

### **ROLTA INDIA LIMITED**

Registered Office : Rolta Tower – A, Rolta Technology Park, MIDC - Marol, Andheri (East), Mumbai – 400093, Maharashtra, India. CIN: L74999MH1989PLC052384 Tel. Nos. 91-22-29266666 Fax No. 91-22-28365992 email id: investor@rolta.com, website: www.rolta.com

# **NOTICE**

Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

### Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, seeking consent of its member for the Special Business to be transacted through Postal ballot / e-voting. The proposed resolution along with Explanatory Statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration. The Board of Directors of the Company (the "Board") has appointed Mr. Virendra Bhatt, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage prepaid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. (IST) on Tuesday October 06, 2015. Please note that any Postal Ballot Form(s) received after the said date will be treated as if no reply has been received from the members. No other form or photocopy thereof is permitted.

# E-voting:

In Compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Companies Act read with Rules, the e-voting facility is being provided to all the members which would enable them to cast their votes electronically. The Company has engaged National Securities Depository Limited ("NSDL") for providing e-voting facility through its platform.

The process and manner for e-voting is provided in the notice. In case a member votes through e-voting facility, he is not required to vote through Postal Ballot Form, the votes cast through e-voting shall be considered and the voting through physical Postal Ballot Form shall not be considered by the Scrutinizer.

The e-voting will commence on Monday, September 07, 2015 at 9.00 A.M. (IST) and ends on Tuesday, October 06, 2015 at 5.00 P.M. (IST)

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman of the Company. The results of Postal Ballot shall be announced by the Chairman or his authorized representative within two days of the submission of the report by the Scrutinizer. The aforesaid results of the Postal ballot along with the Scrutinizer Report would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, and displayed on the Company's website viz. www.rolta.com and on NSDL's website viz. https://www.evoting.nsdl.com for information of the Members.

### RESOLUTIONS PUT THROUGH POSTAL BALLOT:

Item no. 1 - Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED AS A SPECIAL RESOLUTION THAT approval of the shareholders be and is hereby accorded in terms of section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 (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 / immoveable 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, not exceeding Rs. 5000 Crore (Five Thousand Crore), 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 pavable 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).

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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."

# 2. Transfer/Sale of defense business of the Company to a wholly owned subsidiary of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Memorandum and Articles of Association of the Company and the listing agreement entered into with the stock exchanges on which the equity shares of the Company are listed and subject to approvals/ consents as may be necessary from the relevant regulatory/ statutory authorities, and subject to such conditions or modifications as may be imposed or prescribed by any of such regulatory / statutory authorities, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board", which expression, shall mean and include any Committee thereof) to dispose, sell, transfer, assign, convey, and deliver or cause to be disposed, sold, assigned, conveyed, transferred and delivered the whole of the defence business of the Company, as a going concern to a wholly owned subsidiary of the Company (WOS) to be incorporated by the Company in India, along with all the employees, assets and liabilities (existing or contingent and whether accrued and recorded or not), contracts and arrangements, customers, dealers, vendors, intellectual property rights, tangible and intangible assets, business knowhow, goodwill, receivables, licenses, approvals, and permits of whatsoever nature related to the defence business of the Company on such terms and conditions as may be decided by the Board of the Company and the proposed WOS

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and such matters and things, as may be necessary, including finalizing, varying, settle questions, remove difficulty or doubt that may arise from time to time in relation to transfer/sale of defence business of the Company and settling the terms and conditions to sell, transfer, assign, convey and deliver the defence business of the Company and to finalise, execute, deliver and perform, such agreements, contracts, deeds, undertaking other documents, file applications and make representations in respect thereof and seek requisite approval from the relevant authorities, and other governmental authorities, suitably inform and apply to the concerned authorities, including the Central and/ or State Government(s) and/or local authorities, and do all other acts, deeds and things as it may deem fit and necessary.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred by these resolutions to any Committee of the Board or other officer(s) / authorised representative of the Company to give effect to these resolutions."

