

Corporate Governance

As at 30th June 2011

Company's Philosophy on Corporate Governance

ROLTA's Corporate Governance principles are based on the principles of fairness, transparency and commitment to values. The Company adheres to good corporate practices and is constantly striving to better them and adopt emerging best practices. It is believed that adherence to business ethics and commitment to corporate social responsibility would help the Company achieve its goal of maximizing value for all its stakeholders. The Company is committed to good corporate governance and continuously reviews various investor relationship measures with a view to enhance stakeholders' value. The Company has adopted a Code of Conduct for top three tier of management including the Whole-time Directors, and the Managing Director. The Company's Corporate Governance policy has been further strengthened through the Rolta Directors and Designated Employees Code of Conduct for Prevention of Insider Trading which is in line with the amended Securities and Exchange Board of India (SEBI) Regulations in this regard. The Company provides detailed information on various issues concerning the Company's business and financial performance. Rolta respects the rights of its stakeholders to information on the performance of the Company. It takes proactive approach and revisits its governance practices from time to time so as to meet business and regulatory needs.

We believe that sound corporate governance is critical to enhancing and retaining investor trust. Accordingly, we always seek to ensure that we attain our performance goals with integrity. Our disclosures always seek to attain the best practices in international corporate governance. We also endeavour to enhance long term shareholder value and respect minority rights in all our business decisions. Rolta has complied in all material respects with the features of Corporate Governance as specified in the revised guidelines of the Clause 49 of the Listing Agreements.

1 Board of Directors

(i) Composition of the Board

The Board of Directors of the Company includes individuals who are professionals in their respective areas of specialization and who have held eminent positions. The Board is broad based and comprises of individuals drawn from management, technical, financial and legal fields. The members of the Board are individuals with leadership qualities and strategic insight. The current policy of the Company is to have an Executive Chairman who is also the Managing Director. Directors including Non-executive Directors are professionally competent. At present, the Board consists of eleven members, of which six are Non-Executive Independent Directors. None of the Directors on the Board of Rolta India Ltd. is a director in more than ten listed companies, member of more than ten committees and Chairman of more than five committees, across all the Companies in which he is a Director. The Board's role, functions, responsibilities and accountability are clearly defined.

The Board has complete access to all information within the Company. Regular updates provided to the Board inter alia, include:

- Quarterly results of our operating divisions or business segments
- Annual, Mid-Term and Long-Term operating plans and budgets and any updates
- Minutes of meetings of audit, compensation, investor grievance and management committees.
- General notices of interest received from directors .
- Dividend data
- Information on recruitment and remuneration of senior officers one level below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Materially important litigations, show cause, demand, prosecution and penalty notices
- Any materially relevant defaults in financial obligations to and by us
- Details of joint ventures, acquisitions of companies or collaboration agreements
- Any significant development on the human resources aspect
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
- Sale of material nature of investments, subsidiaries and assets, which are not in the normal course of business
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Details of foreign risk exposure and the steps taken by the management to limit risks of adverse exchange rate movement
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, etc.

The composition and category of Directors on the Board of the Company as on 30th June 2011 are:

Sr. No.	Name of the Director	Category	Designation
1	Mr. Kamal K Singh	Executive, Whole-time Director	Chairman & Managing Director
2	Mr R R Kumar	Non-Executive, Independent Director	Director
3	Mr. K R Modi	Non-Executive, Independent Director	Director
4	Lt. Gen J S Dhillon (Retd.)	Non-Executive, Independent Director	Director
5	Mr. V K Agarwala	Non-Executive, Independent Director	Director
6	Mr. V K Chopra	Non-Executive, Independent Director	Director
7	Mr. T.C. Venkat Subramanian [@]	Non-Executive, Independent Director	Director
8	Mr. A D Tayal	Executive, Whole-time Director	Joint Managing Director
9	Mr. A P Singh [#]	Executive, Whole-time Director	Joint Managing Director
10	Mr. Ben Eazzetta	Non-Executive, Non- Independent Director	Director & President – International Operations
11	Mr. Hiranya Ashar	Executive, Whole-time Director	Director Finance & Chief Financial Officer

[@] Mr. T.C. Venkat Subramanian was appointed as Additional Director w.e.f. 1st November, 2010 and was elected as Director at the AGM held on 24th November, 2010)

[#] Mr. A P Singh retired as Joint Managing Director w.e.f. 1st July, 2011 and continues to be a Member on the Board of the Company.

