



ROLTA INDIA LIMITED

Registered Office : Rolta Tower – A, Rolta Technology Park, MIDC - Marol,
Andheri (East), Mumbai – 400093, Maharashtra, India. CIN : L74999MH1989PLC052384
Tel. Nos. 91-22-29266666 Fax No. 91-22-28365992 email id: investor@rolta.com, website: www.rolta.com

NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of Members of ROLTA INDIA LIMITED will be held at on Saturday, September 27, 2014 at 11.30 a.m. at the Auditorium, Rolta Tower - A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai – 400093, Maharashtra to transact the following business:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Financial Statements

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2014 including the audited Balance Sheet as at March 31, 2014, the statement of Profit and Loss for the year ended on that date, the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Item No. 2 - Declaration of Dividend

To declare final dividend of ₹ 2.25 per Equity Share of ₹ 10/- each for financial year ended March 31, 2014.

Item No. 3 - Appointment of Director

To appoint a Director in place of Ms. Preetha Pulusani (DIN 02085775), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013, at this Annual General Meeting and being eligible, offers herself for re-appointment.

Item No. 4 - Appointment of Auditors

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of the Audit Committee of the Board of Directors, the retiring auditors M/s. Walker Chandiok & Co., LLP, Chartered Accountants, (ICAI Firm Registration No. 001076N/N50013), who were first appointed as Auditors of the Company for the financial year 2013- 14, be and is hereby re-appointed as Statutory Auditors of the Company for a term of four years, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM in the calendar year 2018 (subject to ratification of the appointment by the members at every AGM) at such remuneration plus service tax, out-of-pocket, travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

Item No. 5- Appointment of Mr. V K Chopra as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. V K Chopra (DIN 02103940), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years."

Item No. 6 - Appointment of Mr. V K Agarwala as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. V K Agarwala (DIN 00022153), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years."

Item No. 7 - Appointment of Mr. T C Venkat Subramanian as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. T C Venkat Subramanian (DIN 00040526), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years."

Item No. 8 - Appointment of Mr. K R Modi as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. K R Modi (DIN 00261506), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years."

Item No. 9 - Appointment of Mr. M V Nair as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. M V Nair (DIN 02284165), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years."

Item No. 10- Issue of various Equity related securities – ADRs, GDRs, QIPs, Convertible Bonds, Shares, Convertible Debentures, etc.

To consider and, if thought fit to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED AS A SPECIAL RESOLUTION THAT, pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment thereof) enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchange(s) where Equity Shares of the Company are listed and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ["SEBI (ICDR Regulations)"], Foreign Exchange Management Act, 1999 ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 as amended from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India ("SEBI"), The Reserve Bank of India ("RBI"), Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 as amended up-to-date, the Government of India ("GOI"), the Stock Exchange(s) and/or any other competent authorities from time to time to the extent applicable and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchange(s), RBI, Foreign Investment Promotion Board, GOI, and/or any other authorities as may be required in this regard and further, subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions, which may be agreed to, by the Board of Directors of the Company, (hereafter referred to as the 'Board' which term shall be deemed to include any Committee of the Board, duly authorized by the 'Board' and exercising the powers conferred on the Board by this Resolution), the 'Board' be authorized to create, offer, issue and allot Equity Shares and/or Convertible Debentures, Bonds and/or any Financial Instruments or securities including Global Depository Receipts (GDRs) and/or American Depository Receipts (ADRs) and/or Foreign Currency Convertible Bonds (FCCBs) and/or Qualified Institutional Placements (QIPs) and / or Euro Issue representing equity shares and/or any such instrument or security convertible into equity shares (either at the option of the Company or holder thereof) being either with or without detachable warrants attached thereto entitling the warrant holder to apply for equity shares/instruments or securities including Global Depository Receipts (GDRs) and/or American Depository Receipts (ADRs) and/or FCCBs and/or QIPs representing equity shares (hereafter collectively referred to as "the Securities") to be subscribed in Indian Rupees or in any foreign currency(ies) by foreign investors (whether individuals and/or bodies corporate and/or institution(s) and whether shareholders of the Company or not) by way of Public Issue through Prospectus or Offer Letter and/or Instruments of Debts, Convertible Debentures (Fully or Partly) or Non-Convertible Debentures and/or Preference Shares (Cumulative or Non-Cumulative, Redeemable and/or Non Redeemable) and/or Bonds or any other financial instruments circular from time to time in one or more tranches as may be deemed appropriate by the Board for an aggregate amount not exceeding US\$ 250 Million or its Indian Rupee equivalent (inclusive of such premium as may be determined by the Board), such issue and allotment to be made on such occasion or occasions, in one or more tranches at such value or values, at a discount or at a premium to the market price prevailing at the time of the issue in accordance with the guidelines, if any, of the Government of India/ SEBI/RBI and all concerned Authorities and in such form and manner and on such terms and conditions or such modification thereto as the Board may determine in consultation with the Lead Manager(s) and/or Underwriter(s) and/or other Advisor(s), with authority to exercise the Greenshoe Option and to retain over-subscription up to such percentage as may be permitted by the "Appropriate Authorities" but without requiring any further approval or consent from the Shareholders."

