



## ROLTA INDIA LIMITED

Registered Office : Rolta Tower – A, Rolta Technology Park, MIDC - Marol,  
Andheri (East), Mumbai – 400093, Maharashtra, India; CIN : L74999MH1989PLC052384  
Tel. No. 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 Ninth (29<sup>th</sup>) Annual General Meeting of Members of ROLTA INDIA LIMITED** will be held on **Saturday, September 28, 2019 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 businesses:

#### 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, 2019 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, 2019 together with the Report of the Auditors thereon and in this regard, pass the following resolution(s) as an Ordinary Resolution(s):

- (a) "RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditor's thereon as laid before this meeting, be and are hereby considered and adopted."
- (b) "RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the report of Auditor's thereon as laid before this meeting, be and are hereby considered and adopted."

#### SPECIAL BUSINESS:

##### ITEM NO. 2:

##### RE-APPOINTMENT OF LT. GEN. K. T. PARNAIK (RETD.) AS A JOINT MANAGING DIRECTOR, LIABLE TO RETIRE BY ROTATION

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 members hereby accord approval for re-appointment and remuneration paid to Lt. Gen.K.T. Parnaik (Retd.) (DIN 07129253), as Whole Time Director under the Companies Act, 2013 designated as Joint Managing Director (JMD) for a period of three (3) years with effect from May 30, 2019 or until he attains age of 75 years, whichever is earlier, on the terms and conditions including remuneration /emoluments, as set out in the explanatory statement annexed to the Notice convening this 29<sup>th</sup> AGM.

**RESOLVED FURTHER THAT** notwithstanding anything contained hereinabove, where in any financial year during the tenure of Lt. Gen. K. T. Parnaik (Retd.), the Company incurs a loss or its profits are inadequate, and unless the remuneration herein above is approved by the Central Government, the remuneration payable to the said JMD as salary, including performance incentive, commission, perquisites and any other allowances shall be governed and be subject to the ceilings provided under Section II of Part II (A) of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the salary payable to General Parnaik will be ₹ 16,75,000/- p.m. (Rupees Sixteen Lakh Seventy Five Thousand Only) which is divided into various components which *inter-alia* include, Group Personal Accident Insurance, Group

Term Insurance, car, telephone and driver allowances. However it excludes, Provident Fund, Gratuity (as per Company's Rules) Stock Options (at sole discretion of the Company) and commission upto 0.50% of the consolidated net profits of the Company.

**RESOLVED FURTHER 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 JMD, containing the above and such other terms & conditions, as may be necessary pursuant to this Resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. D. T. Kapadia - Chief Financial Officer, or the Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to file such necessary form with the Registrar of Companies (RoC), Mumbai and to do all the acts, deeds and things as may be necessary to give effect to the resolution."

##### ITEM NO. 3:

##### RE-APPOINTMENT OF MS. HOMAI A. DARUWALLA AS NON-EXECUTIVE INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration) Rules, 2014, read with Schedule IV of the Act, Read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), or re-enactment thereof for the time being in force, Ms. Homai A. Daruwalla (DIN 00365880), Independent Director of the Company, who has submitted a declaration that she meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder, is hereby re-appointed as an Independent Director of the Company for another term of 5 (five) consecutive years or until she attains age of 75 years, whichever is earlier, with effect from July 15, 2019."

##### ITEM NO. 4:

##### RE-APPOINTMENT OF MR. RAMNATH PRADEEP AS NON-EXECUTIVE INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration) Rules, 2014, read with Schedule IV of the Act, Read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), or re-enactment thereof for the time being in force, Mr. Ramnath Pradeep (DIN 02608230), Independent Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder, is hereby re-appointed as an Independent Director of the Company for another term of 5 (five) consecutive years or until he attains age of 75 years, whichever is earlier, with effect from June 17, 2019."

##### ITEM NO. 5:

##### RE-APPOINTMENT OF LT. GEN. PADAM PAL SINGH BHANDARI (RETD.) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150,

152 and any other applicable provisions of the companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration) Rules, 2014, read with Schedule IV of the Act, Read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), or re-enactment thereof for the time being in force, Lt. Gen. Padam Pal Singh Bhandari (Retd.) (DIN 02082258), Independent Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder, is hereby re-appointed as an Independent Director of the Company for another term of 2 (Two) consecutive years or until he attains age of 75 years, whichever is earlier, with effect from July 15, 2019."