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(ii) Board Meetings:

Five Board Meetings were held last year with a minimum of one meeting in each Quarter. The Board Meetings of the Company are prescheduled and adequate notice is given to the members of the Board. Apart from the Quarterly Board Meetings, the Company convenes additional Board Meetings if required by giving appropriate notice to the Directors to consider specific matters related to the business of the Company. The Board Meetings are generally held at the Registered Office of the Company at Rolta Tower A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai - 400093, India.

For effective corporate management, the Board has constituted various Committees viz. Management Committee which meets every month, Audit Committee quarterly, Compensation Committee twice in a year and Investors' Grievance Committee also twice in a year.

During the financial year 2010-11, the Board of the Company, as also the various specialised committees constituted by the Board, held as many as 24 meetings, which include 5 meetings of the Board. Information as required to be given in terms of Annexure 1A to Clause 49 of the Listing Agreement, was placed before the Board for its consideration and all matters with explanatory notes / reports relating to the respective committees were circulated to the committee members before the meetings.

The Directors, including the Non-executive Directors, actively participated at length in the deliberations of the Board. During the financial year 2010-11, the Board held its meetings on 10th August 2010, 25th October 2010, 24th November 2010, 31st January 2011 and 6th May, 2011. The time gap between any two Board meetings did not exceed four months.

(iii) Attendance of Directors at Board and Annual General Meeting

Attendance of Directors at the Board Meetings and the Annual General Meeting held during financial year 2010-2011:

Sr. No.	Name of the Director	Meetings held during the tenure of the Directors	Meetings Attended	Whether Present at the last AGM
1	Mr. Kamal K Singh	5	5	Yes
2	Mr. R R Kumar	5	5	Yes
3	Mr. K R Modi	5	5	Yes
4	Lt. Gen J S Dhillon (Retd.)	5	5	Yes
5	Mr. V K Agarwala	5	5	Yes
6	Mr. Behari Lal*	5	5	Yes
7	Mr. V K Chopra	5	5	Yes
8	Mr. T.C. Venkat Subramanian**	3	3	No
9	Mr. A D Tayal	5	5	Yes
10	Dr. Aditya K Singh [#]	2	1	No
11	Mr. A P Singh ^{##}	5	5	Yes
12	Mr. Ben Eazzetta	5	3	No
13	Mr. Hiranya Ashar	5	5	Yes

* Mr. Behari Lal resigned as Director w.e.f. 6th May 2011.

** Mr. T.C. Venkat Subramanian was appointed as Additional Director w.e.f. 1st November, 2010 (confirmed as Director in the AGM held on 24th November, 2010).

[#] Dr. Aditya K Singh ceased to be Director w.e.f. 24th November 2010.

^{##} Mr. A P Singh retired as Joint Managing Director w.e.f. 1st July, 2011 and continues to be a Member on the Board of the Company.

(iv) No. of other Boards/Board Committees in which the Directors are either Member or Chairman as on June 30, 2011

Sr. No.	Name of the Director	Position	Directorship held as on June 30, 2011		No. of Membership / Chairmanship in other Board Committees ^{###}	
			India listed Companies [#]	All companies around the world ^{##} (listed & unlisted)	Membership	Chairmanship
1	Mr. Kamal K. Singh	Chairman & Managing Director	-	24	-	-
2	Mr. R. R. Kumar	Independent Director	3	7	5	3
3	Mr. K. R. Modi	Independent Director	1	2	3	1
4	Lt. Gen J. S. Dhillon (Retd.)	Independent Director	-	4	-	-
5	Mr. V. K. Agarwala	Independent Director	-	7	1	-
6	Mr. V. K. Chopra	Independent Director	6	16	11	6
7	Mr. T. C. Venkat Subramanian	Independent Director	1	8	4	-
8	Mr. A. D. Tayal	Joint Managing Director	-	4	1	-
9	Mr. A. P. Singh	Joint Managing Director	-	9	-	-
10	Mr. Benedict A. Eazzetta	Director & President International Operations	-	10	-	-
11	Mr. Hiranya Ashar	Director - Finance & CFO	-	3	2	-

[#] Excluding Directorship in Rolta India Limited.

