kamal Krishan Singh (Din: 00260977) as a director					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled 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
Promoter and Promoter Group	E-Voting	3839592	3835664	99.8977	3835664	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3835664</b>	<b>99.8977</b>	<b>3835664</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	4856540	1732841	35.6806	1732841	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1732841</b>	<b>35.6806</b>	<b>1732841</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	157195223	635119	0.4040	415228	219891	65.3780	34.6220
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>635119</b>	<b>0.4040</b>	<b>415228</b>	<b>219891</b>	<b>65.3780</b>	<b>34.6220</b>
<b>Total</b>		<b>165891355</b>	<b>6203624</b>	<b>3.7396</b>	<b>5983733</b>	<b>219891</b>	<b>96.4554</b>	<b>3.5446</b>

## ROLTA INDIA LIMITED

## Annexure 2- Rolta India Limited

Resolution Required :Special			3 - Appoint Mr. Kamal Krishan Singh (Din: 00260977) as a director					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled 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
Promoter and Promoter Group	E-Voting	3839592	3835664	99.8977	3835664	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3835664</b>	<b>99.8977</b>	<b>3835664</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	4856540	1732841	35.6806	1732841	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1732841</b>	<b>35.6806</b>	<b>1732841</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	157195223	635119	0.4040	415228	219891	65.3780	34.6220
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>635119</b>	<b>0.4040</b>	<b>415228</b>	<b>219891</b>	<b>65.3780</b>	<b>34.6220</b>
<b>Total</b>		<b>165891355</b>	<b>6203624</b>	<b>3.7396</b>	<b>5983733</b>	<b>219891</b>	<b>96.4554</b>	<b>3.5446</b>

## ROLTA INDIA LIMITED

## Annexure 2 - Rolta India Limited

Resolution Required :Ordinary			4 - Appointment of Mr. Rangarajan Sundaram (Din: 08650913) as Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled 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
Promoter and Promoter Group	E-Voting	3839592	3835664	99.8977	3835664	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3835664</b>	<b>99.8977</b>	<b>3835664</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	4856540	1732841	35.6806	1732841	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1732841</b>	<b>35.6806</b>	<b>1732841</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	157195223	635119	0.4040	415228	219891	65.3780	34.6220
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>635119</b>	<b>0.4040</b>	<b>415228</b>	<b>219891</b>	<b>65.3780</b>	<b>34.6220</b>
<b>Total</b>		<b>165891355</b>	<b>6203624</b>	<b>3.7396</b>	<b>5983733</b>	<b>219891</b>	<b>96.4554</b>	<b>3.5446</b>

## ROLTA INDIA LIMITED

## Annexure 2 - Rolta India Limited

Resolution Required :Special			5 - Appointment of Mr. Rangarajan Sundaram (Din: 08650913) as an Executive Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled 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
Promoter and Promoter Group	E-Voting	3839592	3835664	99.8977	3835664	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3835664</b>	<b>99.8977</b>	<b>3835664</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	4856540	1732841	35.6806	1732841	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1732841</b>	<b>35.6806</b>	<b>1732841</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	157195223	635119	0.4040	415228	219891	65.3780	34.6220
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>635119</b>	<b>0.4040</b>	<b>415228</b>	<b>219891</b>	<b>65.3780</b>	<b>34.6220</b>
<b>Total</b>		<b>165891355</b>	<b>6203624</b>	<b>3.7396</b>	<b>5983733</b>	<b>219891</b>	<b>96.4554</b>	<b>3.5446</b>

## ROLTA INDIA LIMITED