



ROLTA INDIA LIMITED

Registered Office : Rolta Tower A,
Rolta Technology Park, MIDC-Marol,
Andheri (East), Mumbai - 400093.

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Members of ROLTA INDIA LIMITED will be held at the Registered Office of the Company at Auditorium, Rolta Tower 'A', Rolta Technology Park, MIDC-Moral Andheri (East), Mumbai - 400093, on Saturday, November 23, 2013 at 11:30 a.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at June 30, 2013, the statement of Profit and Loss for the year ended on that date, the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend of ₹ 3/- per Equity Share for the financial year ended June 30, 2013.
3. To appoint a Director in place of Mr. T C Venkat Subramanian, who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
4. To take note of, retirement by rotation of Mr. R R Kumar Director, who does not offer himself for re-appointment and Board of Directors have decided not to fill up currently the vacancy so created.
5. To take note of, retirement by rotation of Mr. A P Singh Director, who does not offer himself for re-appointment and Board of Directors have decided not to fill up currently the vacancy so created.
6. To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

"RESOLVED that M/s. Walker, Chandio & Co., Chartered Accountants (ICAI Registration No.001076N), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at a remuneration to be determined by the Board of Directors of the Company (which term includes its Committee) in consultation with the Auditors in addition to out-of-pocket expenses as may be incurred by them during the course of Audit".

Special Business:

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

"RESOLVED THAT pursuant to provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr. M V Nair, who was appointed as an Additional Director, by the Board of Directors of the Company and who holds office as such only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing along with a deposit of ₹ 500/- pursuant to the provisions of Section 257 of the Companies Act, 1956 from a Member signifying his intention to propose Mr. M V Nair as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

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

"RESOLVED THAT, the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any 'Committee' which the Board may constitute for this purpose), be and is hereby authorized, in accordance with Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, to borrow any sum or sums of money together with the money already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, exceed the aggregate of the paid-up capital of the Company and its free Reserves (that is to say Reserves not set apart for any specific purpose) provided that the total amount so borrowed by the Company, shall not at any time exceed ₹ 5,000 (Rupees Five Thousand) Crore or the aggregate of the Paid-up Capital and free Reserves of the Company, that is to say, Reserves not set apart for any specific purpose

at the relevant time, whichever is higher and that the 'Board', be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such money to be borrowed from time to time as to interest, repayment, security or otherwise as they may in their absolute discretion think fit".

"RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the 'Board' be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute documents and writings, as may be necessary, proper, desirable or expedite to give effect to this Resolution".

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

"RESOLVED THAT, pursuant to the provisions of Section 372A of the Companies Act, 1956/ Section 186 of the Companies Act, 2013 and subject to applicable provisions of the Foreign Exchange Management Act, 1999, approval of the Reserve Bank of India and such other permissions /approvals as may be required, authority be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee which the 'Board' may constitute for this purpose) to make any loan or to invest the funds of the Company in other Bodies Corporate, including Subsidiary, step-down Subsidiary Company(ies) or Wholly-owned Subsidiary Company(ies) or Foreign Company or give any guarantee, or provide any security, in connection with performance or a loan made by any other person to or to any other person by any body corporate aggregate of which may exceed 60% (sixty percent) of the paid-up share capital and free Reserves or 100% (One hundred percent) or more of the Company's free Reserves but not exceeding ₹ 8000 (Eight Thousand) Crore".

