



To, Bombay Stock Exchange Limited Listing Department, P J Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 500366	National Stock Exchange of India Limited Exchange Plaza, Block G, C-1, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Symbol: ROLTA
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Date: December 30, 2022

Dear Sir/Madam,

Sub.: 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 Tuesday, December 27, 2022 from 09:00 a.m. (IST) until Thursday, December 29, 2022, at 05:00 p.m. (IST) and e-voting on the day of 32nd Annual General Meeting (AGM) i.e. Friday December 30, 2022, for seeking consent of members on all the resolutions as mentioned in the Notice of the 32nd 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 & 2 stated in the Notice of 32nd Annual General Meeting dated December 08, 2022 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.

Kindly take the above on your records and oblige.

Thanking you,

Yours faithfully,

For **Rolta India Limited**

Hetal Vichhi
Company Secretary & Compliance Officer

Encl: Scrutinizers Report including Voting Result of 32nd AGM

ROLTA INDIA LIMITED



The Peer Review Certificate no. 2222/2022

Priyanka Yadav & Associates
Company Secretaries
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FORM No. MGT-13
Report of Scrutinizer

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20(4) (xii) and 21 (2) of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman
ROLTA INDIA LIMITED
(CIN: L74999MH1989PLC052384)
Registered Office: Rolta Tower-A, Rolta Technology
Park, 22nd Street MIDC-Marol, Andheri (East)
Mumbai, Maharashtra- 400093, India

Dear Sir,

COMBINED SCRUTINIZER'S REPORT (E-VOTING & POLL)

Report of Scrutinizer on remote e-voting conducted in relation to the agenda items proposed in the Notice of 32nd Annual General Meeting (the 'AGM') of the Equity Shareholders of Rolta India Limited (the 'Company') held on Friday, 30th December, 2022 at 12:30 p.m. via VC/OAVM.

I, Priyanka Yadav, Practicing Company Secretary, Proprietor of M/s. Priyanka Yadav & Associates, having Membership Number A48355 and Certificate of Practice 19836 have been appointed as scrutinizer by the Board of Directors of **Rolta India Limited** ("the Company") for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the companies Act, 2013 read with Rule 20 of companies(Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 on the two resolutions contained in the notice convening the 32nd Annual General Meeting of the members of the Company, held on Friday, the 30th day of December, 2022 at 12:30 P.M., held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

1. The Notice convening AGM dated 08th December, 2022 convening the 32nd AGM of the company alongwith statement stating out material facts under section 102 of the Act were sent to the shareholders.
2. The Management of the Company is responsible for the compliance of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. My responsibility is only to the extent of making Scrutinizer's Report for ascertaining the votes cast "in favour" or "against for" respective resolutions
3. The Company had availed the remote e- voting facility and e-voting


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during the AGM through National Securities Depository Limited ("NSDL"), the agency authorized under the rules and engaged by the Company to provide e- voting facilities for voting through electronic means.

4. The Shareholders holding equity shares as on the "cut- off date" i.e. Thursday, December 22, 2022 were entitled to vote on the resolutions proposed in the Notice calling the 32nd Annual General Meeting of the Company. The remote e- voting commenced on Tuesday 27th December, 2022 at 9:00 A.M. and ended on Thursday, 29th December, 2022 at 5:00 P.M.
5. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) locked by NSDL.
6. Thereafter the details containing Members who voted "in favour" or "against" on each of the resolutions that was put to vote was generated from e-voting website of NSDL.
7. I am submitting herewith a consolidated report on the remote e- voting together with that of e-voting during the AGM in **Annexure 1**.
8. The electronic data and all other relevant records relating to the remote e- voting and e- Voting on the day of the AGM as under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and counter signs this report.
9. All the resolutions as per the results given in Annexure 1 were passed with requisite majority.
10. After conclusion of AGM on 30th December, 2022, I unblocked and downloaded E-voting details from NDSL E-voting Portal in presence of Mr. Vinay Tripathi and Mr. Rohan Mali, who are not in employment with the Company.

They have signed below in confirmation of the votes being unblocked in their presence.




Vinay Tripathi




Rohan Mali

Thanking You,

For **Rolta India Limited**




Countersigned
Chairman and Managing Director




For **Priyanka Yadav and Associates,**

Practicing Company Secretary
(Peer Review No.: 2222/2022)



CS Priyanka Yadav
ACS No. 48355
COP NO. 19836
UDIN: A048355D002837394



Place: Mumbai

Date: 30-12-2022

Encl. as attached

ANNEXURE A- ROLTA INDIA LIMITED

Resolution Required : (Ordinary)		1- (a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon; (b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the Report of the Auditors thereon and in this regard, pass the following resolution(s) as an Ordinary Resolution(s) :						
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	No. of Votes	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	- in favour [4]	-Against [5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	3839592	3835664	99.90%	3835664	0	100	0
	Poll		0	0.00%	0	0	0	0
	Postal Ballot		0	0.00%	0	0	0	0
	Total		3835664	99.90%	3835664	0	100	0
Public Institutions	E-Voting	4842374	1722545	35.57%	0	1722545	0	100
	Poll		0	0.00%	0	0	0	0
	Postal Ballot		0	0.00%	0	0	0	0
	Total		1722545	35.57%	0	1722545	0	100
Public Non Institutions	E-Voting	157209389	890059	0.57%	885305	4754	99.47	0.53
	Poll		0	0.00%	0	0	0	0
	Postal Ballot		0	0.00%	0	0	0	0
	Total		890059	0.57%	885305	4754	99.47%	0.53%
Total		165891355	6448268	3.89%	4720969	1727299	73.21%	26.79%

Details of Invalid Votes	
Category	No of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public Non-Institutions	0

Results: On the basis of the Report of the Scrutinizer dated 30th December 2022 the Ordinary Resolution as proposed at the AGM held on 30th December 2022 has been duly passed with the requisite majority.



ANNEXURE A- ROLTA INDIA LIMITED

Resolution Required : (Ordinary)		2- To appoint Statutory Auditors						
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	No. of Votes	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	- in favour [4]	-Against [5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group#	E-Voting	3839592	3835664	99.90%	3835664	0	100	0
	Poll		0	0.00%	0	0	0	0
	Postal Ballot		0	0.00%	0	0	0	0
	Total		3835664	99.90%	3835664	0	100	0
Public Institutions	E-Voting	4842374	1722545	35.57%	1722545	0	100	0
	Poll		0	0.00%	0	0	0	0
	Postal Ballot		0	0.00%	0	0	0	0
	Total		1722545	35.57%	1722545	0	100	0
Public Non Institutions	E-Voting	157209389	890663	0.57%	859359	31304	96.49	3.51
	Poll		0	0.00%	0	0	0	0
	Postal Ballot		0	0.00%	0	0	0	0
	Total		890663	0.57%	859359	31304	96.49%	3.51%
Total		165891355	6448872	3.89%	6417568	31304	99.51%	0.49%

Details of Invalid Votes	
Category	No of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public Non-Institutions	0

Results: On the basis of the Report of the Scrutinizer dated 30th December 2022 the Ordinary Resolution as proposed at the AGM held on 30th December 2022 has been duly passed with the requisite majority.

