



ROLTA INDIA LIMITED

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

NOTICE

Notice is hereby given that the XXIst Annual General Meeting of the Members of ROLTA INDIA LIMITED will be held at Shri Bhaidas Maganlal Sabhagriha, U-1, Juhu Development Scheme, Vile-Parle, (West), Mumbai - 400056, on Monday, November 28, 2011 at 11:30 a.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at June 30, 2011, the Profit and Loss Account for the year ended on that date, the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend of Rs. 3.50 per Equity Share for the financial year ended June 30, 2011.
3. To appoint a Director in place of Mr. Adarshpal Singh, who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. V. K. Agarwala, who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. V. K. Chopra, who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
6. To re-appoint M/s Khandelwal Jain & Co., Chartered Accountants, (ICAI Registration No. 105049W) as Auditors of the Company, who retire at the conclusion of this Annual General Meeting, to hold office till the conclusion of the next Annual General Meeting, with authority to the Board of Directors of the Company to fix their remuneration.

Special Business:

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

"RESOLVED THAT, pursuant to provisions of Sections 198, 269, and 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals, as may be necessary, the Company hereby accords its consent and approval to the re-appointment of Mr. Kamal K. Singh, as Executive Chairman & Managing Director, of the Company, for a period of five years with effect from July 1, 2012, to June 30, 2017, on terms and conditions and the remuneration / emoluments (including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the aforesaid period), as mentioned in the Explanatory Statement under this Item".

RESOLVED FURTHER THAT, in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule XIII to the Companies Act, 1956, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including powers conferred by this resolution) be and is hereby authorised to vary and / or increase the remuneration including salary, commission, perquisites, allowances, etc., within such prescribed limit(s) or ceiling and the agreement between the Company and Mr. Kamal K. Singh, Executive Chairman & Managing Director of the Company, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in General Meeting."

ALSO RESOLVED THAT any independent Director on the Compensation Committee of the Board, be and is hereby authorized, from time to time, to execute, on behalf of the Company, any Agreement(s) with the said Chairman & Managing Director, containing the above and such other terms & conditions, as may be necessary pursuant to this Resolution".

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

"RESOLVED THAT, pursuant to provisions of Sections 198, 269 and 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals as may be necessary, the Company hereby accords its consent and approval to the re-appointment of Mr. Atul D. Tayal, as Whole-time Director, designated as Joint Managing Director, of the Company, for a period of five years with effect from February 17, 2012, to February 16, 2017, on the terms and conditions and the remuneration / emoluments, mentioned in the Explanatory Statement under this Item."

"RESOLVED FURTHER THAT, subject to the provisions of Schedule XIII to the Companies Act, 1956, the Board of Directors and / or the Compensation Committee of the Board of Directors, be and are hereby authorized at their sole discretion, from time to time, to specifically modify the terms of appointment of Mr. Atul D. Tayal, Joint Managing Director, including the remuneration mentioned in the Explanatory Statement herein, based on corporate requirement, industry standard, market conditions, the individual performance of the Joint Managing Director, the overall performance of the Company and the recommendation of the Chairman & Managing Director of the Company, without further reference to the members of the Company in the General Meeting during the tenure of this appointment".

ALSO RESOLVED THAT the Chairman & Managing Director of the Company, be and is hereby authorized, from time to time, to execute, on behalf of the Company, any Agreement(s) with the said Joint Managing Director, containing the above and such other terms & conditions, as may be necessary pursuant to this Resolution".

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

"RESOLVED THAT, in accordance with the provision of Section 81 (1A) and all the other applicable provision, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time) and in accordance with the provision of Foreign Exchange Management Act, 1999 and Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme 1993 as amended up-to-date and in accordance with the provision of the Article of Association of the Company and the provision of Listing Agreements entered into by the Company with the Stock Exchange where the shares of the Company are listed and rules, guidelines and regulation, if any, as may be prescribed by Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and subject to such approvals, consents, permission and sanction as may be necessary from the Government of India, Reserve Bank of India and /or other authorities or institutions as may be relevant (hereinafter singly

or collectively referred to as "The Appropriate Authorities") and subject to such terms and condition or such modification thereto as may be prescribed by them in granting such approvals, consents, permission, which the Board of Directors of the Company (hereafter referred to as "The Board" which term shall be deemed to include any Committee of the Board, duly authorized by the Board and exercising the powers conferred on the Board by this Resolution) be and is hereby authorized on behalf of the Company to offer, issue and allot in the equity shares and/or convertible bonds and/or any financial instruments or securities including Global Depository Receipts (GDR) and/or American Depository Receipts (ADRs) and/or Foreign Currency Convertible Bonds (FCCBs) and/or Qualified Institutional Placements (QIPs) and / or Euro Issue representing equity shares and/or any such instrument or security convertible into equity shares (either at the option of the Company or holder thereof) being either with or without detachable warrants attached thereto entitling the warrant holder to apply for equity shares/instruments or securities including Global Depository Receipts and/or American Depository Receipts and/or FCCBs and/or QIPs representing equity shares (hereafter collectively referred to as "the Securities") to be subscribed to in Indian Rupees or in any foreign currency/currencies by foreign investors(whether individuals and/or bodies corporate and/or institutions/s and whether shareholders of the Company or not) on the basis of private placement or by way of Public Issue through prospectus or offer letter and / or instruments of debts, Convertible Debentures (Fully or partly) or Non Convertible Debentures and/or Preference Shares (Cumulative or Non-Cumulative, Redeemable and/or Non Redeemable) and/or Secured premium notes or floating rate notes/bonds or any other financial instruments circular from time to time in one or more tranches as may be deemed appropriate by the Board for an aggregate amount not exceeding USD 150 Million or its Indian Rupee equivalent (inclusive of such premium as may be determined by the Board), such issue and allotment to be made on such occasion or occasions, in one or more tranches at such value or values, at a discount or at a premium to the market price prevailing at the time of the issue in accordance with the guidelines, if any, of the Government of India/SEBI/RBI and all concerned Authorities and in such form and manner and on such terms and conditions or such modification thereto as the Board may determine in consultation with the Lead Manager(s) and/or Underwriter(s) and/or other Advisor(s), with authority to exercise the Greenshoe Option and to retain over subscription up to such percentage as may be permitted by the "Appropriate Authorities" but without requiring any further approval or consent from the Shareholders.

