

C. B. JAIN & ASSOCIATES.

Practicing Company Secretaries

Office No. 19, 2nd Floor, 30/34 Kartar Premises CSL a.k.a Nanik Niwas, Dr. DD Sathe Marg, Benham Hall Lane, Opera House, Mumbai – 400004.

E-mail id: cscbjain.associates@gmail.com

Mob No: 9664844938 / Tel (O): 022-49736938

December 31, 2021

To,

The Chairman

ROLTA INDIA LIMITED

Rolta Tower-A, Rolta Technology Park,
22nd Street MIDC-Marol, Andheri (East)
Mumbai MH – 400093 IN

**Form No. MGT 13 - Report of Scrutinizer
Combined Scrutinizer's Report (E-Voting & Poll)
For Rolta India Limited**

I, Chirag Bhupendra Jain, Proprietor of **C. B. JAIN & ASSOCIATES**, Practicing Company Secretaries, having my office at Office No. 19, 2nd Floor, 30/34, Kartar Premises CSL a.k.a. Nanik Niwas, Dr. DD Sathe Marg, Benham Hall Lane, Opera House, Mumbai – 400004 have been appointed as the Scrutinizer by the Board of Directors of the Company, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (ix) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, for the purpose of scrutinizing the aforesaid voting process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the Notice convening 31st Annual General Meeting of the Company held on Friday, December 31, 2021 at 12.30 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on December 31, 2021.

At the request of the management we hereby submit our Combined scrutinizer report on evoting and poll as under:

- 1) The Notice convening AGM dated 08th December, 2021 convening the 31st AGM of the Company along with statement setting out material facts under Section 102 of the Act were sent to the shareholders.
- 2) The Company had also provided voting by way of the poll to the shareholders present at the AGM and who had not cast their vote earlier through remote evoting facility.
- 3) The Voting rights were reckoned as on Thursday, December 23, 2021, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the Meeting.
- 4) The Company has availed services of National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.



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- 5) The remote e-voting period was kept open for three days which commenced on Tuesday, December 28, 2021 at 9:00 A.M. and end on Thursday, December 30, 2021 at 5:00 P.M.
- 6) After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized by me.
- 7) The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast thereunder were counted.
- 8) I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL evoting system and voting by the poll at the AGM.
- 9) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder relating to remote e-voting on the resolution(s) contained in the Notice convening AGM of the Members of the Company and at the meeting.
- 10) My responsibility as a Scrutinizer for the voting process is restricted to make a scrutinizer's report of the votes cast "in favour" "against" or remain "abstain / invalid", if any, on the resolution(s) contained in the Notice convening AGM, based on the reports generated from the e-voting system and through voting at poll.

I now submit my consolidated Report as 'Annexure A' on the result of the remote e-voting and voting by the poll at the AGM in respect of the said resolutions. All the resolution(s) having secured requisite majority of votes, the respective resolution(s) may be considered to have been passed. The Chairman may accordingly declare result of voting.

Thanking You,

Yours faithfully,



Chirag Bhupendra Jain
Company Secretary in Practice
Membership No. 37337
C.P. No. 13973

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Mob No: 9664844938 / Tel (O): 022-49736938

Place: Mumbai

Date: 31/12/2021

UDIN: A037337C002014831



Witnesses:

We the undersigned witness state that the votes were unblocked from the e-voting website of NSDL in our presence at the office of the Scrutinizer.

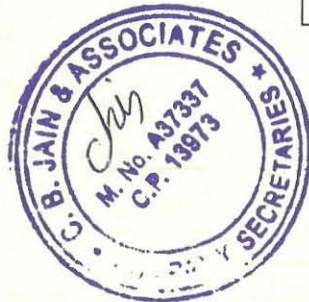
Mand Kumar Jha
Countersigned:

Hite

Chairman
Chairman

Annexure A - Rolta India Limited

Resolution Required : (Ordinary)			1 - (a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon; (b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with the Report of the Auditors thereon and in this regard, pass the following resolution(s) as an Ordinary Resolution(s);					
			No					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	3839592	3839592	100.00	3839592	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		3839592	100.00	3839592	0	100.00	0.00
Public Institutions	E-Voting	7882664	1531183	19.42	0	1531183	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		1531183	19.42	0	1531183	0	100
Public Non Institutions	E-Voting	154169099	2325407	1.51	1893710	431697	81.44	18.56
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2325407	1.51	1893710	431697	81.44	18.56
Total		165891355	7696182	100	5733302	1962880	74.50	25.50



Annexure A - Rolta India Limited

Resolution Required : (Ordinary)			2 - To appoint a Director in place of Lt. Gen. K. T. Parnaik (Retd.), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment in this regard, pass the following resolution as an Ordinary Resolution:					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	3839592	3839592	100.00	3839592	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		3839592	100.00	3839592	0	100.00	0.00
Public Institutions	E-Voting	7882664	1531183	19.42	1531183	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		1531183	19.42	1531183	0	100	0
Public Non Institutions	E-Voting	154169099	2323532	1.51	1873323	450209	80.62	19.38
	Poll		0	0.0000	0	0	0.00	0.00
	Postal Ballot		0	0.0000	0	0	0.00	0.00
	Total		2323532	1.51	1873323	450209	80.62	19.38
Total		165891355	7694307	100	7244098	450209	94.15	5.85