"FURTHER RESOLVED THAT, in accordance with section 62 (1) (a) or 63 of the Companies Act 2013, if prior to conversion of such of the securities offered and issued as are convertible into equity shares (hereinafter referred to as the 'Convertible Securities') any equity shares are declared and allotted by the Company to the holders of existing equity shares as Rights (hereafter referred to as 'Rights Shares') and/or as Bonus Shares (hereinafter referred to as 'Bonus Shares') the 'Board', be and is hereby authorized to offer and/or issue and/or allot to the holders of the convertible securities in addition to the equity shares to which they are entitled upon conversion, additional equity shares in

the same proportion and subject to the conditions as to the price and payment mutatis-mutandis as the right shares offered and allotted to the holders of the existing equity shares and/or bonus shares in the same proportion as are allotted to the holders of existing equity shares".

"FURTHER RESOLVED THAT, the 'Board', be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any aforesaid Convertible Securities or as may be necessary in accordance with the terms of the offering, all such equity shares ranking pari-passu with the then existing equity shares of the Company in all respects, excepting such right as to dividend as may be provided under the terms of the convertible securities and in the offering document".

"FURTHER RESOLVED THAT, without prejudice to the generality of the above, the aforesaid issue of the securities may have all or any terms or combination of terms in accordance with prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium on redemption at the option of the Company and/or holders of any securities, including terms for issue of additional equity shares or variations of the price or period of conversion of securities into equity shares or issue of equity shares during the period of the securities or terms pertaining to voting rights or option(s) for early redemption of securities".

"FURTHER RESOLVED THAT, the Company and/or any agencies or body authorized by the Board may issue Depository Receipts / Bonds representing the underlying equity shares in the capital of the Company or such other securities in bearer, negotiable, or registered form with such features and attributes as may be required and to provide, for the tradability and free transferability thereof as per market practices and regulation (including listing on one or more stock exchange(s) in or outside India)".

"FURTHER RESOLVED THAT, for the purpose of giving effect to any creation, issue, offer or allotment of equity shares or securities or instruments representing the same as described above, the 'Board', be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the entering into arrangement (including appointments wherever necessary) for managing underwriting, marketing, listing, trading, acting as Depository, Custodian, Registrar, Paying & Conversion Agent, Trustee and to issue any offer documents(s) and sign all application, filing, deeds, documents and writings and to pay any fees, commissions, remunerations, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts, that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion deem fit".

"FURTHER RESOLVED THAT, the preliminary as well as the final Offer Document for the aforesaid issue/offer be finalized, approved and signed by the Director(s) of the Board, on behalf of the Company with authority to amend vary, modify the same, as may be considered desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, undertakings, certificates as may be necessary and required from time to time".

"FURTHER RESOLVED THAT, for the purpose of giving effect to any issue, offer or allotment of equity shares or securities or instruments representing the same, as described above, the 'Board', be and is hereby authorized, on behalf of the Company to sign, execute and issue consolidated receipt(s) for the securities, listing application, various agreements (including but not limited to Subscription Agreement, Trustee Agreement), undertaking, deeds, declarations, any application to Government of India (Ministry of Finance) and/or Reserve Bank of India and/or other regulatory authorities and all other documents and to do all such acts, deeds, matters and things as the 'Board' may, in its absolute discretion, deem necessary or desirable and to settle any questions, difficulties or doubts that may arise in regard to the offering, issue/offer, allotment and utilization of the issue/offer proceeds, including for the purpose of complying with all the formalities as may be required in connection with and incidental to the aforesaid offering of securities, including for the post-issue/offer formalities".

