



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 Fifth Annual General Meeting of Members of **ROLTA INDIA LIMITED** will be held on Saturday, September 26, 2015 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

- a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon;
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 together with the Report of the Auditors thereon.

Item no. 2 - Declaration of Dividend

To declare dividend of ₹ 3 per Equity Share of ₹ 10/- each for financial year ended March 31, 2015.

Item no. 3 - Appointment of Director

To appoint a Director in place of Mr. Hiranya Ashar (DIN 00555848), 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 himself 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 in terms of the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and pursuant to the resolution passed by the members at the 24th Annual General Meeting (AGM) held on September 27, 2014, the appointment of M/s. Walker Chandok & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 001076N) as the Statutory Auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2018 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them as may be recommended by the Audit Committee in consultation with the auditors."

SPECIAL BUSINESS:

Item no. 5 - Appointment of Mr. Hiranya Ashar as Joint Managing Director - International Operational and Group Chief Financial Officer.

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

"RESOLVED THAT subject to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, the Company hereby accords the approval to the appointment and remuneration of Mr. Hiranya Ashar, (DIN 00555848) as Whole-time Director under the

Companies Act, 2013 designated as Joint Managing Director - International Operations & Group Chief Financial Officer (JMD - International Operation & Group CFO) for a period of 5 (five) years with effect from February 7, 2015 to February 6, 2020, and concurrent termination of the earlier appointment as Whole-time Director designated as Director – Finance & Chief Financial Officer for the residual tenure due for expiry on October 31, 2017, on the terms and conditions including remuneration/emoluments, mentioned in the explanatory statement under this item.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during the period of appointment, the Company has no profits or its profits are inadequate, the remuneration payable to the said JMD - International Operations & Group CFO shall be subject to receipt of the requisite approvals including approval of Central Government, if any, to pay to the JMD - International Operations & Group CFO above remuneration as the minimum remuneration.

RESOLVED FURTHER THAT, subject to the provisions of Schedule V to the Companies Act, 2013 and the Rules made thereunder including the approval of the Shareholders, the Board of Directors and / or the Nomination & Remuneration Committee of the Board of Directors, be and are hereby authorized at their sole discretion, from time to time, to specifically modify the terms of appointment of JMD - International Operations & Group CFO, including the remuneration mentioned in the explanatory statement under this item, based on the corporate requirement, industry standard, market conditions, the individual performance of the Joint Managing Director - International Operations & Group CFO, the overall performance of the Company, without further reference to the members of the Company in the General Meeting during the tenure of this appointment.

ALSO RESOLVED THAT the Chairman & Managing Director of the Company, be and is hereby authorized, from time to time, to execute, on behalf of the Company, any Agreement(s) with the said Joint Managing Director, containing the above and such other terms & conditions, as may be necessary pursuant to this Resolution".

Item no. 6- 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, Notes, 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) on the basis of Private Placement or 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 Secured Premium Notes or Floating Rate Notes / 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\$ 150 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 pari-passu 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".

By Order of the Board of Directors



August 14, 2015
Mumbai

Verinder Khashu
Company Secretary & Head
Legal / Compliance

NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from **September 24, 2015 to September 26, 2015** (both days inclusive) for annual closing and determining the entitlement of the shareholders to the dividend declared if any for financial year ended March 31, 2015.

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Business under Items Nos. 5 to 6 of the Notice, is annexed hereto. The relevant details as required under Clause 49 of the Listing Agreements entered into stock exchanges, of persons seeking appointment / re-appointment as Directors under item 3 & 5 of the notice forms an integral part of the explanatory statement. The Director(s) has furnished the requisite declaration(s) for his appointment / re-appointment.

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. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument of Proxy in order to be effective, shall be deposited at the Registered Office of the Company, either in person or through post, duly completed and signed, not later than forty-eight 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 ₹ 3 per share has been recommended by the Board of Directors for the financial year ended March 31, 2015 and subject to the approval of the shareholders at the ensuing Annual General Meeting.

The Dividend, if any declared, shall be payable to those Shareholders whose name(s) stand registered:

a) as Beneficial Owner as at the end of business hours on 23rd September, 2015 as per the statement furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and

b) as Member in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Registrar & Share Transfer Agent or Company on or before 23rd September, 2015.

