



## POSTAL BALLOT NOTICE

**Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.**

VOTING STARTS ON	VOTING ENDS ON
Friday, September 6 <sup>th</sup> 2024 at 9A.M. (IST)	Saturday, October 5 <sup>th</sup> 2024 at 5 P.M. (IST)

**Dear Members,**

**Notice** is hereby given to the members of Rolta India Limited (the '**Company**') that in terms of the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013 [including any statutory amendment(s), modification(s) and/ or re-enactment(s) thereof for the time being in force] read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in compliance with General Circular No. 14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as '**MCA Circulars**'), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and all the relevant circulars issued by the Securities and Exchange Board of India in this regard, Secretarial Standard on General Meetings (hereinafter referred to as '**SS-2**') issued by 'The Institute of Company Secretaries of India' and subject to such other laws, rules and regulations, as applicable, the Company is seeking consent of its members for the proposed Resolution as set-out hereinbelow, by way of Postal Ballot only through remote e-voting facility i.e. voting through electronic means.

## ROLTA INDIA LIMITED

Registered Office: Rolta Tower 'A', Rolta Technology Park, 22<sup>nd</sup> Street MIDC- Marol, Andheri (East),  
Mumbai-400093, Maharashtra

CIN No. L74999MH1989PLC052384, Tel. No. +91(022)45160094  
email id: investor@rolta.com, website www.rolta.com



In view of the MCA Circulars, the Company is sending this Notice only in electronic form, to those members whose e-mail IDs are registered with the Company/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the members for this Postal Ballot. Members are requested to give their assent/ dissent only through the remote e-voting facility. The instructions to cast the vote through remote e-voting forms part of the Notes to this Notice.

The Resolution proposed to be passed by way of Postal Ballot and the Statement setting-out the material facts and reasons for the proposal are appended below for consideration of the members:

**SPECIAL BUSINESS:**

**1. RE-APPOINTMENT OF M/S SHAH & MANTRI AS STATUTORY AUDITOR OF THE COMPANY FOR CONDUCTING THE STATUTORY AUDIT FOR THE FINANCIAL YEAR 2023-24.**

To consider and if thought fit, to give assent/ dissent to the following Resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 139,141,142 and other applicable provisions if any, of the Companies Act, 2013, other applicable provisions of Insolvency and Bankruptcy Code, 2016 (the Code) read with regulations made thereunder and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members be and is hereby accorded to reappoint M/s. Shah & Mantri, Chartered Accountants having its office at 16, Ground Floor Evershine Mall, Near Mindspace Link Road, Malad West, Mumbai-400064, bearing Firm Registration No. 137146W as the Statutory Auditor of Rolta India Limited for the statutory audit of the Financial Year 2023-

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2024 and to hold the office as such Statutory Auditors till the conclusion of the ensuing 34<sup>th</sup> Annual General Meeting of the Company at a remuneration mentioned in the statement annexed herewith pursuant to Section 102 of the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Resolution Professional of the Company (which expression shall include any director or officer thereof authorised by the Resolution Professional) be and is hereby authorised 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.”

**By Order & Authority of the Resolution Professional  
For Rolta India Limited**

**Sd/-  
Rangarajan Sundaram  
Executive Director & Compliance Officer  
DIN: 08650913**

**Address:** Rolta Tower- A, Rolta Technology Park, 22nd Street  
MIDC- Marol, Andheri (East), Mumbai- 400093 Maharashtra

**Date:** 03.09.2024

**Place:** Mumbai

Tel No:+91(022)45160094

Website: [www.rolta.com](http://www.rolta.com)

Email: [investor@rolta.com](mailto:investor@rolta.com).