^{##} Directorships in public & private limited companies (listed and unlisted) around the world including Rolta India Limited.

^{###} Includes Audit Committee and Investors Grievance Committee in all companies around the world.

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2. Management Committee

The Management Committee is a Committee of the Board and is authorised to deliberate, act and decide on all matters, which the full Board is otherwise empowered to do, except those matters, which are specifically required by law to be considered and decided by full Board. The Management Committee meets regularly to deliberate and take decisions on various issues relating to strategic, financial, corporate and legal matters ensuring smooth management of the Company.

The Management Committee comprises three Whole-time Directors (including the Chairman) and two non-executive and independent Directors, namely Mr K K Singh, Mr A D Tayal, Mr Hiranya Ashar, Mr R R Kumar and Mr K R Modi. Mr K K Singh is the Chairman of the Management Committee. The Company Secretary acts as the Secretary to the Management Committee.

Attendance of Directors at the Management Committee during the financial year 2010-11:

Sr. No.	Name of the Director	Meetings held during the tenure of the Director	Meetings Attended
1	Mr. Kamal K Singh	11	11
2	Mr. R R Kumar	11	11
3	Mr. K R Modi	11	11
4	Mr. A D Tayal	11	6
5	Mr. Hiranya Ashar	11	10

3. Investors' Grievance Committee

The Board of Directors of the Company, has formed an Investors' Grievance Committee comprising of two Non-Executive and two Whole-time Directors. The Investors' Grievances Committee is chaired by Mr. K R Modi and its other members include Mr. R R Kumar, Mr. A D Tayal and Mr. Hiranya Ashar. Mr. Dharmesh Desai, the Company Secretary and the Compliance Officer under Clause 49 of the Listing Agreement, also acts as the Secretary of the Investors' Grievance Committee.

This Committee's mandate requires it to look into investors' grievances relating to matters such as the transfer of shares, non-receipt of Annual Reports and non-receipt of dividends, and also reviews any cases filed by aggrieved investors before the courts or other forums. It also supervises the Company's in-house Investor Service Cell, which services the shareholders of the Company by monitoring, recording and processing share transfers and requests for dematerialization of shares.

The Company has appointed M/s Link Intime India Pvt. Ltd. as its Registrar & Share Transfer Agent w.e.f. 1st February, 2011. The transfers received by the Company/ Registrar & Share Transfer Agent are generally processed and transferred on a monthly basis. No valid transfer request remains pending for transfer to the transferees as on 30th June 2011. All requests for dematerialization of shares are likewise processed and confirmation thereof is normally communicated to the concerned depository within 10 working days of receipt of all documents.

The Committee monitors the Redressal of Investor Grievances. The total number of complaints received and replied to the satisfaction of the shareholders during the year under review was 37. The complaints received from regulatory authorities and pending as on June 30, 2011 were as follows:

There are 36 complaints as per records of the Securities and Exchange Board of India. Out of these 36, 10 have been resolved by the Company, 9 are subjudiced and pending for Court Orders in which company is only a formal party, 3 are intra-party disputes brought to the notice of the Company. In case of the remaining 14 complaints, the shareholders

have not responded to the request of the Company to comply with formalities or furnished information /documents as required by the Company in spite of reminders having been sent to them.

No complaints as received from Bombay Stock Exchange Ltd (BSE), and National Stock Exchange of India Ltd (NSE) remained pending for resolution as on June 30, 2011.