By Order of the Board of Directors

BY

August 14, 2015 Mumbai Verinder Khashu Company Secretary & Head Legal / Compliance

# NOTES:

- An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolutions at Item No. 1 and 2 above, are appended herein below along with Form for your consideration.
- The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on August 14, 2015.
- In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the Stock Exchanges, the Postal Ballot Notice is sent by e-mail to those members who have registered their e-mail address with the Company (in respect of the shares held in physical form) or with the Depository Participants (in respect of the shares held in electronic form) and made available to the Company by the Depository Participants. Members who have not registered their e-mail address will receive Postal Ballot Form through permissible mode. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form. E-voting is optional.
- 4. Members have been provided option of voting through electronic means (e-voting) and those members, who do not have e-voting facility, Ballot Form has been provided. Member can opt for only one mode of voting i.e. either through remote e-voting or by ballot. If a member cast vote by both modes, then voting done through remote e-voting shall prevail and ballot form shall be treated as invalid. Duly completed ballot form should reach on or before Tuesday, October 06, 2015 not later than the close of working hours 5:00 P.M. (IST). Ballot Form received thereafter will strictly be treated as if not received.
- 5. Voting through electronic means
- I. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may

indicate their option to receive the physical Form from the Company by clicking on the box provided in the e-mail or alternatively download the Form from the link www.evoting.nsdl.com or from the 'Investors' section on the Company's website www.rolta.com

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- (i) Open email and open PDF file viz; "Rolta India e-Voting. pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/
- (iii) Click on Shareholder Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Rolta India Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to bhattvirendra1945@yahoo.co.in or evoting@rolta.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password, User ID and Electronic Voting Event Number ("EVEN") are provided at the bottom of the Postal Ballot Form:
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. 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 Downloads section of www.evoting.nsdl.com

- III. If you are already registered with NSDL / CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on Monday, September 07, 2015 (9:00 am) (IST) and ends on Tuesday, October 06, 2015 (5:00 pm) (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday August 14, 2015 (Cut-off date), may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.
- VII. Mr. Virendra Bhatt Practicing Company Secretary (Membership No. A1157) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (3.00 pm to 5.00 pm) on all working days, up to date of declaration of results of Postal Ballot.

# **EXPLANATORY STATEMENT**

Explanatory Statement for Resolutions mentioned under Item Nos. 1 and 2 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act")

# Resolution to Item No. 1:

The Company at its 23rd Annual General Meeting had given their approval by way of special resolution under section 180(1)(c) for borrowing money in excess of the aggregate of paid-up capital of the Company & its free reserves upto the limit of Rs. 5000 crore (Rupees Five Thousand Crore Only). Under the reference of aforesaid resolution, Company may be borrowing monies from time to time, for the purpose of its business, by way of loans, debentures, bonds and other financial assistance / credit facilities from various financial/ investment institution(s), banks, etc. apart from the working capital facilities obtained / to be obtained from the banks in the ordinary course of the business. This in turn would necessitate further creation of security by way of suitable mortgage and or/ charges on all or some of the movable / immovable properties of the Company, both present and future of the lenders / trustees to the extent of the limit set out.

The creation of charge on the assets of the Company may results into disposal of the undertakings within the meaning of Section 180 (1) (a) of the Companies Act, 2013. Accordingly, it is proposed to pass an enabling special resolution by Members authorizing the Board to create charge on the moveable and immoveable properties of the Company for a value not exceeding Rs. 5000 crore.

The Board recommends the Resolution to be passed as Special Resolution by members.

None of the Directors and key managerial personnel of the Company or their respective relatives, whether financially or otherwise, are concerned or interested in the Resolution.

#### Resolution to Item No. 2:

Your Directors propose to transfer the defence business of the Company to a wholly owned subsidiary (WOS) to be set up by the Company (Transfer).

As you are aware, in addition to the defence business, the Company is a leading provider of innovative IT solutions across various verticals ranging from utilities, power, financial services, manufacturing, retail, and healthcare etc. The defence business is more regulated than the Company's IT business. The applicable regulations for the defence sector are different from those that apply with respect to the other business verticals of the Company.