By Order of the Board of Directors

Hetal Vichhi

Company Secretary

Mumbai

August 12, 2019

#### NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Business under Items No. 2 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of persons seeking appointment / re-appointment as Directors is stated and forms an integral part of the explanatory statement. The Director has furnished the requisite declaration(s) for his appointment /re-appointment.

2. 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.

3. 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 2010-11, 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 22, 2018 (date of last Annual General Meeting) on the website of the Company ([www.rolta.com](http://www.rolta.com)), as also on the website of the Ministry of Corporate Affairs.

4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address, etc. 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.

5. 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.

6. Electronic copy of the Annual Report for the Financial Year 2018-19 and the Notice of the 29<sup>th</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Ballot Form is being sent by email 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 physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 and the Notice of the 29<sup>th</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting /or voting through Ballot along with Attendance Slip, Proxy Form and Ballot Form is being sent through the permitted mode.

7. Members may also note that the Notice of the 29<sup>th</sup> Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website [www.rolta.com](http://www.rolta.com) for 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](mailto:investor@rolta.com) or its Registrar & Transfer Agent on e-mail id [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

8. 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.

9. 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 September 27, 2019. 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.

10. 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.

11. 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. Friday, September 27, 2019.

12. Voting through electronic means:

1. 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 Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at an 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) How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:

<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12**** then your user ID is IN300***12****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 111954 then user ID is 001***.

5. Your password details are given below:
    - a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
    - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
    - c. How to retrieve your 'initial password'?
      1. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      2. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
  6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-voting will open.
- (B) How to cast vote electronically on NSDL e-voting system
- 1) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
  - 2) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status
  - 3) Select "EVEN" of company for which you wish to cast your vote
  - 4) Now you are ready for e-voting as the Voting page opens
  - 5) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted
  - 6) Upon confirmation, the message "Vote cast successfully" will be displayed
  - 7) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
  - 8) Once you confirm your vote on the resolution, you will not be allowed to modify your vote

#### General Guidelines for shareholders

- 1) 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cssunitadube@gmail.com](mailto:cssunitadube@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - 2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password
  - 3) 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- (C) In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Ballot Form 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](http://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 Wednesday, September 25, 2019 (9:00 am IST) and ends on Friday, September 27, 2019 (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 Saturday, September 21, 2019 (cut-off), may cast their vote electronically. Any person who 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.

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. Saturday, September 21, 2019 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

Any query/ grievance in relation to voting by electronic means can also be addressed to Mr. Pratik Bhatt, NSDL, Trade world, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, Phone No. 022 2499 4738 or toll free No. 1800-222-990. Email: [evoting@nsdl.co.in](mailto: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. Ms. Sunita Dube, Practicing Company Secretary (Membership No. A48556) 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-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](http://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 & National Stock Exchange of India Limited respectively.

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

##### **ITEM NO. 2**

The Members, at its Twenty Sixth (26<sup>th</sup>) Annual General Meeting (AGM) held on August 20, 2016 had appointed Lt. Gen. K. T. Parnaik (Retd.) designated as a joint Managing Director of the Company for a period of three (3) years or until he attains age of 75 years, whichever is earlier, with effect from May 30, 2016, liable to retire by rotation on such terms and conditions as approved in the said 26<sup>th</sup> AGM.

Keeping in mind the contributions made by Lt. Gen. K. T. Parnaik (Retd.) towards the growth and performance of the Company, your Board of Directors at their meeting held on May 24, 2019, have re-appointed Lt. Gen. K. T. Parnaik (Retd.) as Joint Managing Director of the Company, liable to retire by rotation with effect from May 30, 2019 subject to approval of the members at the ensuing AGM on the terms and conditions including remuneration / emoluments, mentioned below:

- A) **Appointment:** Whole Time Director designated as Joint Managing Director (JMD)
- B) **Term:** Term of 3 (three) years w.e.f. May 30, 2019 to May 29, 2022
- C) **Nature of Duties:** Lt. Gen.K.T.Parnaik (Retd.) shall carry out such functions, exercise such powers and perform such duties as the Board shall, from time to time, in their absolute discretion determine and entrust to him.



## EMOLUMENTS

### A. BASIC SALARY

The Basic Salary shall be ₹ 1,00,000 (One Lakh Only) per month.