FURTHER RESOLVED THAT, in accordance with section 81 (1A) of the Companies Act 1956, if prior to conversion of such of the securities offered and issued as are convertible into equity shares (hereinafter referred to as "the convertible securities") any equity shares are declared and allotted by the Company to the holders of existing equity shares as rights(hereafter referred to as "Rights Shares") and/or as bonus shares (hereafter referred to as "Bonus Shares") the Board be and is hereby authorized to offer and/or issue and/or allot to the holders of the convertible securities in addition to the equity shares to which they are entitled upon conversion, additional equity shares in the same proportion and subject to the conditions as to the price and payment mutatis-mutandis as the right shares offered and allotted to the holders of the existing equity shares and/or bonus shares in the same proportion as are allotted to the holders of existing equity shares.

FURTHER RESOLVED THAT, the Board, be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any aforesaid convertible securities or as may be necessary in accordance with the terms of the offering, all such equity shares ranking pari-passu with the then existing equity shares of the Company in all respects, excepting such right as to dividend as may be provided under the terms of the convertible securities and in the Offering Document.

FURTHER RESOLVED THAT, without prejudice to the generality of the above, the aforesaid issue of the securities may have all or any terms or combination of terms in accordance with prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium on redemption at the option of the Company and/or holders of any securities, including terms for issue of additional equity shares or variations of the price or period of conversion of securities into equity shares or issue of equity shares during the period of the securities or terms pertaining to voting rights or option(s) for early redemption of securities.

FURTHER RESOLVED THAT, the Company and/or any agencies or body authorized by the Board may issue Depository Receipts / Bonds representing the underlying equity shares in the capital of the Company or such other securities in bearer, negotiable, or registered form with such features and attributes as may be required and to provide, for the tradability and free transferability thereof as per market practices and regulation (including listing on one or more stock exchange(s) in or outside India).

FURTHER RESOLVED THAT, for the purpose of giving effect to any creation, issue, offer or allotment of equity shares or securities or instruments representing the same as described above, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the entering into arrangement (including appointments wherever necessary) for managing underwriting, marketing, listing, trading, acting as Depository, Custodian, Registrar, paying and conversion agent, trustee and to issue any offer documents(s) and sign all application, filing, deeds, documents and writings and to pay any fees, commissions, remunerations, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts, that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion deem fit.

FURTHER RESOLVED THAT, the preliminary as well as the final Offer Document for the aforesaid issue/offer be finalized, approved and signed by the Director/(s) of the Board on behalf of the Company with authority to amend vary, modify the same as may be considered desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, undertakings, certificates as may be necessary and required from time to time.

FURTHER RESOLVED THAT, for the purpose of giving effect to any issue, offer or allotment of equity shares or securities or instruments representing the same, as described above, the Board be and is hereby authorized, on behalf of the Company to sign, execute and issue consolidated receipt(s) for the securities, listing application, various agreements (including but not limited to Subscription Agreement, Trustee Agreement), undertaking, deeds, declarations, any application to Government of India (Ministry of Finance) and/or Reserve Bank of India and/or other regulatory authorities and all other documents and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable and to settle any questions, difficulties or doubts that may arise in regard to the offering, issue/offer, allotment and utilization of the issue/offer proceeds, including for the purpose of complying with all the formalities as may be required in connection with and incidental to the aforesaid offering of securities, including for the post issue/offer formalities.

FURTHER RESOLVED THAT, the Board do open one or more bank accounts in the name of the Company in Indian currency or Foreign currency(ies) with bank or banks in India and/or such foreign countries as may be required in connection with the aforesaid issue/offer, subject to requisite approvals from Reserve Bank of India and other overseas regulatory authorities, if any.

FURTHER RESOLVED THAT, to the extent permitted as per the existing provisions of law in this regard, Equity Shares to be

allotted, if any, as an outcome of the issue/offer of the securities mentioned above, shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

FURTHER RESOLVED THAT, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee or any one or more whole-time Directors of the Company.

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

"RESOLVED THAT pursuant to the provisions of section 293(1) (d) and all other applicable provisions, if any, of the Companies Act, 1956 and Article 68 of the Articles of Association of the Company, approval of the shareholders be and is hereby accorded to the Board of Directors for raising borrowings limit through term loans, ECB credit etc. aggregating to Rs. 3000 crores (excluding temporary loans from the company's bankers in the ordinary course of business), from banks, financial institutions and other sources from time to time for the purpose of financing working capital requirements as also for acquisition of capital assets and / or for the purpose of any other requirements of the Company both for capital and revenue in nature, notwithstanding that the moneys to be borrowed together with the moneys to be already borrowed by the Company (apart from temporary loans obtained from the company's bankers in the ordinary course of business), will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board / Committee of the Board or officers authorized by them in this regard be and are hereby authorized to finalise, settle and execute such documents/ deeds / writings/ papers/ agreements as may be required , and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question , difficulties or doubts that may arise with regard to borrowings."