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## NOTES AND INSTRUCTIONS

1. The relevant Statement pursuant to the provisions of Section 102 and 110 of the Companies Act, 2013 (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time setting-out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot, vide General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23 2021, No. 20/2021 dated December 8, 2021, No. 03/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022 and No. 09/2023 dated 25 September 2023 (hereinafter collectively referred to as 'MCA Circulars'), this Notice is being sent only by e-mail to all the members, whose e-mail IDs are registered with the Company or with the National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') (hereinafter collectively referred to as 'Depositories') and whose names appear in the Register of Members/ list of Beneficial Owners as received from the Depositories as on **Friday, 23<sup>rd</sup> August 2024 ('Cut-off Date')**.
3. It is clarified that all members of the Company as on the Cut-off Date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) shall be entitled to vote in relation to the Resolution specified in this Notice in accordance with the process specified in the Notice.

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4. The members may note that this Notice will also be available on the Company's website at [www.rolta.com](http://www.rolta.com), websites of the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and NSDL at <https://www.evoting.nsdl.com> being the agency providing the remote e-voting facility.
5. The MCA has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their members in electronic mode. To support this green initiative and to receive communication from the Company in electronic mode, members who have not registered their e-mail ID and are holding shares in physical form are requested to contact Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company ('RTA') and register their e-mail ID. Members holding equity shares in demat form are requested to contact their respective Depository Participants ('DPs') for the same.
6. Members holding equity shares in demat form are requested to provide their PAN, Bank details and intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone and mobile number, nomination, power of attorney, bank details (bank account number, bank and branch name and address, IFSC and MICR code) to their respective DPs. Changes intimated to the DPs will automatically be reflected in the Company's record which will help the Company/ RTA to provide efficient and better services.

As per circulars issued by SEBI from time to time, it is mandatory for the shareholders, holding equity shares in physical mode to furnish their PAN, contact details including Mobile Number, Bank account details and Specimen Signatures before getting any investor service request processed.

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7. Members holding equity shares in physical form are also requested to provide the aforesaid information/ intimate such changes, if not already submitted/ intimated to the Company/ RTA under the signatures of the first/ joint holder(s), by submitting (i) scanned copy of the signed request letter which contains the shareholder's name, folio number, bank details (bank account number, bank and branch name and address, IFSC and MICR code); (ii) self-attested copy of the PAN card; and (iii) cancelled cheque leaf, by sending a communication to Link Intime India Pvt Ltd at their registered address mentioned at Note No.9 below or at the Registered Office of the Company.
8. Members holding equity shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidation of their holdings in one folio. Request for consolidation of holding shall be processed in dematerialized form only.
9. Documents referred to in Note No. 7 & 8 above, may be sent to Link Intime India Private Limited at its office at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083. The contact details of the RTA are: Toll Free No. [+912249186000](tel:+912249186000); e-mail: [ashok.sherugar@linkintime.co.in](mailto:ashok.sherugar@linkintime.co.in) ; Website: [www.linkintime.co.in](http://www.linkintime.co.in) and Contact Person: Mr. Ashok Sherugar (Link Intime India Private Limited) is also the depository interface of the Company with both the Depositories. However, keeping in view the convenience of the members, documents relating to equity shares will also be accepted by (i) Link Intime India Private Limited at its office situated at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083; (ii) the Company at its Registered Office at Rolta Tower A, Rolta Technology Park, 22<sup>nd</sup> Street MIDC-Marol, Andheri (East), Mumbai – 400093, Maharashtra.
10. Institutional shareholders (i.e. other than Individuals, Hindu Undivided Family, Non-Resident Indians) are required to send a scanned copy (PDF/ JPG Format) of their board

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resolution/ authority letter/ Power of Attorney with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cstarunkoli@gmail.com](mailto:cstarunkoli@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