"FURTHER RESOLVED THAT, the 'Board', do open one or more bank accounts in the name of the Company in Indian currency or Foreign currency (ies) with bank or banks in India and/or such foreign countries as may be required in connection with the aforesaid issue/offer, subject to requisite approvals from Reserve Bank of India and other overseas regulatory authorities, if any".

"FURTHER RESOLVED THAT, to the extent permitted as per the existing provisions of law in this regard, equity shares to be allotted, if any, as an outcome of the issue/offer of the securities mentioned above, shall rank paripassu in all respects with the then existing equity shares of the Company".

"FURTHER RESOLVED THAT, the 'Board', be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee or any one or more Whole-time Directors of the Company".


Item No. 11 - To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and are hereby replaced, altered, modified and revised as per the new set of Articles of Association (Articles), a copy of which is submitted to this meeting and that the Regulations contained in the said new set of Articles be and are hereby approved and adopted as the Articles of Association of the Company and they be the Regulations of the Company in place, in substitution and to the entire exclusion of the existing Articles of Association."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors



Verinder Khashu
Company Secretary &
Head-Legal / Compliance

Date: August 9, 2014
Place: Mumbai

NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from September 25, 2014 to September 27, 2014 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for the Financial Year 2013-14.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. Final dividend of ₹ 2.25 per share has been recommended by the Board of Directors for the financial year ended March 31, 2014 and subject to the approval of the shareholders at the ensuing Annual General Meeting.

Members who have, till date not encashed their dividend warrants in respect of the financial year ended June 30, 2007 and onwards, are advised to claim the dividends from the Investor Service Cell, at the Registered Office of the Company at the earliest.

5. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.

6. Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to Final Dividend, 2006, to the Investor Education and Protection Fund of the Central Government.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on November 23, 2013 (date of last Annual General Meeting) on the website of the Company (www.rolta.com), as also on the website of the Ministry of Corporate Affairs (www.iepf.gov.in).

7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

9. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

10. Electronic copy of the Notice of the 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

11. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a members cast vote by both modes, then voting done through e-voting shall prevail and Ballot Form shall be treated as invalid. Duly completed Ballot Form should reach not later than September 23rd, 2014. Ballot Form received thereafter will strictly be treated as if not received.

12. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website www.rolta.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor@rolta.com.

13. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). Please note that the voting through electronic means is optional for shareholders.

Members who do not have access to e-voting facility have been provided the facility of voting on a Ballot Form annexed. They may send duly completed Ballot Form to the Scrutinizer, Mr. Virendra Bhatt, Practicing Company Secretary, at the Registered Office of the Company on or before September 23, 2014. Members have the option to request for physical copy of Ballot Form by sending an e-mail to investors@rolta.com or write to Company Secretary at Registered Office address mentioning their Folio / DP ID and Client ID.

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- Open email and open PDF file viz; "Rolta India e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - Click on Shareholder - Login
 - Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - Select "EVEN" of Rolta India Limited.
 - Now you are ready for e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting@rolta.com or bhattvirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- Initial password is provided as below/at the bottom of the Ballot Form Slip for the AGM :
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or contact NSDL at the following Telephone Number 022-24994600

- If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- The e-voting period commences on September 21, 2014 (9:00 am) and ends on September 23, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of August 22, 2014.
- Mr. Virendra Bhatt Practicing Company Secretary (Membership No. A1157) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, available forthwith to the Chairman of the Company.
- The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.rolta.com and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited & National Stock Exchange of India Limited.
- Members who wish to vote by Ballot may complete and sign the Ballot Form provided with the Notice (no other form or photocopy thereof is permitted) and send it so as to reach the scrutinizer, Mr. Virendra Bhatt, Practicing Company Secretary, on or before September 23, 2014. The self-addressed envelope bears the address of the Scrutinizer. Postage will be borne and paid by the Company. However, the envelope containing Ballot Form, if sent by the courier at the expense of the shareholder, will also be accepted. Hand delivery of the Ballot Form at the Registered Office of the Company is also accepted on or before September 23, 2014.
- The scrutinizer will collate the votes (a) downloaded from the e-voting system of NSDL and (b) votes cast through ballot and submit his report as soon as possible to Chairman of the Company, to declare the final result for each of the resolutions stated in the notice of the AGM.
- All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 3.00 p.m. to 5.00 p.m. on all working days (Monday to Friday), and also on the day of the Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3

In terms of Section 149, 152 and any other applicable provisions of the Companies Act, 2013, effective from 1st April, 2014, the Independent Directors shall not be included in the total number of directors of the Company for the purpose of determining the directors liable to retire by rotation.