11. To consider and, if though fit, to pass, with or without modification, as an Ordinary Resolution the following:

"RESOLVED THAT approval of the shareholders be and is hereby accorded in terms of section 293(1) (a) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), and such other approvals as may be necessary to the Board of Directors to mortgage and / or charge, in addition to the mortgages / charges created / to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine on all or any of the moveable / immovable properties of the Company, both present and future, and / or whole or any part of undertaking(s) of the Company , in favour of the lender(s), Agent(s), Trustee /Trustee(s), for securing the borrowings of the Company availed/ to be availed by way of loan(s) in foreign currency and / or rupee currency and Securities (comprising fully or partly convertible debentures and / or non-convertible debentures, on all or any of the above, with or without detachable or non detachable warrants and / or secured premium notes and / or floating rates notes/ bonds or other debt instruments) issued or to be issued by the Company, from time to time, subject to the limit approved under section 293(1) (d) of the Companies Act, 1956, together with interest at respective agreed rates, additional interest, compound interest, in case of default accumulated interest, liquidated damages, commitment charges premia on prepayments, remuneration of the Agent/ Trustee(s), premium if any, on redemption, all other costs, charges and expenses as a result of devaluation/ revaluation/ fluctuation in rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/ Heads of Agreement(s) , Trust Deed(s) or any other document, entered into/to be entered into between

the Company and the Lender(s) / Agents and Trustee(s) / Trustees, in respect of the said Loans/ borrowings/ debentures/ bonds or other securities and containing such specific terms and conditions covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/ Agent(s)/ Trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board / Committee of the Board or officers authorized by them in this regard be and are hereby authorized to finalise, settle and execute such documents/ deeds / writings/ papers/ agreements as may be required , and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question , difficulties or doubts that may arise with regard to borrowings and creating motgages/ charges as aforesaid."

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

"RESOLVED THAT, pursuant to the provisions of Section 81 (1A) and subject to other provisions of the Companies Act, 1956 as applicable (hereinafter referred to as the "ACT"), the Articles of Association of the Company as amended from time to time, such approvals, consents and permissions of the appropriate authorities as may be required and subject further to such conditions and modifications as may be prescribed in granting such approvals, consents and permissions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include the Compensation Committee(s) of the Board of Directors to exercise its powers including the powers conferred by this Resolution), the consent of the Company be and is hereby accorded to the Board to issue, offer for subscription and allot to or for the benefit of such person(s) as may be in the employment of the Company and directors which shall include working Directors other than promoter directors, whether in India or abroad, of the Company whether shareholders of the Company or not, at such price and other terms and conditions as the Board may in their absolute discretion think fit, or to any trust, society or any entity or any combination thereof, created for the benefit of such person(s) at any time under a scheme titled "EMPLOYEE STOCK OPTION PLAN" (hereinafter referred to as the "ESOP" or "Scheme" or "PLAN") such number of Equity Shares, debentures, whether convertible or non-convertible or partly convertible, secured or unsecured, with or without detachable Options or any combination thereof, of such description (hereinafter referred to as "Securities") as may be permissible under the Articles of Association, in one or more tranches and in such numbers so that the total number of Equity Shares issued or which may result from allotment of Equity Shares or upon exercise of option to acquire or conversion of any or more of the aforesaid securities at any time and from time to time, to such person(s), including persons covered pursuant to resolution no. 13 as does not in the aggregate exceed at any time additional 30,00,000 equity shares of the Company, at the relevant time(s) and on such terms and conditions including the issue price(s) and premium(s) as may be determined by the Board in accordance with the applicable Guidelines issued by SEBI from time to time".

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

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities /

shares allotted under the Scheme, on the stock exchanges where the Company's shares are listed, as per the terms and conditions of the listing agreement with the concerned stock exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, merger, demerger, amalgamation, sale of division / undertaking, and any form of corporate restructuring, if any additional shares are issued by the Company to the option grantees for the purpose of a fair and reasonable adjustment to the options granted earlier, the above ceiling of 30,00,000 equity shares shall be deemed to be increased to the extent of such additional equity shares issued".

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

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

13. To consider and, if though fit, to pass, with or without modification, as a Special Resolution the following:

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

Shares issued or which may result from allotment of Equity shares or upon exercise of option to acquire or conversion of any or more of the aforesaid securities at any time and from time to time, to such person(s) including persons covered pursuant to resolution no. 12, as in the aggregate does not at any time exceed additional 30,00,000 equity shares of the Company, at the relevant time(s) and on such terms and conditions including the issue price(s) and premium(s) as may be determined by the Board in accordance with the applicable Guidelines issued by SEBI from time to time".

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

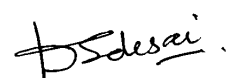
"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities / shares allotted under the Scheme, on the stock exchanges where the Company's shares are listed, as per the terms and conditions of the Listing Agreement with the concerned stock exchanges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

"RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, merger, demerger, amalgamation, sale of division / undertaking, and any form of corporate restructuring, if any additional shares are issued by the Company to the option grantees for the purpose of a fair and reasonable adjustment to the options granted earlier, the above ceiling of 30,00,000 equity shares shall be deemed to be increased to the extent of such additional equity shares issued".