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

"RESOLVED THAT, pursuant to the provisions of Section 81 (1A) and subject to other provisions of the Companies Act, 1956 as applicable (including any amendment(s), statutory modification(s) or re-enactment thereof hereinafter referred to as the 'Act'), the Articles of Association of the Company, as amended from time to time, such approvals, consents and permissions of the Appropriate Authorities, as may be required and subject further to such conditions and modifications, as may be prescribed in granting such approvals, consents and permissions which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall be deemed to include the 'Compensation Committee' of the Board of Directors to exercise its powers including the powers conferred by this Resolution), the Consent of the Company, be and is hereby accorded to the 'Board' to issue, offer for subscription and allot to or for the benefit of such person(s), as may be in the employment of the Company and shall include working Directors other than Promoter Directors, whether in India or abroad, of the Company and its Subsidiary(ies) [including Sub-subsidiary(ies)/ Holding Company(ies)] thereof, whether shareholders of the Company or not, at such price and other terms and conditions as the 'Board' may in their absolute discretion think fit, or to any trust, society or any entity or any combination thereof, created for the benefit of such person(s) at any time under a scheme titled "ROLTA EMPLOYEE STOCK OPTION PLAN" (hereinafter referred to as the "ESOP" or "Scheme" or "PLAN") such number of Equity Shares, Debentures, whether convertible or non-convertible or partly-convertible, secured or unsecured, with or without detachable options or any combination thereof, of such description (hereinafter referred to as "Securities") as may be permissible under the Articles of Association, in one or more tranches and in such numbers so that the total number of Equity Shares issued or which may result from allotment of Equity shares or upon exercise of option to acquire or conversion of any or more of the aforesaid securities at any time and from time to time, to such person(s) including persons covered hereinabove,

as in the aggregate does not at any time exceed additional 50,00,000 (Fifty Lac) equity shares of the Company, at the relevant time(s) and on such terms and conditions including the issue price(s) and premium(s) as may be determined by the 'Board' in accordance with the applicable guidelines issued by SEBI from time to time".

"RESOLVED FURTHER THAT, new Equity Shares to be issued and allotted by the Company in the manner aforesaid, shall be entitled to dividend on the amount paid-up on the new Equity Shares and shall rank pari-passu in all respects with the then existing Equity Shares of the Company. The 'Board', be and is hereby further authorized to amend, alter or modify the terms and conditions of the issue of such securities from time to time with regard to dividend and / or pari-passu nature of such securities in accordance with the Articles of Association of the Company".

"RESOLVED FURTHER THAT, the 'Board' be and is hereby authorized to take necessary steps for listing of the securities / shares allotted under the Scheme, on the stock exchanges where the Company's equity shares are listed, as per the terms and conditions of the Listing Agreement with the concerned stock exchanges and other applicable guidelines, rules and regulations".

"RESOLVED FURTHER THAT, in case of any corporate action(s) such as right issues, bonus issues, merger, demerger, amalgamation, sale of division / undertaking, and any form of corporate restructuring, if any additional shares are issued by the Company to the Option Grantees for the purpose of a fair and reasonable adjustment to the options granted earlier, the above ceiling of 50,00,000 (Fifty Lac) equity shares shall be deemed to be increased to the extent of such additional equity shares issued".

"RESOLVED FURTHER THAT, in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option Grantee under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present value of ₹ 10/- equity share bears to revised value of the shares after such sub-division or consolidation, without affecting any of the rights or obligations of the said allottees".

"RESOLVED FURTHER THAT, for the purpose of giving effect to all or any of the foregoing, 'the Board' is hereby authorized inter alia to evolve, decide upon and bring into effect the Scheme and make and give effect to any modification, changes, variations, alterations or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time, as may be specified by any statutory authority or person or body of persons or as the 'Board' may suo-moto decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubts or difficulty that may arise with regard to or in relation to the Scheme or with regard to issue or allotment of any securities under the Scheme as it may, in its absolute discretion, consider necessary, expedient or proper in or about the premises".