### B. PERQUISITES

#### CATEGORY I:

- House Rent Allowance: ₹ 4,00,000/- (Rupees Four Lakh only) per month will be paid to the said JMD 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/- (Rupees Ten Lakh only) per month will be paid to the said JMD in lieu of all other perquisites not defined herein.
- Group Personal Accident Insurance 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. Performance Incentive will not be added to the basic salary for the purpose of provident fund, gratuity, medical or commission and other perquisites.

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 and telephone will be provided at residence for official use. The JMD, however at his option may choose for either or both of following options (1) Car Allowance of ₹ 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) per month in-lieu Car and (2) Driver Allowance of ₹ 50,000/- (Rupees Fifty Thousand only) per month in-lieu of Driver. The Company shall bill Personal long distance calls on telephone to the said JMD. However, provision of these facilities will be subject to tax as per prevailing Income Tax Act and Rules thereunder.

The contribution to Provident Fund will not be included as perquisites to the extent these are not taxable under the Income Tax Act, 1961.

**Leave:** As per the rules of the Company, but not exceeding 21 working days per year. Unutilized leave cannot be carried forward.

All Emoluments and Perquisites will be taxable as per the provisions of the Income Tax Act, 1961.

### C. COMMISSION

Upto 0.50% (One Half percent) of consolidated net profits of the Company (computed under and subject to the Companies Act, 2013) not exceeding ₹ 100,00,000 (Rupees One Hundred Lakh only) on an annual basis and subject to all the relevant provisions of the Companies Act, 2013. 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 individual performance of the said JMD, 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 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 thereof, subject further, to the said JMD continuing to be in employment of the Company and not under resignation at the time of payment of the said Commission.

### D. STOCK OPTIONS

The JMD will be granted Stock Options at sole discretion of the Company under the Remuneration Committee of the Board based upon the performance of the said JMD and the performance of the Company from time to time.

## Other terms of appointment:

Lt. Gen.K.T.Parnaik (Retd.) shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company. His employment maybe terminated by the Company without notice or payment in lieu of notice:

- If, he is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
- In the event of any serious repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations contained in the agreement executed between the Company and Lt. Gen.K.T.Parnaik (Retd.); or
- In the event the Board expresses it loss of confidence in him.
- The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' basic salary in lieu thereof.
- The terms and conditions of the appointment of Lt. Gen. K.T. Parnaik (Retd.) also include clauses pertaining to adherence to the Rolta Code of Conduct for Directors and Senior Management, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

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 recommend passing of the resolution proposed.

None of the Directors or Key Managerial Personnel (KMP) of the Company, or their relatives except Lt. Gen. K. T. Parnaik (Retd.) is concerned or interested, financial or otherwise, in the resolutions stated at item no. 2.

Details as required under Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are stated as under;

Name of Director	Lt. Gen. K. T. Parnaik (Retd.)
DIN	07129253
Brief resume	Lt. Gen. K. T. Parnaik (Retd.) is the Joint Managing Director of Rolta Defence Technology Systems since June 2016. He has had a distinguished career of over 41 years in the Indian Army. He served with dignity and professional excellence, holding leadership positions in challenging Command and Staff assignments along the entire Northern and Western Borders of the country. A third generation officer, he commanded a Brigade in J&K during Operation Parakram along the LC, and a Division in Sikkim & Corps in the North East. As Director General Perspective Plans, he was closely associated with modernization and transformation of the Indian Army. He is credited with several foreign assignments, to include Chief of Staff of UN Mission in Angola and Commandant of INDIAN MILITARY TRAINING TEAM in Bhutan. At the peak of his career, he held the most coveted assignment as Army Commander of the highly active and sensitive Northern Command, a 450,000 strong force, dealing with military operations in J&K and logistics in some of the remote and hostile terrains along the Northern and Western Borders of the country. General Parnaik is also the Managing Director on the Board of Rolta Defence Technology Systems Private Limited and a Director on the Board of Rolta Thales Limited.
Date of birth (Age in years)	June 28, 1953 (66 years)
Qualifications	MSc. Defence Studies
Expertise in specific functional areas	Defence
Term and conditions of re-appointment	At the 26 <sup>th</sup> AGM held on August 20, 2016, he was appointed as Whole time Director, designated as Join Managing Director w.e.f. May 30, 2016 for a term of 3 years, Being eligible, has now offered himself for re-appointment
Details of remuneration and remuneration last drawn	Details mentioned in the Corporate Governance report
Date on which first appointed on the Board	May 30, 2016
Details of shareholding in the Company	Nil
Relationship with other Directors/ Key Managerial Personnel (if any)	None