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

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

By Order of the Board



(Dharmesh Desai)
Associate Director (Legal)
& Company Secretary

Mumbai, November 1, 2011

Notes

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of himself. A proxy need not be a member of the Company. The instrument of proxy in order to be effective must be deposited at the Registered Office of the Company, duly completed and signed not later than 48 hours before the commencement of the Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from November 14, 2011 to November 21, 2011 (both days inclusive) in connection with the Annual General Meeting and payment of dividend.
3. An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of special business is annexed hereto.
4. The Company has included the Profile of all its Directors in the Annual Report. Details of retiring directors who are seeking reappointment are also given as Annexure to this Notice.
5. Subject to the provisions of Section 205A of the Companies Act, 1956 dividend as recommended by the Board of Directors if declared at the meeting, will be payable on or after November 28, 2011 to those members whose names appear on the Register of Members as on November 11, 2011.
6. Under the provisions of Section 205A read with Section 205C of the Companies Act, 1956, all companies, including your Company, are required to transfer dividends which have remained unclaimed for a period of seven years, to the Investor Education and Protection Fund. Consequently, the Company has transferred unclaimed dividends up to financial year ended December 31, 2003 to the Investor Education and Protection Fund. Members will therefore not be entitled to claim these dividends, from the Company, which have been transferred, to the said Investor Education and Protection Fund.
7. Members who have, till date not encashed their dividend warrants for the financial year ended June 30, 2004 onwards, are advised to claim the dividends from the Investor Service Cell, at the Registered Office of the Company at the earliest.
8. Members are requested to intimate any change in address or bank mandates to their depository participants with whom they are maintaining their demat accounts for shares held in the electronic mode or to the Company's Registrar's & Share Transfer Agents if the shares are held in the physical form.:

M/s Link Intime India Pvt Ltd
Unit :- Rolta India Ltd.
C-13 Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West),
Mumbai – 400078
Tel No:- 022-25963838, Fax No :- 022-25946969
Email : rnt.helpdesk@linkintime.co.in
9. The Ministry of Corporate Affairs (MCA) has taken a "Green initiative in Corporate Governance" allowing paperless compliances through electronic mode. Companies are now permitted to send various notices/ documents to its shareholders through electronic mode to the registered email addresses of shareholders. This move by the Ministry is welcome since it will benefit the society at large through reduction in paper consumption and contribution towards a Greener Environment. We propose to send all documents to be sent to shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. henceforth to the shareholders in electronic form, to the email address provided by them and made available to us by the Depositories. The physical copies of the Annual Report will also be available at our Registered Office in Mumbai for inspection during office hours.
10. Those members of the Company who have their shares in physical form, are recommended, in their own interest, to dematerialize their shareholdings. In case of need, they may contact the Company's Registrar's & Share Transfer Agents "M/s Link Intime India Pvt Ltd" at the address mentioned in point no. 8 above.

11. Members seeking any information or clarification on the Accounts are requested to send written queries to the R&T Agents, at least one week before the date of the meeting. Replies will be provided at the meeting only in respect of such queries received in writing.
12. Members / Proxies should bring the Attendance Slip sent herewith, duly filled in, for attending the meeting.

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

RESOLUTION AT ITEM NO. 7

At the XVIIth Annual General Meeting of the Company held on November 16, 2007, the members of the Company had approved the appointment of Mr. Kamal K. Singh, as Executive Chairman & Managing Director (CMD) of the Company, for a period of 5 years from July 1, 2007 to June 30, 2012, and Mr. Kamal K. Singh, was being paid commission, perquisites, other allowances and benefits, as mentioned in the said Agreement. Maximum remuneration currently payable as per the provisions of the Companies Act, 1956, is 5% of the Net Profits of the Company.

The present appointment of Mr. Kamal K. Singh, as Chairman & Managing Director (CMD) of the Company, expires on June 30, 2012. In view of his outstanding, excellent and invaluable services to the Company, the Board resolved to re-appoint/ extend the appointment of Mr. Kamal K. Singh, as CMD of the Company, from July 1, 2012 to June 30, 2017, upon existing terms & conditions decided by the Compensation Committee and the Board of Directors of the Company, subject to the approval of the members of the Company at this Annual General Meeting; Mr. Kamal K. Singh, Chairman & Managing Director, will receive from the Company, commission, as detailed hereunder as he has voluntarily given up his salary component of his remuneration.

The terms of the Agreement with Mr. Kamal K. Singh, the Chairman & Managing Director of the Company, include the following:

EMOLUMENTS

A. BASIC SALARY
NIL

B. COMMISSION

5% Commission of the Net Profits of the Company (computed under and subject to the Companies Act, 1956) to the extent permissible or more as may be permissible under Section 198, 309 and other applicable provisions of the Companies Act, 1956; subject to the limit, if any, on maximum remuneration as per the Companies Act, 1956. The Commission shall become due for payment only after the Company's Annual Accounts and Balance Sheet under Section 210 of the Companies Act, 1956 are placed before the Company's Annual General Meeting and approved by the members thereof. However, the Chairman & Managing Director -Mr. Kamal K. Singh, may, at the circumstances and economic conditions prevailing at the relevant point of time, decide to take lesser percentage of 'commission' component of his remuneration than, what he shall be entitled by this resolution and also with the consent of Compensation Committee at the relevant point of time.