The attendance of the Directors at the meeting of the Investor Grievance Committee held during the period ended June 30, 2011, is as follows:

Sr. No.	Member	Meeting held	Meetings Attended
1	Mr. K R Modi	2	2
2	Mr. R R Kumar	2	2
3	Mr. A D Tayal	2	1
4	Mr. Hiranya Ashar	2	1

4. Audit Committee

The Company's Audit Committee was formed in compliance with Clause 49 of the Listing Agreement with the Indian Stock Exchanges as read with Section 292A of the Companies Act, 1956. Presently the Audit Committee consists of three independent and non-executive Directors, namely, Mr. R R Kumar (as Audit Committee Chairman), Mr. K R Modi and Mr. V. K. Chopra (appointed on 18th October, 2010 as Member of the Committee) and one Whole-time Director Mr. Hiranya Ashar. Mr. Behari Lal had resigned from the Board as well as Member of the Committee w.e.f. 6.5.2011.

Mr. R R Kumar was the former Chairman & Managing Director of Union Bank of India and has sound knowledge in the areas of Finance, Banking and Accounts. Mr. K R Modi another member of the Audit Committee has deep knowledge in law. Mr. V. K. Chopra is a Fellow Member of The Institute of Chartered Accountants of India. He has held various top positions during his 39 years of experience in Banks, including 3 years as Chairman & Managing Director in Corporation Bank, Mangalore & SIDBI, Delhi / Lucknow; 3 years as Executive Director in Oriental Bank of Commerce. He retired as Whole Time Member in SEBI, after serving for about a year. He has deep knowledge of Banking & Finance. Mr. Hiranya Ashar is Director Finance & Chief Financial Officer of the Company and has sound knowledge in the areas of Finance, Banking and Accounts.

The Company held four Audit Committee meetings for the review of financial results relating to the period July 1, 2010 to June 30, 2011. These meetings were well attended. The Committee invited the Auditors to be present at these meetings. The Company Secretary acts as the Secretary of the Audit Committee.

The Audit Committee also advises the management on the areas wherein internal audit process can be strengthened. The minutes of the meetings of the Audit Committee are circulated to the members of the Committee and placed before the Board.

Terms of Reference: The terms of reference/powers of the Audit Committee have been specified by the Board of Directors as under:

A. The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the management, the internal auditors and the independent auditor and reviews the processes and safeguards employed by each.

B. The role of the Audit Committee includes the following:

1. Oversight of the Company's financial reporting process and the

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- disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of Statutory Auditors and fixation of audit fees
 3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
 4. Reviewing with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - Matters required to be incorporated in the Directors' Responsibility Statement forming part of the Directors' Report in terms of sub-section (2AA) of Section 217 of the Companies Act, 1956.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by the Management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of related party transactions.
 - Qualifications in draft Audit Report.
 5. Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.) the statement of funds utilized for purposes other than those stated in the Offer Document / Prospectus/ Notice and the Report submitted by the agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendation to the Board to take needed steps in the matter.
 7. Reviewing with the management, the performance of Statutory and Internal Auditors and adequacy of internal control systems.
 8. Reviewing the adequacy of internal audit functions, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
 9. Discussion with internal Auditors of any significant findings and follow-up thereon.
 10. Reviewing the findings of any internal investigations by the internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 11. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 12. Looking into the reasons for substantial defaults in the payment to the shareholders (in case of non-payment of declared dividends) and creditors.
 13. Reviewing the functioning of the Whistle Blower Mechanism.
 14. Carrying out such other function as may be specifically referred to the Committee, by the Board of Directors and/or other Committee of Directors of the Company.
 15. Reviewing the following information:
 - The management discussion and analysis of financial condition and results of operations;

- Statement of significant related party transactions (as defined by the Audit Committee), submitted by Management;
- Management letters/letters of internal control weaknesses issued by the Statutory Auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of internal Auditors.

16. The audit committee's powers, include the following:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Attendance of Directors at the Audit Committee Meetings held during the financial year 2010-11:

Sr. No.	Member	Meetings held	Meetings Attended
1	Mr. R R Kumar	4	4
2	Mr. K R Modi	4	4
3	Mr. Behari Lal §	4	4
4	Mr. V. K. Chopra*	3	3
5	Mr. Hiranya Ashar	4	4

§ Mr. Behari Lal resigned as Director of the Board and also as Member of the Audit Committee w.e.f. 6th May, 2011.

