



Sunita Dube & Associates

Office Address: 2, Ground Floor, New Bhushan Apartment, Near Sai Pranay Hotel, Survevadi Teen Hath Naka Thane West-400604; (M) +919967790055(O)+919920940020E-mail: ssunitadube@gmail.com

Form No. MGT-13 Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman
ROLTA INDIA LIMITED

29th Annual General Meeting of the members of Rolta India Limited (CIN: L74999MH1 989 PLC052384) held at the Auditorium, Rolta Tower - A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai - 400093, Maharashtra, on Saturday, 28th September, 2019 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.

Dear Sir,

The Board of Directors of Rolta India Limited (hereinafter referred to as the "Company") at its meeting held on 12th August, 2019 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:

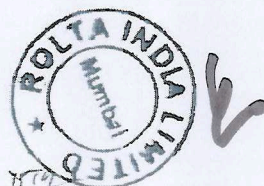
- The company has appointed National Securities Depository Limited (NSDL) as the service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company.
- Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company.
- The Service Provider 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 29th Annual General Meeting of the company, which was held on Saturday, 28th September, 2019.
- 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 21st September, 2019 (Physical & E-mail) and as on that date, there were 146498 members of the Company. The Company had sent the notices of the Annual General Meeting along with Annual Report 2018-19 and E-Voting process by Email to 102887 members out of whom transmission of 20389 E-mail had bounced back and hence the same were sent to them through courier. In respect of 43429 members whose E-mail IDs were not available, the Annual Report and Notices were sent by courier. Please note that for 24 cases, the Company had sent the Notice along with Annual Report both by Email 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 05th September, 2019.



- 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 21st September, 2019.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for three days from 25th September, 2019 at 09:00 a.m. (IST) to 27th September, 2019 till 5.00 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 before the date of the AGM in English language in 'Financial Express' newspapers dated 09th September, 2019 having country-wide circulation and in Marathi language in 'Nav Shakti' newspaper dated 09th September, 2019. 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 29th Annual General Meeting of the Company held on 28th September, 2019, 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 28th September, 2019, 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. Tejas S. Tungare and Mr. Akash Pote 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 members who cast their votes	127	6	52	185
Total number of shares held by them	1234203	720	22673898	23908821
Valid votes	As per details provided in each one of the Resolution (s) mentioned thereunder			
Invalid votes	As mentioned in each Resolution			

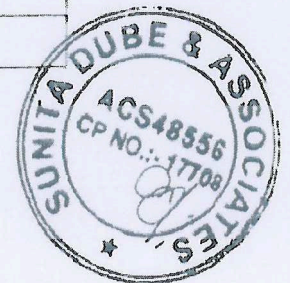


ORDINARY BUSINESS:

Item No. 1 of the Notice: Ordinary Resolution

Adoption of Financial Statements:

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	22195535	0	0.0000	0	0	0	0
	Poll		22195535	100.0000	22195535	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		22195535	22195535	100.0000	22195535	0	100.0000
Public-Institutions	E-Voting	17112115	790567	4.6199	0	790567	0.0000	100.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		17112115	790567	4.6199	0	790567	0.0000
Public- Non Institutions	E-Voting	126583705	443636	0.3505	442181	1455	99.6720	0.3280
	Poll		478358	0.3779	478358	0	100.0000	0.0000
	Postal Ballot (if applicable)		720	0.0006	720	0	100.0000	0.0000
	Total		126583705	922714	0.7289	921259	1455	99.8423
Total	Total	165891355	23908816	14.4123	23116794	792022	96.6873	3.3127

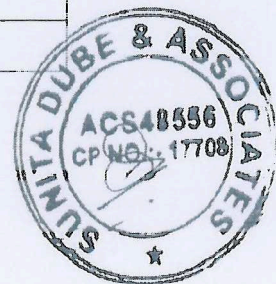
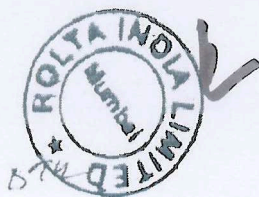


SPECIAL BUSINESS:

Item No. 2 of the Notice: Ordinary Resolution

Re-Appointment of Lt. Gen. K. T. Parnaik (Retd.) as a Joint Managing Director, Liable to retire by rotation:

