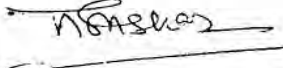


FORM A

1.	Name of the company	Rolta India Limited
2.	Annual financial statements for the year Ended	March 31, 2014
3.	Type of Audit observation	Un-qualified / Matter of Emphasis
4.	Frequency of observation	Whether appeared first time...../ repetitive...../ since how long period -NA-
5.	To be signed by- <ul style="list-style-type: none"> • CEO/Managing Director ✓ • CFO • Auditor of the company • Audit Committee Chairman 	For Rolta India Limited  Hiranya Ashar Director - Finance & Chief Financial Officer



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 is hereby given that the Twenty Fourth Annual General Meeting of Members of ROLTA INDIA LIMITED will be held at on Saturday, September 27, 2014 at 11.30 a.m. at the Auditorium, Rolta Tower - A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai – 400093, Maharashtra to transact the following business:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Financial Statements

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2014 including the audited Balance Sheet as at March 31, 2014, the statement of Profit and Loss 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 Auditors thereon.

Item No. 2 - Declaration of Dividend

To declare final dividend of ₹ 2.25 per Equity Share of ₹ 10/- each for financial year ended March 31, 2014.

Item No. 3 - Appointment of Director

To appoint a Director in place of Ms. Preetha Pulusani (DIN 02085775), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013, at this Annual General Meeting and being eligible, offers herself for re-appointment.

Item No. 4 - Appointment of Auditors

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 139 of Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of the Audit Committee of the Board of Directors, the retiring auditors M/s. Walker Chandiok & Co., LLP, Chartered Accountants, (ICAI Firm Registration No. 001076N/N50013), who were first appointed as Auditors of the Company for the financial year 2013- 14, be and is hereby re-appointed as Statutory Auditors of the Company for a term of four years, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM in the calendar year 2018 (subject to ratification of the appointment by the members at every AGM) at such remuneration plus service tax, out-of-pocket, travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

Item No. 5- Appointment of Mr. V K Chopra as an Independent Director

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. V K Chopra (DIN 02103940), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years."

Item No. 6 - Appointment of Mr. V K Agarwala as an Independent Director

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. V K Agarwala (DIN 00022153), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years."

Item No. 7 - Appointment of Mr. T C Venkat Subramanian as an Independent Director

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. T C Venkat Subramanian (DIN 00040526), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years."

Item No. 8 - Appointment of Mr. K R Modi as an Independent Director

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. K R Modi (DIN 00261506), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years."

Item No. 9 - Appointment of Mr. M V Nair as an Independent Director

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. M V Nair (DIN 02284165), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years."

Item No. 10- Issue of various Equity related securities – ADRs, GDRs, QIPs, Convertible Bonds, Shares, Convertible Debentures, etc.

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

"RESOLVED AS A SPECIAL RESOLUTION THAT, pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment thereof) enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchange(s) where Equity Shares of the Company are listed and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ["SEBI (ICDR Regulations)"], Foreign Exchange Management Act, 1999 ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 as amended from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India ("SEBI"), The Reserve Bank of India ("RBI"), Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 as amended up-to-date, the Government of India ("GOI"), the Stock Exchange(s) and/or any other competent authorities from time to time to the extent applicable and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchange(s), RBI, Foreign Investment Promotion Board, GOI, and/or any other authorities as may be required in this regard and further, subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions, which may be agreed to, by 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), the 'Board' be authorized to create, offer, issue and allot Equity Shares and/or Convertible Debentures, Bonds and/or any Financial Instruments or securities including Global Depository Receipts (GDRs) 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 (GDRs) and/or American Depository Receipts (ADRs) and/or FCCBs and/or QIPs representing equity shares (hereafter collectively referred to as "the Securities") to be subscribed in Indian Rupees or in any foreign currency(ies) by foreign investors (whether individuals and/or bodies corporate and/or institution(s) and whether shareholders of the Company or not) 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 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 US\$ 250 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 62 (1) (a) or 63 of the Companies Act 2013, 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 (hereinafter 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 & 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 paripassu 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".

Item No. 11 - To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and are hereby replaced, altered, modified and revised as per the new set of Articles of Association (Articles), a copy of which is submitted to this meeting and that the Regulations contained in the said new set of Articles be and are hereby approved and adopted as the Articles of Association of the Company and they be the Regulations of the Company in place, in substitution and to the entire exclusion of the existing Articles of Association."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors



Verinder Khashu
Company Secretary &
Head-Legal / Compliance

Date: August 9, 2014
Place: Mumbai

NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from September 25, 2014 to September 27, 2014 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for the Financial Year 2013-14.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. Final dividend of ₹ 2.25 per share has been recommended by the Board of Directors for the financial year ended March 31, 2014 and subject to the approval of the shareholders at the ensuing Annual General Meeting.

Members who have, till date not encashed their dividend warrants in respect of the financial year ended June 30, 2007 and onwards, are advised to claim the dividends from the Investor Service Cell, at the Registered Office of the Company at the earliest.

5. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.

6. Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to Final Dividend, 2006, to the Investor Education and Protection Fund of the Central Government.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on November 23, 2013 (date of last Annual General Meeting) on the website of the Company (www.rolta.com), as also on the website of the Ministry of Corporate Affairs (www.iepf.gov.in).

7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

9. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

10. Electronic copy of the Notice of the 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

11. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a members cast vote by both modes, then voting done through e-voting shall prevail and Ballot Form shall be treated as invalid. Duly completed Ballot Form should reach not later than September 23rd, 2014. Ballot Form received thereafter will strictly be treated as if not received.

12. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website www.rolta.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor@rolta.com.

13. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). Please note that the voting through electronic means is optional for shareholders.

Members who do not have access to e-voting facility have been provided the facility of voting on a Ballot Form annexed. They may send duly completed Ballot Form to the Scrutinizer, Mr. Virendra Bhatt, Practicing Company Secretary, at the Registered Office of the Company on or before September 23, 2014. Members have the option to request for physical copy of Ballot Form by sending an e-mail to investors@rolta.com or write to Company Secretary at Registered Office address mentioning their Folio / DP ID and Client ID.

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)]:
- 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.
 - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - Click on Shareholder - Login
 - Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - 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.
 - Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - Select "EVEN" of Rolta India Limited.
 - Now you are ready for e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
 - 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 evoting@rolta.com or bhattvirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- Initial password is provided as below/at the bottom of the Ballot Form Slip for the AGM :
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - 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 or contact NSDL at the following Telephone Number 022-24994600

- If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- 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).
- The e-voting period commences on September 21, 2014 (9:00 am) and ends on September 23, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 22, 2014, 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.
- 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 (record date) of August 22, 2014.
- 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.
- The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, available forthwith to the Chairman of the Company.
- The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.rolta.com and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited & National Stock Exchange of India Limited.
- Members who wish to vote by Ballot may complete and sign the Ballot Form provided with the Notice (no other form or photocopy thereof is permitted) and send it so as to reach the scrutinizer, Mr. Virendra Bhatt, Practicing Company Secretary, on or before September 23, 2014. 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 September 23, 2014.
- The scrutinizer will collate the votes (a) downloaded from the e-voting system of NSDL and (b) votes cast through ballot and submit his report as soon as possible to Chairman of the Company, to declare the final result for each of the resolutions stated in the notice of the AGM.
- All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 3.00 p.m. to 5.00 p.m. on all working days (Monday to Friday), and also on the day of the Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3

In terms of Section 149, 152 and any other applicable provisions of the Companies Act, 2013, effective from 1st April, 2014, the Independent Directors shall not be included in the total number of directors of the Company for the purpose of determining the directors liable to retire by rotation.

Under Explanation to Section 152 (6) (e) of the Companies Act, 2013, Independent Directors are excluded for the purpose of determining Directors liable to retire by rotation. Further Section 152(6) (a) requires at least two - thirds of the Directors liable to retire by rotation; hence Mr. Atul D Tayal and Mr. Hiranya J Ashar, who earlier had been appointed for a fixed term of 5 years expiring in 2017, are made Directors liable to retire by rotation. Therefore, the total strength of the Board includes three retiring Directors out of which Ms. Preetha Pulusani being longest in office is retiring at the ensuing Annual General Meeting. Ms. Preetha Pulusani offers for re-appointment, being eligible, Board recommends said appointment.

Ms. Preetha Pulusani holds Nil Equity Shares in the Company.

Ms. Preetha Pulusani was appointed earlier against the casual vacancy of a Director and holds office only till this Annual General Meeting.

Ms. Preetha Pulusani holds M.S. degree in Computer Science and Business Administration from the University of Alabama at Huntsville and her B.S. in Accounting and Computer Science. In February 2006, Ms. Pulusani culminated a 25 year career with Intergraph Corporation, where she had begun her career as an entry-level software developer and at the time of her retirement, she was President of their largest division, Security, Government and Infrastructure, with annual revenues of over \$400 million. She was earlier on the Board of the Company as Joint Managing Director and also served as Chief Strategy Officer of Rolta India Limited, focusing on technology and go-to-market strategies that fueled the Company's growth and transformation into an IP-based solutions company. In her current position as President International (Americas), Ms. Pulusani is responsible for all operations in North America including Rolta's most recent acquisition, AdvizeX. In this role, she is chartered to lead the region with profitable growth from the integrated synergies of the businesses in that region. She was appointed to the Board of the Company on February 12, 2013.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange for item no. 3

The Board recommends her re-appointment, except Ms. Preetha Pulusani, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in agenda Item No. 3.

This Item is of Ordinary Business, explanatory statement is voluntary.

Item no. 5 to 9

Mr. V K Chopra, Mr. V K Agarwala, Mr. T C. Venkat Subramanian, Mr. K R Modi and Mr. M V Nair are the existing Independent Directors of the Company as per the provisions of Clause 49 of the Listing Agreement.

Pursuant to enactment of the Companies Act, 2013 ('Act') it has now become mandatory for the Company to appoint 'Independent Directors' as defined in section 149(6) of the Act and ensure that at least one-third of the total number of directors are Independent Directors as per the Act. The Company complies with Clause 49 of the Listing Agreement by having not less than fifty percent of the Board of Directors comprising of Non-executive Independent Directors.

Pursuant to the provisions of Section 149 and other applicable provisions of the Act with respect to appointment and tenure of the Independent Directors which came into effect from April 01, 2014, the Independent Directors can be appointed for a maximum term of upto five years at once and can be appointed for two such consequent terms.

All the Directors proposed to be appointed under resolutions 5 to 9 are Non – Executive Independent Directors of the Company each of whom satisfy the requirements of the Act. The period of office of these directors was liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956, accordingly Mr. V K Chopra and Mr. V K Agarwala were liable to retire at the Annual General Meeting and all other Directors were liable to retire in the subsequent Annual General Meetings.

Mr. V K Chopra, Mr. V K Agarwala, Mr. T C Venkat Subramanian, Mr. K R Modi and Mr. M V Nair, Non-executive Independent Directors of the Company have given a declaration to the Board that they meet the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board each of these Directors fulfills the conditions specified in the Companies Act, 2013 & Rules made thereunder for their appointment as Independent Directors of the Company and they are independent of the management. These Directors are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, and they have given their consent to act as Director. Copy of the draft letter for appointment of the Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (3.00 pm to 5.00 pm) on all working days (Monday to Friday), up to and including the date of Annual General Meeting of the Company.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of all the Independent Directors as set out in item nos. 5 to 9.

Notices have been received from the member(s) signifying their intention to propose appointment of these Directors along with a deposit of ₹ 100,000 each.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange for item nos. 5 to 9.

Mr. V K Chopra is a Non-executive Independent Director of the Company. He joined the Board of Directors of the Company in April 2008. He is the Chairman of Audit Committee of the Board of Directors of the Company.

Mr. Chopra is a Commerce Graduate from Shriram College of Commerce, New Delhi and a Fellow Member of The Institute of Chartered Accountants of India. He has held various top positions during his 37 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 as General Manager, Central Bank of India, Mumbai. His last assignment being as a Whole Time Member in SEBI, for about 2 years. Mr. V K Chopra is a Director in Dewan Housing Finance Corporation Ltd., Future Retail (India) Ltd., PNB MetLife India Insurance Co. Ltd., Havells India Ltd., Reliance Capital Pension Fund Limited, Milestone Capital Advisors Ltd., Jaiprakash Associates Ltd., Responsive Industries Ltd., Pegasus Asset Reconstruction Pvt. Ltd., Religare Invesco Asset Management Co. Pvt. Ltd., Bandhan Financial Services Pvt. Ltd. & India Infoline Finance Ltd.

Mr. Chopra does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. V K Agarwala is a Non-executive Independent Director of the Company. He joined the Board of Directors of the Company in August 2004. He is the Member of the Management Committee, Nomination & Remuneration Committee, Stakeholder's Relationship Committee and the Corporate Social Responsibility Committee, of the Board of Directors of the Company.

Mr. Agarwala has more than 40 years of experience in various businesses, especially in the field of exports and corporate management. Mr. Agarwala's academic qualifications include a Master's degree in Arts, a degree in law and a Diploma in Business Management. Mr. Agarwala is a member of the Managing Committee of The All India Exporters' Chamber. Mr. Agarwala is a director in Prakriti Exports Pvt. Ltd, Shanker Kapda Niryat Pvt. Ltd. and Banswara Global Limited.

Mr. Agarwala holds 28,000 Equity Shares of ₹ 10/- of Rolta India Limited (Includes 7000 shares jointly held with his wife Mrs. Kusum Agarwala).

Mr. T C Venkat Subramanian is a Non-executive Independent Director of the Company. He joined the Board of Directors of the Company in November 2010. He is the member of Audit Committee of the Board of Directors of the Company.

Mr. Venkat Subramanian is a Bachelor in Engineering and is a certified associate of Indian Institute of Bankers. Has over 40 years of professional experience in commercial banking, industrial and export financing having worked in Bank of India (one of the largest Indian commercial banks) and Industrial Development Bank of India before joining Exim Bank of India in 1982 at the time of inception of the Bank. Mr. Venkat Subramanian retired in October 2009 after eight and a half years as the Chairman and Managing Director of Export-Import Bank of India (Exim Bank of India). Currently, he is an independent Director on the Board of Jyoti Structures Ltd., LIC Nomura MF Trustee Co. Pvt. Ltd., Investec Capital Services (India) Pvt. Ltd., STCI Finance Ltd., AFC India Ltd & also a trustee in Foundation for Organisational Research & Education (Trust).

Mr. Venkat Subramanian does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. K R Modi is a Non-executive Independent Director of the Company. He joined the Board of Directors of the Company in November 1989. He is the Chairman of Stakeholder's Relationship Committee & Member of the Audit Committee, Nomination & Remuneration Committee, Management Committee and the Corporate Social Responsibility Committee of the Board of Directors of the Company.

Mr. Modi is an advocate and solicitor by profession with over 42 years of experience in legal profession. His academic qualifications include a Bachelor's degree in Arts and Law. He is enrolled as a Solicitor with the High Court at Mumbai. He was a senior partner with Messers Kanga & Co., advocates and solicitors.

Mr. Modi hold 2,000 Equity Shares of ₹ 10/- each of Rolta India Limited jointly with his wife Mrs. Sandhya K Modi.

Mr. M V Nair is a Non-executive Independent Director of the Company. He joined the Board of Directors of the Company in May 2013. He is the Chairman of Nomination & Remuneration Committee of the Board of Directors of the Company.