* Mr. V. K. Chopra, was appointed as Member of the Audit Committee w.e.f. 18th October, 2010.

5. Compensation Committee:

The Company's Board has set up a competent and qualified Compensation Committee in compliance with the SEBI guidelines. As on 30 June 2011, its members include Mr. Kamal K Singh (as Compensation Committee Chairman), Mr. R R Kumar, Mr. V. K. Agarwala (appointed as member w.e.f. 6.5.2011) and Mr. K R Modi. The Committee is responsible for grant of ESOPs recommending the compensation structure for Whole-time Directors, approving yearly merit increases and the implementation and administration of the Employee Stock Option Plans.

The Non-Executive Directors of the Company are paid sitting fees at the rate of ₹ 20,000/- for attending each Board Meeting and ₹10,000/- for attending each Board Committee Meeting. Presently, the Non-executive Directors of the Company are not paid commission.

The Compensation Committee held three meetings during the period July 1, 2010 to June 30, 2011.

Attendance of Directors at the Compensation Committee Meetings held during the financial year 2010-11:

Sr. No.	Member	Meetings held	Meetings Attended
1	Mr. Kamal K Singh	3	3
2	Mr. R R Kumar	3	3
3	Mr. K R Modi	3	3
4	Mr. V. K. Agarwala*	-	-

* Mr. V. K. Agarwala was appointed as member of the Committee w.e.f. 6.5.2011

The Committee reviewed the performance of all Executive Directors on the Board annually and approved the payment of individual Commission to each one of them. The Committee believes that the compensation and benefits are adequate to motivate and retain the senior officers of the Company.

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The remuneration of Directors charged to the Profit & Loss Account during the Financial Year 2010-11 is given below:

Sr. No.	Name	Designation	Sitting Fees (₹)	Salary & Allowances (₹)	Taxable value of Perquisites (₹)	Commission (₹)	No of shares held ** (As on 30.06.11)	Stock Options in force (As on 30.06.11)
1	Mr. Kamal K Singh	Chairman & Managing Director	Nil	Nil	39,600	10,00,00,000	2,50,000	NA
2	Mr. R R Kumar	Director	2,90,000	Nil	Nil	Nil	26	NA
3	Mr. K R Modi	Director	2,90,000	Nil	Nil	Nil	2,000	NA
4	Lt. Gen J S Dhillon (Retd.)	Director	1,00,000	Nil	Nil	Nil	Nil	NA
5	Mr. V K Agarwala	Director	1,00,000	Nil	Nil	Nil	28,000	NA
6	Mr. Behari Lal [§]	Director	1,40,000	Nil	Nil	Nil	Nil	NA
7	Mr. V K Chopra	Director	1,30,000	Nil	Nil	Nil	Nil	NA
8	Mr. T. C. Venkat Subramanian	Director	60,000	Nil	Nil	Nil	Nil	NA
9	Mr. A D Tayal	Joint Managing Director	Nil	1,17,78,840	28,54,600	2,00,00,000	3,20,000	6,00,000
10	Dr. Aditya K Singh [@]	Director	Nil	Nil	Nil	Nil	1,53,928	NA
11	Mr. Adarsh Pal Singh [#]	Joint Managing Director	Nil	99,02,129	39,600	1,00,00,000	75,820	1,06,250
12	Mr. Hiranya Ashar	Director Finance & CFO	Nil	85,83,540	32,400	80,00,000	Nil	2,40,000
13	Mr. Benedict A Eazzetta	Director & President - International Operations	Nil	3,19,56,030	Nil	Nil	Nil	8,00,000

Note: None of the Directors received any loans and advances from the Company during the financial year ended June 30, 2011.

[§] Mr. Behari Lal resigned as Director w.e.f. 6.5.2011.

[@] Dr. Aditya K Singh ceased to be Director w.e.f. 24.11.2010

[#] Mr. Adarsh Pal Singh retired as Joint Managing Director w.e.f. 1st July, 2011. However he continues to be member on the Board of the Company.

^{**} Shareholding details are given for the directors on Board as on 30th June 2011.