C. PERQUISITES

CATEGORY I:

Housing: Fully Furnished residential accommodation may be provided a required, to the Executive Chairman & Managing Director including Expenses towards gas, water, electricity, servants and security, etc. as necessary to maintain the premises.

Reimbursement of Medical Expenses: For self and family at actuals, wherever necessary, without any limitation.

Club Fees: Fees, including admission and life membership fees of clubs and / or such business organizations as required.

Insurance Premiums: Such premiums, as may from time to time, be considered necessary and sanctioned by the Board, including Personal Accident Insurance, Life Insurance, Keyman Insurance.

CATEGORY II:

Such number of Cars and telephones will be provided for the conduct of business / personal use as deemed necessary. Provision of these facilities will not be considered as perquisites.

All Emoluments and Perquisites will be taxable as per the provisions of the Income Tax Act, 1961.

Notwithstanding anything contained hereinabove, where in any financial year during the currency of this Agreement, the Company has no profits or inadequate profits, the remuneration payable to the Executive Chairman & Managing Director, as perquisites and any other allowances shall be governed and be subject to the ceilings provided under Section II of Part II (A) of Schedule XIII to the Companies Act, 1956.

A copy of the aforesaid Agreement referred to in the resolution at Item No. 7 of the accompanying Notice is available for inspection by any member of the Company between 11.00 am to 1.00 pm at the Registered Office of the Company on any working day before the ensuing Annual General Meeting.

The Explanatory Statement together with the accompanying notice should be treated as an abstract of the terms of the Agreement and memorandum of concern or interest under Section of the Companies Act, 1956.

The Directors commend the Resolution for the approval of the members.

None of the Directors except Mr. Kamal K. Singh is interested or concerned in the said Resolution.

RESOLUTION AT ITEM NO. 8

At the XVIIth Annual General Meeting of the Company held on November 16, 2007, the members of the Company had approved the appointment of Mr. Atul D. Tayal as Whole-time Director of the Company designated as Joint Managing Director of the Company, for a period of 5 years from February 17, 2007 to February 16, 2012, on the terms & conditions stated under the relative Resolution placed at the said AGM. The Compensation Committee of the Board of Directors and the Board, at their meetings, held on November 1, 2011, had, subject to confirmation by the members at this Annual General Meeting, decided to re-appoint Mr. Atul D. Tayal, in view of his excellent performance, as such Whole-time Director, designated as Joint Managing Director, of the Company, for a period of 5 years from February 17, 2012 to February 16, 2017, on the terms & conditions including the remuneration / emoluments, mentioned below. The members are requested to approve the resolution herein for the appointment of Mr. Atul D. Tayal, as Whole-time Director.

The terms of the Agreement with Mr. Atul D. Tayal, the Whole-time Director, include the following:

EMOLUMENTS

A. BASIC SALARY

The basic salary shall be Rs. 1,00,000/- per month.

B. COMMISSION

0.25% (zero point twenty-five percent) to 0.75% (zero point seventy-five percent) of the net profits of the Company (computed under and subject to the Companies Act, 1956) on an annual basis, and subject to all the relevant provisions of the Companies Act, 1956. The percentage will be decided by the Compensation Committee of the Board of Directors on a year-to-year basis, based on the individual performance of the said Joint Managing Director, the overall performance of the Company and the recommendation of the CMD, and accordingly the Commission payable to the said Director shall be provided for in the accounts.

Provided further that Commission shall be payable, on an annual basis but only after the Company's Annual Accounts and Balance Sheet under Section 210 of the Companies Act, 1956 are placed before the Company's Annual General Meeting and approved by the members

thereat, subject further, to the said Joint Managing Director continuing to be in employment of the Company at the time of payment of the said Commission.

PERQUISITES

CATEGORY I:

- a. House Rent Allowance: Rs. 4,00,000/- (Rupees Four Lacs only) per month will be paid to the said Joint Managing Director in lieu of housing benefits. This component will not be added into basic salary for other perks and benefits.
- b. General Allowance of Rs. 10,00,000/- (Rs.Ten Lacs only) will be paid to the said Joint Managing Director in lieu of all other perquisites not defined herein.
- c. Club fees: Fees of one club as per Company Rules.
- d. Group Personal Accident Insurance, Group Mediclaim and Group Term Insurance: As per Rules of the Company.

This component will not be included as basic salary, for the purpose of Provident Fund, Gratuity or any other purpose.

CATEGORY II

- e. Provident Fund: Company's contribution to Provident Fund as per Rules of the Company.
- f. Gratuity: Payable in accordance with Rules of the Company but not exceeding half month's basic salary for each completed year of service. Performance Incentive will not be added to the basic salary for the purpose of provident fund, gratuity, medical or commission and other perquisites.
- g. For Provident Fund, Gratuity or any other benefit, there is ceiling limit for Basic and these benefits will be payable as per limits prescribed as per rules of the Company for above benefits from time to time.