Mr. Nair is currently Chairman of Credit Information Bureau (India) Limited, India's largest credit bureau. He is the former Chairman and Managing Director of Union Bank of India and Dena Bank. He was one of the longest serving Chairmen of Indian Public Sector Banking and retired in March 2012 after serving Indian Banking Industry for nearly four decades. Mr. Nair graduated from St. Aloysius College Mangalore and attended workshops at Harvard and Kellogg. He was the Chairman of the Indian Banks Association where he was also the Chairman of the Wage Negotiation Committee that negotiated and implemented a landmark wage revision for banking employees in the industry. He was the Chairman of the Governing Board of Institute of Banking Personnel Selection, a member of the Governing Council of Institute for Development and Research in Banking Technology, as well as a member of the Governing Board of the National Institute of Bank Management. Mr. Nair was also the Chairman of the Executive Committee and Vice President of the Indian Institute of Banking and Finance and a member of the Advisory Committee of the College of Agricultural Banking, Pune. Mr. Nair won the Dale Carnegie award for Human Resources Management (2010), the Life Time Achievement award from Talent, Leadership and HR Award (2012) by Star News, SKOCH Challenger Award for Financial Inclusion (2009, 2010, 2011). He was also a finalist at the E & Y Entrepreneur of the Year 2008. Mr. M V Nair is Director in Credit Information (India) Limited, Swift India Domestic Services Private Ltd., Gujarat International Finance Tec-City Company Limited, Birla Sun Life Insurance Company Limited, Stock Holding Corporation of India Limited and L&T Investment Management Company Limited.

Mr. Nair does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Except these Directors, being appointee or their relatives, none of the Directors and Key Managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Resolutions set out at item Nos. 5 to 9.

The Board recommends the resolutions as Ordinary Resolution, in relation to the appointment of these Directors as Independent Directors, for the approval by the shareholders of the Company.

ITEM NO. 10

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 shares/securities, Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) / Foreign Currency Convertible Bonds (FCCBs) / Qualified Institutional Placements (QIPs) or any other instruments or securities in domestic or overseas markets to Residents, 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 extent of an amount upto and including US\$ 250 Million or its Indian Rupee equivalent.

This resolution is similar to one passed last year except for the amount has been increased from USD 200 Million to the limit of USD 250 Million for this current resolution. Since the validity of the earlier resolution was for

one year and hence expires in November 22, 2014, 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 GDRs, ADRs, FCCBs, QIPs etc. or any other instruments or securities in Indian/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.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 10 of the Notice.

The Board recommends the Resolution for your approval.

Item No. 11

The Companies Act, 2013 ('the Act') and rules framed thereunder, which came into force from April 1, 2014, provides several regulations under the Act which requires alteration or deletions of several articles in the existing Articles of Associations (AoA).

The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (Act).

On and after September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified various Sections of the Act for implementation, however certain provisions of the Act are yet to be notified.

As a result, with the coming into force of the Act several regulations of the existing AoA of the Company require alteration / addition / modification / deletions in several articles. Given this position, while retaining the significant articles in the present form, it is considered expedient to wholly replace the existing AoA by a new set of Articles of Association (Articles). Further, in order to smoothen the process of affixation of Common Seal, it is proposed that, except as otherwise provided under the Rules, the Common Seal may be affixed in the presence of a person or persons authorized by the Board of Directors or its Committee.

The new Articles are to be substituted in place of the existing AoA. A copy of the existing as well as new Articles of Association of the Company is available for inspection at the Registered Office of the Company. The proposed new draft Articles is submitted to the AGM and uploaded on the Company's website (www.rolta.com) and is available for inspection by the shareholders. Upon comparison of existing AoA and new Articles of Association, one shall observe that, except for the change as explained above, the changes proposed in the new Articles of Association are substantially in line with the provisions of the Act. The provisions of the Act which requires specific authorization under the Articles to enable the Company to do certain acts have also been incorporated in the new Articles.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, amendment of Articles of Association requires approval of shareholders by way of special resolution. Accordingly, this matter has been placed before the shareholders for approval.

The Board recommends the Special Resolution for approval by the shareholders.

None of the Directors, Key Managerial Personnel of the Company, their relatives is in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 11 of the Notice.

By Order of the Board of Directors



Verinder Khashu
Company Secretary &
Head-Legal / Compliance

Date: August 9, 2014
Place: Mumbai



ROLTA

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

PROXY FORM

Name of the member (s):

Registered Address:

E-mail ID:

Folio No. / Client Id: DP ID:

I/We, being the member (s) of shares of the Rolta India Limited, hereby appoint.

- Name : Address :
Email Id : Signature: or failing him,
- Name : Address :
Email Id : Signature : or failing him,
- Name : Address :
Email Id : Signature :

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Saturday, September 27, 2014 at 11.30 a.m. at Auditorium, Rolta Tower A, Rolta Technology Park, MIDC - Marol, Andheri (East), Mumbai 400 093, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	For	Against
		I/We assent to the resolution	I/We dissent from the resolution.
ORDINARY BUSINESS			
1	Adoption of Financial Statements		
2	Declaration of Dividend		
3	Appointment of Director		
4	Appointment of Auditor		

P.T.O.



ROLTA

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

ADMISSION SLIP

I hereby record my presence at the Twenty-Fourth Annual General Meeting on Saturday, September 27, 2014 at 11.30 a.m. at the Auditorium, Rolta Tower - A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai – 400093, Maharashtra:

Name & Address of the Member

Registered Folio /Client ID

DPID

No. of Shares

Name of the Proxy

Name of the Member or Proxy or Representative present

Signature of the Member or Proxy or representative present

Note: 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.

P.T.O.

Item No.	Resolutions	For	Against
		I/We assent to the resolution	I/We dissent from the resolution.
SPECIAL BUSINESS			
5	Appointment of Mr. V K Chopra as an Independent Director		
6	Appointment of Mr. V K Agarwala as an Independent Director		
7	Appointment of Mr. T C Venkat Subramanian as an Independent Director		
8	Appointment of Mr. K R Modi as an Independent Director		
9	Appointment of Mr. M V Nair as an Independent Director		
10	Issue of various Equity related securities – ADRs, GDRs, QIPs, Convertible Bonds, Shares, Convertible Debentures, etc.		
11	To adopt new Articles of Association of the Company containing regulations in conformity with the new Companies Act, 2013.		

Signed this day of 2014.

Signature of Shareholder:

Affix
revenue
stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, at "Rolta Tower A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai 400 093, Maharashtra not less than FORTY EIGHT HOURS before the commencement of the meeting.



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

(1) Name and Registered Address of the
Sole/First named Shareholder:

(2) Name(s) of the Joint Holder(s) :
(If any)

(3) Registered Folio No./:
DP ID No. and Client ID No.

(4) Number of Share(s) held :

(5) I / We hereby exercise my / our vote(s) in respect of the resolutions set out in the Notice of the 24th Annual General Meeting (AGM) of the Company to be held on Saturday, September 27, 2014 by recording my / our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Item No.	Resolutions	No. of Shares held	For	Against
			I/We assent to the resolution	I/We dissent from the resolution
	ORDINARY BUSINESS			
1	Adoption of Financial Statements			
2	Declaration of Dividend			
3	Appointment of Director			
4	Appointment of Auditor			
	SPECIAL BUSINESS			
5	Appointment of Mr. V K Chopra as an Independent Director			
6	Appointment of Mr. V K Agarwala as an Independent Director			
7	Appointment of Mr. T C Venkat Subramanian as an Independent Director			
8	Appointment of Mr. K R Modi as an Independent Director			
9	Appointment of Mr. M V Nair as an Independent Director			
10	Issue of various Equity related securities – ADRs, GDRs, QIPs, Convertible Bonds, Shares, Convertible Debentures, etc.			
11	To adopt new Articles of Association of the Company containing regulations in conformity with the new Companies Act, 2013.			

Place :

Date :

Signature

Note: Please read the instructions overleaf carefully before exercising your vote.

PARTICULARS OF E-VOTING

During the e-voting period September 21, 2014 at 9.00 A.M to September 23, 2014 at 6.00 P.M members of the Company holding shares as on cutoff date [record date] i.e. August 22, 2014 may cast their vote electronically.

The electronic voting particulars are set out below;

EVEN [E-Voting Event Number]	USER ID	PASSWORD

Please read the instructions carefully before voting electronically given at Note No 13 of the Notice of the 24th Annual General Meeting

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of members who do not have access to e-voting facility.
2. 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 notice of the AGM.
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 AGM.

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

1. 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 September 23, 2014. 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 September 23, 2014.
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.
3. 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.
4. 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 August 22, 2014 and as per the register of members of the Company.
6. 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 results declared along with the Scrutinizer's report, shall be placed on the Company's website www.rolta.com within two working days of the passing of the resolutions at the AGM and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.



ROLTA INDIA LIMITED
ANNUAL REPORT 2013-14

Innovative Technology for Insightful Impact

You must be the change you wish to
see in the world.

– Mahatma Gandhi

Contents

Vision and Mission	01
Chairman's Statement	03
Transformation	04
Innovation	06
Partnerships	08
Customers	10
Roltaites	12
Relevance	14
Rolta - Scalable & Diversified Unique Business Model	16
Rolta - Enterprise IT Solutions	18
Rolta - Geospatial Solutions	20
Rolta - Plant Engineering Life-cycle Solutions	22
Rolta - Defence Solutions	24
Worldwide Infrastructure	26
Defence & Security	28
Oil & Gas, Petrochemicals & Power	34
Infrastructure, Government, Transportation & Environment	40
Utilities & Telecom	46
BFSI	52
Manufacturing, Retail & Healthcare	58
Shareholder Information	64
Brand & HR Valuations	68
Ratio and Ratio Analysis	70
Directors' Report	72
Corporate Social Responsibility	82
Auditors' Report	83
Consolidated Financial Statements	84
Consolidated Balance Sheet, Statement of P & L and cash flow statement (US\$)	104
Section 212	107
Independent Auditors' Report (IFRS)	108
Consolidated Financial Statements (in Accordance with IFRS)	109
Auditors' Report on Abridged Financial Statements	134
Abridged Financial Statements	136
Corporate Governance	147
Risk Management	154
Management's Discussion & Analysis	156
Directors' Profile	162
Global Management Team	164
Corporate Information	168

A bald eagle is shown in mid-flight, its wings spread wide, soaring over a body of water. The background features a vibrant sunset sky with streaks of orange, pink, and blue. The eagle's white head and neck are prominent, and its yellow beak is pointed forward. Its dark brown feathers on the wings and body are detailed, and its yellow talons are visible. The water below is dark and calm, reflecting the colors of the sky.

Rolta Vision

To continuously **INNOVATE** and provide knowledge-based IT solutions that deliver remarkable **INSIGHTS** and lasting **IMPACT** in the way our world operates

Rolta Mission

Develop **INNOVATIVE** solutions that dramatically change the marketplace. Deliver valuable **INSIGHTS** that enable the best decision making. Create relevant and measurable **IMPACT** by always executing with the end result in mind

Chairman's Statement



With accelerating rates of invention, changes in demographic dynamics and technologies, companies have to transform or perish. Embracing the unknown and tackling something new can be very daunting, but change is critical and denying current or coming change can be very harmful to the very existence of a business.

Hence, in 2008, when we started completely transforming Rolta, we had to adopt new ways of thinking and new ways of operating. We were always strong in Geospatial and Engineering domains, but needed to move up the value chain in these areas. In the pure-play Information Technology (IT) segment, we needed to add a huge amount of capabilities, especially at the front end in US – the world's largest IT market. Similarly, in India the landscape of our core Defence & Security business was fundamentally changing – Ministry of Defence, Government of India started demanding indigenization, more so for technology and systems and turned to select and qualified Indian vendors to provide solutions under the 'Make India' and 'Buy India' programs.

Thus was born our unique IP-led business model, wherein rather than being dependent on services, we started focusing on driving our business through Rolta IP based solutions. This dramatic transformation required us to put aside the traditional comfortable ways of doing business, take risks and develop new kinds of capabilities.

To give a big thrust to our IT business, we made several strategic acquisitions in North America, which provided us a solid track record of three decades plus, offices in key locations, thousands of customers, highly qualified consultants, significant IP and access to newer markets – we expanded to address IT requirements in our traditional markets of infrastructure, government, environment, transportation, utilities, telecom, power, oil & gas and also entered high-growth segments like banking, financial services, insurance, manufacturing, retail and healthcare. The companies that we acquired were already successful in the US using their onshore resources, which we have since augmented with a solid offshore capability.

We also adopted a strategy that would enable us to leverage the unique combination of our IT, Geospatial & Engineering expertise and play at the higher end of the value chain, by providing Rolta-IP based solutions. The business need that dovetailed with this strategy was of 'Business Intelligence (BI) and Big Data Analytics', which was also expected to become a huge need globally.

Today, almost 2.5 quintillion bytes of data is produced every day, and it is estimated that in the past 2 years, 90% of the world's overall data has been produced. In addition, almost 80% of this data has a significant geospatial context/linkage. Leading analysts believe that if by leveraging data of traditional business IT systems, an organization derives 1X

benefits, this data when combined with social media data drives benefits up to 10X and when both these data are also integrated with data of real time operational systems, the benefits increase to 100X. Therefore, benefits provided by BI & Big Data Analytics, increase by an order of magnitude when geospatial attributes, engineering design and operational data are fused with enterprise business data.

This is how BIG Data is changing today's businesses and we with our unique combination of IT, Geospatial & Engineering domains, have the tools, technologies & know-how to deliver this integration and the resultant value to our customers. Rolta OneView™ suite is our solution that delivers these outcomes from BIG Data by providing comprehensive analytics, which are descriptive, diagnostic, predictive and prescriptive and explain what happened, why it happened, what is likely to happen and how to make it happen. Our significant capabilities and proven software suites have been also very well recognized not only by leading analysts, who have placed our IP solutions in the top right hand quadrant, but also by global leaders like Oracle and SAP, with whom we have strong partnerships. SAP, for example recognized us as their "OEM Partner of the Year" with a 2014 SAP® Pinnacle award.

In India, our Defence and Security business has also expanded and grown significantly, due to the Company's transformation. The size of our addressable market has increased manifold, and today, we are one of the very few select companies that have been qualified and are invited to bid for large multi-billion dollar 'Make India' programs of Ministry of Defence, Government of India, like the Battlefield Management System Project, valued at over Rs. 50,000 Cr (US \$ 8.3 Bn).

Over the past 30 years we have established a business that is strong and stable. The transformation we have undergone, over the past 6 years is now showing visible results. Our business model is unique, IP driven and non-linear. It exceptionally leverages our combination of IT, Geospatial & Engineering domains and provides us with significant competitive advantage that results in a strong entry barrier for competition. Our 3,500+ customers provide us with significant repeat business and cross selling opportunities. The industry verticals that we address are large and growing rapidly and the Indian Defence market can be an absolute game changer for us, due to our strong position in its multi-billion dollar opportunities. We believe that these factors position us very well for the long haul, and should help us serve our stakeholders even better.



K. K. Singh
Chairman & Managing Director
August 11, 2014

Transformation

From the beginning, Rolta has understood, accepted and implemented that 'change is the only constant'. Rolta has remained relevant by anticipating market needs, embracing change and ensuring that its businesses are not 'me-too' in character.



Rolta delivers insights that have the power to significantly transform and impact its customer's bottom lines and reshape their businesses.

“Rolta's ability to constantly transform and re-invent itself, to remain relevant in the face of relentlessly changing technologies & market needs and yet remain focused on its core competencies is the fundamental reason for the Company's long-term success.”

Innovation has been Rolta's guiding principle since the Company was established in 1982, 30+ years ago. In these three decades, Rolta has constantly innovated and transformed its business, with the most significant transformation happening over the last 5 years.

Early Years: 1982 – 1992

In 1982, Rolta started as a data processing company. Moving up the value chain, Rolta pioneered Geospatial and Engineering Design technologies, in India. By innovatively manufacturing state-of-the-art graphics workstations, Rolta could provide increased value and quick access to cutting-edge technology to the Indian market, giving the Company an early mover advantage and a leadership position. The Company went public in 1990, with a successful IPO in India.

Formative Years: 1993 – 2002

By leveraging its successes in India, Rolta launched its international operations, by executing Engineering and Geospatial services projects worldwide and established subsidiaries in the US, Middle East and Europe. Simultaneously, Rolta also took advantage of its strengths in digital mapping to enter the Indian Defence market by executing Military Geospatial projects, to create a platform for sophisticated and large C3ISR Military programs.