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

"RESOLVED THAT, pursuant to the provisions of Section 81 (1A) and subject to other provisions of the Companies Act, 1956 as applicable (including any amendment(s), statutory modification(s) or re-enactment thereof) hereinafter referred to as the "Act"), the Articles of Association of the Company as amended from time to time, such approvals, consents and permissions of the Appropriate Authorities as may be required and subject further to such conditions and modifications as may be prescribed in granting such approvals, consents and permissions which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall be deemed to include the 'Compensation Committee' of the Board of Directors to exercise its powers including the powers conferred by this Resolution), the Consent of the Company, be and is hereby accorded to the 'Board' to issue, offer for subscription and allot to or for the benefit of such person(s) as may be in the employment of Subsidiary(ies) [(including Sub-subsidiary(ies)/ Holding Company(ies))] of Rolta India Limited and shall include working Directors other than promoter Directors, whether in India or abroad, of Subsidiary(ies) [(including Sub-subsidiary(ies)/Holding Company(ies))] thereof, whether shareholders of the Company or not, at such price and other terms and conditions as the 'Board' may in their absolute discretion think fit, or to any trust, society or any entity or any combination thereof, created for the benefit of such person(s) at any time under a scheme titled "ROLTA EMPLOYEE STOCK OPTION PLAN" (hereinafter referred to as the "ESOP" or "Scheme" or "PLAN") such number of Equity Shares, Debentures, whether convertible or non-convertible or partly-convertible, secured or unsecured, with or without detachable options or any combination thereof, of such description (hereinafter referred to as "Securities") as may be permissible under the Articles of Association, in one or more tranches and in such numbers so that the total number of Equity Shares issued or which may result from allotment of Equity shares or upon exercise of option to acquire or conversion of any or more of the

aforesaid securities at any time and from time to time, to such person(s) including persons covered pursuant to Resolution No.10 above, as in the aggregate does not at any time exceed additional 50,00,000 (Fifty Lac) equity shares of the Company, at the relevant time(s) and on such terms and conditions including the issue price(s) and premium(s) as may be determined by the Board in accordance with the applicable Guidelines issued by SEBI from time to time".

"RESOLVED FURTHER THAT, new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall be entitled to dividend on the amount paid-up on the new Equity Shares and shall rank pari-passu in all respects with the then existing Equity Shares of the Company. The 'Board', be and is hereby further authorized to amend, alter or modify the terms and conditions of the issue of such securities from time to time with regard to dividend and / or pari-passu nature of such securities in accordance with the Articles of Association of the Company".

"RESOLVED FURTHER THAT, the 'Board' be and is hereby authorized to take necessary steps for listing of the securities / shares allotted under the Scheme, on the stock exchanges where the Company's equity shares are listed, as per the terms and conditions of the Listing Agreement with the concerned stock exchanges and other applicable guidelines, rules and regulations".

"RESOLVED FURTHER THAT, in case of any corporate action(s) such as right issues, bonus issues, merger, demerger, amalgamation, sale of division / undertaking, and any form of corporate restructuring, if any additional shares are issued by the Company to the Option Grantees for the purpose of a fair and reasonable adjustment to the options granted earlier, the above ceiling of 50,00,000 (Fifty Lac) equity shares shall be deemed to be increased to the extent of such additional equity shares issued".

"RESOLVED FURTHER THAT, in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option Grantee under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present value of ₹ 10/- equity share bears to revised value of the shares after such sub-division or consolidation, without affecting any of the rights or obligations of the said allottees".

"RESOLVED FURTHER THAT, for the purpose of giving effect to all or any of the foregoing, 'the Board' is hereby authorized inter alia to evolve, decide upon and bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time, as may be specified by any statutory authority or person or body of persons or as the 'Board' may suo-moto decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubts or difficulty that may arise with regard to or in relation to the Scheme or with regard to issue or allotment of any securities under the Scheme as it may, in its absolute discretion, consider necessary, expedient or proper in or about the premises".

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

"RESOLVED THAT, pursuant to the provisions of Section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956 (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 issue 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\$ 200 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 81(1A) of the Companies Act 1956, 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



(Verinder Khashu)
Company Secretary &
Head Legal/Compliance

Mumbai

Dated: October 24, 2013

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
2. The instrument of proxy in order to be effective must be deposited at the Registered Office of the Company, duly completed and signed not later than 48 hours before the commencement of the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 12th November, 2013 to 15th November, 2013 (both days inclusive) in connection with the Annual General Meeting and payment of dividend declared, if any.
4. An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of special business is annexed hereto.
5. The Company has included the Profile of all its Directors in the Annual Report. Details of retiring directors who are seeking reappointment are also given as Annexure to this Notice.
6. Subject to the provisions of Section 205A of the Companies Act, 1956 dividend as recommended by the Board of Directors if declared at the meeting, will be payable on or after 27th November, 2013 to those members or their mandates;