11. Voting rights will be reckoned on the paid-up value of equity shares registered in the name(s) of the members as on Friday, 23<sup>rd</sup> August, 2024 ("Cut-off Date"). Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners, maintained by the Depositories as on the Cut-off Date will be entitled to cast their vote by remote e-voting. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.
12. Dispatch of the Notice shall be deemed to be completed on or before **Wednesday, 04<sup>th</sup> September, 2024.**
13. Remote e-voting will commence on **Friday, 06<sup>th</sup> September, 2024 at 09:00 A.M. (IST)** and ends on **Saturday, 05<sup>th</sup> October, 2024 at 05:00 P.M. (IST).**
14. The Company has appointed Mr. Tarun Koli (ACS: 55196) Company Secretary in whole-time practice, as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. He has given his consent for such appointment.
15. The Scrutinizer shall submit his Report within 2 working days of the conclusion of the remote e-voting to the Resolution Professional / Executive Director of the Company duly authorized for the purpose, who shall countersign and declare the result of the voting forthwith. The Resolution, if passed by the requisite majority, shall be deemed to have been passed at a duly convened general meeting.

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16. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. **Saturday, 05<sup>th</sup> October 2024.**
17. The result of the Postal Ballot along with the Scrutinizers' Report will also be placed on the Company's website i.e. [www.rolta.com](http://www.rolta.com) and on the website of NSDL i.e. <https://www.evoting.nsdl.com/> and on the notice board at the Registered Office of the Company. The Company shall simultaneously forward the result to NSE and BSE, where the equity shares of the Company are listed.
18. Electronic copies of all the documents referred to in the Notice and the Statement shall be made available for inspection. Shareholders will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice till the period of conclusion of the remote e-voting. Members seeking inspection of such documents can send an e-mail to [investor@rolta.com](mailto:investor@rolta.com).
19. The details in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Act (including SS-2) are annexed hereto and forms part of this Notice.

#### **INSTRUCTIONS FOR REMOTE E-VOTING**

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Master Circular No. SEBI/ HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 issued by SEBI on e-voting facility provided by Listed Entities and Secretarial Standard on General Meetings ('SS-2'), members

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are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL on the Resolution set-forth in this Notice of Postal Ballot, through remote e-voting. Members are requested to note that the Company is providing facility for remote e-voting and the business to be transacted through an electronic voting system only.

**I. Information relating to remote e-voting:**

- i. Day, date and time of commencement of voting through electronic means: **Friday, 06<sup>th</sup> September 2024 at 09:00 A.M. (IST).**
- ii. Day, date and time of end of voting through electronic means beyond which voting will not be allowed: **Saturday, 05<sup>th</sup> October 2024 till 05:00 P.M. (IST).**

**II. Instructions relating to remote e-voting:**

**How do I vote electronically using NSDL e-voting system?**

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

**Step 1: Access to NSDL e-voting system**

**A) Login method for e-voting for Individual shareholders holding equity shares in demat mode**

Pursuant to SEBI Master Circular No. SEBI/ HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

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**Login method for Individual shareholders holding equity shares in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding equity shares in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. <b>Existing IDeAS user</b> can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>‘Beneficial Owner’</b> icon under <b>‘Login’</b> which is available under <b>‘IDeAS’</b> section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value added services. Click on <b>‘Access to e-voting’</b> under e-voting services and you will be able to see e-voting page. Click on company name or <b>e-voting service provider i.e. NSDL</b> and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> <li>2. <b>If you are not registered for IDeAS e-Services</b>, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>‘Register Online for IDeAS Portal’</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon <b>‘Login’</b> which is available under <b>‘Shareholder/ Member’</b> section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-</li> </ol>

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	<p>voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>4. Shareholders/ Members can also download NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p><b>Individual Shareholders holding equity shares in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Myeasi username &amp; password.</li> <li>2. After successful login, the Easi/ Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>

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	4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile number and e-mail ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.
Individual Shareholders (holding equity shares in demat mode) <b>login through their depository participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/ CDSL Depository website after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the above-mentioned website.