Yester Years: 2003 – 2007

Rolta established strategic Joint Ventures with world leaders, like Thales – one of Europe's foremost Defence companies, thereby expanding its addressable Defence market and also with Shaw, a leading US EPC group, for executing end-to-end Engineering Design projects worldwide. The Company has since monetized its investment in this JV by selling its share back to the Shaw group. The Company's GDRs were listed on the London Stock Exchange in 2006.

Business Transformation: 2008 – 2014

In 2008, Rolta started executing a strategy to transform its business, from a model that was services-centric to an IP-led one. This was necessary due to various reasons.

Geospatial, Engineering and IT Markets, world-wide:

Rolta had very strong capabilities in the Geospatial and Engineering domains. The Company needed to move-up the value chain in these businesses and also establish itself strongly in the pure play IT market. Hence, Rolta developed its IP solutions and built really strong capabilities at the front-end in North America, for access, credibility and differentiation in the IT market, by making several strategic acquisitions. These acquired companies have since been augmented with a solid off-shore capability, resulting in higher value for the customers and the Company.

In addition, Rolta identified a common solution strategy built around data integration and analytics, which was expected to become a huge need globally. The Company's special expertise in Geospatial and Engineering domains, position it very uniquely to fulfill this requirement as, organizations require analytics that can be extracted only from a fusion of enterprise business data with geospatial attributes and engineering design and operational data. When components of Geospatial and Engineering models are associated with relevant business data, they provide exceptionally valuable insights for business decisions. The combination of Rolta's Geospatial and Engineering practices effectively adds a new dimension not only to its Enterprise IT solutions, but also provides large benefits to customers.

Indian Defence Market:

The Indian Defence sector started encouraging qualified local private sector companies to participate in their large programs by classifying them as "Buy India" and "Make India", with the provision for availability of technology in India and a high indigenous content. Thus Rolta acquired and developed its IP and solutions and expanded its capabilities to address these large indigenous Defence programs.

2014 Onwards – Transformation: Return on Investments

Today the Company's business model is scalable and diversified. It is largely non-linear in nature and based on revenues through sales of Rolta IP based solutions, rather than being dependent on services, which in turn results in a linear model.

The Company's IT, Geospatial & Engineering, and Defence & Security businesses are quite unique when one looks at them on a standalone basis. However, it is Rolta's ability to combine its competencies in these three businesses with each other, plus the IP that the Company has and its specific industry vertical knowhow that gives Rolta a very strong competitive edge.

Rolta now addresses diversified and high-growth industries that include: Infrastructure & Government; Utilities & Power; Oil & Gas; BFSI; Manufacturing, Retail & Healthcare; and Defence & Security. The Company's IP-led business model has resulted in higher margins, increased customer stickiness and improved annuity revenues. Rolta expects to continue monetizing the investments it has made in this business model over the coming years.

Innovation

Rolta has strengthened its path-breaking position in an uncompromising business space by providing truly valuable and innovative solutions for its customers, based upon its intellectual properties and industry leading technologies.



The Company has institutionalized the transformation of knowledge into assets, which are shared, exchanged and invested for continuous returns.

“Innovation is at the center of everything that Rolta does. This is what truly drives Rolta and differentiates the Company's offerings, empowering it to deliver value consistently to its stakeholders.”

Rolta has built a culture of innovation based upon exceptional employee talent, strategic alliances and focused investments. The Company is a leader in the markets it serves, due to its innovative attitude, proactive outlook, incredible zest and unrelenting perseverance.

Rolta today has a wide array of software IP that incorporate its overall 30-year know-how in IT, Geospatial, and Engineering domains. By combining this domain knowledge, Rolta develops solutions that provide unprecedented insights enabling CXOs to meet their goal of implementing BI & Big Data Analytics. Hardly any other company in the world has the ability to so uniquely combine these three diverse areas of domain expertise and deliver the kind of impactful solutions that Rolta provides. The Company has been awarded over 120 copyrights and patents, some of which are mentioned below.

Rolta Photogrammetric Mapping™ and Rolta Imaging Suite™ - Comprehensive Suite comprising of 22 Imaging solutions and 15 Photogrammetry solutions for Geo-Imaging and earth science applications for Defence and Mapping.

Rolta Geospatial Fusion™ - Comprises of 15 distinct solution offerings, each tailored for a particular industry sector. Rolta Geospatial Fusion™ “intelligently” compiles information, applications and processes of an enterprise from various sources and presents a unified repository of data for ease of decision making across the enterprise or organization. For example, one of its solutions, **Rolta GeoAssets™** - Manages geographically dispersed assets, including complex structures like roads and bridges and drainage systems.

Rolta GeoCAD™ - Computer Aided Dispatch solution for effective and efficient emergency response management for Safety & Security, used by emergency response agencies like Police forces, Fire departments and Medical response teams.

Rolta C2™ - Provides true situational awareness, with actionable intelligence for informed decision making and response to emergencies. Empowers Naval Forces, Coast Guards, Port Authorities, as well as Critical Infrastructure and City Planning Authorities to manage security threats effectively.

Military off-the-shelf Solutions (MOTS) - Comprehensive Suite of solutions for Command & Control (C2) and Intelligence, Surveillance and Reconnaissance (ISR). Includes Rolta MIL Photogrammetry, MIL Image Processing, MIL 3D Analysis and Visualization Suite, MIL GIS Suite, Sensor Data Integration and Fusion.

Rolta BMS™ Suite - Rolta's ready to use Battlefield Management System software suite, with various field proven components, is a comprehensive solution for deployment at the tactical level to support seamless battlefield communications and a common operational picture, from soldier to commander.

COMPREHENSIVE BI AND BIG DATA ANALYTICS SOLUTIONS:

Rolta Advizer™ - With its automated and consultative model helps to discover data landscape, define information landscape, establish information model and chalk out ROI-based roadmap for implementing BI and Big Data analytics solution. It leverages 600+ weighted characteristics and decades of domain expertise on real-world deployments.

Rolta SmartMigrate™ and Rolta RapidHANA™ - Help automate migration and consolidation of data, analytics and reporting platforms with very high reliability and by drastically reducing the migration cycle. Rolta SmartMigrate™ IP automates the migration from multiple BI platforms onto a single consolidated platform. Rolta SmartMigrate™ features a pluggable, XML-based architecture to migrate from variety of reporting platforms like Microstrategy, Cognos, OBIEE etc. to a unified enterprise analytics suite of the customer's choice such as SAP Business Objects, Oracle BI (OBIEE), or IBM Cognos. Rolta RapidHANA™ helps in automated migration of databases, data and applications to SAP HANA platform.

Rolta IT-OT Fusion Suite™ - Provides integrated insights by securely integrating systems residing in IT and Operational Technology Systems and Networks. Rolta iPerspective™ Big Data Platform brings the best of powerful in-memory analytics from SAP HANA, highly economical storage in open source NOSQL data stores as well as distributes low cost processing power of Hadoop.

Rolta OneView™ - Built on Rolta iPerspective™ Big Data Platform is natively engineered ground-up on platforms like SAP HANA and SAP BO and Oracle OBIEE and provides integrated actionable insights with 3000+ pre-built industry specific real time and predictive analytics. With its unique industry knowledge model, it provides a single source of truth for role-based actionable insights across all the critical business processes and functions in the asset intensive industries.

Rolta intends to continue expanding its IP repository by further strengthening its R&D capabilities. The Company has established dedicated R&D centers in Mumbai, Bangalore, Hyderabad, Delhi (NCR), Chicago, Atlanta and Toronto. Rolta's R&D unit in Mumbai has been recognized by the Government of India's Department of Scientific and Industrial Research.

The Company benchmarks its processes, people and service quality in line with leading international standards. Rolta is accredited with the prestigious ISO 9001:2008 for Quality Management System, BSI ISO/IEC 27001:2005 certification for information security, BSI ISO/IEC 20000-1:2011 for IT Service Management Standards, ISO 14001:2004 for Environment Management System, OHSAS 18001:2007 for Occupational Health & Safety Management and Level 5 Certified Practice in Usability™ from HFI. Rolta's software application development & maintenance operation has been assessed at Level 5 of SEI's CMMI version 1.3, currently the highest possible rating.

Partnerships

Rolta achieves its goals by adopting a partnership-driven approach that includes not only organic & symbiotic growth, but also strongly focuses on joint ventures and acquisitions.



Rolta leverages the full power of its partnerships with global technology leaders, to consistently meet stakeholders' expectations.

“Establishing strong partnerships with industry leaders and acquiring world-class companies & technologies have helped Rolta develop a deep understanding of international geographies, constantly evolving technologies, and provide an unbeatable solution to customers.”

Rolta ensures that it provides its customers with a holistic solution. It meets and exceeds its customer's requirements with innovative technologies, acquired one way or another – either through partnerships, through acquisitions or through its JVs. This has helped Rolta develop a deep understanding of constantly evolving technologies to capture the higher end of the value chain and provide unbeatable solutions to its customers. Rolta has established strategic alliances with several leading global technology companies, which are a two-way partnership wherein both partners promote each other's technologies and products to customers globally.

Rolta's strategic alliances have assisted it to inculcate a deep understanding of constantly evolving technologies and cross-cultural markets, helping it to provide unsurpassed and nonpareil solutions to customers.

Rolta has acquired many companies having best-of-breed technologies, gaining access to critical technology, in the form of source code and software design architecture, adding to its rich domain knowledge, project expertise, credentials, references and customers.

Rolta has been able to successfully differentiate itself and has grown on the strength of technology partnerships with global leaders. Rolta's persevering alliances have been marked by ethical practices and fulfilled commitments through clear enunciation of the expectations of each alliance partner.

SAP: Global Strategic Partnership

SAP is one of the leading players in the verticals served by Rolta OneView™. SAP applications are deployed at more than 251,000 customers, and many of these customers may find Rolta OneView™ a natural fit for BI and Big Data Analytics.

SAP has Certified Rolta OneView™ modules for sale through SAP's "Rapid Deployment System". Rapid-deployment solutions are ready-to-use combinations of best-in-class, pre-configured software, packaged with fixed-price implementation services, content and end-user enablement that have been specifically tailored to line-of-business needs, delivered in accelerated time frames.

Rolta was named SAP's Global Strategic OEM Partner. As a result, Rolta gets access to large SAP user base through

a joint go-to-market arrangement whereby SAP's field force is incentivized to not only support Rolta's initiatives, but also independently promote Rolta solutions when appropriate. SAP's industry business units have included Rolta OneView™ in their Industry Value Map as a solution of choice, giving Rolta credibility with SAP's vast customer base.

This partnership is not limited to only Rolta OneView™ but also covers Rolta OT/IT Integration, Rolta SmartMigrate™, Rolta RapidHANA™, Rolta iPerspective™, Rolta Geospatial Fusion™ and Rolta HLS Solutions.

SAP Pinnacle Partner Award - 2014

SAP recently named Rolta as a Pinnacle Partner for 2014. Rolta was one of the handful of Partners recognized at this highest level through this award out of 11,500 partners in SAP global partner eco system.

Bharat Electronics Limited

Rolta and Bharat Electronics Limited (BEL), one of India's leading public sector enterprises in defence sector, have formed an exclusive consortium to bid for a contract to design and supply a command and control program for a battlefield management system, the contract value of which has been reported to be potentially worth more than Rs. 50,000 Crores (US \$ 8.3 Billion).

Oracle: Global Platinum Partner

Rolta is a Platinum level member of Oracle Partner Network Worldwide allowing cost effective bundling of Oracle software components with Rolta OneView™. Rolta has received Oracle's prestigious "Titan" and "Partner Excellence" awards eight times for innovative deployment of their technologies. Oracle named Rolta an Oracle Specialized Partner of the Year for BI Solutions in 2012.

Thales

Rolta has a joint venture with Thales of France (51% Rolta, 49% Thales) for defence offerings in India, allowing Rolta exclusive access to Thales' defence related technological know-how in India. Thales is among the largest defence contractors in the world and offers solutions for a broad range of applications.

Other Major Partnerships

Rolta is a global "Gold" partner in ESRI's partner network. The Company gets early access, as compared to "non-Gold" partners, to new ESRI technologies and roadmaps enabling Rolta to seamlessly provide solutions on ESRI platforms in North America, Europe and the Middle East.

Rolta is also a Global Gold Partner for Microsoft and has been bestowed with Microsoft Partner Network IMPACT Award for developing and delivering exceptional Microsoft-based solutions.

In addition, Rolta also enjoys close relationships with many other industry leaders, including HP (USA), EMC (USA), VMware (USA), and Hitachi (Japan).

Rolta's leadership across various business segments is a result of its strong partnerships with world-leaders and key acquisitions. This strategic approach has helped transform the company, enabling it to deliver stronger customer value and strengthening its presence in a competitive market place.

Customers

Rolta's domain knowledge and its ability to focus on the precise requirements of its customers, empowers the Company with exceptional capabilities to deliver value-added cutting edge solutions for demanding projects anywhere in the world.



Having executed multi-million dollar projects in over 45 countries, Rolta today proudly boasts of having over 3500 satisfied customers

“Over the years, Rolta has retained a place of pride for its cutting-edge solutions provided to a host of global customers - a virtual 'Who's Who' of leaders in their respective fields. Rolta meets & exceeds contracted deliverables and works shoulder-to-shoulder with its customers on their live projects for optimum outcome, ensuring full value to their investments.”

Right from the beginning, Rolta has earned an enviable reputation for providing path-breaking solutions to a wide cross-section of enterprises across the globe, from Fiji in the east to the US in the west. The Company's remarkable successes in such projects, has resulted in a slew of new project wins across the global market and an envious dominating presence in the Indian market.

Rolta has always moved forward with a customer centric approach. The Company has constantly envisioned future market trends so as to serve its customers in the most satisfactory manner. Rolta has time and again proved its mettle and earned the trust of its customers. Resultantly, the customer base of Rolta keeps on expanding and many prestigious names and brands keep on getting added to it.

Rolta enjoys long-term relationships with its customers. Many have been with the Company for more than a decade. Rolta continues to meet their growing needs of technology and ongoing upgradation, so that customers can unleash the full value out of their investments.

The Company has helped customers protect themselves against rapid changes in technologies. Rolta's deep insight into the systems used by customers has enabled it to recommend solutions and services that represent attractive long-term value as opposed to temporary, quick-fix alternatives.

The Company always strives to go much beyond providing contracted deliverables and works shoulder-to-shoulder with its customers on their live projects for timely execution, so that they derive full value out of their investments. Over the years, Rolta has strengthened its pioneering reputation in a competitive business space by intelligently leveraging its accumulated Knowledge so that the company works better, faster and smarter for its customers.

The Company provides catalysts for raising productivity within its customers' environments. Rolta creates relevant and remarkable solutions, by unlocking inaccessible information, transforming it and bringing insights.

Through the breadth of its expertise and the depth of its knowledge of its customer's businesses, the Company delivers solutions that lead to superior decision making that have meaningful impact. This is what makes Rolta invaluable to its customers.

Rolta's solutions and rigorous quality control processes have ensured that projects are completed to exacting specifications - ahead of schedule. The result: Rolta provides tremendous value and enjoys long-term relationships with its customers.

Rolta's ability to combine and transform its domain knowledge, IPRs and deep understanding of customer needs into innovative solutions, enables it to meet the most demanding mission-critical requirements of the markets it serves, worldwide. The Company provides differentiated solutions, built around its own intellectual property ('IP'), at the high-end of the value chain, encompassing enterprise-level decision support systems for selected vertical segments.

Rolta has judiciously invested in people, technology & infrastructure to exploit & serve emerging opportunities. Rolta operates at the high-end of the value-chain by focusing its resources on its customer's mission-critical projects.

Rolta provides services & solutions integral and critical to the business existence of its customers. Rolta has executed projects in 45 countries for its diversified customer base, including some of the largest companies, state and federal governments and public sector enterprises, as well as blue-chip Indian and international clients and end-users. Rolta has long-standing relationships and derive a significant portion of its revenues from its solutions to Government Agencies. The Company believes that its loyal and diversified customer base provides it with stable revenues, tremendous cross-selling opportunities and a ready access for its solutions.