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 Registrar and Transfer Agent,

M/s Link Intime India Pvt Limited
Unit, Rolta India Limited
C-3, Pannalal Silk Mills Compound,
LBS Marg, Bandup (West),
Mumbai- 400078
E-mail, rnt.helpdesk@linkintime.co.in
Tel # 022-25963838, Fax, # 022-25946969

6. Under Section 124 of the Companies Act, 2013, 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 Dividend for the Financial Year 2006-07, 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 September 27, 2014 (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.

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. Electronic copy of the Annual Report for 2014-15 and the Notice of the 25th 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 Participant(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 Annual Report for 2014-15 and the Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting /or voting thorough Ballot along with Attendance Slip, Proxy Form and Ballot Form is being sent in the permitted mode.

10. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.rolta.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. 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 or its Registrar & Transfer

Agent on e-mail id rnt.helpdesk@linkintime.co.in

11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

12. Members have been provided option of voting through electronic means (e-voting) and those members, who do not have access to e-voting facility, Ballot Form has been provided. Member can opt for only one mode of voting i.e. either through remote e-voting or by ballot. If a member cast vote by both modes, then voting done through remote e-voting shall prevail and ballot form shall be treated as invalid. Duly completed ballot form should reach not later than 25 September, 2015. Ballot Form received thereafter will strictly be treated as if not received. The facility for voting through Ballot Form shall also be made available at the venue of the meeting.

13. A Member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the meeting.

14. All documents referred to in the accompanying Notice and Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company between 3.00 P.M. to 5.00 P.M. on all working days from the date of dispatch of the Notice, up to and including the last date of voting i.e. Saturday, September 26, 2015.

15. 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 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

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)]:

- (i) 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.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) 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.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Rolta India Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) 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 bhattivirendra1945@yahoo.co.in or evoting@rolta.com 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]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
- (ii) **EVEN (E Voting Event Number) USER ID
PASSWORD/PIN**
- (iii) 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

III. If you are already registered with NSDL / CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

IV. 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).

V. The e-voting period commences on **September 22, 2015 (9:00 am IST) and ends on September 25, 2015 (5:00 pm IST)**. The e-voting module shall be disabled by NSDL for voting thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **September 19, 2015**, may cast their vote electronically. Any person whose is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

VI. 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 of **September 19, 2015**

VII. Any person who acquires shares of the Company and become member of the Company after the dispatch of the notice and holding shares as of the cut-off date i.e. September 19, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rnt.helpdesk@linkintime.co.in. Any query/ grievance in relation to voting by electronic means can also be addressed to Mr. Rajiv Ranjan, Asst. Manager, NSDL, Trade world, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, Phone No. 022-24994738 or toll free no. 1800-222-990. Email: evoting@nsdl.co.in

VIII. A person, whose name is recorded in the register of members or in the beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

IX. Mr. Virendra Bhatt Practicing Company Secretary (Membership No. A1157) has been appointed as the Scrutinizer to scrutinize the e-voting/Ballot process in a fair and transparent manner.

X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and shall make, not later than 3 days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.

XI. 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 immediately after the declaration of the results by the Chairman or a person authorized by him in writing and will be communicated to the BSE Limited & NSE of India Limited.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING REAPPOINTMENT AT THE 25TH AGM

RESOLUTION AT ITEM NO. 3

In terms of Section 152 of the Companies Act, 2013, Mr. Hiranya Ashar (DIN 00555848) Director, retire by rotation at the Meeting and being eligible, offered him for reappointment. The disclosure required under Clause 49 of the Listing Agreement with the Stock Exchanges is furnished in explanatory statement to item No. 5.

The Board of Directors of the Company commend re-appointment of Mr. Hiranya Ashar as Director to retire by rotation. Except Mr. Ashar, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

RESOLUTION AT ITEM NO. 5

The Board of Directors at its meeting held on February 07, 2015 has appointed Mr. Hiranya Ashar as Whole-time Director under the Companies Act, 2013 designated as Joint Managing Director - International Operations & Group Chief Financial Officer of the Company for a period of 5 years with effect from February 07, 2015 on the terms & conditions including the remuneration/emoluments, mentioned below and subject to the approval of the members in the General Meeting. The terms of appointment and remuneration have been recommended by the Nomination and Remuneration Committee in the meeting held on February 07, 2015. The earlier appointment made on November 24, 2012 of Mr. Ashar as whole-time Director designated as Director Finance & Chief Financial Officer was valid upto October 31, 2017, has ended with mutual consent.