- (a) whose names appear as Beneficial Owners as at the end of the business hours on 11th November, 2013 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic mode; and
 - (b) whose names appear as Members in the Register of Members of the Company as on 11th November, 2013.
7. Under the provisions of Section 205A read with Section 205C of the Companies Act, 1956, dividends that are unclaimed for a period of seven years are required to be transferred to the "Investor Education and Protection Fund" (IEPF). Consequently, the Company has transferred unclaimed dividends up to financial year ended June 30, 2005 to the "Investor Education and Protection Fund".
 8. Members who have, till date not encashed their dividend warrants for the financial year ended June 30, 2006 onwards, are advised to claim the dividends from the Investor Service Cell, at the Registered Office of the Company at the earliest.
 9. Members are requested to intimate any change in address or bank mandates to their Depository Participant(s) with whom they are maintaining their demat accounts for shares held in the electronic mode or to the Company's Registrar's & Share Transfer Agents if the shares are held in the physical form.
- M/s Link Intime India Pvt Ltd
Unit : Rolta India Ltd.
C-13 Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West),
Mumbai – 400078.
Tel No: 022-25963838, Fax No : 022-25946969
Email : rnt.helpdesk@linkintime.co.in
10. Company is concerned about the environment and utilizes natural resources in a sustainable manner. The Ministry of Corporate Affairs (MCA) has taken a "Green initiative in Corporate Governance" by allowing paperless compliances through electronic mode. Companies are now permitted to send various notices/ documents to its shareholders through electronic mode to the registered email addresses of shareholders. This move by the Ministry is welcome since it will benefit the society at large through reduction in paper consumption and contribution towards a Greener Environment. Recognising the spirit of the initiative, we are sending documents to shareholders like General Meeting Notices convening the General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report etc. henceforth to the shareholders in electronic form, to the email address provided by you and made available to us by the Depositories. The physical copies of the Annual Report will also be available at our Registered Office in Mumbai for inspection during office hours.
 11. Those members of the Company who have their shares in physical form, are recommended, in their own interest, to dematerialize their shareholding. In case of need, they may contact the Company's Registrars & Share Transfer Agents "M/s. Link Intime India Pvt. Ltd." at the address mentioned in point no. 9 above.
 12. Members seeking any information or clarification on the Accounts are requested to send written queries to the R&T Agents, at least one week before the date of the meeting. Replies will be provided at the meeting only in respect of such queries received in writing.
 13. In respect of the information to be provided under Clause 49 of the Listing Agreement, the members are requested to kindly refer the Chapter on Corporate Governance in the Annual Report.
 14. Members / Proxies should bring the Attendance Slip sent herewith, duly filled in, for attending the meeting.
 15. Corporate Members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 173 (2) OF THE COMPANIES ACT, 1956

RESOLUTION AT ITEM NO. 6

It is proposed to appoint M/s. Walker, Chandio & Co., Chartered Accountants as Statutory Auditors of the Company. A written certificate has been obtained from M/s. Walker, Chandio & Co. to the effect that in case of their appointment as Statutory Auditors of the Company, the appointment will be in accordance with the limits prescribed under Section 224(1B) of the Companies Act 1956. M/s. Walker, Chandio & Co. are operating from 9 locations with 16 partners and has +600 professional staff have expertise in local and international standards, is registered with ICAI and PCAOB and has experience across industry verticals.

The retiring Auditors M/s. Khandelwal Jain & Co., Mumbai, have been associated with the Company as its Statutory Auditors for over two decades. The recently enacted Companies Act, 2013 has inserted the provision of rotation of auditors and in anticipation of the provision being made effective, the Board of Directors feels the rotation of auditors at the ensuing Annual General Meeting would be more appropriate and hence recommends the appointment of M/s. Walker, Chandio & Co., Chartered Accountants as Statutory Auditors of the Company, in place of retiring Auditors M/s. Khandelwal Jain & Co.