Under Explanation to Section 152 (6) (e) of the Companies Act, 2013, Independent Directors are excluded for the purpose of determining Directors liable to retire by rotation. Further Section 152(6) (a) requires at least two - thirds of the Directors liable to retire by rotation; hence Mr. Atul D Tayal and Mr. Hiranya J Ashar, who earlier had been appointed for a fixed term of 5 years expiring in 2017, are made Directors liable to retire by rotation. Therefore, the total strength of the Board includes three retiring Directors out of which Ms. Preetha Pulusani being longest in office is retiring at the ensuing Annual General Meeting. Ms. Preetha Pulusani offers for re-appointment, being eligible, Board recommends said appointment.

Ms. Preetha Pulusani holds Nil Equity Shares in the Company.

Ms. Preetha Pulusani was appointed earlier against the casual vacancy of a Director and holds office only till this Annual General Meeting.

Ms. Preetha Pulusani holds M.S. degree in Computer Science and Business Administration from the University of Alabama at Huntsville and her B.S. in Accounting and Computer Science. In February 2006, Ms. Pulusani culminated a 25 year career with Intergraph Corporation, where she had begun her career as an entry-level software developer and at the time of her retirement, she was President of their largest division, Security, Government and Infrastructure, with annual revenues of over \$400 million. She was earlier on the Board of the Company as Joint Managing Director and also served as Chief Strategy Officer of Rolta India Limited, focusing on technology and go-to-market strategies that fueled the Company's growth and transformation into an IP-based solutions company. In her current position as President International (Americas), Ms. Pulusani is responsible for all operations in North America including Rolta's most recent acquisition, AdvizeX. In this role, she is chartered to lead the region with profitable growth from the integrated synergies of the businesses in that region. She was appointed to the Board of the Company on February 12, 2013.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange for item no. 3

The Board recommends her re-appointment, except Ms. Preetha Pulusani, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in agenda Item No. 3.

This Item is of Ordinary Business, explanatory statement is voluntary.

Item no. 5 to 9

Mr. V K Chopra, Mr. V K Agarwala, Mr. T C. Venkat Subramanian, Mr. K R Modi and Mr. M V Nair are the existing Independent Directors of the Company as per the provisions of Clause 49 of the Listing Agreement.

Pursuant to enactment of the Companies Act, 2013 ('Act') it has now become mandatory for the Company to appoint 'Independent Directors' as defined in section 149(6) of the Act and ensure that at least one-third of the total number of directors are Independent Directors as per the Act. The Company complies with Clause 49 of the Listing Agreement by having not less than fifty percent of the Board of Directors comprising of Non-executive Independent Directors.

Pursuant to the provisions of Section 149 and other applicable provisions of the Act with respect to appointment and tenure of the Independent Directors which came into effect from April 01, 2014, the Independent Directors can be appointed for a maximum term of upto five years at once and can be appointed for two such consequent terms.

All the Directors proposed to be appointed under resolutions 5 to 9 are Non – Executive Independent Directors of the Company each of whom satisfy the requirements of the Act. The period of office of these directors was liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956, accordingly Mr. V K Chopra and Mr. V K Agarwala were liable to retire at the Annual General Meeting and all other Directors were liable to retire in the subsequent Annual General Meetings.

Mr. V K Chopra, Mr. V K Agarwala, Mr. T C Venkat Subramanian, Mr. K R Modi and Mr. M V Nair, Non-executive Independent Directors of the Company have given a declaration to the Board that they meet the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board each of these Directors fulfills the conditions specified in the Companies Act, 2013 & Rules made thereunder for their appointment as Independent Directors of the Company and they are independent of the management. These Directors are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, and they have given their consent to act as Director. Copy of the draft letter for appointment of the Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (3.00 pm to 5.00 pm) on all working days (Monday to Friday), up to and including the date of Annual General Meeting of the Company.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of all the Independent Directors as set out in item nos. 5 to 9.

