



September 22, 2018

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| To, Bombay Stock Exchange Limited (BSE) P J Towers, Dalal Street, Mumbai - 400 001. Fax. No. 22723121 / 22722037 / 2272 | To, National Stock Exchange of India Ltd. "Exchange Plaza" Bandra Kurla Complex Bandra (E) Mumbai - 400 051. |
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Dear Sir/Madam,

Sub.: Proceedings of 28th Annual General Meeting

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we submit herewith the brief proceedings of the Annual General Meeting (AGM) of Rolta India Limited held today i.e. September 22, 2018 held at The Auditorium, Rolta Tower A, Rolta Technology Park, Andheri (East), Mumbai - 400093.

This is for your information and records please.

Thanking you,

Yours faithfully,

For **ROLTA INDIA LIMITED**

**AMIT
JAIN**

Digitally signed by AMIT JAIN
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Amit Jain

**Company Secretary, Head- Legal
& Compliance Officer**

Encl.: Proceedings of AGM

ROLTA INDIA LIMITED

PROCEEDINGS OF THE TWENTY EIGHT ANNUAL GENERAL MEETING OF ROLTA INDIA LIMITED HELD ON SATURDAY, SEPTEMBER 22, 2018 AT 11.30 A.M. AT THE AUDITORIUM, ROLTA TOWER - A, ROLTA TECHNOLOGY PARK, MIDC-MAROL, ANDHERI (EAST), MUMBAI - 400093, MAHARASHTRA

The following Directors were present:

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| 1. Mr. Kamal K. Singh | - Chairman & Managing Director & Member |
| 2. Mr. K R Modi | - Independent Director |
| 3. Ms. Homai A. Daruwalla | - Independent Director & Chairperson of Audit Committee |
| 4. Mr. Ramnath Pradeep | - Independent Director |
| 5. Lt. Gen P P S Bhandari | - Independent Director |
| 6. Lt. Gen. K T Parniak (Retd.) | - Joint Managing Director – Defence & Security |
| 7. Mr. Ramakrishna Prabhu | - Director Finance & Corporate Affairs |

Leave of Absence:

- | | |
|-------------------------|----------------------------------|
| Mr. Rajesh Ramachandran | - Joint Managing Director - GPTS |
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In Attendance:

- | | |
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| Mr. Amit Jain | - Company Secretary, Head Legal & Compliance Officer |
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Invitees:

- | | |
|--------------------|--|
| Mr. Vinay D Balse | - Partner, M/s. N M Raiji, Chartered Accountants, Statutory Auditors |
| Mr. Virendra Bhatt | - Practicing Company Secretary, Scrutinizer |

Mr. Kamal K. Singh, Chairman & Managing Director of the Company chaired the proceedings of the Meeting.

The Chairman introduced the Board members, Company Secretary, representative of Auditor and Scrutinizer who were present at the AGM and also informed the Mr. Rajesh Ramachandran was unable to attend the AGM due to some preoccupations.

The Chairman welcomed the members to the Twenty Eight Annual General Meeting of the Company. The Chairman announced that 92 Members were present in person (including one member represented through proxy) and after confirming the requisite quorum called the Meeting to order.

The Chairman also informed the Members that the Register of Directors & Key Managerial Personnel, Proxy Register and other required documents are available for inspection of the Members.

The Chairman commenced the formal agenda of the AGM and with the consent of the members present; 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, 2018 including Independent Auditors' Report and the Secretarial Audit Report were taken as read.

The Chairman delivered his speech and thereafter informed the Members that the Company had provided remote e-voting facility to the Members to exercise their right to vote on the business items transacted at the Twenty Eight AGM, by electronic means, between September 19, 2018 and September 21, 2018 in proportion to their shareholding as on the cut-off date i.e. September 18, 2018. Also, voting by Postal Form was accepted till Friday, September 21, 2018.

The Chairman also informed the Members that facility for voting through Ballot Paper was made available at the meeting venue and requested the Members present who had not exercised their vote through the remote e-voting facility, to cast their votes through Ballot Paper and deposit the forms into the Ballot Box at the venue of the meeting.

He also informed that Mr. Virendra Bhatt, Practicing Company Secretary had been appointed as the scrutinizer to scrutinize the Remote e-voting and Ballot Process in a fair and transparent manner.

The Chairman then requested the Members present to seek clarification / raise queries, if any, on the items listed in the Notice of the meeting of AGM. Accordingly, 14 Members raised various queries / clarification, broadly covered in the Annexure 1 and the Chairman provided the clarification / response to the same.



The Ballot process commenced thereafter and was concluded in due course.

The Chairman announced that the e-voting and Ballot Results along with the consolidated Scrutinizer Report shall be informed to Stock Exchanges and also be placed on the website of the Company and Stock Exchanges.

The Chairman thanked the Members and Proxies present and concluded the Meeting.

After the members cast their votes, the Meeting concluded at 1.10 P.M.

For ROLTA INDIA LIMITED


Kamal K Singh
Chairman & Managing Director


Annexure 1

Broad list of Queries, raised by Members at the Twenty Seventh Annual General Meeting in respect of which clarification / replies were given by the Chairman;

- a) Clarification relating to Financial Statements
- b) Company's Vision
- c) Focus areas of the Company, Outlook Market trends, Competition and future prospects of the Company.
- d) Loans and its repayment
- e) Bond restructuring
- f) Dividend
- g) Share price of the Company
- h) Change in Promoters holdings, etc.