Your Directors recommend this Resolution for the approval of members.

None of the Directors is concerned or interested in this Resolution.

RESOLUTION AT ITEM NO. 7

Mr. M V Nair was appointed by the Board of Directors as an Additional Director of the Company with effect from 17th May, 2013 in accordance with Section 260 of the Companies Act, 1956 (corresponding to Section 161 of the Companies Act, 2013) and Article 115 of the Articles of Association of the Company, to hold office till the date of the Annual General Meeting of the Company.

Mr. M V Nair is the former Chairman and Managing Director of Union Bank of India and Dena Bank. He retired in March 2012 after serving Indian Banking Industry for nearly four decades. Mr. Nair graduated from St. Aloysius College Mangalore, and attended workshops at Harvard and Kellogg.

He is currently Chairman of Credit Information Bureau (India) Limited, India's largest credit bureau. He is also Non-Executive Chairman of SWIFT Domestic Services Pvt. Ltd., a joint venture between SWIFT Scrl, a global provider of secure financial messaging services and seven Indian Banks. Mr. Nair was also the Chairman of the Indian Bank's Association. He was also the Chairman of the Governing Board of Institute of Banking Personnel Selection since 2009 a member of the Governing Council of IDRBT, as well as a member at the National Institute of Bank Management.

Mr. Nair won the Dale Carnegie award for Human Resources Management (2010), the Life Time Achievement award from Talent, Leadership and HR Award (2012) by Star News, SHOCK Challenger Award for Financial Inclusion (2009, 2010, 2011). He was also a finalist at the E&Y Entrepreneur of the Year 2008. Mr. Nair has been a speaker at a number of events, in India and abroad.

Mr. M V Nair is not disqualified from being appointed as Director in terms of Section 274(1)(g) of the Companies Act, 1956. The Company has received the requisite Form DD-A from Mr. M V Nair, in terms of the Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956) Rules, 2003; confirming his eligibility for such appointment.

Considering his vast experience, his presence on the Board will be of immense value to the Company.

The resolution as set out at item No.7 of this Notice is accordingly commended for your acceptance.

Except Mr. M V Nair, none of the Directors are interested or concerned in this Resolution.

RESOLUTION AT ITEM NO. 8

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company, cannot except with the consent of the Company in general meeting; borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid-up capital and its free Reserves that is to say Reserves not set apart for any specific purpose. The overall borrowing powers of the 'Board' were reviewed at the Annual General Meeting held on November 28, 2011 wherein the limit was fixed to ₹ 3,000 (Three thousand) Crore.

Currently the large part of the Company's borrowing are denominated in US\$ and in the recent past we have seen the US Dollar considerably appreciating against INR thus INR borrowing figures increasing considerably (without additional borrowing). Further, keeping in view the Company's business requirements and its growth plans, it is considered desirable to increase the said borrowing limits from the existing limit of ₹ 3000 (Three Thousand) Crore to ₹ 5000 (Rupees Five Thousand) Crore.

Your Directors recommend this resolution under Section 180(1)(c) of the Companies Act, 2013 for the approval of members.

None of the Directors is in any way concerned or interested in the Resolution.

RESOLUTION AT ITEM NO. 9

The Company is invariably required to invest funds in its Subsidiary or Wholly-owned Subsidiary Company(ies) and to give guarantee or provided security, in connection with a loan made by any other person to or to any other person by any Body Corporate from time to time to other Bodies Corporate including Subsidiary, step-down Subsidiary and Wholly-subsubsidiary Company(ies) besides providing guarantee or security in connection with a loan to other bodies corporate by other persons or companies. Section 372A of the Companies Act, 1956/ Section 186 of the Companies Act, 2013, puts a limit to advance loan/ guarantee/security up to 60% (sixty percent) of the paid-up share capital and

free Reserves of the Company or less than 100% (One Hundred percent) of the free Reserves of the Company, whichever is more. The Paid-up Capital and free Reserves, as on June 30, 2013 were ₹ 1,488 (One Thousand Four Hundred Eighty Eight) Crore approximately. In the process of the business, going forward, it is expected that the Company may be required to advance loan/guarantee/security or to invest the funds of the Company in other Bodies Corporate, including Subsidiary or Wholly-owned Subsidiary Company(ies) or Foreign Company in excess of the limits available and any loan etc., in excess of the aforesaid limits, is subject to the prior approval of the members of the Company by passing a Special Resolution.