Notices have been received from the member(s) signifying their intention to propose appointment of these Directors along with a deposit of ₹ 100,000 each.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange for item nos. 5 to 9.

Mr. V K Chopra is a Non-executive Independent Director of the Company. He joined the Board of Directors of the Company in April 2008. He is the Chairman of Audit Committee of the Board of Directors of the Company.

Mr. Chopra is a Commerce Graduate from Shriram College of Commerce, New Delhi and a Fellow Member of The Institute of Chartered Accountants of India. He has held various top positions during his 37 years of experience in Banks; including 3 years as Chairman & Managing Director in Corporation Bank, Mangalore & SIDBI, Delhi / Lucknow; 3 years as Executive Director in Oriental Bank of Commerce and as General Manager, Central Bank of India, Mumbai. His last assignment being as a Whole Time Member in SEBI, for about 2 years. Mr. V K Chopra is a Director in Dewan Housing Finance Corporation Ltd., Future Retail (India) Ltd., PNB MetLife India Insurance Co. Ltd., Havells India Ltd., Reliance Capital Pension Fund Limited, Milestone Capital Advisors Ltd., Jaiprakash Associates Ltd., Responsive Industries Ltd., Pegasus Asset Reconstruction Pvt. Ltd., Religare Invesco Asset Management Co. Pvt. Ltd., Bandhan Financial Services Pvt. Ltd. & India Infoline Finance Ltd.

Mr. Chopra does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. V K Agarwala is a Non-executive Independent Director of the Company. He joined the Board of Directors of the Company in August 2004. He is the Member of the Management Committee, Nomination & Remuneration Committee, Stakeholder's Relationship Committee and the Corporate Social Responsibility Committee, of the Board of Directors of the Company.

Mr. Agarwala has more than 40 years of experience in various businesses, especially in the field of exports and corporate management. Mr. Agarwala's academic qualifications include a Master's degree in Arts, a degree in law and a Diploma in Business Management. Mr. Agarwala is a member of the Managing Committee of The All India Exporters' Chamber. Mr. Agarwala is a director in Prakriti Exports Pvt. Ltd, Shanker Kapda Niryat Pvt. Ltd. and Banswara Global Limited.

Mr. Agarwala holds 28,000 Equity Shares of ₹ 10/- of Rolta India Limited (Includes 7000 shares jointly held with his wife Mrs. Kusum Agarwala).

Mr. T C Venkat Subramanian is a Non-executive Independent Director of the Company. He joined the Board of Directors of the Company in November 2010. He is the member of Audit Committee of the Board of Directors of the Company.

Mr. Venkat Subramanian is a Bachelor in Engineering and is a certified associate of Indian Institute of Bankers. Has over 40 years of professional experience in commercial banking, industrial and export financing having worked in Bank of India (one of the largest Indian commercial banks) and Industrial Development Bank of India before joining Exim Bank of India in 1982 at the time of inception of the Bank. Mr. Venkat Subramanian retired in October 2009 after eight and a half years as the Chairman and Managing Director of Export-Import Bank of India (Exim Bank of India). Currently, he is an independent Director on the Board of Jyoti Structures Ltd., LIC Nomura MF Trustee Co. Pvt. Ltd., Investec Capital Services (India) Pvt. Ltd., STCI Finance Ltd., AFC India Ltd & also a trustee in Foundation for Organisational Research & Education (Trust).

Mr. Venkat Subramanian does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. K R Modi is a Non-executive Independent Director of the Company. He joined the Board of Directors of the Company in November 1989. He is the Chairman of Stakeholder's Relationship Committee & Member of the Audit Committee, Nomination & Remuneration Committee, Management Committee and the Corporate Social Responsibility Committee of the Board of Directors of the Company.

Mr. Modi is an advocate and solicitor by profession with over 42 years of experience in legal profession. His academic qualifications include a Bachelor's degree in Arts and Law. He is enrolled as a Solicitor with the High Court at Mumbai. He was a senior partner with Messers Kanga & Co., advocates and solicitors.