CATEGORY III

- h. Car(s)/Driver(s) and telephone(s) will be provided at residence for official use. The Joint Managing Director however at his option may choose for either or both of following options (1) Car(s) Allowance of Rs. 1,50,000/- (Rupees One Lac Fifty Thousand only) per month in-lieu of Car(s) and (2) Driver(s) Allowance of Rs. 50,000/- (Rupees Fifty Thousand only) per month in-lieu of Drivers. The Company shall bill Personal long distance calls on telephone to the said Joint Managing Director. However, provision of these facilities will be subject to tax as per prevailing Income Tax rules.
- i. The contribution to Provident Fund will not be included as perquisites to the extent these are not taxable under the Income Tax Act, 1961.
- j. Leave: As per the rules of the Company, but not exceeding 21 working days per year. Unutilized leave can be carried forward and then encashed equivalent to Basic salary and as per rules of the company in force from time to time.
- k. All Emoluments and Perquisites will be taxable as per the provisions of the Income Tax Act, 1961.
- l. Stock Options : The Joint Managing Director will be granted stock options at sole discretion of the company under the ESOP in quantities as determined by the Compensation Committee of the Board based upon the said Joint Managing Director's performance and the performance of the Company from time to time.

Notwithstanding anything contained hereinabove, where in any financial year during the currency of this agreement, the Company has no profits or inadequate profits, the remuneration payable to the Joint Managing Director as basic salary, perquisites and any other allowances shall be governed and be subject to the ceilings

provided under Section II of Part II (A) of Schedule XIII to the Companies Act, 1956.

The said Director shall report to the Chairman & Managing Director of the Company, who shall empower him with such requisite powers (with authority to revoke and/or amend such powers) to enable the said Director to discharge his duties with full responsibility or the areas of operations under his control. The said Directors shall work under the superintendence, control and direction of the Chairman & Managing Director and through him, to the Board of Directors of the Company.

A copy of the aforesaid Agreement referred to in the resolution at Item No. 8 of the accompanying Notice is available for inspection by any member of the Company between 11.00 am to 1.00 pm at the Registered Office of the Company on any working day before the ensuing Annual General Meeting.

The Explanatory Statement together with the accompanying notice should be treated as an abstract of the terms of the Agreement and memorandum of concern or interest under Section 302 of the Companies Act, 1956.

The Directors commend the Resolution for the approval of the members.

None of the Directors except Mr. Atul D. Tayal is interested or concerned in the said Resolution.

RESOLUTION AT ITEM NO. 9

Your Company proposes to expand its business activities both in India and abroad. It proposes to grow through acquisitions, mergers, joint ventures and strategic alliances, both in India and abroad, apart from expanding and upgrading its existing development facilities as well as creating new facilities, repayment of debt and expanding its geographical reach by setting up subsidiaries / branches / marketing offices across the world.

The Board is of the view that to meet the capital expenditure and working capital requirements, and for any other purpose including acquisitions and repayment of debt, your Company may require to mobilize funds by way of an issue or offer of Global Depository Receipts (GDR) / American Depository Receipts (ADR) / Foreign Currency Convertible Bonds (FCCB) / Qualified Institutional Placements (QIPs) or any other instruments or securities in overseas markets to Non Resident Indians, Foreign Institutional Investors, Foreign Investors / Foreign Companies, Foreign Financial Institutions, Companies, Bodies Corporate, Mutual Funds and / or any other entities permitted by law to invest in such securities to the amount of USD 150 Million or its Indian Rupee equivalent .

This resolution is similar to one passed last year. Since the validity of the earlier resolution was for one year and hence expires on November 23, 2011, the Company proposes to renew the resolution, this is an enabling resolution for taking appropriate decision for raising capital whenever opportunities are available.

The authority to be granted by way of this resolution will enable the Board to examine the modalities of the proposed issue or offer of Global Depository Receipts(GDR), American Depository Receipts (ADR), FCCBs, QIPs etc or any other instruments or securities in overseas markets, including Greenshoe option, which will be in consultation with investment bankers, advisors, lead managers, depositories and /or other agencies as may be required.

The Board commends the resolution for your approval

No Directors of the Company is in any way concerned or interested in the Resolution.

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

- (a) Memorandum and Articles of Association of the Company;
- (b) Annual Report of the Company for the year ended 30th June 2010 and
- (c) Latest Un-audited Financial Results of the Company for the quarter ended 30th September, 2011.

The Resolution is accordingly commended to the shareholders of the Company.

RESOLUTIONS AT ITEM NOS. 10 and 11

As per provisions of section 293(1) (d) of the Companies Act, 1956, the Board of Directors shall not, except with the consent of the shareholders in a general meeting, borrow moneys, where money to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the company's bankers in the ordinary course of business), will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes. Article 68 of the Articles of Association of the Company provides for the borrowing powers of the Board subject to such limits as may be imposed by the shareholders.

The paid up capital and free reserves of the Company as on 30th June, 2011 is Rs. 2303.55 Crores. Though the borrowings are presently within the limit laid down under section 293(1) (d) of the Companies Act, 1956, it may increase in the future for the reasons stated below.

Your Company proposes to expand its business activities both in India and abroad. It proposes to grow through acquisitions, mergers, joint ventures and strategic alliances, both in India and abroad, apart from expanding and upgrading its existing development facilities as well as creating new facilities, and expanding its geographical reach by setting up subsidiaries / branches / marketing offices across the world.

The raising of additional resources through FCCBs which constitutes debt when the same is issued would result in total borrowing together with the existing term borrowing from banks exceeding the company's paid up capital plus free reserves and hence the shareholders approval is requested by this resolution at item no. 10 of this Notice.

Hence, it is necessary to increase the borrowing limits by authorizing the Board of Directors to borrow monies not exceeding Rs. 3000 Crores.

Hence, approval of shareholders is solicited vide resolution no. 10.