Details of Directorships/ Committee Chairmanship and memberships in other companies	Director in :
	1. Rolta Defence Technology Systems Private Limited 2. Rolta Thales Limited

#### ITEM NO. 3

Ms. Homai A. Daruwalla was appointed as Non- Executive Independent Director of the Company by the members at the Twenty Sixth (26<sup>th</sup>) Annual General Meeting (AGM) held on August 20, 2016 to hold office for three (3) consecutive years for a term upto July 14, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of five consecutive years on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Ms. Homai A. Daruwalla being eligible, offers herself for re-appointment as Independent Director, is proposed to be re-appointed as an Independent Director of the Company for a second term of five consecutive years from July 15, 2019 upto July 14, 2024 or until she attains age of 75 years, whichever is earlier.

The performance of Ms. Homai A. Daruwalla, Independent Director was evaluated by the Board on the basis of the following criteria:

- Details of professional qualifications and prior experience as an Independent Director, especially the experience relevant to the Company.
- Knowledge competency and Initiative in various areas.
- Ability to understand and fulfillment of functions.
- Commitment and contribution of the Independent Director.
- Availability/attendance at Board Meetings.
- Independence, Integrity and judgement of the Independent Directors.

In the opinion of Board, Ms. Homai A. Daruwalla fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for her re-appointment as Independent Director of the Company and is Independent of the management.

Copy of the draft letter of re-appointment of Ms. Homai A. Daruwalla as Independent Director, setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during office hours on all working days except public holidays during working hours upto the date of AGM.

The Board considers that her continuous association would be of tremendous impetus to the Company and it is desirable to continue to avail services of Ms. Homai A. Daruwalla as an Independent Director of the Company.

Accordingly the Board recommends passing of special resolution as set out in item no. 3 of the notice with respect eligibility and re-appointment of Ms. Homai A. Daruwalla as Independent Director of the Company for another term of five (5) consecutive years with effect from July 15, 2019 upto July 14, 2024 or until she attains age of 75 years, whichever is earlier, for approval of the members.

None of the Directors or Key Managerial Personnel (KMP) of the Company, or their relatives except Ms. Homai A. Daruwalla for her re-appointment, is concerned or interested, financial or otherwise, in the resolutions stated at item no. 3.

Details as required under Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are stated as under;

Name of Director	Ms. Homai A Daruwalla
DIN	00365880

Brief resume	Ms. Homai A. Daruwalla is a Chartered Accountant and was at the helm of affairs of Central Bank of India as Chairperson and Managing Director overseeing the entire operations of the Bank from June 30, 2005 till December 31, 2008. She also handled prestigious assignment as Region of India Director on Board of The Institute of Internal Auditors (IIA), Florida U.S.A. for a term of two years. The Institute of Internal Auditors, Florida is a international renowned body having audit luminaries from all over the world as its members. Presently, with effect from April 06, 2016, She has also been appointed as Chairperson of the Zoroastrian Co-op Bank Ltd for a term of five years. Post retirement, Ms. Homai A Daruwalla is an Executive Advisor /Consultant, her forte being Financial sector and is presently on the Board of the following prestigious companies as an Independent Director, Reliance Securities Ltd., Reliance Financial Ltd., India Infoline Asset Management Company Ltd., Jaiprakash Associates Ltd., Gammon Infrastructure Projects Ltd., Meliora Asset Reconstruction Company Ltd., Triveni Engineering & Industries Ltd. and Vizag Seaport Pvt. Ltd.
Date of birth (Age in years)	December 19, 1948 (70 years)
Qualifications	Chartered Accountant
Experience and expertise in specific functional areas	Finances Management
Term and conditions of re-appointment	At the 26 <sup>th</sup> AGM held on August 20, 2016, she was appointed as Independent Director, to hold office for a term of 3 consecutive years w.e.f. July 15, 2016 for a term of 3 years, being eligible, has now offered herself for re-appointment
Details of shareholding in the Company	Nil
Relationship with other Directors/ Key Managerial Personnel (if any)	None
Details of Directorships/Committee Chairmanship and memberships in other companies	Directorship in : 1. Jaiprakash Associates Limited Member – Audit and Nomination & Remuneration Committee 2. Triveni Engineering and Industries Limited Chairperson – Audit and Corporate Social Responsibility Committee 3. Triveni Turbine Limited Chairperson – Audit and Stakeholders Relationship Committee 4. Gammon Infrastructure Projects Limited Chairperson – Nomination & Remuneration and Corporate Social Responsibility Committee Member - Audit and Stakeholders Relationship Committee