Mr. Modi hold 2,000 Equity Shares of ₹ 10/- each of Rolta India Limited jointly with his wife Mrs. Sandhya K Modi.

Mr. M V Nair is a Non-executive Independent Director of the Company. He joined the Board of Directors of the Company in May 2013. He is the Chairman of Nomination & Remuneration Committee of the Board of Directors of the Company.

Mr. Nair is currently Chairman of Credit Information Bureau (India) Limited, India's largest credit bureau. He is the former Chairman and Managing Director of Union Bank of India and Dena Bank. He was one of the longest serving Chairmen of Indian Public Sector Banking and retired in March 2012 after serving Indian Banking Industry for nearly four decades. Mr. Nair graduated from St. Aloysius College Mangalore and attended workshops at Harvard and Kellogg. He was the Chairman of the Indian Banks Association where he was also the Chairman of the Wage Negotiation Committee that negotiated and implemented a landmark wage revision for banking employees in the industry. He was the Chairman of the Governing Board of Institute of Banking Personnel Selection, a member of the Governing Council of Institute for Development and Research in Banking Technology, as well as a member of the Governing Board of the National Institute of Bank Management. Mr. Nair was also the Chairman of the Executive Committee and Vice President of the Indian Institute of Banking and Finance and a member of the Advisory Committee of the College of Agricultural Banking, Pune. Mr. Nair won the Dale Carnegie award for Human Resources Management (2010), the Life Time Achievement award from Talent, Leadership and HR Award (2012) by Star News, SKOCH Challenger Award for Financial Inclusion (2009, 2010, 2011). He was also a finalist at the E & Y Entrepreneur of the Year 2008. Mr. M V Nair is Director in Credit Information (India) Limited, Swift India Domestic Services Private Ltd., Gujarat International Finance Tec-City Company Limited, Birla Sun Life Insurance Company Limited, Stock Holding Corporation of India Limited and L&T Investment Management Company Limited.

Mr. Nair does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Except these Directors, being appointee or their relatives, none of the Directors and Key Managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Resolutions set out at item Nos. 5 to 9.

The Board recommends the resolutions as Ordinary Resolution, in relation to the appointment of these Directors as Independent Directors, for the approval by the shareholders of the Company.

ITEM NO. 10

Your Company proposes to expand its business activities both in India and abroad. It proposes to grow through acquisitions, mergers, joint ventures and strategic alliances, both in India and abroad, apart from expanding and upgrading its existing development facilities as well as creating new facilities, repayment of debt and expanding its geographical reach by setting up subsidiaries/branches/marketing offices across the world.

The Board is of the view that to meet the capital expenditure and working capital requirements, and for any other purpose including acquisitions and repayment of debt, your Company may require to mobilize funds by way of an issue or offer of shares/securities, Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) / Foreign Currency Convertible Bonds (FCCBs) / Qualified Institutional Placements (QIPs) or any other instruments or securities in domestic or overseas markets to Residents, Non-Resident Indians, Foreign Institutional Investors, Foreign Investors/Foreign Companies, Foreign Financial Institutions, Companies, Bodies Corporate, Mutual Funds and / or any other entities permitted by law to invest in such securities to the extent of an amount upto and including US\$ 250 Million or its Indian Rupee equivalent.

This resolution is similar to one passed last year except for the amount has been increased from USD 200 Million to the limit of USD 250 Million for this current resolution. Since the validity of the earlier resolution was for

one year and hence expires in November 22, 2014, the Company proposes to renew the resolution. This is an enabling resolution for taking appropriate decision for raising capital whenever opportunities are available. The authority to be granted by way of this resolution will enable the Board to examine the modalities of the proposed issue or offer of GDRs, ADRs, FCCBs, QIPs etc. or any other instruments or securities in Indian/overseas markets, including Greenshoe Option, which will be in consultation with investment bankers, advisors, lead managers, depositories and /or other agencies as may be required.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 10 of the Notice.

The Board recommends the Resolution for your approval.

Item No. 11

The Companies Act, 2013 ('the Act') and rules framed thereunder, which came into force from April 1, 2014, provides several regulations under the Act which requires alteration or deletions of several articles in the existing Articles of Associations (AoA).

The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (Act).