To maintain close customer contact, to market and to support Rolta solutions more efficiently, the Company operates through its Mumbai headquarters within a network of 14 offices in India and 26 offices across the world. Rolta's Mumbai, Chicago and Cleveland offices also house centers of excellence dedicated to in-memory analytics and cloud computing technologies. These locations, together with Bangalore, Hyderabad, Delhi, Atlanta and Toronto offices, also serve as development & delivery centers. The Company is also present at more than 65 customer onsite support locations that provide support for deployment of India's defence and security systems.

The Company's domain knowledge and focus on the precise requirements of its customers, empowers Rolta with exceptional capabilities to deliver value-added cutting edge solutions, to the most demanding mission critical projects anywhere in the world.

Rolta is committed to transforming its diverse knowledge into innovative solutions that empower customers to address their business challenges, both, decisively and successfully.

Roltaites

People are at the heart of Rolta. Roltaites take static information and transform it into dynamic insights. Insights that lead its customers to make insightful decisions. Insightful decisions that deliver lasting impact.



There are no dreams too large, no innovation too unimaginable and no frontiers beyond the reach of Roltaites.

“ Rolta's achievements are anchored around its rich intellectual capital, derived through an inspiring workplace, enhanced employee satisfaction and people retention.”

Transforming knowledge, leveraging information and building innovative solutions, is a challenge every Roltaite cherishes. Thinking ahead innovatively and creating new solutions from existing information is ingrained in the people of Rolta.

Rolta has continuously evolved its workplace to ensure that it remains the employer of choice and attracts the best available talents with an objective of further enhancing its capability to innovate and deliver insightful solutions. Their exceptional level of commitment, high motivation levels, tremendous enthusiasm and willingness to go the extra mile, to meet the demands of the marketplace, have all resulted in an extremely positive work place at Rolta.

The Company encourages and nurtures a homogeneous culture based on the principles of learning, sharing and caring, which is continuously promoted within the Company, with a series of regular formal and informal meetings and reviews. Rolta protects its rich intellectual capital with a very low attrition, incentivized through a compensation structure that is at par with industry standards and benchmarked to the needs of a dynamic marketplace. Rolta has instituted dynamic performance incentives for higher productivity and has in place an attractive Employees Stock Option Plan.

Rolta was recently bestowed with 'Best Practice in Learning Transfer for Improving Business Bottom Line' at the 'Asia Training & Development Excellence Awards 2014', organized by Human Resources Development Management Committee of World HRD Congress. The Company was awarded for its strategy as a learning organization with strong focus on talent retention through workforce development. In 2013 Rolta had received the "Innovation in HR" award from World HRD congress. Rolta has been placed in the top 4 Best Employers for five consecutive years in the Dataquest-CMR annual survey of Best Employers in the IT Sector. In the year 2012, Rolta was ranked at the 2nd position topping in 'Managing Slowdown', 'Company Image' and 'Gender Inclusivity' categories. In 2011, the Company secured the 2nd position for 'Preferred Employer', 'Company Culture', and 'Ranking by Employees'. In 2010, the Company was ranked at the 2nd position as a 'Preferred Employer'. In 2009, the Company was ranked at the 1st position in Human Relations (HR).

Rolta continually invests in providing domain specific and technology training to its engineers based on IPRs that have been developed internally, acquired from around the world and from its partners thereby continuously honing the skills of its teams, leading to a constant build-up of expertise. The Company trains its engineers for a wide range of technology skills; it makes them undergo rigorous global certifications conducted by independent bodies which build proficiency and credibility.

Rolta boasts a highly qualified and experienced management team comprising professional domain specialists, engineers, finance, marketing and management personnel. Similarly, Rolta continues to strengthen and develop its IPR by inducting world-class talent. The Company continually strengthens its teams in all geographies and at all levels, for example, by recruiting senior retired military officers and senior experts with deep industry knowledge and technologists with several years of experience working with cutting-edge technologies at global technology companies such as Oracle, SAP, HP and VMware.

Today, Rolta employs over 3,500 individuals. A significant percentage of its employees possess engineering qualifications, including a large number of employees with master's degrees and doctorates. Rolta believes that its employees uniquely differentiate the Company from many other IT companies. Rolta's R&D team comprises of over 650 professionals, including highly qualified and experienced subject-matter experts, software engineers, testing specialists, and intellectual property management teams.

The Company possesses more than 23,000 person-years of management experience and more than 60,000 person-years of overall experience. According to the latest report, the Company's Human Resource is valued at Rs. 208.12 Billion (US \$ 3.46 Bn) (details available elsewhere in this report).

Rolta's pioneering advantage has been reinforced through aggressive investments in people, technology, R&D and infrastructure resulting in a formidable critical mass of intellectual capital, thereby positioning the Company far ahead of competition.

To ensure that Rolta remains at the cutting-edge of technology, the Company has set up state-of-the-art 'Competency Centers', equipped with infrastructure and facilities that match global norms. Staffed by an expert resource pool drawn from industry and academia, these Centers develop the necessary combination of strategies, ideas, techniques, processes, toolkits, utilities and products to meet varied and complex customer needs.

Rolta's continuous transformation of its workplace attracts the best available talents and ensures that the Company remains the solution-provider of choice for the market segments that it addresses. Overall, Rolta has an environment of motivated professionals, resulting in enhanced employee satisfaction and retention.

Relevance



Rolta's relevance is achieved not by only sheer strength but by perseverance as well, which has enabled it to go above and beyond being just an information technology company.

Rolta has always looked beyond immediate opportunities to create businesses with long-term prospects and relevance.

“The Company has persevered to build a solid business in the span of three decades that reflects its established track record, domain knowledge, exceptionally talented human resource, top-notch infrastructure, partnerships with world-leaders, incomparable IPR and strong financials.”

Rolta is a technology company that uniquely combines the domains of IT, Geospatial & Engineering, and Defence & Security for delivering highly differentiated solutions to customers. These solutions are built on the Company's own IP, in terms of software, which has been copyrighted & patented. This has resulted in Rolta becoming a market leader in its carefully selected business segments, in India and a major player worldwide; building a healthy business, year after year.

Information Technology

Enterprise IT has been a big thrust for the Company in the past five years. Rolta has made several strategic acquisitions in North America (the world's largest IT market), which has provided the Company with a solid track record of 30+ years, 16 locations in North America, 3,000+ customers, and over 250 highly qualified sales, BD and pre-sales staff in this market.

Rolta offers cutting-edge solutions for the high growth segments of BI and BIG Data, Cloud, SDI and Mobility and Enterprise Applications – totaling to an addressable market of over 500 Billion dollars. These solutions are based on proprietary IP and leverage the unique combination of Rolta's domain expertise in IT, Geospatial and Engineering.

By combining the off-shoring price advantage, Rolta has been able to very effectively compete and address such cutting-edge technology requirements. The big differentiator for Rolta in this huge market is its IP and combination of domains. When competing with large IT services companies, it is this amalgamation that enables the Company to be unique and provide a much higher value proposition enabling the Company to get an entry and then spread horizontally and provide services across the enterprise.

Geospatial

Almost two-thirds of the world is still to be mapped digitally. In addition, it is estimated that over 80% of all digital data worldwide has geospatial context, hence GIS is now no longer an island but has become a part of the mainstream.

Thus, at the very basic level, is the need to create digital map data, then comes the necessity of integrating this data with other business and IT data for locationally contextualizing business problems. This is then followed by spatial analytics for insightful decisions.

The Company has a first mover advantage in the large 3D Smart & Secure City Modeling market due to the pioneering projects undertaken by Rolta. The Company's US patent for integration technology gives it a significant competitive advantage, while its comprehensive analytics solutions that are descriptive, diagnostic, predictive and prescriptive provide significant value to its customers.

Today, Rolta is recognized as one of the top five Geospatial IP Companies in the world. Rolta is strongly placed in this large multibillion dollar market due to its domain expertise, patented technology and IT expertise.

Engineering

In the complete plant life cycle, at the very basic level, an Engineering Information System (EIS) needs to be created and then comes the necessity of fusion of this data with other operational and IT systems, which is then followed by Analytics for Operational Excellence. This is what delivers real value to a business.

Rolta creates an EIS to fundamentally act as a data repository. The unique Rolta Engineering Fusion Platform, which incorporates patented technologies in integrating in real time, data from Operational systems like SCADA, Historians, etc. with EIS, provides a 360 degree view of operations. Thereafter, the Company's exceptional analytical solutions helps a customer in knowing "what happened", "why it happened", "what is likely to happen" and "how to make it happen", by leveraging this integrated IT, Engineering and Operational Data repository.

Rolta is very strong in this area due to its engineering strengths built over 25+ years, combined with its IT expertise, patented technologies, proprietary IP and domain expertise, which places it very well in this large multibillion dollar market.

Defence & Security

The Indian Defence sector has emerged amongst the top spenders worldwide. At the same time, the Indian Ministry of Defence is encouraging Indian private sector by inviting highly qualified local bidders to participate in large procurements, under the 'Make India' classification. Rolta is one of the select few companies recognized and invited to participate in such multi-billion dollar programs. For example, recently, Rolta and Bharat Electronics Limited (BEL), one of India's leading public sector enterprises in the defence sector, have formed an exclusive consortium to bid for a contract to design and supply a command and control program for a battlefield management system, worth more than Rs. 50,000 Crore (US \$ 8.3 billion).

The combination of Rolta IP that has been developed specifically for the Indian defense and security forces, our track record of 20 years in this vertical, partnership with world leaders in this domain and selection as a qualified bidder for the 'Make India' program have increased the size of our addressable market significantly, to around 24 billion Dollars over the next 5-7 years.

The Company is also well-placed to seize the significant opportunities arising from the huge modernization programs of Indian Para-Military and Police Forces in the fast-growing Homeland & Maritime Security markets.

Over the past 30 years Rolta has established a business that is stable, with revenues that have high visibility including recurring annuity. The Company is very well positioned for the long haul.

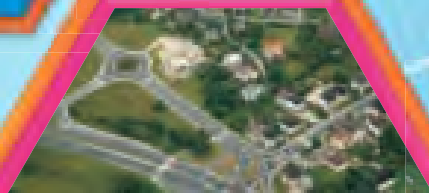
Rolta - Scalable & Diversified Unique Business Model

Core Competencies



Enterprise IT

BI, Big Data Analytics, Cloud & IT Security, Software Defined Infra, Enterprise Applications



Geospatial & Engineering

GIS & Engineering Information Systems, Data Fusion and Business Analytics



Defence & Security

Command, Control & Intelligence, Military Communications, Optronics

Subject-matter Expertise and Rolta IP

Customer Specific Vertical Domain Know-how

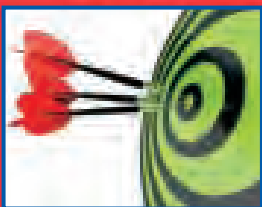


Rolta's Proven IP, World-Class Products, Solutions, Platforms & Workflows

Industry-specific Solutions



Rolta - Enterprise IT Solutions



Focus

High-end solutions
and technologies

BI and Big Data Analytics

Software Defined Infra (SDI), Cloud,
IT Security and Mobility

Enterprise Applications
Consultancy



Strategy

Exceptional approach

Unique combination of domain
expertise, IT, Geospatial & Engg

Differentiated IP-led solutions give
major competitive advantage

Leverage India advantage

Rolta addresses US \$500 B+ market

High-growth Segments

- BI and Big Data: US \$136 B
- Cloud/SD, Mobility: US \$241 B
- Enterprise Applications, Consultancy, Security: US \$150 B

Organic & Inorganic Growth

- 30+ years' track-record
- 40+ locations (16 in North America)
- 3500+ customers (~3000 in North America)
- 250+ Sales/Presales/BD staff in North America

Partnerships with Global Leaders

- SAP: One of the 5 strategic OEM partners world-wide
- Oracle: Global Platinum Partner
- Microsoft Global Gold Partner
- ... and others

Rolta is a mature player in the global IT market

Driving Enterprises to Excellence



**Comprehensive
Analytics**

Descriptive

What happened

Diagnostic

Why it happened

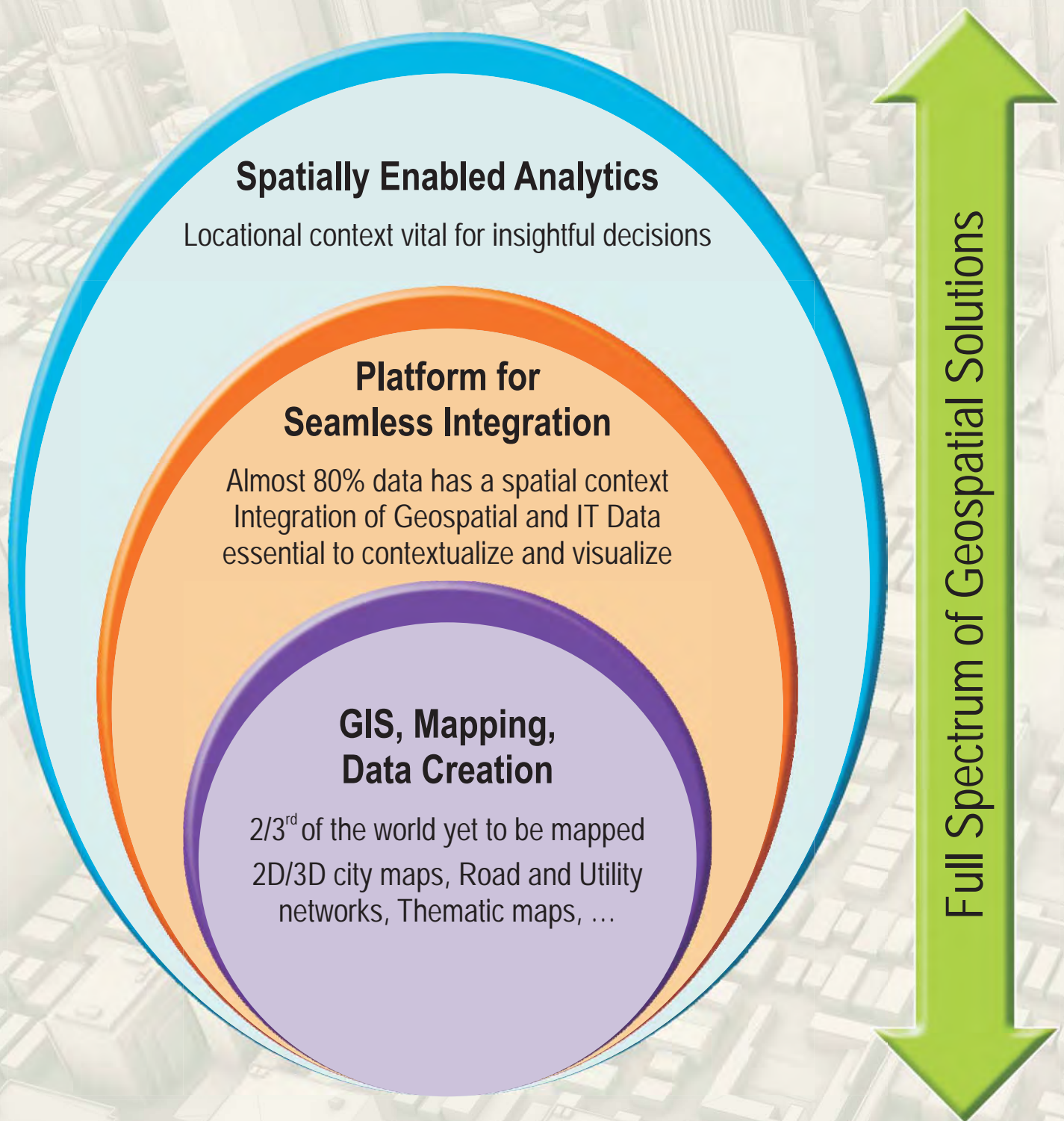
Predictive

What is likely to happen

Prescriptive

How to make it happen

Rolta - Geospatial Solutions



Now an essential part of mainstream IT for analytics

Sophisticated Big Data Analytics

- All verticals need analytics with locational context for meaningful decisions
- Rolta, with its comprehensive suite of services & IP, provides insightful solutions for locational analytics