The remuneration paid to Whole-time Directors, is as per the approval already taken from the members at the Annual General Meeting.

Details of Service Contracts of Whole-time Directors:

Sr. No	Name	Period of Service
1	Mr. Kamal K Singh	01.07.2007 to 30.06.2012
2	Mr. A D Tayal	17.02.2007 to 16.02.2012
3	Mr. Hiranya Ashar	01.11.2009 to 31.10.2012

The Contracts entered into by the Company with all the Whole-time Directors, may be terminated by either the Company or the Wholetime Directors by giving six calendar months' notice in writing.

6. General Body Meetings

The last three Annual General Meetings of the Company were held at Shri Bhaidas Maganlal Sabhagriha, U-1, Juhu Development Scheme, Vile Parle(West), Mumbai 400056.

Financial Year	Date	Time
2009 – 10	24.11.2010	11.30 a.m.
2008 – 09	24.11.2009	11.30 a.m.
2007 – 08	24.11.2008	11.30 a.m.

All resolutions moved at the last Annual General Meeting were passed by show of hands by the requisite majority of members attending the meeting. The following are the Special Resolutions passed at the previous three Annual General Meetings and Extraordinary General Meetings held in the past 3 years.

AGM held on	Summary of Special Resolution
20th Annual General Meeting 24-11-2010	1 Special Resolution (renewal of enabling resolution) as at Item no. 7 under Section 81(1A) and all other applicable provisions of the Companies Act, 1956 and the provisions of Foreign Exchange Management Act 1999 and Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) for an aggregate amount not exceeding US\$ 150 Million or its Indian Rupee equivalent
19th Annual General Meeting 24-11-2009	1 Special Resolution as at Item no. 1 under Section 81(1A) and all other applicable provisions of the Companies Act, 1956 and the provisions of Foreign Exchange Management Act 1999 and Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) for an aggregate amount not exceeding US\$ 250 Million or its Indian Rupee equivalent 2 Special Resolution as at item No. 2 under Section 163 of Companies Act, 1956, consent of the Company be and is hereby accorded to keep the Register and Index Members of the Company, returns and copies of certificates and documents at the office of the third party Registrar and Share Transfer Agents as approved by the Board.
Resolutions passed through Postal Ballot on 15-06-2009	1 Special Resolution as at Item no. 1 under Section 81(1A) and all other applicable provisions of the Companies Act, 1956 and the provisions contained in the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 for amendment of ESOP 2007 Scheme approved by the shareholders at its Annual General Meeting held on November 28, 2006. 2 Special Resolution as at Item no. 2 under Section 81(1A) and all other applicable provisions of the Companies Act, 1956 and the provisions contained in the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 for amendment of ESOP 2008 Scheme approved by shareholders at its Annual General Meeting held on November 16, 2007. 3 Special Resolution as at Item no. 3 under Section 81(1A) and all other applicable provisions of the Companies Act, 1956 and the provisions contained in the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 for amendment of terms of ESOP Scheme as approved by shareholders at its Annual General Meeting held on November 24, 2008.
18th Annual General Meeting 24-11-2008	1 Special Resolutions u/s 81 (1A) for issue of shares (not exceeding 30,00,000 equity shares) under the Employees Stock Option Plan for the employees of the company as well as for the employees of the holding/subsidiary companies.

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7. Code for Prevention of Insider Trading/SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997:

The Company has adopted the Code of Conduct for Prevention of Insider Trading in the equity shares of the Company. This code is known as the Rolta Directors and Designated Employees Code of Conduct for Prevention of Insider Trading. The Company's Insider Trading Code of Conduct, inter-alia prohibits purchase / sale of equity shares of the Company by the Directors and Designated Employees in management position (at the level of Executive Directors and above) while in possession of unpublished price sensitive information in relation to the Company. The Company makes disclosures to the Stock Exchanges of transactions covered under the "Rolta Directors and Designated Employees Code of Conduct for Prevention of Insider Trading". This code meets with the regulations stipulated by the Securities and Exchange Board of India (SEBI), on Prohibition of Insider Trading.