#### ITEM NO. 4

Mr. Ramnath Pradeep was appointed as Non-Executive Independent Director of the Company by the members at the Twenty Sixth (26<sup>th</sup>) Annual General Meeting (AGM) held on August 20, 2016 to hold office for three (3) consecutive years for a term upto June 16, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of five consecutive years on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr. Ramnath Pradeep being eligible, offers himself for re-appointment as Independent Director, is proposed to be re-appointed as an Independent Director of the Company for a second term of five consecutive years from June 17, 2019 upto June 16, 2024 or until he attains age of 75 years, whichever is earlier.

The performance of Mr. Ramnath Pradeep, Independent Director was evaluated by the Board on the basis of the following criteria:

- Details of professional qualifications and prior experience as an Independent Director, especially the experience relevant to the Company.
- Knowledge competency and Initiative in various areas.
- Ability to understand and fulfillment of functions.
- Commitment and contribution of the Independent Director.
- Availability/attendance at Board Meetings.
- Independence, Integrity and judgement of the Independent Directors.

In the opinion of Board, Mr. Ramnath Pradeep fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as Independent Director of the Company and is Independent of the management.

Copy of the draft letter of re-appointment of Mr. Ramnath Pradeep as Independent Director, setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during office hours on all working days except public holidays during working hours upto the date of AGM.

The Board considers that his continuous association would be of tremendous impetus to the Company and it is desirable to continue to avail services of Mr. Ramnath Pradeep as an Independent Director of the Company.

Accordingly the Board recommends passing of special resolution as set out in item no. 4 of the notice with respect eligibility and re-appointment of Mr. Ramnath Pradeep as Independent Director of the Company for another term of five (5) consecutive years with effect from June 17, 2019 upto June 16, 2024, or until he attains age of 75 years, whichever is earlier, for approval of the members.

None of the Directors or Key Managerial Personnel (KMP) of the Company, or their relatives except Mr. Ramnath Pradeep for his re-appointment, is concerned or interested, financial or otherwise, in the resolutions stated at item no. 4

Details as required under Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are stated as under;

Name of Director	Mr. Ramnath Pradeep
DIN	02608230
Brief resume	Mr. Pradeep started his career as a practicing lawyer at Indore. Thereafter he joined Oil and Natural Gas Corporation (ONGC) for about 5 years as a legal advisor. He progressed to join Dena Bank (Public Sector Bank) as a Senior Manager, Legal. Mr. Pradeep has served the banking industry for more than 37 years in various senior positions such as Executive Director of Central Bank of India and Chief Vigilance Officer in State Bank of India and Bank of India. He pioneer in setting up a first assets Recovery branch in India.  In addition, he has also been on the Boards of various Financial Services, Credit Committees, Risk Management, and NPA Management and has been Chairman of Audit Committees of public and private limited companies.  After retirement from his successful banking career, he was associated with law firms such as PDS Legal, Singhania & Co. and. Presently, he is on Board of various companies in diverse fields such as Engineering, Finance, Credit Rating, Software, Retail etc. To add upon he actively works from his own Credit Risk Rating Advisory and a Law Firm TAP LEGAL Mumbai.  He is a co-author of a book titled 'Financial inclusion, viable opportunity in Urban India'. Several of his articles have appeared in The Hindu Business line newspaper. He has also worked in Nepal and Vietnam for Financial Inclusion and Bank Restructuring.
Date of birth (Age in years)	October 01, 1951 (67 years)
Qualifications	MA (Economics) and LLB
Expertise in specific functional areas	Finance & Management
Term and conditions of re-appointment	At the 26 <sup>th</sup> AGM held on August 20, 2016, he was appointed as Independent Director, to hold office for a term of 3 consecutive years w.e.f. June 17, 2016 for a term of 3 years, being eligible, has now offered himself for re-appointment
Details of shareholding in the Company	Nil
Relationship with other Directors/ Key Managerial Personnel (if any)	None
Details of Directorships/ Committee Chairmanship and memberships in other companies	Directorship in : 1. Vidli Restaurants Limited Chairperson – Audit and Nomination & Remuneration Committee 2. The Mandhana Retail Ventures Limited Chairperson – Nomination & Remuneration Committee Member - Stakeholders Relationship, Audit and Corporate Social Responsibility Committee