GIS and Business Data Integration

- Disparate sources and formats, using different technologies
- With its unique and patented IP, Rolta integrates 100s of disparate applications & databases in real time

GIS and Map Data Capture

- Rolta has 30+ years of experience in providing end-to-end mapping services and GIS
- Creation of 3D city maps is the new state-of-the-art approach for sophisticated GIS, in which Rolta has a 1st mover advantage

Rolta's unmatched proposition to address a multi-billion dollar market

Rolta - Plant Engineering Life-cycle Solutions



Global experience of plant design/engineering and extensive track record of EIS projects

Analytics for Operational Excellence



Engineering Fusion Platform

Rolta OneView™ Suite

Rolta iPerspective™ Suite

Operations



Operational parameters

- Flow
- Pressure
- Vibration
- ... more

Business (IT)



Transactions and Asset Details

- Asset Classification
- Costs
- Maintenance
- ... more

Engineering



Design Parameters

- Permissible Pressure
- Permissible Flow
- Design Capacity
- ... more

Rolta uniquely placed to address multi-billion dollar EIS/Analytics market

Rolta - Defence Solutions

Rolta addresses large systems engineering programs
for Defence & Security

3 KEY AREAS OF DEFENCE PROCUREMENT

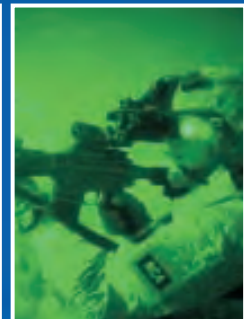
Platforms

(Aircraft, Ships, Armoured Carriers)



Systems Engineering

(Systems/Electronics/Optronics)



ROLTA FOCUS AREAS

Armaments

(Weapons, Ammunition)

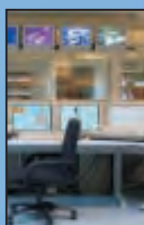


Defence & Security Addressable Market – 5 to 7 Years

Command, Control & Intelligence Systems

Estimated Value in US \$
1.0 Bn

Solutions for processing, fusion & display of operational / intelligence / logistical information for rapid military ops



Battlefield Management System

Estimated Value in US \$
8.0 Bn

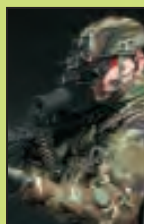
Battalion to Section Command & Control through seamless connectivity, software mobile/mounted devices



Digital Soldier System

Estimated Value in US \$
2.0 Bn

Future Infantry Soldier as a System (F-INSAS) and modernization of Infantry



Military Communications

Estimated Value in US \$
4.0 Bn

Modernization of Communication Systems of the Army for high speed Network Centric Warfare capabilities



Optronics, Vehicle Systems

Estimated Value in US \$
5.0 Bn

Image Intensifier & Thermal Imaging devices for Night Fighting, Vehicle Systems for Surveillance, etc.



Homeland Security

Estimated Value in US \$
4.0 Bn

Solutions for Safe City, Critical Infrastructure Protection, Police Modernization, Maritime Safety and Security



Rolta very well placed due to its IP, track record, domain expertise & strategic partnerships

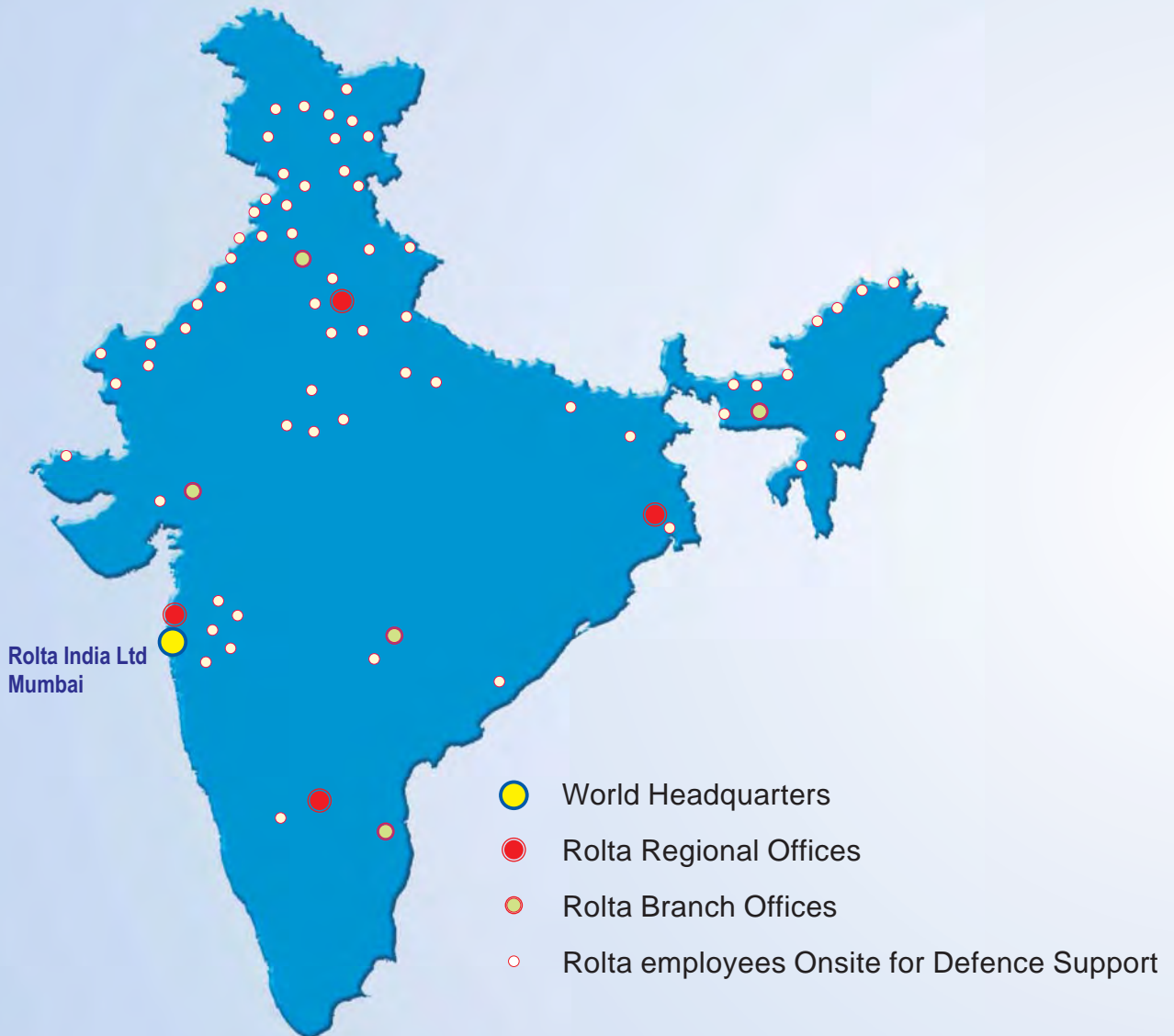
US \$
24.0 Bn

Worldwide Infrastructure

Wide Presence in India

World Headquarters: Mumbai

ROLTA India



- Worldwide Infrastructure – presence in 40 locations
- Executed projects in over 45 countries
- Large facilities globally for extensive R&D

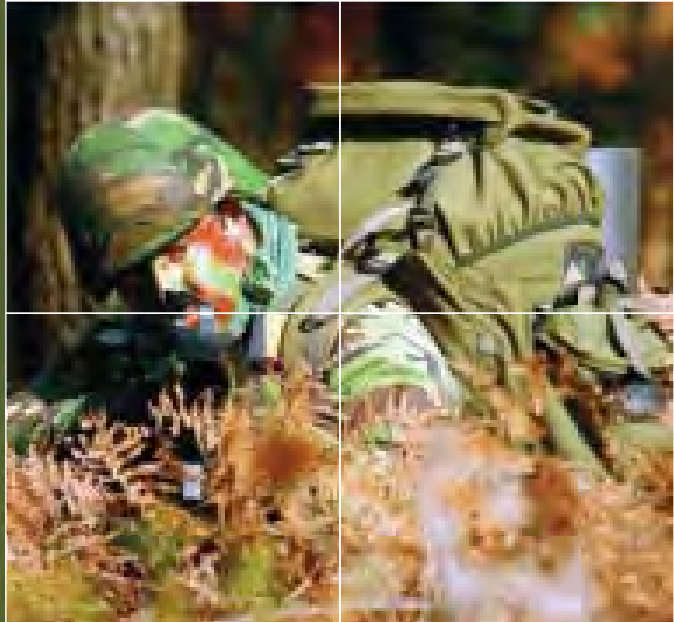
Ranked by Forbes Global 4 times amongst the

Worldwide Footprint in Key Markets **Ten Subsidiary Companies** ROLTA International



- Strong Management Team worldwide
- About 3,500 Roltaites
- Consistently placed among top IT employers in India

best 200 companies, in the world (Revenues < US \$ 1 Billion)



Defence & Security



Industry Overview

In view of the overall need to modernize the defence capabilities, India's armed forces are expected to increase the purchase of new equipment and technology over the coming years, in addition to massive upgrade programmes. India is likely to spend a whopping US \$ 248 Bn over the next decade in capital procurement, as few countries in the world face the range of security challenges, concerns and threats that it does- terrorism, low-intensity conflict and nuclear weapons.

To reduce import dependency in defence equipment, the Government has initiated a slew of measures to promote the domestic industry. Defence Procurement Procedure (DPP) 2013 was another large step in this direction, wherein domestic procurement will be accorded highest priority and imports will be the last resort. The new Government's manifesto explicitly envisages India as an exporter of defence equipment over the next decade. The Government has done away with the requirement of licences for defence manufacturing for all but 16 items. Further, in the Budget 2014-15, it has enhanced capital expenditure budget by 20%.

Modernization and up-gradation of the security infrastructure, in light of past incidents, formed key areas for the Government. A number of programs were initiated to modernize the Police Force and strengthen the paramilitary. Creation of NSG hubs in metropolitan cities, increased budget allocation of the security agencies, initiation of CCTNS, Safe City Program for the mega cities and Border Management were some of the measures.

During the last two years, the Government has increased the funding support for Homeland Security substantially. For Police Modernization alone, a budget of Rs. 12,379.20 Cr has been earmarked during the 12th Plan period. In comparison to the Global Security market growth of 7%, the Indian Security market is growing at 35%. Given this status the Indian Security industry is slated to grow to the size of US \$16 Bn by 2018.

Rolta Offerings

Rolta has long been a prominent member of Indian Defence and Security industry. Rolta has invested years in pioneering new technologies for providing state-of-the-art solutions for strengthening of National and Homeland Security. Capability of integrating individual components into network based total solutions makes Rolta a natural partner for the Armed Forces & Security Agencies.

Rolta has transformed its business to address the complete sensor-to-shooter chain, with a large repository of Rolta's own intellectual property (IPR), forming the core of such solutions. Rolta's IP comprises numerous software products and military-specific solution templates. Rolta solutions are field proven and have also received numerous accolades from customers.

In addition, where necessary, Rolta establishes strategic partnerships, forms consortiums and creates joint ventures with companies, which can provide the company with the right technologies to meet customer requirements.

With India looking to rapidly modernize its Defence & Security Agencies, Rolta is very well positioned to address large opportunities resulting from the significantly increased budgets for Defence, Homeland & Maritime Security.

As a dominant market leader for Defence Geospatial Solutions in India for over two decades, Rolta today has a deep understanding of the operational environment of the Defence Forces and continues to design innovative solutions. Rolta has worked closely with the Army in war-like situations and provided support under extremely demanding conditions. Rolta's strength lies in its level of commitment, as was demonstrated by its participation in the Army's "Operation VIJAY", "Operation PARAKRAM" and in several other major exercises.

The Company today serves markets that are much larger than ever before, by addressing the requirements for Advanced Systems, which includes Command & Control, Intelligence, Surveillance & Reconnaissance (C2ISR), Optronics,



Communications, Digital Soldier Systems, Battlefield Management Systems, Vehicle and Surveillance Systems.

Battlefield Management System (BMS) is a large value, prestigious project of the Indian Army, meant to deliver Command & Control capabilities to the fighting echelons, operating at the forward edge of the Tactical Battle Area at the Battalion and Combat Group levels. This will be an indigenous, highly complex, state-of-the-art, lightweight, man portable / wearable system, suitable for retro fitment in the combat vehicles and will provide real time Situational Awareness, Decision Support and Battlefield Management to users. It will be capable of functioning in highly adverse climatic and electromagnetic environments. The project calls for integrated Software, Hardware and Communications (Radios & SATCOM). Approximately 1,000 units of the Indian Army will be equipped with this system, at an expected expenditure of Rs. 50,000 crores (US \$ 8.3 Bn).

The fully indigenous and fully ready Rolta BMS application provides commanders at unit / sub unit level the wherewithal to enhance the Situational Awareness (SA) and provide Command & Control aids for combat and logistics planning. It provides real time information of own and enemy forces, tools for realistic situation assessment and means to disseminate the command & control orders / instructions. Rolta BMS application integrates all surveillance resources available at the battalion or regiment level. It also provides the accurate location of all the troops and key weapons platforms, as well as the location of enemy troops and terrain analysis.

For our solution, we have leveraged Rolta's extensive in-house technical expertise and the learning gained through the 25 years that Rolta has been delivering state-of-the-art systems and solutions to the Indian Armed Forces and our large team of domain experts, including ex-Army officials with knowledge as commanders and soldiers in the very environs the Rolta BMS is being built to address. To build the fully indigenous Application Software, and GIS as also to maximize indigenous content, we have extensively used our existing stack of Rolta IP (built over the past 20 years and added through strategic acquisitions) and created additional IPs required for the BMS Project through our in-house R&D.

The Indian Ministry of Defence has established stringent selection criterion for inviting companies participating in hi-tech and high value programs for Advanced Systems, under the 'Make India' classification. Rolta is one of the select few companies recognized and invited under this categorization. Rolta's success today is a result of a combination of various factors like domain expertise, worldwide presence, acquired technologies, in-house developments, joint ventures, global partnerships and a holder of number of Defence Industrial Licenses, etc.

Rolta and Bharat Electronics Limited (BEL), India's leading public sector enterprise in the defence sector, have formed an exclusive consortium and have bid the largest Command & Control program for a Battlefield Management System estimated to be worth over Rs. 50,000 crores (US \$ 8.3 Bn).

Modernisation of our armed forces is triggering a rapid growth in the use of Optronics devices to address the vital need of removing 'night blindness'. Realising the urgent need to build indigenous capabilities in this field, Rolta is in the process of establishing in-house manufacturing facilities for Optronics devices.

The Company continues to strengthen its leadership position in India's Defence sector. Rolta's C2 (Command & Control) and ISR (Intelligence, Surveillance & Reconnaissance) solutions are becoming the standard for Indian defence after wins and implementations at 100s of key military sites.

Rolta has been providing integrated and specialized solutions which can process high resolution imagery, assist image interpreters to identify potential targets, and generate timely IMINT reports as needed. These specialized solutions cater to the domain of Photogrammetry, Imaging / GIS and are deployed at both Static and Mobile Sites for monitoring activities in the trans-border areas. Rolta Solutions host and produce Intelligence products to fit mission critical requirements, provide immediate on-site imagery intelligence fusion and analysis, create Map boards of Area of Interest with Terrain & Tactical Overlays, provide 3D Terrain Analysis and Visualization of Area of Operations, create updated "going



maps" for mechanized forces and provide Change Monitoring in the trans-border areas.

With a network of over 65 support sites, Rolta's skilled engineers stay in close proximity of the Armed Forces in operational areas to provide critical support for all its solutions resulting in significant repeat businesses. Unique battle labs have been setup by Rolta at Delhi and Mumbai, showcasing all its products and solutions in an integrated manner.

Rolta has been very active in Homeland Security domain and has become one of the dominant players. Over the period it has grown its base leveraging on its state-of-the-art solutions and rich IPRs. Rolta has mainly focused on addressing requirements of Police Modernization, Border Management, Disaster Management, Safe City, Crime Analysis, Critical Infrastructure Protection, Distress Call Response & Vehicle Tracking and Maritime Safety & Security.