**Helpdesk for Individual Shareholders holding equity shares in demat mode for any technical issues related to login through Depositories i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding equity shares <b>in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding equity shares <b>in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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**B) Login Method for shareholders other than Individual shareholders holding equity shares in demat mode and shareholders holding equity shares in physical mode.**

**How to Log-in to NSDL e-voting website?**

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

<b>Manner of holding equity shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For members who hold equity shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For members who hold equity shares in demat account with CDSL.	16 Digit Beneficiary ID  For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For members holding equity shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company.  For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will ask you to change your password.
  - c) How to retrieve your 'initial password'?
- (i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for equity shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your e-mail ID is not registered, please follow steps mentioned below **'in process for those shareholders whose email Id are not registered'**.
6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
- (a) Click on **'Forgot User Details/ Password?'** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - (b) **'Physical User Reset Password?'** (If you are holding equity shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) .
  - (c) If you are still unable to get the password by the aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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email id: investor@rolta.com, website www.rolta.com



- (d) Members can also use the OTP (One Time Password) based login for casting the vote on the e-voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
  8. Now, you will have to click on 'Login' button.
  9. After you click on the 'Login' button, Home page of e-voting will open.

## **Step 2: Cast your vote electronically on NSDL e-voting system.**

### **How to cast your vote electronically on NSDL e-voting system?**

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding equity shares and whose voting cycle is in active status.
2. Select 'EVEN' of company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of equity shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the vote cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

The remote e-voting period commences on **Friday, 06<sup>th</sup> September, 2024 at 09:00A.M. (IST)** and ends on **Saturday 05<sup>th</sup> October, 2024 at 05:00 P.M. (IST)**. During this period, members of the Company, holding shares either in physical form or in demat form, as on the Cut-Off Date i.e. **Friday 23<sup>rd</sup> August, 2024** may cast their vote electronically by way of remote e-voting only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on the Resolution is cast by the member, the member shall not be allowed to change it subsequently.

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**Process for those shareholders whose e-mail IDs are not registered with the depositories for procuring user id and password and registration of e-mail ID for e-voting for the Resolution set-out in this notice:**

1. In case equity shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by e-mail to [investor@rolta.com](mailto:investor@rolta.com).
2. In case equity shares are held in demat mode, please provide DPID-CLID (16 - digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to [investor@rolta.com](mailto:investor@rolta.com). If you are an Individual shareholder holding equity shares in demat mode, you are requested to refer to the login method explained at **Step 1(A) i.e. Login method for e-voting for Individual shareholders holding equity shares in demat mode.**
3. Alternatively, shareholders/ members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring User ID and Password for e-voting by providing above mentioned documents.

**General Guidelines for shareholders**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/ Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms. Rimpa Bag at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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### Annexure to the Notice

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder.**

#### **Item No. 1:**

M/s Shah & Mantri, Chartered Accountants, having its office at 16, Ground Floor Evershine Mall, Near Mindspace Link Road, Malad West, Mumbai-400064, bearing Firm Registration No. 137146W was appointed by the Board of Directors of the Company at its meeting held on 08.12.2022 for a term of 1 year i.e. Financial Year 2022-2023 which was approved by its members at its 32<sup>nd</sup> Annual General Meeting of the Company held on 30.12.2022.

It is pertinent to note that Company went under Corporate Insolvency Resolution Process in January 2023 vide NCLT order dated 19<sup>th</sup> January 2023. Therefore, agenda for the appointment of the statutory auditor is to be approved by the Committee of Creditors as required under Section 28(1)(m) and other applicable provisions of Insolvency and Bankruptcy Code, 2016 read with relevant rules & regulations as amended from time to time.

