

Voting Results for AGM held on September 22, 2018
[Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Date of the AGM	September 22, 2018
Total number of shareholders on record date	1,35,591
No. of shareholders present in the meeting either in person or through proxy:	92
Promoters and Promoter Group:	1
Public:	91
No. of Shareholders attended the meeting through Video Conferencing:	N/A
Promoters and Promoter Group:	
Public:	

Resolution at item no. 1- Adoption of Financial Statements

Resolution Required : (Ordinary)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			N0					
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	68039395	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		67535177	99.2589	67535177	0	100.0000	0.0000
	Total		67535177	99.2589	67535177	0	100.0000	0.0000
Public Institutions	E-Voting	16535476	8292552	50.1501	3593982	4698570	43.3399	56.6601
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8292552	50.1501	3593982	4698570	43.3399	56.6601

Public Non Institutions	E-Voting	81316484	113888	0.1401	107428	6460	94.3278	5.6722
	Poll		9426	0.0116	9211	215	97.7191	2.2809
	Postal Ballot		205977	0.2533	205976	1	99.9995	0.0005
	Total		329291	0.4049	322615	6676	97.9726	2.0274
Total		165891355	76157020	45.9078	71451774	4705246	93.8217	6.1783

Resolution at item no. 2- Appointment of Lt. Gen K T Parnaik (Retd.) (DIN: 07129253) as a Director, liable to retire by rotation

Resolution Required : (Ordinary)		Ordinary Resolution						
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	68039395	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		67535177	99.2589	67535177	0	100.0000	0.0000
	Total		67535177	99.2589	67535177	0	100.0000	0.0000
Public Institutions	E-Voting	16535476	8292552	50.1501	8292552	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
	Total		8292552	50.1501	8292552	0	100.0000	0.0000

Public Non Institutions	E-Voting	81316484	113838	0.1400	105073	8765	92.3005	7.6995
	Poll		9426	0.0116	9211	215	97.7191	2.2809
	Postal Ballot		205827	0.2531	205826	1	99.9995	0.0005
	Total		329091	0.4047	320110	8981	97.2710	2.7290
Total		165891355	76156820	45.9076	76147839	8981	99.9882	0.0118

For ROLTA INDIA LIMITED

AMIT JAIN

Digitally signed by AMIT JAIN
 DN: c=IN, o=Personal, postalCode=110034,
 st=Maharashtra,
 2.5.4.20=2cf15c23ead12ae308bc4498057f927fd3407bb
 33362760b117e41a2025f4fc,
 serialNumber=78556184f5f1092fd94c75b32786d6c41d
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 Date: 2018.09.22 16:01:09 +05'30'

Amit Jain
Company Secretary, Head Legal
& Compliance Officer

Virendra G. Bhatt

Company Secretary

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To,
The Chairman
ROLTA INDIA LIMITED

28th Annual General Meeting of the members of **Rolta India Limited** (CIN: L74999MH1989PLC052384) held at the Auditorium, Rolta Tower - A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai - 400093, Maharashtra, on Saturday, 22nd September, 2018 at 11.30 a.m.

Sub: Passing of the Resolution(s) through remote e-voting and Ballot papers pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of **Rolta India Limited** (hereinafter referred to as the "Company") at its meeting held on 11th August, 2018 has appointed me as the Scrutinizer for the remote e-voting process as well as to scrutinize the voting through Physical Ballot papers received from the members at the venue of the Annual General Meeting pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended and in accordance with the Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

Report on Scrutiny:

- The company has appointed National Securities Depository Limited (NSDL) as the service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company.
- Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company.
- The Service Provider had provided an Electronic Voting system for Remote E-Voting by the Members on all items of the Ordinary business sought to be transacted in the 28th Annual General Meeting of the company, which was held on Saturday, 22nd September, 2018.
- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.nsdl.com>. The Company has uploaded all the items of the business to be transacted at the Annual General Meeting on the website of the Company and also on NSDL website to facilitate their members to cast their vote through Remote E-Voting.