The integrated emergency response system comprising of Rolta IP – well known as GeoCAD, advanced communication switching technology and Mobile Data Terminals have transformed the very way the public safety will now be assured. The system enables access to the law enforcing and other emergency services anytime, anywhere and by any means. By the click of a mouse or through simple smart phone applications, the person in distress can seek assistance. Based on Rolta IP, this is one of the sophisticated solutions which meets most of the stringent NG911 Standards.

Rolta's solution framework has been designed to meet and exceed the requirements of the customer. For example, the Rolta Command & Control framework provides advanced sensor integration, data fusion and visualization capabilities by integrating various sensors systems like Camera based Surveillance, Mobile Surveillance Vehicles, Access Control System, License Plate Recognition and 2D & 3D maps etc. The users get to view integrated Common Operating Picture providing insights for managing the safety and security environment.

Rolta's rich repository includes solutions like Rolta Command & Control, Rolta GeoCAD™ and Rolta OnPoint™. It also offers solutions for Intelligent Data Fusion, Crime Analytics, Integrated 2D & 3D GIS, Optronics, Mission Critical Communications, Mobile Surveillance and Disaster Management. These solutions are continuously refined over time to meet the changing requirements of the environment and meeting the ever increasing demands of the customer.

Customers

Rolta's Defence customers include the Interim National Command Post (INCP), Military Mapping Agencies like Advanced Digital Mapping Centre and Centre for Automated Military Survey (CAMS), Military Intelligence, Military Operations and Director General of Information Systems at Army HQ, all Operational Commands, Corps, Brigades, Combat Units, Field Engineering units of Army, Naval Intelligence and Naval Operations directorates at Naval HQ, Naval Commands, Naval bases/ports, Western Air Command, some very prestigious Defence training institutions like Army War College, Defence Services Staff college, Infantry School and Military Intelligence School, Defence Research and Development Organisation (DRDO) establishments like the Centre for Artificial Intelligence and Robotics (CAIR), Institute for System Studies and Analyses (ISSA), Defence Terrain Research Laboratory (DTRL), etc.

In the Homeland and Security market, Rolta has a varied set of customers that includes Police Organizations, Municipalities, Paramilitary Forces, Civil Defence Organizations, Border Security Forces, Port Authorities, Airport Authority of India, Oil and Gas Industries, Intelligence Agencies, Ministry of Home Affairs, Naval Hydrographic Office, Ministry of Shipping, Directorate General of Lighthouses & Lightships, Inland Waterways Authority of India, Public & Private Companies and many more.



Rolta Case Studies

Rolta's Command & Control Solutions for Joint Warfare

Joint Warfare is a military doctrine which places priority on the integration of various service branches of the nation's armed forces into one Unified Command. It is a form of combined arms warfare on a larger, national scale in which complementary forces from a country's Army, Navy, Air Force and Special Forces are meant to work together in combined operations, rather than planning & executing military operations independently.

With advent of Network Centric Operations, the need for Joint Warfare has become mandatory, which requires integrated & synchronized application of all appropriate capabilities. The synergy maximizes combat capability in unified action. India's Military also aims to further strengthen the tenets of Tri-services operations. Rolta Enterprise C2 Solution provides analysis, presentation and dissemination capabilities of Terrain, Tactical & Strategic information to browser based users in a secure intranet environment, having requisite system access control and data security provisions. The solution offers an integrated & seamless geo-space of Sea, Land and Air to paint a Common Operating Picture for briefing and for well informed decision making in a Network Centric environment for Joint Operations.

Rolta C2 Solution assists in day-to-day briefing & analysis requirements of Tri-services and other associated elements. It is deployed in military intranet environment and will be served to user nodes such as Defence Communication Nodes across the entire length and breadth of the nation.

This Solution allows serving of Geospatial data such as, intelligent vector maps, topographic raster maps, naval charts, high resolution satellite imagery and bathymetry data through OGC Web Services to depict realistic mission scenario. It provides 2D & 3D geospatial & strategic data visualization capabilities at local, regional, national and global scale in a seamless manner.

The solution will transcend the inter-services boundaries and provide seamless integration and synergy to the three services and will instil a spirit of 'jointmanship'. It will facilitate effective command and control at the national level and will permeate down to the Operational HQ level of the Army, Commands and other strategic installations of Navy and Air Force. Indeed it provides an opportunity to Joint HQ to communicate, integrate & coordinate the synergy of the three services like never before.

Modern Police Control Room for Lucknow District

Rolta has established state-of-the-art Modern Control Room (MCR) for the public safety and security in Lucknow. Advance Rolta GeoCAD - Emergency Response System has been seamlessly integrated with IP based communication system to enable people to select any medium PSTN/Cellphone/ SMS or e-mail to seek assistance or register their complaints. In-built Call taking and Dispatch Decision guides the control room operators in taking intelligent and informed decisions to mitigate an emergency. The complaint, once registered through Rolta GeoCAD software is continuously monitored till its closure by concerned police station SHO/Circle Officer. Citizens registering complaints are informed by SMS and they can check the status through enquiry console set up in the control room or online from the police website.

The overall solution has built-in GIS-GPS based Automatic Vehicle Location System ensuring real time status update between the field units and the control room. The police patrol teams moving on foot, automobile or motorcycle are equipped with Mobile Data Terminal (MDT) for responding to emergencies. They can communicate with audio, text and snap shots of the scene of incidence to the control room using MDTs. The police can identify the location of crime on a GIS map. The control room can also assist the police team in reaching the incident location. Besides the police control room, other police stations, VVIPs, traffic control department, fire stations, women helpline, enquiry helpline in the district and the senior officers have been connected through the Rolta GeoCAD Web and smart phone applications for monitoring and control of their respective areas of responsibilities.

Rolta GeoCAD provided to the Lucknow police is a new generation Solution using latest technologies and is a leap forward in the public safety domain. The exceptional functional requirements have been conceived and fostered by the professionals from the U.P. Police. The Modern Control Room at Lucknow has already become a trend setter in the public safety domain in the country. Similar controls rooms are coming up in the state to provide better Safety and Security to citizens.



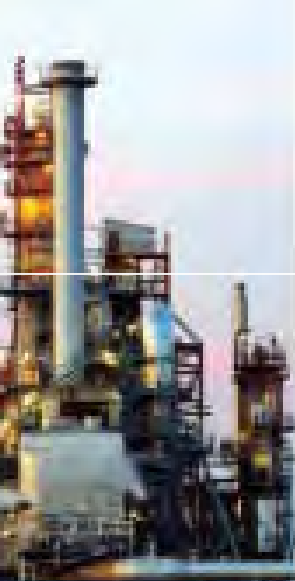
Rolta Products, Solutions & Services

Defence Solutions

Command & Control	<ul style="list-style-type: none"> • Strategic Info & Decision Support Solutions • Joint Warfare Management Solutions • Ops Room Solutions • Command Info & Decision Support Systems 	<ul style="list-style-type: none"> • War Gaming Solutions • Critical Asset Security Systems • Automated Event & Alert Management • Incident Management & Planned Responses
Rolta Battlefield Management Solution Suite	<ul style="list-style-type: none"> • Rolta Mission Planning GIS™ Suite • Rolta MIL GIS™ Suite • Rolta BMS Command™ Suite 	<ul style="list-style-type: none"> • Rolta BMS Platoon™ Suite • Rolta BMS Section™ Suite • Rolta BMS Soldier™ Suite
Comms & EW	<ul style="list-style-type: none"> • Wideband & IP Radios • Software Defined Radios • Routing & Switching • Electronic Warfare & Intelligence Systems • Satellite Communication 	<ul style="list-style-type: none"> • Fibre Optic Communication Systems • Network Management Systems • MIL Containers • TETRA & DMR
ISR	<ul style="list-style-type: none"> • Rolta Photogrammetry™ Suite • Rolta Software for Walk-through™ • Rolta Tactical Decision Support Systems™ 	<ul style="list-style-type: none"> • Rolta Minefield Recording Solutions™ • Rolta Mobile Imagery Exploitation Systems™ • Rolta Image Processing Suite
Optronics, Vehicle Sys & CIP	<ul style="list-style-type: none"> • Rolta Mobile Surveillance Vehicle • Rolta Integrated Security Systems • Individual Optronics: Monocular, Binocular & Night Vision Goggles • Weapon Sights: Image Intensifier (II) & Thermal Imaging (TI) 	<ul style="list-style-type: none"> • Day Optics • Laser systems • Naval Optronics • Laser Range Finder (LRF), Periscope & Self Illuminated Products • Surveillance & Target Acquisition Devices

Security Solutions

Emergency Response & Disaster Management	<ul style="list-style-type: none"> • Rolta GeoCAD Mobile • Adv. Call Taking, Dispatching & Supervision • Distress Call Management • Communications (GPRS, TETRA, DMR) 	<ul style="list-style-type: none"> • Integrated 2D & 3D GIS • CADS - Human Resource Management • CADS - Traffic and Resource Management • CADS - Task Management
Safe City, CIP, Border Management, CCTNS	<ul style="list-style-type: none"> • Rolta OnPoint™ • Rolta Tactical C4i • Rolta Command & Control • Perimeter Intrusion Detection Solution • CCTV Surveillance System • Access Control System 	<ul style="list-style-type: none"> • Emergency Response System • Integrated 2D & 3D GIS • Wired / Wireless Comms • TETRA & Integrated Comm System / DMR • Mobile Solutions • Mobile Surveillance Vehicle • Data Fusion Centre • Smart Fence System • GIS based Crime Analytics • Recording & Debriefing System
Naval & Maritime Security Systems	<ul style="list-style-type: none"> • Rolta Command & Control (Marine) • Rolta Vessel Tracking (RFID/ MSS/ GPRS/GPS) and Management System • Rolta Coastal Security System • Rolta River Information System 	<ul style="list-style-type: none"> • eLORAN (Enhanced Transmitter, Integrity Monitors & Receiver systems) • Low /Medium Frequency Transmitter systems • Maritime Sensor Technology (Radar, AIS, TI, Sonar, VHF, RDF)



Oil & Gas

Petrochemicals

Power





Industry Overview

Oil & Gas Sector

Today's oil and gas industry is faced with volatile oil prices, increased production costs, diminishing resources and a growing demand that is fast outstripping supply. Broad regulatory and policy changes related to health, safety, and environment in the oil & gas industry, including those related to greenhouse gas emissions, are predicted to increase spending by energy companies on a range of technologies and systems. As demand for energy is surging worldwide, the requirement to adopt new approaches and strategies to fundamentally change the energy architecture is a top global priority.

With further industry consolidation expected in the coming years, oil majors are increasingly looking at ways to manage their multiple and dispersed business units across the globe while keeping an eye on costs. The focus is now on transforming the organization to become interconnected, intelligent, risk compliant, and above all, profitable and sustainable through rich BI and Big Data analytics.

Petrochemicals Sector

Rapid globalization is forcing hydrocarbon companies to become highly competitive to survive. Dynamic markets, high-priced feed stocks, high energy costs, limited flexibility in product reprocessing & by-products distribution and stringent environmental regulations are shaping the petrochemicals landscape.

The need and drive for well-integrated hydrocarbon processes bring economies of scale by sharing centralized services like engineering, maintenance, laboratory, health, safety & environment, security etc. In turn, the management of these organizations require actionable insights from these integrated system to drive agility & cost-savings through reliable availability & predictability of raw materials.

Power Sector

Over the coming decades, the power generation industry faces a daunting challenge in meeting global energy needs. By 2030,

electricity use will double globally and triple in developing countries. In investment terms, the Power sector will see an investment of over US \$ 18 trillion, with over 40% of this being for transmission and distribution networks. The need for reliable power generation has never been greater. Overall, power sector globally presents tremendous opportunities for growth.

The power sector too is faced with many challenges and because of the similarities with the hydrocarbon industries share similar challenges. These include, retaining the knowledge of a legacy workforce, increasing safety and environmental regulations, managing aging infrastructure while incorporating new energy sources and optimizing the reliability of their complex power plant equipment.

Rolta Offerings

Plants in the process manufacturing industries, such as oil & gas, petrochemicals and power are very complex, and require sophisticated know-how and tools for optimizing design and operations. The top priorities for CXOs in these industries will be:

- Adopting new business optimization practices that are enabled by real-time information and analysis
- Focusing on overall business performance improvement by orchestrating changes across business and vendor silos
- Integrating information technology and operational technology (IT/OT) systems to effectively manage data and thereby increase performance

With three decades of domain experience, expertise & insights together with innovative and specialized knowledge of tools and technology, Rolta is uniquely positioned to address the needs of these industries. In these markets Rolta combines its diverse engineering skills with IT expertise and Rolta IP to provide comprehensive services and solutions to EPC companies as well as owner-operators of plants for the complete life-cycle covering design, build and operations. Rolta has evolved and expanded its portfolio to provide initial plant designs, organize and integrate engineering information



systems with real time data from operational systems through IT - OT integration which in turn permits BI and Big Data Analytics through Rolta OneView™. This allows plant and operations managers to view their real time operating parameter on a backdrop of the plant design to analyze excursions from design parameters.

Rolta addresses this market through three sets of offering:

Engineering Information Systems Solutions

Plants in the process manufacturing industries, such as oil & gas, refineries, chemical and power plants are very complex, and require sophisticated know-how and tools for optimizing design and operations. Software technologies are today available to address the needs of the industry throughout the life-cycle of a plant - from conceptual design, through construction and operations, and even decommissioning.

Since the benefits of integrating engineering design systems with other enterprise-level systems across disparate databases and heterogeneous platforms are now fully appreciated by Owner Operators (O/Os), it is seeing increasing investment in EIM. They are aggressively looking for comprehensive and integrated solutions to take advantage of their information assets through Big Data and Analytics applications.

However, capturing engineering information and harnessing it for decision support systems is a major challenge Owner - Operators face. Almost all plants, especially the older ones in operation, have incomplete and out of date information. Even available information is often not in digital form. Therefore, there is a significant demand to create 3D "intelligent" models of plants – "As-built Models". Rolta is one of a few companies which has acquired the know-how and skills to carry out such modeling.

Rolta has worked on many projects across the world that showcases its skills and proficiency in using tools and technologies. As an example, Rolta was awarded a prestigious contract for creation of As Built Intelligent 3D Model of 19 refinery units of Mina-Al-Ahmadi (MAA) refinery in Kuwait. Rolta deployed state of the art techniques of laser scanning to capture the vital data of these refinery units. Since the refinery units were very old, complete or accurate data for various pieces of assets were not available. Rolta deployed resources on-site for validating the data-captured and / or seeking missing data.

Rolta has developed special-purpose software tools and templates, such as Rolta SPO Data Loader™ and Rolta Data Consistency Checker™ that not only help Rolta to perform comprehensive data validation, but can also enable EPCs and Owners to better manage their engineering information system repositories.

An interesting example of Rolta engineering IP being used was the project that the Company executed for a petroleum company in Saudi Arabia. This multi-million dollar engagement entailed extensive consulting for establishing hardware, software infrastructure and work-flows for their engineering design and documentation processes. Rolta then used these standards to audit and validate data furnished by various EPCs. In fact, this contract resulted in follow-on engagements by three other EPCs to assist them to pre-process and validate their deliverables to ensure acceptance and avoid costs associated with rework.

Fusion of IT, Operational Technologies (OT) and Engineering Data

The Fusion of IT, OT play a critical role to aggregate and contextualize information from multiple shop-floor data sources, such as Programmable Logic Controllers (PLCs); Distributed Control Systems (DCSs); Historians; Bar Code Scanners/Radio Frequency (RF) tags; operational data stores associated with Manufacturing Execution Systems (MESs), Laboratory Information Management Systems (LIMSs), Quality Management Systems (QMSs), Computerized Maintenance Management System (CMMS) applications, process control and production equipment, and other OT systems. This is essential to aggregate, contextualize, analyze, visualize and propagate the information to multiple roles, ranging from knowledge workers on the factory floor to supply chain planners for effective Enterprise Manufacturing Intelligence. Rolta OT/IT Fusion™ powered by Rolta iPerspective™ platform, provides a comprehensive solution to aggregate and ingest data coming these sources.