#### ITEM NO. 5

Lt. Gen. Padam Pal Singh Bhandari (Retd.) was appointed as Non-Executive Independent Director of the Company by the members at the Twenty Sixth (26<sup>th</sup>) Annual General Meeting (AGM) held on August 20, 2016 to hold office for three (3) consecutive years for a term upto July 14, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of five consecutive years on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Lt. Gen. Padam Pal Singh Bhandari (Retd.) being eligible, offers himself for re-appointment as Independent Director, is proposed to be re-appointed as an Independent Director of the Company for a second term of two consecutive years from July 15, 2019 upto July 14, 2021 or until he attains age of 75 years, whichever is earlier.

The performance of Lt. Gen. Padam Pal Singh Bhandari (Retd.), Independent Director was evaluated by the Board on the basis of the following criteria:

- Details of professional qualifications and prior experience as an Independent Director, especially the experience relevant to the Company.
- Knowledge competency and Initiative in various areas.
- Ability to understand and fulfillment of functions.
- Commitment and contribution of the Independent Director.
- Availability/attendance at Board Meetings.
- Independence, Integrity and judgement of the Independent Directors.

In the opinion of Board, Lt. Gen. Padam Pal Singh Bhandari (Retd.) fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as Independent Director of the Company and is Independent of the management.

Copy of the draft letter of re-appointment of Lt. Gen. Padam Pal Singh Bhandari (Retd.) as Independent Director, setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during office hours on all working days except public holidays during working hours upto the date of AGM.

The Board considers that his continuous association would be of tremendous impetus to the Company and it is desirable to continue to avail services of Lt. Gen. Padam Pal Singh Bhandari (Retd.) as an Independent Director of the Company.

Accordingly the Board recommends passing of special resolution as set out in item no. 4 of the notice with respect eligibility and re-appointment of Lt. Gen. Padam Pal Singh Bhandari (Retd.) as Independent Director of the Company for another term of two (2) consecutive years with effect from July 15, 2019 upto July 14, 2021 or until he attains age of 75 years, whichever is earlier, for approval of the members.

None of the Directors or Key Managerial Personnel (KMP) of the Company, or their relatives except Lt. Gen. Padam Pal Singh Bhandari (Retd.) for his re-appointment, is concerned or interested, financial or otherwise, in the resolutions stated at item no. 5

Details as required under Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are stated as under;

Name of Director	Lt. Gen Padam Pal Singh Bhandari (Retd.)
DIN	02082258
Brief resume	Lt. Gen. Padam Pal Singh Bhandari (Retd.) as Deputy Chief of Army Staff in 2006, after serving 40 years in the Indian Army. He is a recipient of Param Vishist Seva Medal and Ati Vishist Seva Medal from The President of India. An alumnus of Defence Service Staff College and Royal College of Defence Studies (UK). Bhandari had held numerous important command, staff and instructional appointments before taking over as Deputy Chief of Army Staff in January 2004.  He has done his MSc from Madras University, Post graduate course on International Relations and Understanding including Global Economic, Industrial scene and Higher level management at Royal College of Defence Studies (Formerly Known as Imperial Defence College) at UK, and M Phil (Defence and Management Studies) at University of Indore.  He has also served on the Board of Directors of the Defence PSU, Bharat Dynamics Ltd (BDL), as an Independent Director and a Trustee on the Governing Board of Trustees of Global Cancer Concern India (GCCCI), an NGO helping millions. He was also the chairman of IT Convention of CII National Committee of Defence and a member of Defence Committee of FICCI. He was the head of Defence Business Group in Rolta India Ltd. from where he retired in June, 2013.
Date of birth (Age in years)	January 12, 1946 (73 years)
Qualifications	He has done his MSc from Madras University, Post graduate course on International Relations and Understanding including Global Economic, Industrial scene and Higher level management at Royal College of Defence Studies (Formerly Known as Imperial Defence College) at UK, and M Phil (Defence and Management Studies) at University of Indore.
Expertise in specific functional areas	Defence
Term and conditions of re-appointment	At the 26 <sup>th</sup> AGM held on August 20, 2016, he was appointed as Independent Director, to hold office for a term of 3 consecutive years w.e.f. July 15, 2016 for a term of 3 years, being eligible, has now offered himself for re-appointment
Details of shareholding in the Company	Nil
Relationship with other Directors/Key Managerial Personnel (if any)	None
Details of Directorships/ Committee Chairmanship and memberships in other companies	Nil