- The Cut-off date for determining members for the dispatch of the Notice of the Annual General Meeting was 10th August, 2018 (Physical & E-mail) and as on that date, there were 1,35,444 members of the Company. The Company had sent the notices of the Annual General Meeting along with Annual Report 2017-18 and E-voting process by E-mail to 90,202 members out of whom transmission of 628 E-mail had bounced back and hence the same were sent to them through courier. In respect of 45,242 members whose E-mail IDs were not available, the Annual Report and Notices were sent by courier. Please note that for 18 cases, the Company had sent the Notice along with Annual Report both by E-mail and physical form as per the requisition of members.
- The Company completed the dispatch of the Notices and Annual Reports in physical form & Email to the members on 27th August, 2018.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was 15th September, 2018.
- As prescribed in the aforesaid Rules, the Remote e-voting facility was kept open for three days from Wednesday, 19th September, 2018 at 09:00 a.m. (IST) to Friday, 21st September, 2018 till 05:00 p.m. (IST).
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English language in 'Free Press Journal' newspapers dated 28th August, 2018 having country-wide circulation and in Marathi language in 'Nav Shakti' newspaper dated 28th August, 2018. The notice published in the newspaper carried the required information as specified in Sub Rule 4 (v) (a) to (h) of the said Rule 20 of the Companies (Management and Administration) Rules, 2014.
- At the venue of the 28th Annual General Meeting of the Company held on 22nd September, 2018, the facility to vote through Ballot papers was made available to facilitate those members present in the meeting but could not participate in the Remote e-voting to cast their votes.
- On 22nd September, 2018, after counting of the votes conducted at the venue of the Annual General Meeting through Ballot papers, the votes cast through Remotes e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Vishwas Salvi and Ms. Poonam Gupta who acted as the witnesses, as prescribed in sub-rule 4 (xii) of the said Rule 20 of the Companies (Management and Administration) Rules, 2014.
- After the voting at the Annual General Meeting was concluded, the locked ballot box was subsequently opened in the presence of two persons as witnesses, as mentioned above, 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.

- The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
- Thereafter, I as a Scrutinizer, duly compiled the details of Remote e-voting ,Postal Ballot and the facility of voting through Ballot papers provided at the venue of the Annual General Meeting the details of which are as follows:

The combined result of the remote E-voting, Postal Ballot together with that of the voting concluded at the Annual General Meeting by way of Ballot papers are as under:

Details	Remote E-voting	Postal Ballot	Voting through Poll at Annual General Meeting	Total voting
Number of member who cast their votes	134	29	31	194
Total number of shares held by them	8406440	67741179	10226	76157845
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.			
Invalid votes	As mentioned under each Resolution			



ORDINARY BUSINESS

1. Item no. 1 of the Notice

To receive, consider and adopt (a) the Audited Financial Statement of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon; (b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2018 together with the Report of the Auditors thereon;

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	8406440	0	8406440
Postal Ballots	67741179	25	67741154
Voting through Poll at AGM	10226	800	9426
Total	76157845	825	76157020

The Result of the E voting and Poll is as under:								
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
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Promoter and Promoter Group	E-Voting	68039395	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballots		67535177	99.2589	67535177	0	100.0000	0.0000
	Total		67535177	99.2589	67535177	0	100.0000	0.0000
Public Institutions	E-Voting	16535476	8292552	50.1501	3593982	4698570	43.3399	56.6601
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		8292552	50.1501	3593982	4698570	43.3399	56.6601
Public Non Institutions	E-Voting	81316484	113888	0.1401	107428	6460	94.3278	5.6722
	Poll		9426	0.0116	9211	215	97.7191	2.2809
	Postal Ballots		205977	0.2533	205976	1	99.9995	0.0005
	Total		329291	0.4049	322615	6676	97.9726	2.0274
Total		165891355	76157020	45.9078	71451774	4705246	93.8217	6.1783



2. Item no. 2 of the Notice

Appointment of Lt. Gen K T Parnaik (Retd.) (DIN: 07129253) as a Director, liable to retire by rotation

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	8406440	50	8406390
Postal Ballots	67741179	175	67741004
Voting through Poll at AGM	10226	800	9426
Total	76157845	1025	76156820

The Result of the E voting and Poll is as under:								
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
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Promoter and Promoter Group	E-Voting	68039395	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballots		67535177	99.2589	67535177	0	100.0000	0.0000
	Total		67535177	99.2589	67535177	0	100.0000	0.0000
Public Institutions	E-Voting	16535476	8292552	50.1501	8292552	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		8292552	50.1501	8292552	0	100.0000	0.0000
Public Non Institutions	E-Voting	81316484	113838	0.1400	105073	8765	92.3005	7.6995
	Poll		9426	0.0116	9211	215	97.7191	2.2809
	Postal Ballots		205827	0.2531	205826	1	99.9995	0.0005
	Total		329091	0.4047	320110	8981	97.2710	2.7290
Total		165891355	76156820	45.9076	76147839	8981	99.9882	0.0118



All the Resolutions mentioned in the notice of Annual General Meeting dated 11th August, 2018 as per the details given above stand passed under Remote E-Voting, Postal ballot and voting conducted at Annual General Meeting by way of Ballot papers with the requisite majority and hence deemed to be passed as on date of the Annual General Meeting.

I hereby confirm that I am maintaining the Registers received from the NSDL both electronically and manually, in respect of the votes cast through Remote e-voting , Postal ballot and voting conduct at Annual General Meeting by way of Poll papers by the Members of the Company. The Poll papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed to the Company Secretary for safe keeping, after the signatures of the Chairman on Minutes of the Annual General Meeting.

Thanking You,


Yours Faithfully




Virendra Bhatt
ACS- 1157
COP-124

Date: 22nd September, 2018
Place: Mumbai

Witnesses:



Mr. Vishwas Salvi



Ms. Poonam Gupta

Countersigned and Received the Report

For Rolta India Limited


Director
Date:
Place: Mumbai

WP A