Rolta leverages its Engineering Information Management knowhow to seamlessly integrate the asset design parameter with its current operational parameter through Rolta Engineering Fusion™. This provides the vital capabilities to analyze and predict operations against a backdrop of original design parameters along with a powerful search and review capability for engineering design documents.



Integrated Operations Excellence Solutions

Rolta OneView™ enterprise suite is a comprehensive, domain knowledge-based, pre-built Business Intelligence (BI) and Big Data analytics solution. It leverages cutting-edge technologies like SAP HANA®, and comes with pre-built data connectors to operational systems. As a result these industries can achieve rapid ROI at a lower TCO.

Rolta OneView™ covers a wide spectrum of cross-functional areas including – Operations, Maintenance, Reliability, HSE, Finance, Human Resources, Corporate Sustainability, Sales & Marketing, Supply Chain, etc. This BI and Big Data analytics solution provides integrated actionable insights across the enterprise addressing key questions:

- Descriptive Analytics: what happened ?
- Diagnostic Analytics: why did it happen that way ?
- Predictive Analytics: what is likely to happen ?
- Prescriptive Analytics: what is recommended, and how to make it happen ?

Rolta OneView™, therefore, supports a variety of initiatives such as Operational Integrity, Asset Integrity, Operational Excellence, Change Management, Risk Mitigation etc. by delivering cross functional visibility and situational awareness.

A few of the following examples illustrate the innovative use of Rolta OneView™ by customers in these industries for BI and Big Data analytics.

For example, one of the world's leading energy company engaged Rolta for multiple BI projects across eight plants worldwide which formed the genesis of Rolta OneView™. Customer reported that their Reliability Clock Reset interval (which would be reset each time an unplanned failure occurred) went up from an average of 45 days to a maximum of 450 days after deployment resulting in huge savings. Rolta was again chosen to develop a system for managing multi-million dollar budgets for shut-down/turn-around projects. It is estimated to have trimmed 5-10% in costs.

Salalah Methanol Company was embarking on an Operational Excellence journey and selected Rolta for its end-to-end approach starting from the initial discovery study and culminating with the deployment of a Rolta OneView™

solution giving them an enterprise manufacturing intelligence solution with IT/OT integration. The complete solution was deployed in less than 12 weeks giving a very high ROI.

An Oil & Gas exploration and production company in Oman engaged Rolta with the objectives of improving their operational excellence, asset integrity, planning effectiveness and human capital management with financials being the driving force. A detailed advisory workshop conducted by Rolta showed that they needed management level scorecards, analytics with Role-based drill down as well as improvement in information quality and usability. Rolta OneView™ achieves this by creating an enterprise-level data warehouse instead of the multiple BI Silos that currently exist with the customer. Rolta OneView™, therefore, provides comprehensive OT-IT integration, with workflows for collaboration between diverse users. The company has now engaged Rolta to develop a composite risk management solution.

Customers

Rolta has provided path-breaking solutions to a number of Indian and overseas customers that includes 3M, ABB-Lyondell, ADGAS, ADNOC, Air Liquide, Aker Yards, Alstom Power, Aquatech, Babcock Borsig, BAPCO, BARC, BASF, Bateman, Bayer, Bechtel, BGR-Hitachi, BHEL, BPCL, Brinderson, Burns & McDonnell, Cairn India, CEGELEC, Chevron, CNRL, ConocoPhillips, Doosan, Dow Corning, Dodsall, Dow Chemicals, DSP, DuPont, Emirates Aluminum, Endurance, EIL, Equate Petrochemicals, Essar, Eskom, Ever Technologies, FEDO, Fichtner, Florida Power & Light, Flour Daniel, GE, GASCO, HPCL, HWB, IOCL, ISRO, IPR, ITER, Jacobs, Jubail, Kashima Oil, KBR, Kentz, KNPC, Kvaerner, L&T Group, Lanco Infratech, Lahmeyer, Linde, Litwin, Lurgi, M N Dastur, Mazagaon Docks, MECON, Mitsui, Mott MacDonald, MRPL, Mustang Engineering, NanaColt, NMRL, Nova Chemicals, NPCIL, NRL, NTPC, ONGC, PDIL, Petrobras, PetroChina Lanzhou, Petrofac, Pfizer, PL Engineering, QAPCO, Q - Chem, Reliance Industries, Reliance Infrastructure, Rockwell Automation, Saipem, Samsung, SABIC, Saudi Aramco, SASOL, Shell, Siemens PG, Sadara Chemical Company, SNC Lavalin, Statoil, STX, Sumitomo Chemicals, SUNCOR, Tata Chemicals, TCE, Technip, Techint, Tecnimont ICB, Thermax, Toshiba India, Toyo Engineering, Triune, United Olefins, Uttam Steel, Valdel, Veolia, WGI, Yansab, Sallalah Methanol Company among others.



Rolta Case Studies

Salalah Methanol Company, Oman

Salalah Methanol Company (SMC), is a leading petrochemical company in the Middle East part of the Oman Oil group is a leading petrochemical company in the region; with capacity of more than 1 million metric tonnes per year. The state-of-the-art facility is having self-sustaining ecosystem with all utilities produced making it a self-sustaining unit.

SMC in their pursuit of excellence and promoting transparency within the organization desired to automate the performance management and empower people with the analytics. The objective was to achieve single source of truth through IT-OT integration, standardize definition of Key Performance Indicators (KPIs) across the organization, and bring visibility in all facets of performance. The expectation was bringing cross-functional visibility in and across the different functions.

The challenges included perspectives from both business as well as technology –

- Performance management parameters were managed using MS Excel and lot of efforts were spent in preparing the reports
- As most of the reporting was static in nature there was little provision for analytics
- Lack of data discipline due to manual data handling
- More time spent on reporting than analysis
- Synergy of information reporting spread across applications
- Excel syndrome in reporting
- Roadmap for adopting BI to plug gaps between People, Process & Technology

Rolta consultants executed a detailed discovery phase, to understand the detailed requirements across diverse multi-functional teams, and provide advisory services. Rolta team outlined roadmap, built blue prints and delivered prototype. A comprehensive Enterprise Wide Manufacturing Intelligence Solution was developed leveraging Rolta OneView™ Suite and commissioned in short span of 5 months to cover all functional areas.

The customer has achieved near real-time IT-OT integration. A single source of truth has been built enterprise wide, with consistent BI & Analytics solutions for cross-departmental use.

Sadara, USA / Saudi Arabia

Rolta is managing a multi-million dollar contract including additional scope as amendment from Sadara Chemical Company to implement a comprehensive Engineering System at the client's complex, which will be the world's largest petrochemical facility ever built in a single phase. The project is being managed by a global Rolta team working out of the United States, India and Saudi Arabia.

Sadara represents a unique alliance between the Saudi Arabian Oil Company, one of the leading energy suppliers to the world, and The Dow Chemical Company. With a total investment of about US \$ 20 billion, Sadara is now building and will own and operate an integrated chemical complex in Jubail Industrial City II in the Kingdom of Saudi Arabia. Comprised of 26 manufacturing units, the Sadara complex will produce over 3 million metric tons of high value-added chemical and performance plastics products.

The Engineering Systems will enable the Company to manage improvements, plan and execute capital & expense projects, provide technical support to manufacturing and assist EHS in conducting process safety and environmental assessments.

The scope involves delivering an integrated engineering system for supporting the Company's manufacturing and engineering operations involving integrated Engineering Information Asset Solution, Engineering Tools, Engineering Management & Controls, Engineering Portal, Management of Change for project execution and access to Engineering Design and As-built information.

Rolta will carry out project management, procurement, requirement gathering, contractor coordination, designing, building & configuration, testing, engineering information compliance and loading, training, project acceptance, As-built documentation and project support activities.

Rolta is leveraging its in-depth knowledge of Engineering work processes, application systems, IT and systems integration to provide an extensive suite of Engineering solutions, which will support Process Engineering, Technical Support, Process Automation and Control, Asset Integrity, Analytical Lab and Standards, and Document Management.



Rolta Products, Solutions & Services

Engineering Information Solutions

- Rolta SPO Data Loader™
- Rolta Data Consistency Checker™
- Engineering Information Solutions
- Technical and Functional Requirements Assessments
- Engineering Data Capture & Validation
- Engineering System Architecture
- Workflow Standardization
- Engineering System Work Processes
- As-Built Modeling - Laser-Grammetry
- Digital & Intelligent P&IDs
- 3D Modeling
- Data Integration and Audit Data
- External Data Import
- Standard Reference Plant Creation
- Factory and Site Acceptance Test Procedures
- Engineering Systems Acceptance
- Engineering Systems Training
- Validate "As-built" Plant Documentation
- Data Warehousing/Retrieval Standards
- Legacy Data Migration and Validation/Update
- Work-share Consulting and Set-up

Enterprise BI & Big Data Analytics

- Rolta OneView™ for Oil & Gas
- Rolta OneView™ for Petrochemicals
- Rolta OneView™ for Power
- Rolta IT/OT Fusion™
- Rolta Engineering Fusion™
- Rolta Geospatial Fusion™
- Rolta iPerspective™
- Sentiment Analysis
- Semantic Analysis
- Descriptive Analytics
- Diagnostic Analytics
- Predictive Analytics
- Prescriptive Analytics
- Forecasting
- What-if Scenario Analysis
- Actionable Intelligence
- Performance Management
- Performance Analytics
- Real Time Intelligence
- Operational Insights
- Asset Insights
- Maintenance & Reliability Insights
- Supply Chain Insights
- Project Insights
- HSE Insights
- Business Insights
- Big Data – Hadoop, Exalytics, SAP HANA®
- Strategy Management
- Social Media Analysis

Enterprise IT Applications

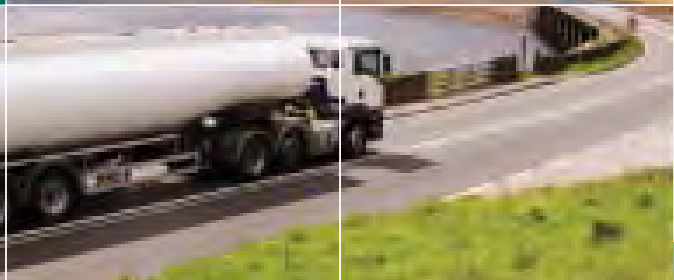
- Rolta SmartMigrate™
- Rolta RapidHANA™
- Rolta EBS Upgrade Manager™
- Rolta CFO Impact™
- Rolta HyJump™
- Functional / Technical Requirements
- Gap Analysis
- Module Configuration
- Oracle eBusiness Suite
- Financials
- Human Resource Management
- Asset Management
- Projects Management
- Customer Relationship Management
- BI Platform Consolidation
- Database and Application Migration to SAP HANA®
- Supply Chain Management
- Value Chain Planning
- Enterprise Performance Mgmt
- Discreet and Process Manufacturing
- P2 Energy Solutions
- Enterprise Application Integration
- Human Resources Analysis
- Financial Analysis
- Procure and Spend Analysis
- Project Analysis
- EAM Analysis

Enterprise IT Infrastructure

- Rolta Advizer™ Suite
- Rolta iPerspective™
- Rolta CIO Impact™
- Architecture and Design
- High Availability and Scalability Solutions
- Strategic Infrastructure Planning
- Software Defined Infrastructure
- Cloud Enablement
- Mobility
- Platform and Process Integration
- Managed Services
- Database Management & Administration
- Database Upgrade & Migration
- Managed Enterprise Applications
- Applications Testing
- Project Portfolio Management (PPM)
- Enterprise Security
- Service Management



Infrastructure
Government
Transportation
Environment





Industry Overview

Government

Rolta's innovative technologies help Governments become leaner and more effective. Increasingly, Governments are challenged to do more with less - managing assets efficiently as infrastructure maintenance demand continues to grow; managing hybrid workforces, part time staff and contractors; fighting the competition to bring new businesses and jobs to their jurisdiction, managing large volumes of data and multiple systems with less IT staff and meeting the demands of an increasing sophisticated and involved group of citizens. Providing more services within a lower budget is unquestionably a daunting challenge.

As a result of Rolta IP such as Rolta Geospatial Fusion™ framework, Rolta iPerspective™ etc. the Company has been pioneering the convergence of Geospatial Technologies with mainstream technologies like cloud computing, big data, mobility and Internet. This convergence has enabled the harnessing of true potential of geospatial information for improving the productivity and efficiency of Government, Infrastructure and Transportation organizations.

Rolta has successfully implemented sophisticated solutions for geospatially enabled business intelligence and analytics solutions by leveraging the combination of its geospatial domain knowledge, its IP stack, and IT expertise – something quite unique to Rolta.

Rolta Geospatial Fusion™ suite is a framework that has redefined the approach to developing and implementing spatially-enabled enterprise applications. This suite consists of a set of Rolta IPs / Products which includes Rolta OnPoint™ and

Rolta iPerspective™. This powerful combination in turn allows Rolta to build specific replicable solutions by converging Geospatial with mainstream IT. These include Rolta GeoCloud™, Rolta GeoAssets™, GeoBI™, Rolta GeoSecure™, Rolta GeoEnvironment™ and Rolta GeoWorkflow™.

Rolta Capabilities

Over the years Rolta has built an impressive array of field proven replicable solutions to address these markets. Examples of such solutions include:

Economic Development

A power utility in North America engaged Rolta to develop a solution for promoting Economic Development with the goal of attracting new businesses in the areas served by them. Rolta developed a web portal based on Rolta Geospatial Fusion™ which can assimilate and display data from diverse sources overlaid on a map. These sources of information included demographics data, air, rail and road networks, primary and secondary educational institutes, availability of natural resources such as water etc. This sophisticated portal allows potential business investors to identify available land parcels based on their search criteria and geographically visualize this with the proximity of the resources that are of interest to them. After the successful deployment of the solution, they reported having attracted about US \$1.3B additional investment in their area and about 6000 new jobs within 6 months of implementing this solution. This approach resonated well with the Ministry of Economic Development & Trade (MEDT) in Ontario, Canada, who also engaged Rolta.

Asset Management

A sophisticated Asset Management solution leveraging Rolta GeoAssets™ was developed for Ministry of Works in Bahrain.



This solution included business process re-engineering, workflows for mobile devices, solution development and data services. Additionally, through the use of Rolta GeoBI™ it provides a completely new perspective of assets with deeper insights than was possible with traditional tabulated reports. Similarly a city in Canada also engaged the company to implement a geo enabled Asset Management System to help the city manage assets such as sidewalks, traffic lights, roads, and storm/waste water infrastructure etc.

Spatially Enabled Workflow Management

Rolta developed a work-flow management portal named "Moazanah" for Capital Projects Management for Ashghal in Qatar where multiple agencies can interact. The solution was built on Rolta's Geospatial Fusion™ and leveraged Rolta GeoWorkflow™ methodology together with Microsoft SharePoint while ensuring role-based security privileges. After this was successfully implemented, the Government has mandated that all capital projects be managed, from their initiation to completion, through this portal.

Elections Management

An interesting example of a new market niche was the solution for Elections Management in the government vertical implemented for an election authority in Canada. This approach to elections management is expected to be of interest to many state and federal agencies not only in Canada, but also in other democratic jurisdictions.

Municipal Solutions

Saudi General Commission for Surveys (GCS) needed an online GeoPortal, where users could view, search, interrogate, generate reports, and create maps, using GCS data, their own data, and any other agency's data that is published online. Rolta leveraged its IT and Geospatial expertise to integrate data from disparate sources for presentation through a unified

portal. Similarly, a department of Municipal Affairs in Middle East awarded a major project that is an interesting example of the success of Rolta's strategy of combining its geospatial domain expertise and IT skills. Their mandate called for them to provide services that consolidate spatial and related non-spatial content from all three of the Emirate's municipalities in a private Cloud environment. However, each of those municipalities used a different technology for their respective GIS deployments. Rolta's approach was to use Rolta Geospatial Fusion™ framework with Rolta GeoCloud™ and Rolta GeoSecure™ to tie together these disparate data sources without causing a change in business process for each municipality and protecting investments of each entity in its GIS infrastructure.

