

To,

✓
M/s. BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

M/s. National Stock Exchange of India Limited
Listing Department
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400051.

REFERENCE
RIL/SH.CAP.RECON/Q4-FY15-16/2016

DATE
21-Apr-2016

Dear Sirs,

Sub : Report on 'Reconciliation of Share Capital Audit' by Practicing Company Secretary

Pursuant to Regulation 55A of the SEBI (Depositories And Participants) Regulations, 1996; we enclose herewith a Report dated 18-Apr-2016 on "Reconciliation of Share Capital Audit" for the 4th & last quarter ended 31-Mar-2016, of the Financial Year 2015-16 of Rolta India Limited, duly signed by the Practicing Company Secretary - Mr. Virendra G. Bhatt.

It may please be taken on record of your esteemed Exchange.

Thanking you,

Yours faithfully,
For ROLTA INDIA LIMITED,


(Verinder Khashu)
Company Secretary & Head - Legal/Compliance

Encl : a/a

ROLTA INDIA LIMITED

Rolta Tower 'A', Rolta Technology Park, MIDC - Marol, Andheri (East), Mumbai - 400 093. INDIA.

CIN : L74999MH1989PLC052384, Tel.: +91(22) 2926 6666/3087 6543, Fax: +91(22) 2836 5992, E-mail : indsales@rolta.com, www.rolta.com

Virendra Bhatt

Company Secretary

Office :
602, Tardeo Airconditioned Market,
Tardeo Main Road, Tardeo,
Mumbai-400 034.
Tel. : 2351 4867 / 2351 2412
Mobile : 98200 48670
e-mail : bhattvirendra1945@yahoo.co.in

RECONCILIATION OF SHARE CAPITAL AUDIT

- | 1. For Quarter Ended | : 31 st March, 2016 | | | | | | | | |
|---|---|---------------------|------------------------------|--------------------|---------------------|------------------------------------|-------------------------|--|-----------------------|
| 2. ISIN | : INE293A01013 | | | | | | | | |
| 3. Face Value | : Rs. 10/- per Equity share | | | | | | | | |
| 4. Name of the Company | : ROLTA INDIA LIMITED | | | | | | | | |
| 5. Registered Office Address | : ROLTA TOWER-A, ROLTA
TECHNOLOGY PARK, 22ND
STREET, MIDC,
MAROL, ANDHERI (E)
MUMBAI 400093 | | | | | | | | |
| 6. Correspondence Address | : Rolta Tower-A, Rolta Technology Park,
MIDC-Marol, Andheri (E),
Mumbai- 400 093. | | | | | | | | |
| 7. Telephone & Fax Nos. | : Tel No. 30876543/29266666
Fax No. 28365992 | | | | | | | | |
| 8. Email Address | : verinder.khashu@rolta.com | | | | | | | | |
| 9. Name of the Stock Exchanges where the
Company's securities are listed | : BSE Ltd.
: National Stock Exchange of India Ltd. | | | | | | | | |
| | <table><thead><tr><th>Number of
Shares</th><th>% of Total
Issued Capital</th></tr></thead><tbody><tr><td>10. Issued Capital</td><td>: 162704096 100.00%</td></tr><tr><td>11. Listed Capital (Exchange-wise)</td><td>: 162704096 BSE 100.00%</td></tr><tr><td></td><td>*162482363 NSE 99.86%</td></tr></tbody></table> | Number of
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| | *162482363 NSE 99.86% | | | | | | | | |



12. Held in dematerialized form in CDSL :	14928310	9.17%
13. Held in dematerialized form in NSDL :	145109972	89.19%
14. Physical :	2665814	1.64%
15. Total No. of Shares (12+13+14) :	162704096	100.00%

16. Reasons for differences if any, between: *2,21,733 shares are not listed on NSE as they are under abeyance (10 & 11), (11 & 15)

* The company had issued 8,01,36,523 shares on 31/01/2008 and made an Application to NSE for the same, out of which the shares were listed as follows:

No. of Shares	Date of Listing
7,98,66,096	21/02/2008
5,179	01/04/2008
6,739	21/05/2008
8,980	22/07/2008
2,779	26/09/2008
1,659	26/11/2008
2,600	25/02/2009
3,050	17/06/2009
2,099	19/11/2009
4,409	04/02/2010
1,860	17/05/2010
1,970	02/12/2010
910	20/04/2011
500	28/12/2011
1300	20/05/2013
2710	31/12/2015
1950	19/01/2016
Total 7,99,14,790	



17. Certifying the details of changes in the share capital under consideration as per table below:

(i) Changes in the share capital during the previous quarters:

Particulars	No. of shares	Applied/ Not Applied for Listing	Listed on stock exchange (Specify Names)	Whether applicable to CDSL	Whether applicable to NSDL	Whether shares held in physical form	In-prin. Appr. Pending for SE (specify Names)
-	-	-	-	-	-	-	-

(ii) Changes in the share capital during the quarter ended 31st March, 2016:

Particulars	No. of shares	Applied/ Not Applied for Listing	Listed on stock exchange (Specify Names)	Whether applicable to CDSL	Whether applicable to NSDL	Whether shares held in physical form	In-prin. Appr. Pending for SE (specify Names)
Allotment of 8,37,500 Equity Shares of Rs. 10 each under Employees Stock Option Plans on January 12, 2016.	8,37,500	YES	January 22, 2016 On BSE and NSE	YES	YES	NO	NO
Allotment of 5,37,500 Equity Shares of Rs. 10 each under Employees Stock Option Plans on February 23, 2016.	5,37,500	YES	March 04, 2016 on BSE and March 09, 2016 on NSE	YES	YES	NO	NO

18. Register of Members is updated (Yes/ No)
If not, updated upto which date

: Yes, till 31st March, 2016.



19. Reference of previous quarter with regards to excess dematerialized shares, if any: N. A.

20. Has the company resolved the matter mentioned in point no.19 above in the current Quarter? If not, reason why? N. A.

21. Mentioned the total No. of requests, if any, confirmed after 21 days and the total no. of Requests pending beyond 21 days with the reasons of delay:

Total no. of demat requests	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 days	N.A	N.A	N.A
Pending for more than 21 days	N.A	N.A	N.A

22. Name, Telephone & Fax No. of the Compliance Officer of the Company

: Mr. Verinder Khashu
Tel No.: 29266666 Extn. - 1533
Fax No.: 28365992.

23. Name, Address, Tel. & Fax No., Regn. No. of the Auditor

: Virendra G. Bhatt
Practicing Company Secretary
6/02, Tardeo A C Market,
Tardeo Main Road,
Mumbai - 400034.
ACS-1157, CP-124

24. Appointment of common agency for share registry work ,if yes (name & address)

: M/s. Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills compound,
L.B.S. Marg, Bhandup (West),
Mumbai - 400078.

25. Any other detail that the auditor may like to provide: (E.g. BIFR Company, delisting from SE, company changed its name etc.) : N. A.



Virendra G. Bhatt
Practising Company Secretary
ACS - 1157 / CP - 124

Date: 18th April, 2016.
Place: Mumbai.