The Company also made disclosures to the Stock Exchanges for transactions covered under the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 by submitting the requisite reports and applications under the said Regulations.

8. Disclosures

Related party transactions are defined as transactions of the Company of material nature with Promoters, Directors or the management, their relatives, subsidiaries, etc. that may have potential conflict with the interest of the Company at large. Details of material and significant related party transactions are given in the Notes to the Accounts annexed to the financial statements. Necessary approvals, as required are taken before entering into any such arrangements.

The Company's equity shares are listed on Bombay Stock Exchange Limited (BSE) and The National Stock Exchange of India Limited (NSE) and the Company's Global Depository Receipts (GDRs) have been listed with London Stock Exchange. The Company has paid the Listing Fees, as applicable to the BSE, NSE and LSE for the Financial year 2010-11.

The Company has duly complied with the requirements of the revised Clause 49 of the Listing Agreement with the Stock Exchanges, as well as with the Regulations of the Securities Exchange Board of India and such other statutory authority relating to the Capital Markets.

The Company has paid the listing fees to Singapore Securities Exchange Trading Limited where in the Company's FCCBs have been listed for the financial year 2010-11.

A qualified practicing Company Secretary carried out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Secretarial Audit Report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India. In the preparation of the financial statements, the Company has not adopted a treatment different from that prescribed in any Accounting Standard. The Company also publishes its Accounts drawn under International Financial Reporting Standards (IFRS).

9. Means of Communication

Timely disclosure of consistent, relevant and up-to-date information on corporate matters, financial matters etc., are at the core of good corporate governance. Towards this end, the quarterly results of the Company were published within 45 days of the end of each quarter and the Audited Annual Results within 60 days of the end of the financial year. The Company also ensures that Press Releases are issued on significant developments and the Investors kept informed of important announcements. The Quarterly Financial Results are published in English and vernacular newspapers. These results are generally published in the all India editions of The Economic Times / Business Standard / Financial Express and other English and vernacular newspapers. The results are posted on the Company's website www.

rolta.com. Investor / shareholders may directly address their queries at investor@rolta.com. The results and the various Press Releases issued by the Company are also promptly forwarded to the Stock Exchanges whereat the equity shares of the Company are listed. The Company frequently organizes facilities visits for representatives of institutional investors. These visits are generally accompanied by presentations by the Company's Strategic Business Units and a briefing on the Company's products and services both in the international markets and in India. The entire Annual Report of the Company as well as the Quarterly Results are also available on the Company's website. The Management's Discussion and Analysis (MDA) giving an overview of the Company's business and its financials etc., Risk Management, Shareholders' Information, Ratio & Ratio Analysis, Directors' Profile, are provided separately in this Annual Report.

Green Initiative- Reaching important communications to the shareholders through email

In terms of the green initiative launched by the Ministry of Corporate Affairs, to allow service of documents to the members through electronic mode, Rolta would send the copy of Annual Report for the year 2010-11 alongwith the Notice convening the Annual General Meeting to those shareholders who have registered their email id with the DPs/ R&T Agents, and have opted not to receive Annual Reports in physical form.

10. General Shareholders Information

Mandatory as also various additional voluntary information of interest to investors is furnished in a separate section 'Shareholders Information' elsewhere in this Annual Report.

The Company has appointed M/s. Link Intime India Pvt. Ltd. as its Registrar & Share Transfer Agent w.e.f. 1st February, 2011. Shareholders are therefore requested to send all future correspondences with regard to Transfer, Change of Address and other grievances etc. to the new Registrar and Transfer Agent M/s Link Intime India Pvt Ltd at the following address:

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

The Company has already informed the shareholders to this effect vide email message and also an advertisement in "Financial Express" and "Navshakti" was placed announcing for the appointment of R&T Agent.

11. CEO/CFO Certification

A certificate from Chairman and Managing Director and Director (Finance) on the financial statements of the Company and on the matters which were required to be certified according to the clause 49(V) was placed before the Board.