The Company has already exhausted the limit by making investment or providing the security in respect of loan/guarantee to its Subsidiary(ies) upto an amount of ₹ 3,338 (Three Thousand Three Hundred Thirty Eight) Crore and considering the future growth and business it is proposed to fix a limit of ₹ 8,000 (Eight Thousand) Crore only for making investment, guarantees or loans.

Your Directors recommend this Resolution for the approval of the members.

None of the Directors is in any way concerned or interested in the Resolution.

RESOLUTION AT ITEM NO. 10 & 11

In accordance with the provisions of Section 81 of the Companies Act, 1956, whenever the Subscribed Share Capital of the Company is proposed to be increased by allotment of further shares, such shares shall be offered to the persons who on the date of the offer are holders of equity shares of the Company, in proportion to the Capital paid-up on those shares unless the shareholders decide otherwise by a Special Resolution passed at a General Meeting.

Employees Stock Option Plan (ESOP) is widely accepted for achieving certain organizational goals such as:

- 1) Attract qualified, competent and experienced professionals by rewarding them with more than just pay package.
- 2) Rewarding outstanding performers.
- 3) Retaining key personnel.
- 4) Retaining personnel working on key projects till the project is completed successfully.
- 5) Stimulate the efforts of staff in general for ensuring continued success of the Company and to encourage them to have higher participation in affairs of the Company.

The members had at the Tenth Annual General Meeting held on May 24, 2000 approved the issue of 15,00,000 options to the employees under the ESOP. The Company had accordingly issued 15,00,000 options in the year 2000 and 2003 to eligible employees under the Company's ESOP Scheme.

At the Fifteenth Annual General Meeting of the Company, held on November 23, 2005, the members had approved the issue of further 15,00,000 options to the employees under the Employees' Stock Option Plan. The Company had accordingly granted 8,52,500 options, in the year 2006 and 6,47,500 options in 2007.

At the Sixteenth Annual General Meeting of the Company, held on November 28, 2006, the members had approved the issue of further 15,00,000 options to the employees under the Employees' Stock Option Plan. The Company had accordingly granted 7,80,000 and 1,25,000 options in the year 2007 and 1,25,000, 3,00,000 and 1,70,000 ESOPs in the year 2008 to eligible employees.

At the Seventeenth Annual General Meeting of the Company, held on November 16, 2007, the members had approved the issue of further 24,00,000 options to the employees under the Employees' Stock Option Plan. The Company had accordingly issued 12,85,500 and 1,20,000, options in the year 2008, and 9,94,500 options issued in the year 2009 to eligible employees.

At the 18th Annual General Meeting of the Company, held on November 24, 2008, the members had approved the issue of further 30,00,000 options to the employees under the Employees' Stock Option Plan. The Company had also obtained Shareholders approval through Postal Ballot and had on June 15, 2009 had approved Surrender of options granted in the year 2007 & 2008 and accordingly 28,82,500 Options were surrendered and the same was available for re-issue. The Company, out of the above options available granted 49,95,000 and 15,000 options in 2009, 1,20,000, 305,000 and 1,65,000 options in the year 2010 and 1,65,000 options in the year 2011.

At the 21st Annual General Meeting of the Company, held on November 28, 2011 the members had approved the issue of further 30,00,000 options to the employees under the Employees' Stock Option Plan. The Company had issued 61,00,000 options out of the above options and also lapsed options granted in 2007, 2008 & 2009.