The aforesaid borrowings, may require the Company to create a security or charge its assets. The mortgage and/ or charge by the Company of its moveable and/ or immovable properties and /or the whole or any part of the undertaking(s) of the Company, in favour of the Lender(s), may be regarded as disposal of the Company's undertaking(s) within the meaning of section 293(1) (a) of the Companies Act, 1956. Hence, approval of shareholders is solicited vide resolution no. 11.

The Board of Directors of the Company recommend the Ordinary Resolutions as set out in Item nos. 10 and 11 for approval of the shareholders.

None of the Directors of the Company is concerned or interested in the resolutions.

RESOLUTIONS AT ITEM NOS. 12 AND 13

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

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

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

The members had at the Tenth Annual General Meeting held on May 24, 2000 approved the issue of 1,500,000 options to the employees under the Employees Stock Option Plan. The Company had accordingly issued 15,00,000 ESOPs in the year 2000 and 2003 to eligible employees under the Company's ESOP Scheme.

At the Fifteenth Annual General Meeting of the Company, held on November 23, 2005, the members had approved the issue of further 1,500,000 options to the employees under the Employees' Stock Option Plan. The Company had accordingly granted 8,52,500 ESOPs, in the year 2006, and 6,47,500 options in 2007.

At the Sixteenth Annual General Meeting of the Company, held on November 28, 2006, the members had approved the issue of further 1,500,000 options to the employees under the Employees' Stock Option Plan. The Company had accordingly granted 7,80,000, 1,25,000 options in the year 2007 and 1,25,000, 3,00,000 and 1,70,000 ESOPs in the year 2008 to eligible employees.

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

At the 18th Annual General Meeting of the Company, held on November 24 2008, the members had approved the issue of further 30,00,000 options to the employees under the Employees' Stock Option Plan. The Company had also obtained Shareholders approval through Postal Ballot and had on June 15, 2009 had approved Surrender of options granted in the year 2007 & 2008 and accordingly 28,82,500 Options were surrendered and the same was available for re-issue. The Company, out of the above options available granted 49,95,000 and 15000 options in 2009, 1,20,000, 305,000 and 1,65,000 options in the year 2010 and 1,65,000 options in the year 2011.

Out of the 1,25,07,000 Options granted to eligible employees so far, 9,11,624 options have been exercised, 27,99,276 options have lapsed, 28,82,500 options have been surrendered and presently 59,13,600 Options are in force. Further 21,76,548 Options remain to be granted out of the options approved and granted options which have lapsed.

SEBI (Employees' Stock Option Scheme and Employees' Stock Purchase Scheme) Guidelines 1999 require that in case of any corporate action(s) such as right issues, bonus issues, merger, demerger, amalgamation, sale of division, or any form of corporate restructuring, a fair and reasonable adjustment needs to be made to the options granted under the Employees' Stock Option Schemes. Accordingly, if any additional equity shares are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 30,00,000 equity shares shall be deemed to be increased to the extent of such additional equity shares issued.

We give below the statutory information as required by Clause 6 of the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as the said guidelines):

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

The aggregate number of option (options) to be granted is 30,00,000 (Thirty Lacs Only). Each option shall entitle the holder thereof to apply for and be allotted one fully paid equity share of Rs. 10/- at a price determined in accordance with the formula stated in item 4 below.

1. Employees as are defined in the SEBI guidelines, which, inter-alia include employees of subsidiary(ies) and holding companies, are eligible to participate in the said scheme.
2. The requirements of vesting and the period of vesting shall be prescribed in the Grant Letter / agreement to be entered into between the Company and the concerned employee or it may be determined by the Compensation Committee.
3. The maximum period within which the options shall vest shall be 10 (ten) years from the date of grant of the option to the concerned employee and the actual terms of vesting shall be decided by the Compensation Committee of the Board.
4. The exercise price shall be the closing price of the share in the stock market in which the company's shares are traded, as on the date of the grant of the option. Applicable taxes on options granted, shall be passed on to and borne by the grantees of options.

Vested options shall be exercised within such period as decided in the Compensation Committee by written notice to the Company accompanied by the payment for the exercise price.

The appraisal process for determining the eligibility of the employee would be laid down by the Compensation Committee and would be based on the performance and / or merit of the employee, during any given period and / or any such other criteria that may be determined by the Compensation Committee at its sole discretion.

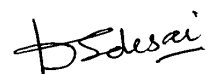
The maximum number of options to be granted to an employee in any one year would not be equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant. In aggregate maximum options to be granted would be 30,00,000 (Thirty Lacs) only and the options surrendered and /or lapsed shall be available for reissue.

The Company shall conform to the accounting policies specified in Clause 13.1 read with Schedule I of the said guidelines.

The Directors commend the Resolution for approval of the members.

Directors other than promoter Directors of the Company may be deemed to be interested or concerned in the proposed Resolution.