On and after September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified various Sections of the Act for implementation, however certain provisions of the Act are yet to be notified.

As a result, with the coming into force of the Act several regulations of the existing AoA of the Company require alteration / addition / modification / deletions in several articles. Given this position, while retaining the significant articles in the present form, it is considered expedient to wholly replace the existing AoA by a new set of Articles of Association (Articles). Further, in order to smoothen the process of affixation of Common Seal, it is proposed that, except as otherwise provided under the Rules, the Common Seal may be affixed in the presence of a person or persons authorized by the Board of Directors or its Committee.

The new Articles are to be substituted in place of the existing AoA. A copy of the existing as well as new Articles of Association of the Company is available for inspection at the Registered Office of the Company. The proposed new draft Articles is submitted to the AGM and uploaded on the Company's website (www.rolta.com) and is available for inspection by the shareholders. Upon comparison of existing AoA and new Articles of Association, one shall observe that, except for the change as explained above, the changes proposed in the new Articles of Association are substantially in line with the provisions of the Act. The provisions of the Act which requires specific authorization under the Articles to enable the Company to do certain acts have also been incorporated in the new Articles.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, amendment of Articles of Association requires approval of shareholders by way of special resolution. Accordingly, this matter has been placed before the shareholders for approval.

The Board recommends the Special Resolution for approval by the shareholders.

None of the Directors, Key Managerial Personnel of the Company, their relatives is in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 11 of the Notice.

By Order of the Board of Directors



Verinder Khashu
Company Secretary &
Head-Legal / Compliance

Date: August 9, 2014
Place: Mumbai



ROLTA

ROLTA INDIA LIMITED

Registered Office : Rolta Tower – A, Rolta Technology Park, MIDC - Marol,
Andheri (East), Mumbai – 400093, Maharashtra, India. CIN : L74999MH1989PLC052384
Tel. Nos. 91-22-29266666 Fax No. 91-22-28365992 email id: investor@rolta.com, website: www.rolta.com

PROXY FORM

Name of the member (s):

Registered Address:

E-mail ID:

Folio No. / Client Id: DP ID:

I/We, being the member (s) of shares of the Rolta India Limited, hereby appoint.

- Name : Address :
Email Id : Signature: or failing him,
- Name : Address :
Email Id : Signature : or failing him,
- Name : Address :
Email Id : Signature :

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Saturday, September 27, 2014 at 11.30 a.m. at Auditorium, Rolta Tower A, Rolta Technology Park, MIDC - Marol, Andheri (East), Mumbai 400 093, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	For	Against
		I/We assent to the resolution	I/We dissent from the resolution.
ORDINARY BUSINESS			
1	Adoption of Financial Statements		
2	Declaration of Dividend		
3	Appointment of Director		
4	Appointment of Auditor		

P.T.O.



ROLTA

ROLTA INDIA LIMITED

Registered Office : Rolta Tower – A, Rolta Technology Park, MIDC - Marol,
Andheri (East), Mumbai – 400093, Maharashtra, India. CIN : L74999MH1989PLC052384
Tel. Nos. 91-22-29266666 Fax No. 91-22-28365992 email id: investor@rolta.com, website: www.rolta.com

ADMISSION SLIP

I hereby record my presence at the Twenty-Fourth Annual General Meeting on Saturday, September 27, 2014 at 11.30 a.m. at the Auditorium, Rolta Tower - A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai – 400093, Maharashtra:

Name & Address of the Member

Registered Folio /Client ID

DPID

No. of Shares

Name of the Proxy

Name of the Member or Proxy or Representative present

Signature of the Member or Proxy or representative present

Note: A member or his/her duly appointed Proxy wishing to attend the Meeting, must complete this Admission Slip and hand it over at the entrance.

P.T.O.

Item No.	Resolutions	For	Against
		I/We assent to the resolution	I/We dissent from the resolution.
SPECIAL BUSINESS			
5	Appointment of Mr. V K Chopra as an Independent Director		
6	Appointment of Mr. V K Agarwala as an Independent Director		
7	Appointment of Mr. T C Venkat Subramanian as an Independent Director		
8	Appointment of Mr. K R Modi as an Independent Director		
9	Appointment of Mr. M V Nair as an Independent Director		
10	Issue of various Equity related securities – ADRs, GDRs, QIPs, Convertible Bonds, Shares, Convertible Debentures, etc.		
11	To adopt new Articles of Association of the Company containing regulations in conformity with the new Companies Act, 2013.		