By Order of the Board of Directors

Mumbai  
August 12, 2019

  
Hetal Vichhi  
Company Secretary



## 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. / DP ID: / Client Id: \_\_\_\_\_

I/We, being the holder (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 29<sup>th</sup> Annual General Meeting of the Company on Saturday, September 28, 2019 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 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolutions	For	Against
<b>Ordinary Business</b>		
1 Adoption of Financial Statements – <b>Ordinary Resolution</b>		
<b>Special Business</b>		
2 Re-appointment of Lt. Gen K T Parnaik (Retd.) (DIN: 07129253) as an Executive Director liable to retire by rotation – <b>Ordinary Resolution</b>		
3 Re-appointment of Ms. Homai A. Daruwalla (DIN: 00365880) as Non-Executive Independent Director - <b>Special Resolution</b>		
4 Re-appointment of Mr. Ramnath Pradeep (DIN: 02608230) as Non-Executive Independent Director - <b>Special Resolution</b>		
5 Re-appointment of Lt. Gen. Padam Pal Singh Bhandari (Retd.) (DIN: 02082258) as Non-Executive Independent Director - <b>Special Resolution</b>		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 29<sup>th</sup> Annual General Meeting.
- It is optional to put a '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Affix  
Revenue  
Stamp



## 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-Ninth (29<sup>th</sup>) Annual General Meeting to be held on Saturday, September 28, 2019 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: \_\_\_\_\_

Folio No: / DP ID: / Client ID: \_\_\_\_\_

No. of Shares: \_\_\_\_\_

Name of the Proxy: \_\_\_\_\_

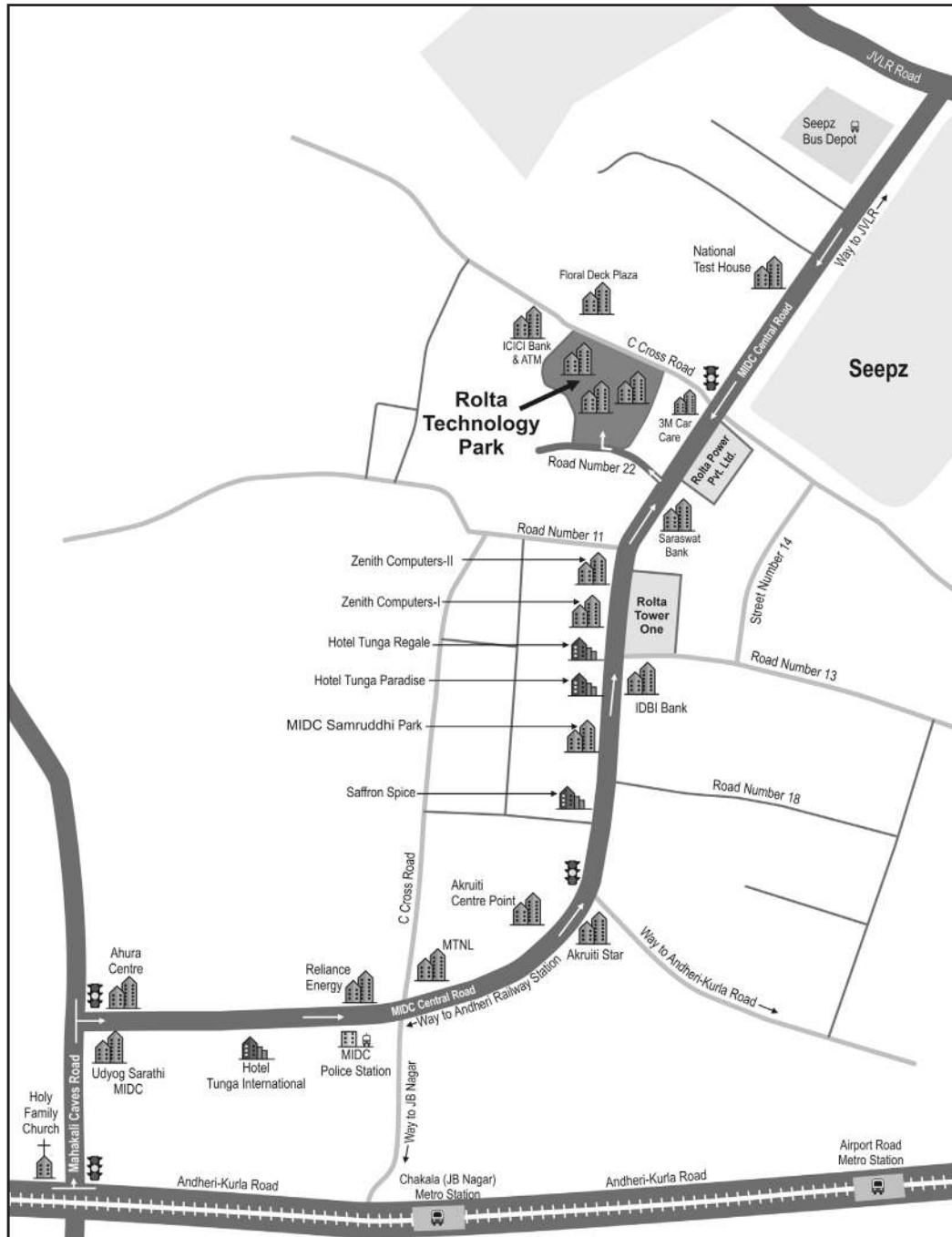
Name of the Member or Proxy or Representative present: \_\_\_\_\_