Other additional information as required under Clause 49 of the Listing Agreement and Secretarial Standards on General Meeting (SS-2)

Particulars	Mr. Hiranya Ashar (DIN 00555848)
Date of Birth	28 December, 1977
Date of First Appointment	November 1, 2006
Qualification	Commerce Graduate & Associate Member of the Institute of Chartered Accountants of India
Expertise in specific areas	Over 15 years of experience in managing corporate finance, project management, financial planning and analysis, funds raising, taxation, audit and investor relations
Remuneration last drawn*	₹ 2,08,93,353/-
Relationship with other Directors / Managers / KMP	Nil
Number of Meetings of the Board attended during the Financial Year 2014-15	5 (Five)
Number of Equity Shares held in the Company	Nil
Directorship held in other Companies	1) Rolta Thales Ltd., 2) Rolta International Inc., 3) Rolta Canada Ltd., 4) Rolta UK Ltd., 5) Rolta Middle East FZ-LLC, 6) Rolta LLC, 7) Rolta Global B.V. and 8) Rolta Americas LLC.
Members of Committees	1) Audit Committee 2) Management Committee and 3) Stakeholder Relationship Committee

*upto February 6, 2015 in the FY. 2014-15

The main terms and conditions of the Agreement of re-appointment including remuneration entered with Mr. Hiranya Ashar, the Joint Managing Director – International Operations & Group Chief Financial Officer, are as follows:

EMOLUMENTS

A. BASIC SALARY

- The Basic Salary shall be ₹ 1,00,000/- per month.

B. COMMISSION

- At the rate of 0.25% (zero point twenty-five percent) to 0.75% (zero point seventy-five percent) of the net profits of the Company (computed under and subject to the Companies Act, 2013) on an annual basis, and subject to all the relevant provisions of the Companies Act, 2013 and Rules made thereunder. The percentage will be decided by the Nomination and Remuneration Committee of the Board of Directors on a year-to-year basis, based on the performance of the said JMD – International Operation & Group CFO, the overall performance of the Company and the recommendation of the Chairman & Managing Director (CMD), and accordingly the Commission payable to the said Director shall be provided for in the books of accounts.
- Provided further that Commission shall be payable, on an annual basis but only after the Company's Financial Statements are placed before the Company's Annual General Meeting under Section 129 of the Companies Act, 2013 and are approved by the members thereat, subject further, to the said JMD – International Operation & Group CFO continuing to be in employment of the Company at the time of payment of the said Commission.

PERQUISITES

CATEGORY I:

- House Rent Allowance: ₹ 4,00,000/- (Rupees Four Lacs only) per month will be paid to the said JMD – International Operation & Group CFO in lieu of housing benefits. This component will not be added into basic salary for other perks and benefits.
- General Allowance of ₹ 10,00,000/- (₹ Ten Lacs only) per month will be paid to the said JMD – International Operation & Group CFO in lieu of all other perquisites not defined herein.
- Club fees: Fees of one club as per Company Rules.
- Group Personal Accident Insurance, Group Mediclaim and Group Term Insurance: As per Rules of the Company.

This component will not be included as basic salary, for the purpose of Provident Fund, Gratuity or any other purpose.

CATEGORY II

- Provident Fund: Company's contribution to Provident Fund as per Rules of the Company.
- Gratuity: Payable in accordance with Rules of the Company but not exceeding half month's basic salary for each completed year of service.
- For Provident Fund, Gratuity or any other benefit, there is ceiling limit for Basic and these benefits will be payable as per limits prescribed as per rules of the Company for above benefits from time to time.

CATEGORY III

- Car(s)/Driver(s) and telephone(s) will be provided at residence for official use. The JMD – International Operation & Group CFO, however at his option may choose for either or both of following options (1) Upto two Car(s) or

Allowance of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand only) per month in-lieu of Car(s) and (2) Upto two Driver(s) or Driver Allowance of ₹ 50,000/- (Rupees Fifty Thousand only) per month in-lieu of Drivers. The Company shall bill Personal long distance calls on telephone to the said JMD – International Operation & Group CFO. However, provision of these facilities will be subject to tax as per prevailing Income Tax Act and Rules thereunder.