As per the Foreign Direct Investment Policy (FDI Policy), foreign investment into a company engaged in the defence sector is capped at 49% and requires prior approval of the Foreign Investment Promotion Board. On the other hand, foreign investment in the IT sector is not capped and falls under the automatic route i.e. does not require approval of the Government of India. Consequently if a foreign investor is desirous of investing in the Company's IT business, currently such investment will require approval of the Government on account of the Company's defence business. The Board is of the opinion that the proposed Transfer will facilitate the possibility of attracting foreign investment in each of the businesses, since potential investment in one business will not be impacted by regulations governing investment into the other business. Going forward, each business, i.e. the IT business and the defence business can operate independently with the desired flexibility in accordance with applicable laws.

Further, per FDI Policy, there are various conditions that are required to be complied with by an Indian company engaged in the defence sector for receiving foreign investment. For example, if a foreign investor were to invest in the Company with a view to participate in the defence business, the Company will need to comply with all the conditions set out in the FDI Policy (including composition of the board of directors, obtain security clearance etc.) with respect to the defence sector although only a portion of the Company's portfolio relates to the defence business.

The Transfer is proposed in order to streamline the defence business of the Company as a separate and distinct business in a legal entity that is solely dedicated to providing an impetus to expand the defence business. This will ensure that the operations and management of the other business verticals of the Company will be independent and their flexibility will not be impacted on account of the compliance requirements in respect to the defence business. The Board of Directors of the Company (Board) believe that this will facilitate in unlocking the value of the defence business. The Company has also entered into various strategic partnerships with market leaders in other jurisdictions in order to further optimize the defence business from the perspective of covering the entire sensor-to-shooter chain and to support its customers worldwide.

In the recent past, the defence business has been gaining recognition in the market including from the Ministry of Defence, Government of India. The Company was one of the 14 entities that was invited to give expressions of interest and was successfully shortlisted as one of the development agencies for the prestigious 'Battlefield Management System Programme, a Make in India Project' as part of an exclusive consortium with Bharat Electronics Limited. The Company

was also recently invited by the Ministry of Defence as one of 10 participants to submit proposals for building a 'Future Infantry Combat Vehicle'. Further, given the recognition being given to the Company in this regard, the defence business is expected to grow faster and the Board believes that the defence business will enjoy greater autonomy and operational efficiency once it is brought under an independent entity. It is believed that such entity will be in a better position to provide dedicated support and services to existing and prospective customers which will instill greater comfort and confidence in the minds of the customers.

The Transfer shall be subject to approval of applicable regulatory/statutory authorities. The consideration amount to be paid by the WOS for the Transfer shall be decided by the Board of the Company and WOS mutually on the basis of the valuation carried out by an independent reputed valuer.

In terms of Section 180 (1) (a) of the Companies Act, 2013, read together with Companies (Management and Administration) Rules, 2014, a company cannot sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company without the consent of the members by way of a special resolution through postal ballot of the company. In terms of explanation to Section 180 (1) (a), the term 'undertaking' means an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year. Further, the expression 'substantially the whole of the undertaking in any financial year means 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year. The transfer of defence business of the Company to a WOS would qualify to be transfer of the whole of the undertaking of the Company and would therefore require approval of Members under Section 180 (1) (a) of the Act. The Board believes that the aforesaid Transfer would be in the best interest of the Company.

The Board on August 14, 2015, has, subject to the approval of Members and other requisite approvals, approved the Transfer of defence business as an undertaking to WOS, along with all related assets and liabilities as a going concern to a WOS and requests approval of the Members of the Company. The proposed special resolution gives adequate flexibility and discretion to the Board to finalize the terms of the sale and transfer of the said defence business in consultation with the legal advisors to the Company and experts or such other authority or authorities as need to be consulted in accordance with the practices as the Board may deem fit.

None of the Directors Key Managerial Personnel or their relatives are in any way concerned or interested, whether financially or otherwise, in respect of item no. 2 above.