By Order of the Board



Dharmesh Desai
Associate Director (Legal) &
Company Secretary
Mumbai, November 1, 2011

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

Name of Director	Mr. Kamal K. Singh	Mr. Atul D. Tayal
Date of Birth	14-07-1949	09-10-1966
Date of Appointment	27-06-1989	19-12-1996
Brief Profile	<p>Mr. Singh is the founder Chairman of the Rolta group of companies. He is a first-generation entrepreneur and promoted the Rolta group in the 1970s. He is recognised as a pioneer in the CAD/CAM/GIS field in India.</p> <p>Mr. Singh is the Honorary Consul-General of Ukraine in Mumbai for the territory of certain Indian States. He is also an Executive Committee member of FICCI, ASSOCHAM and other premier trade organisations. He is a member of the Board of Governors of IIT, Indore. He is also a member of the Board of Governors of NITIE. He is the President of the "Association of Geospatial Industries". He has also served on the Board of Punjab National Bank, one of the leading Indian Banks. He has received numerous industry honours like the "The Best IT Man of the Year 2005" award by the Foundation of Indian Industry & Economists, the "Oceanex 2006 Leadership & Excellence" award for Technology Service Provider, the "Amity Leadership 2007" award, the "Glory of India" award by the Institute of Economic Studies and the "2007 IMM Award for Excellence as Top CEO" by the Institute of Marketing Management. He has been bestowed the "Lifetime Achievement Award" by the august hands of the Hon. Vice President of India, at Map World 2009.</p>	<p>Mr. Atul Tayal has been with Rolta for 25 years and has served in various managerial capacities in the IT industry. Prior to his appointment on the Board, he was the Executive Director - Sales of the Company.</p>
Expertise in specific functional areas	Corporate management including finance, technology and international business.	Corporate management including marketing, technology and international business.
Qualifications	Mr. Singh is a Mechanical Engineer with a Master in Business Administration.	Mr. Tayal is a Bachelor in Commerce and an MBA.
Directorship held in other public companies (excluding foreign companies)	Mr. Singh's other directorships include Rolta Limited, Rolta Infrastructure & Technology Services Limited, Rolta Holding & Finance Corporation Limited and Rolta Thales Limited.	Mr. Tayal's other directorships include Rolta Thales Limited.
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Investors' Grievance Committee)	Nil	Nil
Shareholding in the Company	7,69,500*	3,20,000

* 2,50,000 shares are held by him in the partnership firm "Aditya Investment & Finance Corporation".

* 5,19,500 shares are held by him in the Family Trust "Singh Family Foundation".

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

Name of Director	Mr. Adarshpal Singh	Mr. V. K. Agarwala	Mr. V. K. Chopra
Date of Birth	24-05-1943	06-11-1934	06-03-1946
Date of Appointment	01-04-2007	30-08-2004	17-04-2008
Brief Profile	Mr. A. P. Singh has been with the Company for over 27 years. He has over 36 years of experience and has worked with Siemens, IBM and Metalbox in the past.	Mr. V. K. Agarwala has experience in the field of exports. Mr. Agarwala has over 36 years of experience in corporate management	Mr. V. K. Chopra has held various top positions during his 38 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 and 31 years as General Manager, Central Bank of India, Mumbai; his last assignment being as a Whole Time Member in SEBI, for about a year.
Expertise in specific functional areas	Marketing and Industrial Management	Corporate Management	Banking
Qualifications	His academic qualifications include Bachelors of Technology from IIT, MBA in Marketing and a Diploma in Industrial Management from Delhi University.	Masters degree in Arts, a degree in law and a Diploma in Business Management.	He is a Commerce Graduate from Shriram College of Commerce, New Delhi and a Fellow Member of The Institute of Chartered Accountants of India.
Directorship held in other public companies (excluding foreign companies)	Nil	His other directorships include Carreman Fabrics India Ltd.,	His other directorships include Dewan Housing Finance Corporation Ltd., Pantaloon Retails India Ltd., Havells India Ltd., Future Finance Ltd., Pegasus Asset Reconstruction Pvt. Ltd., Religare India Asset Management Co. Ltd., SIDBI Venture Capital Ltd., MetLife Insurance India Ltd., Reliance Capital Pension Fund Ltd., Milestone Capital Advisors Ltd., Jaiprakash Associates Ltd., Future Capital Financial Services Ltd., Responsive Industries Limited, Milestone Home Finance Co. Pvt. Ltd. First Blue Home Finance Limited.
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Investors' Grievance Committee)	Nil	Audit Committee Chairman / Member- Carreman Fabrics India Ltd.,(Member)	Audit Committee Chairman Religare Asset Management Co. Limited, MetLife Insurance India Ltd., Milestone Capital Advisors Ltd., Future Capital Financial Services Ltd., First Blue Home Finance Limited. Audit Committee Member Rolta India Limited, Dewan Housing Finance Corporation Ltd., Havells India Ltd., Reliance Capital Pension Fund Ltd.,
Shareholding in the Company	75820	21,000	Nil

Dear Shareholder,

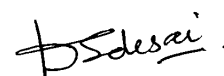
Date:

Submission of PAN Details

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

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

For ROLTA INDIA LIMITED



Dharmesh Desai
Associate Director (Legal) & Company Secretary



ROLTA

ROLTA INDIA LIMITED

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

ADMISSION SLIP

Twenty-First Annual General Meeting to be held on 28th November 2011 at 11.30 a.m. at Shri Bhaidas Maganlal Sabhagriha, U-1, Juhu Development Scheme, Vile Parle (West), Mumbai – 400056.

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

Name of Shareholder(s) _____

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

Signature of Member(s) / Proxy

- A member or his/her duly appointed Proxy wishing to attend the Meeting, must complete this Admission Slip and hand it over at the entrance.
- Name of the Proxy in Block Letters Mr/Mrs/Ms. _____



ROLTA

ROLTA INDIA LIMITED

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

PROXY FORM

We _____

_____ being

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

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

vote for me/us on my/our behalf at the Twenty-First Annual General Meeting of the Company to be held on 28th November 2011

at 11.30 a.m. and at any adjournment thereof.

In witness whereof

I/We have signed on this _____ day of _____, 2011.

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

No. of Shares held: _____

Affix
revenue
stamp

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