- i. The contribution to Provident Fund will not be included as perquisites to the extent these are not taxable under the Income Tax Act, 1961.
- j. Leave: As per the rules of the Company. Unutilized leave can be carried forward and then encashed as per rules of the Company in force from time to time.
- k. All Emoluments and Perquisites will be taxable as per the provisions of the Income Tax Act, 1961.
- l. **Stock Options:** The JMD – International Operation & Group CFO will be granted Stock Options at sole discretion of the Company under the current Employee Stock Option Plan (ESOP) in quantities as determined by the Nomination & Remuneration Committee of the Board based upon the performance of the said JMD – International Operation & Group CFO and the performance of the Company from time to time.

Other terms of appointment:

- a) **Nature Of Duties:** The JMD – International Operation & Group CFO shall report to the Chairman & Managing Director of the Company (CMD), who shall empower him with such requisite powers (with authority to revoke and/or amend such powers) to enable the said JMD – International Operation & Group CFO to discharge his duties with full responsibility for the areas of operations under his control. The said JMD – International Operation & Group CFO shall work under the superintendence, control and direction of the CMD and through him report to the Board of Directors of the Company.
- b) The appointment may be terminated by either party by giving to the other party Six (6) calendar months' notice of such termination in writing. Resignation by JMD - International Operations & Group CFO shall be effective only after its acceptance by the Company.

Upon cessation of employment, no remuneration shall be payable for the unexpired portion of term of employment.

The Explanatory Statement together with the accompanying notice should be treated as an abstract of the terms of the Agreement and memorandum of concern or interest under Section 117 of the Companies Act, 2013.

Your directors commend passing of the resolution proposed at Item No. 5.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Hiranya Ashar is

concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

RESOLUTION AT ITEM NO. 6

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\$ 150 Million or its Indian Rupee equivalent**.

This resolution is similar to one passed last year except for the amount has been reduced from USD 250 Million to the limit of **USD 150 Million or its Indian Rupee equivalent** for this current resolution. Since the validity of the earlier resolution was for one year and hence expires on September 26, 2015, 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 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. 6 of the Notice.

The Board commend the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

By Order of the Board of Directors



August 14, 2015
Mumbai

Verinder Khashu
Company Secretary &
Head Legal / Compliance



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.

1. Name : _____ Address : _____

Email Id : _____ Signature: _____ or failing him,

2. Name : _____ Address : _____

Email Id : _____ Signature : _____ or failing him,

3. 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 25th Annual General Meeting of the Company, to be held on Saturday, September 26, 2015 at 11.30 a.m. at Auditorium, Rolta Tower A, Rolta Technology Park, MIDC, Andheri (East), Mumbai 400 093 and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso- lution 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		
Special Business			
5	Appointment of Mr. Hiranya Ashar as Joint Managing Director - International Operational and Group Chief Financial Officer		
6	Issue of various Equity related securities – ADRs, GDRs, QIPs, Convertible Bonds, Shares, Convertible Debentures, etc.		

Signed this _____ day of _____ 2015.

Signature of Shareholder: _____ Signature of Proxy holder(s) _____

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, Andheri (East), Mumbai 400 093 not later 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

ADMISSION SLIP

Twenty-Fifth Annual General Meeting to be held on Saturday, September 26, 2015 at 11:30 a.m. at the Registered Office of the Company 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 _____