Out of the 1,88,34,500 Options granted to eligible employees so far, 9,11,624 options have been exercised, 49,84,026 options have lapsed, 28,82,500 options have been surrendered and presently 1,00,56,350 Options are in force. Further 5,13,526 Options remain to be granted out of the options approved and granted options which have lapsed.

SEBI (Employees' Stock Option Scheme and Employees' Stock Purchase Scheme) Guidelines, 1999 as amended (hereinafter referred to as "SEBI Guidelines") require that in case of any corporate action(s) such as right issues, bonus issues, merger, demerger, amalgamation, sale of division, or any form of corporate restructuring, a fair and reasonable adjustment needs to be made to the options granted under the Employees' Stock Option Schemes. Accordingly, if any additional equity shares are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 50,00,000 equity shares shall be deemed to be increased to the extent of such additional equity shares issued.

We give below the statutory information as required by Regulation 6 of the SEBI Guidelines:

The salient features of the proposed Employee Stock Option Plan are as under:

- a) **Total number of options to be granted**
The aggregate number of options to be granted under this plan is 50,00,000 (Fifty Lac) only. Each option shall entitle the holder thereof to apply for and be allotted one fully paid equity share of ₹ 10/-.
- b) **Identification of class of employees entitled to participate in the ESOS**
Employees as are defined in the SEBI Guidelines, which, inter-alia, include employees of subsidiary(ies) and sub-subsidiary(ies).
- c) **Requirement of Vesting, maximum period of vesting**
The vesting period and the maximum period of vesting under each Plan shall be determined by the Compensation Committee of the Board.
- d) **Maximum period within which the option shall be vested**
The maximum period within which the options shall vest would be 10 (ten) years from the date of grant of the option to the concerned employee and the actual terms of vesting shall be decided by the Compensation Committee of the Board.
- e) **Exercise price or pricing formula**
The exercise price of the Stock Options shall be the price of the shares as decided by the Compensation Committee subject to SEBI Guidelines.
- f) **Exercise Period and the Process of Exercise**
 - i) Exercise period will commence from the date of vesting and extend upto the expiry period of options as decided by the Compensation Committee of the Board.
 - ii) The mode or process of exercise of the option will be framed by the Compensation Committee of the Board
 - iii) The Options will lapse if not exercised within the specified exercise period.
 - iv) Vested options shall be exercised within such period as decided in the Compensation Committee by written notice to the Company accompanied by the payment for the exercise price.
- g) **Appraisal Process**
The appraisal process for determining the eligibility of the employee would be laid down by the Compensation Committee and would be based on the performance and/or merit of the employee, during any given period and/or such other criteria that may be determined by the Compensation Committee at its sole discretion.
- h) **Maximum number of options to be issue per employee and in aggregate:**
The maximum number of options to be granted to an employee in a year would not exceed more than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant.
- i) **Accounting policies:**
The Company shall conform to the accounting policies specified in regulation 13.1 read with Schedule I of the SEBI Guidelines.
- j) **Method of valuation:**
The Company would use the intrinsic value method of accounting to account for Employee Options. The difference between the employees compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options, shall be disclosed in the Directors' Report and also the impact of such difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.
- k) **Options to Employees and Directors of Holding / Subsidiary Company(ies) and other persons:**
The benefit of Scheme shall also be extended to the permanent employees and directors of the subsidiary(ies) companies including sub-subsidiary(ies) and / or such other persons as may from time to time, be allowed to enjoy the benefits of Scheme, in the same manner and subject to terms and conditions as mentioned herein. The aggregate options/ securities issued to the employees of the Company/ Subsidiary(ies) Company(ies) [including Sub-subsidiary(ies)] in terms of the ESOS shall not exceed the overall limits as approved by the members of the Company in the General Meeting.
The Directors commend the Resolution for approval of the members.
Directors other than promoter Directors of the Company may be deemed to be interested or concerned in the proposed Resolution.

RESOLUTION AT ITEM NO. 12

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\$ 200 Million or its Indian Rupee equivalent.