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

### FORM MGT - 12 BALLOT FORM

- Name and Registered Address of the Sole/First named Shareholder:
- Name(s) of the Joint Holder(s) (if any) :
- Folio No. / DP ID: / Client Id:
- Number of Share(s) held :
- I /We hereby exercise my / our vote(s) in respect of the resolutions set out in the Notice of the 29th Annual General Meeting (AGM) of the Company to be held on Saturday, September 28, 2019 by recording my/our assent or dissent to the said Resolutions by placing tick ( ✓ ) mark in the appropriate box below:

Resolutions		No. of Shares held	For	Against
<b>Ordinary Business</b>			I/We assent to the resolution	I/We dissent to the resolution
1	Adoption of Financial Statements			
<b>Special Business:</b>				
2	Re-appointment of Lt. Gen K T Parnaik (Retd.) (DIN: 07129253) as an Executive Director liable to retire by rotation – <b>Ordinary Resolution</b>			
3	Re-appointment of Ms. Homai A. Daruwalla (DIN: 00365880) as Non-Executive Independent Director - <b>Special Resolution</b>			
4	Re-appointment of Mr. Ramnath Pradeep (DIN: 02608230) as Non-Executive Independent Director - <b>Special Resolution</b>			
5	Re-appointment of Lt. Gen. Padam Pal Singh Bhandari (Retd.) (DIN: 02082258) as Non-Executive Independent Director - <b>Special Resolution</b>			

Place :

Date :

Signature

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

### PARTICULARS OF E-VOTING

During the e-voting period Wednesday, September 25, 2019 at 9:00 a.m. to Friday, September 27, 2019 at 5:00 p.m., members of the Company holding shares as on cutoff date Saturday, September 21, 2019 may cast their vote electronically.

The electronic voting particulars are set out below;

ELECTRONIC VOTING PARTICULARS		
EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Note: Please read instructions given at Note No.12 of the Notice of the 29<sup>th</sup> Annual General Meeting carefully before voting electronically.

## 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, Ms. Sunita Dube, Practicing Company Secretary, at the Registered Office of the Company on or before Friday, September 27, 2019. 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 Friday, September 27, 2019.
  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. 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 infavour 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 Saturday, September 21, 2019 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 tickmarked 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 Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of voting forthwith.
11. The results declared along with the Scrutinizer's Report, shall be placed on the Company's website [www.rolta.com](http://www.rolta.com) within three 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.
12. Any queries in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Ms. Sunita Dube, Practicing Company Secretary, at the Registered office of the Company at Rolta Tower 'A', Rolta TechnologyPark, MIDC Marol, Andheri (E), Mumbai - 400093.