12. Code of Conduct for Directors and Senior Management

The Rolta Code of Conduct (Code) is applicable to all Directors (including Whole-time Directors) and Senior Management of the Company at the level of Executive Directors and above. The Code lays down the standards of business conduct, ethics for transparent corporate governance. A copy of the Code has been posted on the Company's website. The Code has been circulated to all members of the Board and Senior Management and the compliance of the same has been affirmed by them.

Report on Corporate Governance

This Corporate Governance Report forms part of the Annual Report. The Company is fully compliant with the provisions of Clause 49 of the Listing Agreement of the Stock Exchanges in India.

Compliance with the Corporate Governance codes

Corporate Governance Voluntary Guidelines, 2009

During the year, the Ministry of Corporate Affairs, Government of

Corporate Governance

As at 30th June 2011

India, published the Corporate Governance Voluntary Guidelines 2009. These guidelines have been published keeping in view the objective of encouraging the use of better practices through voluntary adoption, which not only serve as a benchmark for the corporate sector but also help them in achieving the highest standard of Corporate Governance. These guidelines provide corporate India a framework to govern themselves voluntarily as per the highest standards of ethical and responsible conduct of business. The Ministry hopes that adoption of these guidelines will also translate into a much higher level of stakeholders' confidence that is crucial to ensuring long-term sustainability and value generation by business. The Ministry hopes that adoption of these guidelines will also translate into a much higher level of stakeholders confidence which is crucial to ensure the long-term sustainability and value generation by business. The guidelines broadly focuses on areas such as Board of Directors, responsibilities of the Board, audit committee functions, roles and responsibilities, appointment of auditors, Compliance with Secretarial Standards and a mechanism for whistle blower support. We substantially comply with the Corporate Governance Voluntary Guidelines.

Revised clause 49 of the Listing Agreement

SEBI, with a view to improve corporate governance standards in India and to enhance the transparency and integrity of the market, constituted the Committee on Corporate Governance under the chairmanship of N. R. Narayana Murthy. The Committee issued two sets of recommendations: the mandatory recommendations and the non-mandatory recommendations.

SEBI has incorporated the recommendations made by the Narayana Murthy Committee on Corporate Governance in Clause 49. A revised Clause 49 was made effective from January 1, 2006. The Company fully complies with the mandatory revised Clause 49 of the Listing Agreement and also some of the non-mandatory provisions such as Remuneration Committee and unqualified financial statements.

Compliance

- (i) Certificate from the Statutory Auditors confirming compliance with Clause 49 of the Listing Agreement is published below.

- (ii) Status of compliance of non-mandatory requirement

Remuneration Committee:

The Company has a Remuneration Committee designated as "Compensation Committee". A detailed note on compensation/remuneration is provided in the Annual Report.

Shareholders rights:

The quarterly results are published in the newspapers. After the announcement of the quarterly financial results, a business television channel in India telecasts a live discussion with our Management. This enables a large number of retail shareholders in India to understand our operations better. This is followed by media briefings, press conferences, and earnings conference calls.

We also communicate with investors regularly through email, telephone and face-to-face meetings either in investor conferences, Company visits or on road shows.

Audit Qualification:

During the year under review, there was no audit qualification in Company's financial statements.

Annual Declaration by the CEO Under Clause 49 I (D) of the Listing Agreement regarding Adherence to the Code of Conduct

In accordance with Clause 49 sub-clause I (D) of the Listing Agreement with the Stock Exchanges, I hereby declare that all the Directors and the Senior Management personnel of the Company have affirmed compliance to the Rolta Code of Conduct for the Financial Year ended June 30, 2011.

13. Auditor's Certificate on Corporate Governance

The Auditor's Certificate on compliance of Clause 49 of the Listing Agreement relating to Corporate Governance is published below.

Kamal K Singh
Chairman & Managing Director
11th August, 2011

Auditors' Certificate

On Compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement

To
The Members of
Rolta India Limited

We have examined the compliance of conditions of Corporate Governance by Rolta India Limited for the year ended 30th June 2011, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations, made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We state that such compliance is neither an assurance as to the further viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: August 11, 2011

For Khandelwal Jain & Co.,
Chartered Accountants
Firm Registration No. 105049W



Shivratna Agarwal
Partner
Membership No. 104180