This resolution is similar to one passed last year. Since the validity of the earlier resolution was for one year and hence expires on November 24, 2013, 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.

The Board commends the Resolution for your approval.

None of the Directors of the Company are in any way concerned or interested in the Resolution.

The following documents would be open for inspection at the Registered Office of the Company on all working days except holidays till date of the meeting between 9.30 a.m. to 6.30 p.m.

- Memorandum and Articles of Association of the Company;
- Annual Report of the Company for the year ended 30th June 2013 and
- Latest Un-audited Financial Results of the Company for the quarter ended 30th September, 2013.

By Order of the Board



(Verinder Khashu)
Company Secretary &
Head Legal/Compliance

**Details of the Directors seeking re-appointment in forthcoming Annual General Meeting
(in pursuance of Clause 49 of the Listing Agreement)**

Name of Director	Mr. T C Venkat Subramanian
Date of Birth	30-10-1949
Date of Appointment	01-11-2010
Brief Profile	Mr. T C Venkat Subramanian was Chairman & Managing Director of 'Export Import Bank of India' and has over 40 years experience in banking and finance.
Expertise in specific functional areas	Banking and Finance
Qualifications	Bachelor in Engineering and is a Certified Associate of Indian Institute of Bankers.
Directorship held in other public companies (excluding foreign companies)	Agricultural Finance Corporation Limited, Jyoti Structures Limited, STCI Finance Limited, LIC Nomura MF Trustee Co. Pvt. Limited, Investec Capital Services (India) Pvt. Limited, Foundation for Organisational Research & Education (Trust)
Membership/Chairmanship of Committees of other public companies (includes only Audit Committees and Investors' Grievance Committee)	Audit Committee Chairman / Member – Agricultural Finance Corporation Limited (Member), Jyoti Structures Limited (Member), STCI Finance Limited (Member) Compensation / Remuneration Committee Chairman / Member Jyoti Structures Limited (Member)
Shareholding in the Company	Nil

Dear Shareholder,

Date: 24th October, 2013

Re: Submission of PAN Details

We request you to submit details of your Income Tax Permanent Account Number (PAN) as in terms of directive of Securities and Exchange Board of India, submission of these details by every participant in the securities / capital market has become mandatory.

Kindly return the duly filled in and signed with self-attested copy of your PAN cards of all holders including joint holders, to the Company or the Registrars. If you are holding shares in electronic form, please furnish these details to your Depository Participant.

For ROLTA INDIA LIMITED



(Verinder Khashu)
Company Secretary &
Head Legal/Compliance



ROLTA INDIA LIMITED

Registered Office : Rolta Tower - A,
Rolta Technology Park, MIDC - Marol,
Andheri (East), Mumbai - 400093

ADMISSION SLIP

Twenty-Third Annual General Meeting to be held on 23rd November 2013 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.

Folio No. _____ DP-Id: IN _____ Client-Id: _____

Name of Shareholder(s) _____

I/We hereby certify that I am / we are the Member(s) / Proxy of the Member(s), of the Company holding _____ equity shares.

Signature of Member(s) / Proxy

- 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.
- Name of the Proxy in Block Letters Mr/Mrs/Ms. _____



ROLTA INDIA LIMITED

Registered Office : Rolta Tower - A,
Rolta Technology Park, MIDC-Marol,
Andheri (East), Mumbai - 400093.

PROXY FORM

We _____

_____ being

Member(s) of Rolta India Limited hereby appoint Mr/Mrs/Ms. _____ or failing

him/her _____ of _____ as my/our Proxy to attend and

vote for me/us on my/our behalf at the Twenty-Third Annual General Meeting of the Company to be held on 23rd November 2013 at 11.30 a.m. and at any adjournment thereof.

In witness whereof

I/We have signed on this _____ day of _____, 2013.

Folio No. _____ DP-Id: IN _____ Client-Id: _____

No. of Shares held: _____

Affix
revenue
stamp

A Member intending to appoint a Proxy should complete the Proxy Form and deposit it at the Company's Registered Office, at least 48 hours before commencement of the Meeting.