Signed this day of 2014.

Signature of Shareholder:

Affix
revenue
stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, at "Rolta Tower A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai 400 093, Maharashtra not less than FORTY EIGHT HOURS before the commencement of the meeting.



ROLTA INDIA LIMITED

Registered Office : Rolta Tower – A, Rolta Technology Park, MIDC - Marol,
Andheri (East), Mumbai – 400093, Maharashtra, India. CIN : L74999MH1989PLC052384
Tel. Nos. 91-22-29266666 Fax No. 91-22-28365992 email id: investor@rolta.com, website: www.rolta.com

BALLOT FORM

(1) Name and Registered Address of the
Sole/First named Shareholder:

(2) Name(s) of the Joint Holder(s) :
(If any)

(3) Registered Folio No./:
DP ID No. and Client ID No.

(4) Number of Share(s) held :

(5) I / We hereby exercise my / our vote(s) in respect of the resolutions set out in the Notice of the 24th Annual General Meeting (AGM) of the Company to be held on Saturday, September 27, 2014 by recording my / our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Item No.	Resolutions	No. of Shares held	For	Against
			I/We assent to the resolution	I/We dissent from the resolution
	ORDINARY BUSINESS			
1	Adoption of Financial Statements			
2	Declaration of Dividend			
3	Appointment of Director			
4	Appointment of Auditor			
	SPECIAL BUSINESS			
5	Appointment of Mr. V K Chopra as an Independent Director			
6	Appointment of Mr. V K Agarwala as an Independent Director			
7	Appointment of Mr. T C Venkat Subramanian as an Independent Director			
8	Appointment of Mr. K R Modi as an Independent Director			
9	Appointment of Mr. M V Nair as an Independent Director			
10	Issue of various Equity related securities – ADRs, GDRs, QIPs, Convertible Bonds, Shares, Convertible Debentures, etc.			
11	To adopt new Articles of Association of the Company containing regulations in conformity with the new Companies Act, 2013.			

Place :

Date :

Signature

Note: Please read the instructions overleaf carefully before exercising your vote.

----- ✂ -----

PARTICULARS OF E-VOTING

During the e-voting period September 21, 2014 at 9.00 A.M to September 23, 2014 at 6.00 P.M members of the Company holding shares as on cutoff date [record date] i.e. August 22, 2014 may cast their vote electronically.

The electronic voting particulars are set out below;

EVEN [E-Voting Event Number]	USER ID	PASSWORD

Please read the instructions carefully before voting electronically given at Note No 13 of the Notice of the 24th Annual General Meeting

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of members who do not have access to e-voting facility.
2. A member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the notice of the AGM.
4. The scrutinizer will collate the votes downloaded from the e-voting system and votes cast through ballot to declare the final result for each of the resolutions forming a part of the notice of the AGM.

Process and manner for Members opting to vote by using the Ballot Form:

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the scrutinizer, Mr. Virendra Bhatt, Practicing Company Secretary, at the Registered Office of the Company on or before September 23, 2014. The self-addressed envelope bears the address of the Scrutinizer. Postage will be borne and paid by the Company. However, the envelope containing Ballot Form, if sent by the courier at the expense of the shareholder, will also be accepted. Hand delivery of the Ballot Form at the Registered Office of the Company is also accepted on or before September 23, 2014.
2. The Ballot Form should be signed by the member as per the specimen signature registered with the Company / Depositories. In case of Joint holding, the form should be completed and signed by the first named member and in his / her absence, by the next named joint holder. A Power Of Attorney (POA) holder may vote on behalf of a member, mentioning the registration no. of POA registered with the Company and enclosing an attested copy of POA.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick () mark in the column provided in the ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on August 22, 2014 and as per the register of members of the Company.
6. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
7. A member may request for a duplicate Ballot Form, if so required.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the scrutinizer to identify either the member or as to whether votes are in favour or against or if signature cannot be verified.
9. The decision of the scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
10. The results declared along with the Scrutinizer's report, shall be placed on the Company's website www.rolta.com within two working days of the passing of the resolutions at the AGM and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.