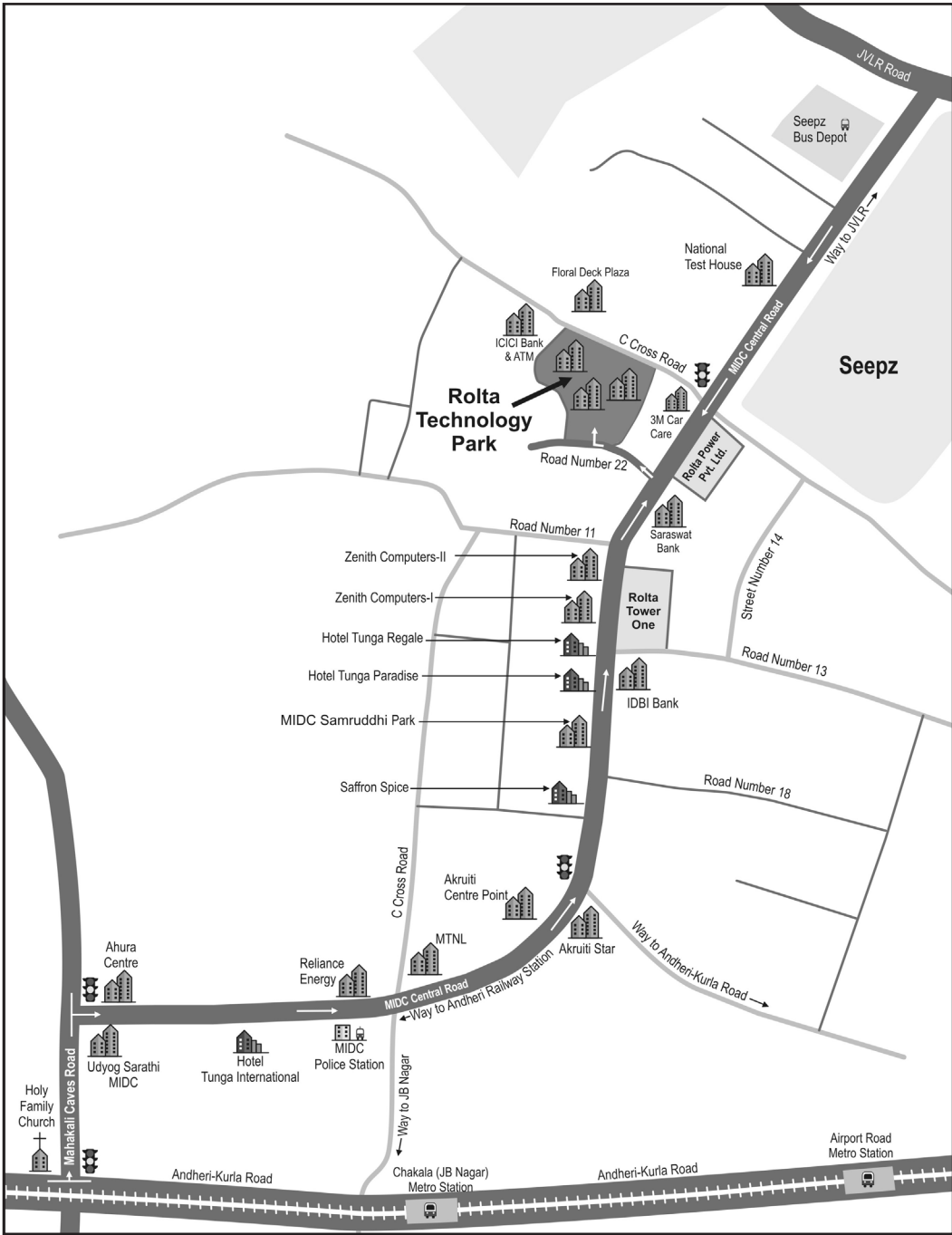
Name of the Proxy _____

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.

Route Map to the Venue of AGM of Rolta India Limited





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 25th Annual General Meeting (AGM) of the Company to be held on Saturday, September 26, 2015 by recording my / our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Reso- lution 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. Hiranya Ashar as Joint Managing Director - International Operational and Group Chief Financial Officer			
6	Issue of various Equity related securities – ADRs, GDRs, QIPs, Convertible Bonds, Shares, Convertible Debentures, etc.			

Place :

Date :

Signature

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

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PARTICULARS OF E-VOTING

During the e-voting period Tuesday September 22, 2015 at 9.00 A.M to Friday September 25, 2015 at 5.00 P.M, members of the Company holding shares as on cutoff date September 19, 2015 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 15 of the Notice of the 25th 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 25, 2015. 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 25, 2015.
 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 September 19, 2015 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 days of submission of report by scrutinitiser and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
 11. Any queries in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Mr. Virendra Bhatt, Practicing Company Secretary, at the Registered office of the Company at Rolta Tower 'A', Rolta Technology Park, MIDC Marol, Andheri (E), Mumbai - 400093.