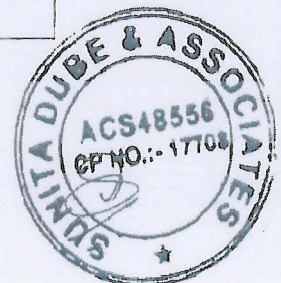
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22195535	0	0.0000	0	0	0	0
	Poll		22195535	100.0000	22195535	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	22195535	22195535	100.0000	22195535	0	100.0000	0.0000
Public-Institutions	E-Voting	17112115	790567	4.6199	790567	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	17112115	790567	4.6199	790567	0	100.0000	0.0000
Public- Non Institutions	E-Voting	126583705	315894	0.2496	208961	106933	66.1491	33.8509
	Poll		478358	0.3779	478358	0	100.0000	0.0000
	Postal Ballot (if applicable)		720	0.0006	720	0	100.0000	0.0000
	Total	126583705	794972	0.6280	688039	106933	86.5488	13.4512
Total	Total	165891355	23781074	14.3353	23674141	106933	99.5503	0.4497



Item No. 3 of the Notice: Special Resolution

Re-appointment of Ms. Homai A. Daruwalla as Non-Executive Independent Director:

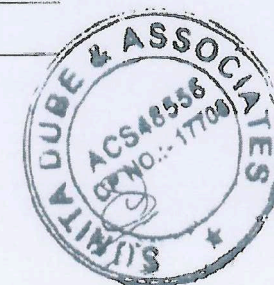
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22195535	0	0.0000	0	0	0	0
	Poll		22195535	100.0000	22195535	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		22195535	22195535	100.0000	22195535	0	100.0000
Public-Institutions	E-Voting	17112115	790567	4.6199	0	790567	0.0000	100.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		17112115	790567	4.6199	0	790567	0.0000
Public- Non Institutions	E-Voting	126583705	440894	0.3483	333761	107133	75.7010	24.2990
	Poll		478358	0.3779	478358	0	100.0000	0.0000
	Postal Ballot (if applicable)		720	0.0006	720	0	100.0000	0.0000
	Total		126583705	919972	0.7268	812839	107133	88.3548
Total	Total	165891355	23906074	14.4107	23008374	897700	96.2449	3.7551



Item No. 4 of the Notice: Special Resolution

Re-appointment of Mr. Ramnath Pradeep as Non-Executive Independent director:

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	22195535	0	0.0000	0	0	0	0
	Poll		22195535	100.0000	22195535	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		22195535	22195535	100.0000	22195535	0	100.0000
Public-Institutions	E-Voting	17112115	790567	4.6199	0	790567	0.0000	100.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		17112115	790567	4.6199	0	790567	0.0000
Public- Non Institutions	E-Voting	126583705	429394	0.3392	318911	110483	74.2700	25.7300
	Poll		478358	0.3779	478358	0	100.0000	0.0000
	Postal Ballot (if applicable)		720	0.0006	720	0	100.0000	0.0000
	Total		126583705	908472	0.7177	797989	110483	87.8386
Total	Total	165891355	23894574	14.4037	22993524	901050	96.2291	3.7709



Item No. 5 of the Notice: Special Resolution

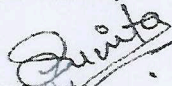
Re-appointment of Lt. Gen. Padam Pal Singh Bhandari (Retd.) As Non-Executive Independent Director:

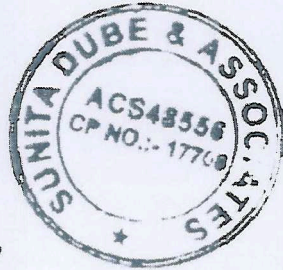
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22195535	0	0.0000	0	0	0	0
	Poll		22195535	100.0000	22195535	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		22195535	22195535	100.0000	22195535	0	100.0000
Public-Institutions	E-Voting	17112115	790567	4.6199	0	790567	0.0000	100.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		17112115	790567	4.6199	0	790567	0.0000
Public- Non Institutions	E-Voting	126583705	440894	0.3483	330111	110783	74.8731	25.1269
	Poll		478358	0.3779	478358	0	100.0000	0.0000
	Postal Ballot (if applicable)		720	0.0006	720	0	100.0000	0.0000
	Total		126583705	919972	0.7268	809189	110783	87.9580
Total	Total	165891355	23906074	14.4107	23004724	901350	96.2296	3.7704



All the Resolutions mentioned in the notice of Annual General Meeting dated 12th August, 2019 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.

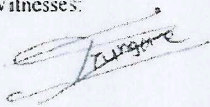
Thanking You,
Yours Faithfully



Sumita Dube
ACS No 48556
COP No. 17708



Date: 28th September, 2019
Place: Mumbai

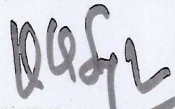
Witnesses:


Tejas Tungane


Nikash Pote

Countersigned and Received the Report

For, Rolta India Limited


Chairman
SRE



Date: 28th September, 2019
Place: Mumbai