By Order of the Board of Directors

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August 14, 2015 Mumbai Verinder Khashu Company Secretary & Head Legal / Compliance



# **ROLTA INDIA LIMITED**

Registered Office: Rolta Tower – A, Rolta Technology Park, MIDC - Marol,
Andheri (East), Mumbai – 400093, Maharashtra, India. CIN: L74999MH1989PLC052384
Tel. Nos. 91-22-29266666 Fax No. 91-22-28365992 email id: investor@rolta.com, website: www.rolta.com

# **BALLOT FORM**

	e and Registered Address of the First named Shareholder:					
(2) Name	e(s) of the Joint Holder(s) (if any	7):				
	stered Folio No./: O No. and Client ID No.					
(4) Num	ber of Share(s) held :					
business s		in respect of the Special Resolution ot on by recording my / our assent or				
Reso- lution No.	Resolutions		No. of Shares held	For	Against	
				I/We assent to the resolution	I/We dissent from the resolution	
Special	Business					
1	Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.					
2	Transfer/Sale of defense busines subsidiary of the Company.					
Place Date:		_	,			
			Signature			
Note: Ple	ase read the instructions overlead	f carefully before exercising your vote	<u>.</u>			
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		PARTICULARS OF E-VOTING				
D : .1				1 00 0015	5 00 DA4 (ICT	
		tember 07, 2015 at 9.00 A.M (IST) to as on cutoff date Friday, August 14, 2				
The elect	ronic voting particulars are set o	ut below;				
	EVEN	USER ID		PASSWORD		
[E-	Voting Event Number]					

Please read the Notes/Instructions carefully printed overleaf before voting electronically.

### **INSTRUCTIONS**

- 1. This Ballot Form is provided for the benefit of members who do not have access to e-voting facility.
- A member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
- 3. For detailed instructions on e-voting, please refer to the notes appended to the Postal Ballot Notice.
- 4. The scrutinizer will collate the votes downloaded from the e-voting system and votes cast through ballot to declare the final result for each of the resolutions forming a part of the notice of the Postal Ballot.

Process and manner for Members opting to vote by using the Ballot Form:

- Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the scrutinizer, Mr. Virendra Bhatt, Practicing Company Secretary, at the Registered Office of the Company on or before Tuesday, October 06, 2015 not later than the close of working hours 5:00 P.M. (IST). The self-addressed envelope bears the address of the Scrutinizer. Postage will be borne and paid by the Company. However, the envelope containing Ballot Form, if sent by the courier at the expense of the shareholder, will also be accepted. Hand delivery of the Ballot Form at the Registered Office of the Company is also accepted on or before Tuesday, October 06, 2015 not later than the close of working hours 5:00 P.M. (IST) All Postal Ballot Form received after this date will be treated as if reply from the Members has not been received.
- 2. The Ballot Form should be signed by the member as per the specimen signature registered with the Company / Depositories. In case of Joint holding, the form should be completed and signed by the first named member and in his / her absence, by the next named joint holder. A Power Of Attorney (POA) holder may vote on behalf of a member, mentioning the registration no. of POA

- registered with the Company and enclosing an attested copy of POA.
- In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
- Votes should be cast in case of each resolution, either in favour or against by putting the tick () mark in the column provided in the ballot.
- 5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on Friday, August 14, 2015 and as per the register of members of the Company.
- The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
- 7. A member may request for a duplicate Ballot Form, if so required.
- 8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the scrutinizer to identify either the member or as to whether votes are in favour or against or if signature cannot be verified.
- 9. The decision of the scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
- 10. The special resolution(s) mentioned above shall be declared as passed if the votes cast in favor of the resolution(s) are not less than three times the number of votes, if any, cast against the resolution(s).
- 11. Any queries in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Mr. Virendra Bhatt, Practicing Company Secretary, at the Registered office of the Company at Rolta Tower 'A', Rolta Technology Park, MIDC Marol, Andheri (E), Mumbai 400093 or email bhattvirendra1945@yahoo.co.in.