It is pertinent to mention here that due to non-availability of the approval of the Committee of Creditors in the matter of Rolta India Limited owing to the compliance of the provisions of Section 28(1)(m), the item relating to the reappointment of Statutory Auditor could not be proposed at the 33<sup>rd</sup> Annual General meeting of the Company held on 30<sup>th</sup> December 2023. However, due to non-appointment of the Statutory Auditor, there are challenges in ensuring the compliance of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Financial Year 2023- 2024 onwards. Therefore, there is a statutory requirement to appoint Statutory Auditor, to ensure compliances under the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In light of the above, the esteemed CoC then once again in due consideration of the requirement of law/ compliance, subject to the approval of the shareholders, gave approval under section 28(1)(m) of the Code, for re-appointment of retiring auditors i.e. M/s. Shah & Mantri, Chartered Accountants for the Financial Year 2023-2024 & 2024-2025. Accordingly,

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at this point in time, this ordinary resolution is hereby moved through postal ballot for seeking the approval of the members in accordance with the provisions of the Act for the appointment for the statutory audit of the Financial Year 2023-2024. The proposed auditor has given its consent and other relevant documents and this is subject to the approval of shareholders.

Further pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the terms & conditions including remuneration proposed to be paid to the Statutory Auditors for conducting the statutory audit and limited review for the financial year 2023-24, is given herein below, for the information of the Members:

Proposed audit fee payable to auditors	The fees proposed to be paid to M/s. Shah & Mantri towards statutory audit and limited review report (including certifications but excluding applicable taxes and reimbursements) for the financial year 2023-2024 shall be Rs. 7.5 Lakhs.
Terms of appointment	<p>The term of appointment of M/s. Shah &amp; Mantri shall be for the financial year ending on 31st March 2024.</p> <p>Pursuant to Section 139 of the Companies Act, 2013, M/s. Shah &amp; Mantri, Statutory Auditors of the Company, shall hold office till the conclusion of ensuing 34<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2024.</p> <p>At the 34th Annual General Meeting to be held in the year 2024, M/s. Shah &amp; Mantri would be further proposed to be re/appointed for a further period of 1 Financial Year to hold office from the conclusion of the 34th Annual General Meeting till the conclusion of the 35th Annual General Meeting of the Company to be held in the calendar year 2025.</p>

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Material change in fee payable	For the financial year 2022-23, fees for the statutory audit (including limited review audit/report) was Rs. 15,00,000 and looking at the hardship that the Company is going through, the fees proposed to be paid for the statutory audit (including limited review audit/report) for the Financial Year 2023-24 is Rs. 7,50,000.
Basis of recommendation and auditor credentials	<p>Under Section 28(1)(m) of Insolvency and Bankruptcy Code, 2016, agenda for the appointment of M/s Shah &amp; Mantri as Statutory Auditors of the Company was placed by the Resolution Professional and the same was approved by the Committee of Creditors for the year ended on 31<sup>st</sup> March 2024 subject to the approval of the shareholders of the Company.</p> <p><b>Profile</b></p> <p>M/s Shah &amp; Mantri, Chartered Accountants was established in 2013 and has 3 partners. The Firm's head office is in Mumbai and have network offices in Delhi NCR, Bangalore and Hyderabad. The Firm holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The Firm has various service verticals, namely, Audit and Assurance, Taxation, Corporate Finance and Consultancy. The Firm has expertise in statutory audits and have clients, including Listed Companies and MNCs, across diverse industry sectors.</p>

The consent letter and other relevant documents will be made available for inspection at the registered office of the Company during the Business Hours.

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Neither the Resolution Professional nor any of the directors/KMP of the Company or their relatives are directly or indirectly, concerned or interested, financially or otherwise in this resolution. The Resolution set forth in Item No. 1 of the notice is for the approval of the members of the Company as an Ordinary Resolution and the shareholders may like to approve the same.

**By Order & Authority of the Resolution Professional**

**Sd/-**

**Rangarajan Sundaram**

**Director & Compliance Officer**

**DIN: 08650913**

**Address:** Rolta Tower- A, Rolta Technology Park, 22nd Street  
MIDC- Marol, Andheri (East), Mumbai- 400093 Maharashtra

**Date:** 03.09.2024

**Place:** Mumbai

Tel No: +91(022)45160094

Website: [www.rolta.com](http://www.rolta.com)

Email: [investor@rolta.com](mailto:investor@rolta.com)

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