Land Management

A Caribbean National Land Agency asked Rolta to develop a web-based point-of-access system using GIS and Oracle for addressing land related queries. Rolta developed processes to allow for automated updates of data with minimal user intervention and application downtime.

Transportation Infrastructure Management

Rolta has been successful in the Transportation sector with its geospatial integration approach at Dubai RTA. A web-enabled planning and map-publishing system was implemented for direct access by various stakeholders, including the public, through a secure portal. This project also entailed an element of data capture and management services. Another project done by Rolta in the transportation vertical was for a Ministry in charge of Transportation for managing Canada's largest network of transit, road, highway, border, and bridge infrastructure. The system was required to ensure consistency of information used by field crews and back-office operations. In fact, Rolta continues to enhance the system, with a recent new order. Similarly, Rolta implemented a GIS system for the



Department of Transportation for a state in North America that would allow them to integrate local agency GIS road layers from 46 counties into their GIS and Roadway Information Management System.

Environment Management

For Environment Monitoring, Rolta is working on a "SmartCity" project in Nanjing, China leveraging its Rolta GeoEnvironment™ and Rolta GeoBI™ solutions, funded by US-TDA. Rolta developed solution captures and aggregates the data to support both real-time monitoring of traffic as well as providing the business intelligence needed to optimize future traffic flows and particulate emissions. This has relevance not only in other municipalities and cities in China, but also in other geographic regions. Similarly, the Department of Environmental Protection of a state in North America chose Rolta to support their core mission for protection of the air, waters, land, natural and historic resources of the State for public benefit.

The success of these numerous replicable solutions in these markets is now being consolidated and enriched by Rolta to address the emerging Smart City solutions.

"Smart City"

A new paradigm for municipal management. Rolta was recently awarded a US \$ 25 M+ project for creating an intelligent 3D city model for Abu Dhabi by Abu Dhabi City Municipality. This project is an extremely ambitious one, perhaps the largest of its kind ever undertaken anywhere. Rolta developed specialized software tools and established an enviable track-record of creating intelligent 3D Maps when it was first engaged for such a project by Dubai Municipality. This experience enabled Rolta to build the know-how and IP to model a city in 3D, which demands multifaceted skills and expertise and involves deployment of very sophisticated technologies, such as:

- Aerial oblique imaging
- Photogrammetric mapping
- Street-view imaging
- GPS surveys
- Laser-scanning

Data collected from disparate sources is integrated into a 'CityGML' data warehouse that can be accessed via the web by diverse users based on security access privileges of each. Such a 3D City model can be used for simulations as well as a variety of critical applications like:

- City planning
- Simulation of disasters
- Emergency response planning
- Critical asset surveillance and protection
- Carbon footprint analysis and management
- Natural resource management
- Asset management

Customers

Rolta's customer base for the Geospatial/GIS business group is spread over various countries with multi-million dollar projects executed around the world. Rolta's customer list includes Al Ain Municipality, Nasik Municipal Corporation, Scott Wilson, Rajasthan Ground Water Dept, Karnataka Industrial Development Board, Airports Authority of India, Canadian Hydrographic Office, Central Water Commission, City of Mainz, City of San Jose, City of Toronto, Dubai Municipality, Dubai Roads and Transport Authority, Danish Hydrographic Office, Dallas Aerial Survey, Dept of Civil Aviation (Abu Dhabi), Forest Survey of India, Geological Survey of India, Gujarat Pollution Control Board, Government of Mizoram, GT Oman, Indian Institute of Remote Sensing, Ministry of Transportation (Ontario, Canada), National Grid, National Hydrographic Office, National Remote Sensing Agency, Public Garden Department (Abu Dhabi), Survey of India, United Pan-European Communication, UK Ordnance Survey among others.



Rolta Case Studies

Ministry of Transportation, Canada

The Ministry of Transportation Ontario (MTO) manages Canada's largest network of transit, road, highway, border, and bridge infrastructure.

The ministry identified the need for a mapping solution targeted to specific user needs that integrate with other business functional systems and provide the ability to easily configure additional functionality.

Rolta OnPoint™ is a field-proven COTS based platform that MTO can configure to connect to different spatial data formats residing in multiple linear and spatial referencing systems. In addition to spatial datasets, Rolta OnPoint™ is capable of connecting to non-spatial data that is either referenced linearly or through indirect referencing residing in other business systems.

This solution is a natural adaptation of Rolta's Geospatial Fusion™ platform strategy. It provides the following:

- Spatial data management: access, integrate and catalogue spatial data from various sources, in multiple formats
- Map display: define, manage and customize symbology and map content
- Map inquiry and reporting: support query definition, spatial/attribute feature selection & reporting on query results
- Spatial analysis: support a variety of general & specialized spatial analysis functions
- Application administration: support symbol definition, security and use of administration tools by an application administrator

Rolta has delivered an internet/intranet web-mapping solution that queries business data across divisions. It provides geo-processing and spatial analysis tools, routing & direction tools and a video log viewer that can display the high resolution right-of-way images.

The users are able to quickly & efficiently view their business data on a map – this enables them to have a more informative and integrated system for their analysis and decision making process. The Rolta OnPoint™ solution has allowed MTO to harness the power of GIS into many aspects of their business.

Qatar Ashghal CAPRMS

Qatar's Public Works Authority, Ashghal, is a federal government agency, responsible specifically for the road, sanitary sewer, treated effluent, and storm sewer systems in Qatar. They additionally coordinate the annual application process for infrastructure capital budgets.

The annual infrastructure capital budget application process had been a paper based process. In more recent years, endless emails added to the accumulation of application materials. The project objective was to take this unmanageable and disorganized process, and to streamline and organize it leveraging the power of geography.

Combining GIS into the process workflow gave Rolta the edge on this project. Ashghal also valued Rolta's strong local presence in the region and track record in enterprise IT / GIS projects.

Rolta implemented a web based system using a combination of technologies, including SharePoint, and Rolta OnPoint™ atop ESRI's ArcGIS Server. Rolta prepared workflows, reports, forms, etc. within the SharePoint portal. Added to this was a spatial component, allowing the entry of project extents, and recognizing benefits gained through coordination of projects with overlapping extents.

The system went live in October 2010, and has now successfully served 3 annual application seasons. Ashghal has realized huge benefits in terms of efficient application processing, reduced confusion over where the current version of documents are, and an increased awareness of application status at all levels. The system has received significant media coverage and the project has since been extended to include the development of a Contact Management System.

This solution earned Ashghal a Special Achievement in GIS (SAG) award from ESRI during their International User Conference.



Rolta Products, Solutions & Services

Geospatial Imaging and Photogrammetry

- Rolta Geomatica Imaging™ Suite
- Rolta Photogrammetry™ Suite
- Digital Elevation Modeling
- Digital Mensuration Ortho Projection
- Digital Terrain Modelling
- Atmospheric Correction
- Triangulation
- Sensor Integration
- 2D & 3D Feature Collection
- Mosaicking Hyperspectral Analysis
- Spatial Analysis
- Terrain Analysis
- Image Interpretation & Analysis

Geospatial Applications

- Geospatial Fusion™ Solutions
- Rolta OnPoint™
- Rolta GeoERP™
- Rolta GeoAssets™
- Rolta GeoEnvironment™
- Rolta GeoWorkflow™
- Rolta GeoBI™
- Rolta GeoCloud™
- Rolta GeoSecure™
- Land Records Mgmnt
- Water Resource Mgmnt
- Transportation Mgmnt
- Municipal Mgmnt
- Election Mgmnt
- Capital Projects Request Mgmnt Sys
- Disaster Mgmnt & Rehabilitation
- Garbage Collection Mgmnt
- Town & Country Planning
- City & Municipal Asset Mgmnt
- Rural Livelihood Promotion
- Environment Mgmnt
- Publics Works
- Electronic NOC
- Multi Agency Collaboration & Workflow
- Sewerage & Waste Water Mgmnt

BI & Big Data Analytics

- Rolta OneView™ Transportation
- Rolta IT/OT Fusion™
- Rolta iPerspective™
- Performance Mgmnt
- Performance Analytics
- Real Time Intelligence
- Operational Insights
- Asset Insights
- Social Media Analysis
- Maintenance & Reliability Insights
- Supply Chain Insights
- Project Insights
- Traffic & Congestion Insights
- Business Insights
- Strategy Mgmnt
- Big Data – Hadoop, Exalytics, SAP HANA®
- Sentiment Analysis
- Descriptive Analytics
- Diagnostic Analytics
- Predictive Analytics
- Prescriptive Analytics
- Forecasting
- What-if Scenario Analysis
- Actionable Intelligence
- Semantic Analysis

Enterprise IT Applications

- Rolta SmartMigrate™
- Rolta RapidHANA™
- Rolta EBS Upgrade Manager™
- Rolta CFO Impact™
- Rolta HyJump™
- Functional / Technical Requirements
- Gap Analysis
- Module Configuration
- Oracle eBusiness Suite
- Financials
- Human Resource Mgmnt
- Asset Mgmnt
- Projects Mgmnt
- BI Platform consolidation
- Database and Application Migration to SAP HANA®
- Enterprise Performance Mgmnt
- e-Governance Portals
- Document Mgmnt & workflows
- Enterprise Application Integration
- Human Resources Analysis
- Financial Analysis
- Procure & Spend Analysis
- Project Analysis
- EAM Analysis

Enterprise IT Infrastructure

- Rolta Advizer™ Suite
- Rolta iPerspective™
- Rolta CIO Impact™
- Architecture & Design
- High Availability & Scalability Solution
- Strategic Infrastructure Planning
- Software Defined Infrastructure
- Cloud Enablement
- Mobility
- Platform & Process Integration
- Managed Services
- Database Mgmnt & Administration
- Database upgrade & Migration
- Managed Enterprise Applications
- Applications Testing
- Project Portfolio Mgmnt
- Enterprise Security
- Service Mgmnt



Utilities & Telecom





Industry Overview

Every day, a consumer flips the light switch, lights the burner, turns on the faucet or makes that call without even thinking. They expect power to be always available, gas to be flowing, water obtainable and telephone or internet access to instantly connect. They don't even stop to think of all the fundamental inspections, preventive maintenance, new plant / assets or emergency responses that went on behind the scenes to make sure that the customers' needs were met without a second thought.

The Infrastructure that delivers these services is linked directly to the location of each customer and combined with Network Management, these form the crucial elements in overall operations for providing trouble free and cost-effective service to customers.

Operations are critical to the health, success, performance and ultimately, the profitability of every utility. While the goal is to maintain systems with more efficiency at lower costs, the utilities and telecom business is changing. To remain competitive and grow, many companies are working on their strategies to achieve sustainable advantages, investing in a range of measures aimed at ensuring lower costs, agility, and responsiveness. Many industry analysts believe that the existing business model is headed for radical transformation. The nexus of cloud, social media, mobile and internet is creating new opportunities for customer focused business processes while rendering existing application architecture obsolete.

Today's decision makers need information, based on updated and readily available data through the integration of their IT and Operational Technology (OT) systems together with overlays of their geographically spread network assets to make effective decisions. They need solutions with spatial intelligence and complete network infrastructure

documentation, which would enable effective workforce management for improved and reliable service delivery.

Rolta Offerings

Rolta has years of experience and insight into improving operations with scalable solutions tailored for the needs of these organizations by uniquely combining its GIS and IT expertise. As part of its IP driven strategy, Rolta has developed some unique suites of IP that have enabled the Company to significantly enhance the value customers can derive from their geospatial data assets. Rolta Geospatial Fusion™ Framework is a comprehensive suite that provides the platform for integrating disparate geospatial and IT data to get unprecedented insights for meaningful impact. Rolta OnPoint™ and Rolta iPerspective™ suites are the backbone of this framework.

As a result of Rolta Geospatial Fusion™ Rolta has been pioneering the convergence of Geospatial Technologies with mainstream technologies like cloud computing, big data, mobility and internet. This convergence has enabled the harnessing of true potential of geospatial information for improving the productivity and efficiency of the utilities and telecommunication industries.

Visualizing Enterprise Application (ERP) data on a map not only significantly enhances the user experience compared with the same data being provided to users in tables/reports but is also more intuitive. Studies have shown that representing the data visually creates a more compelling user experience by representing critical data through different colors, heat maps, pins, markers, proximity etc. The visual representation of ERP data in a map presents opportunities for gaining new insights on business data to effectively manage their assets and achieve business efficiencies.

The powerful combination of Rolta's enterprise IT and geospatial practice provides a significant competitive edge.



This is clearly evident from the following case studies where Rolta was awarded the contract in a competitive bid.

Rolta developed a sophisticated approach for the supply of the IT infrastructure and integration of numerous IT systems and geospatial technologies for a very comprehensive solution at Memphis Light Gas and Water, USA. They are the largest tri-utility municipality in the US. They were looking for a vendor who had a demonstrable track record on developing and implementing spatially enabled ERP applications. Rolta won this multimillion dollar project due to its end-to-end Enterprise IT capabilities including IT Infrastructure, proven expertise in geospatial applications for Utilities, and recognition by MLGW of the Company's track-record in customizing and implementing Oracle's product stack, including Financials, eAM, HR, Hyperion and BI.

Another example of success based on the Company's ability to integrate geospatial and IT technologies is the award of a project by UK's Northern Powergrid (a Berkshire Hathaway company) ("NPG"). After mergers with other entities, NPG engaged Rolta to develop its IT application strategy to modernize business processes to ensure seamless operations of the merged business entities. Exploiting the value of geospatial intelligence was a key objective of the IT strategy. Rolta leveraged its geospatial knowledge and IT expertise to develop and implement an approach around Oracle Spatial and Oracle eAM, integrated with a 3rd party Mobile Platform. The solution resulted in an improved life-cycle asset management. Rolta continues to yield additional business from NPG.

These organizations invest in these IT systems with the aim of driving initiatives such as Operational Integrity, Asset Integrity, Operational Excellence, Change Management, Risk Mitigation etc. Rolta's flagship OneView™ Enterprise suite enables just that through its rich BI & Big Data Analytics.

Rolta OneView™ enterprise suite is a comprehensive, pre-built Business Intelligence (BI) and Big Data Analytics solution built with deep utility industry domain knowledge. It leverages cutting-edge technologies like SAP HANA®, and comes with pre-built data connectors to operational systems deployed by utility companies. Rolta OneView™ incorporates Rolta IT/OT Fusion™ and Rolta Geospatial Fusion™ to enable a 360 degree view of the organization together with spatial analytics to visualize geographically spread network assets. As a result of this pre-built packaged solution these industries can achieve rapid ROI at a lower TCO.

Rolta OneView™ covers a wide spectrum of cross-functional areas including – Operations, Maintenance, Reliability, HSE, Finance, Human Resources, Corporate Sustainability, Sales & Marketing, Supply Chain, etc. This BI and Big Data analytics solution provides integrated actionable insights across the enterprise addressing key questions:

- Descriptive Analytics: what happened?
- Diagnostic Analytics: why did it happen that way?
- Predictive Analytics: what is likely to happen?
- Prescriptive Analytics: what is recommended, and how to make it happen

Rolta OneView™ for Power Distribution

Power distribution utilities face a unique set of challenges such as managing geographically distributed assets, direct interaction with consumers, rapid changes in supply and demand, field-crew management, amongst others. With the adoption of Smart Grids and Metering, Rolta OneView™ has been designed to exploit their full potential. It enables, improvement in distribution reliability, reduction of losses (technical & commercial), assessment of customer impact from the revenue losses against outages with their causes, analysis of demand / supply gaps, analysis of failure scenario with locational intelligence, maintenance history analysis to



address repair or replace decision, supply/demand analysis and optimization, cost optimization, improved customer satisfaction and improve compliance with the regulatory norms

A good example of a distribution company served by Rolta is that of Alabama Power, a Southern Company affiliate in USA (APCO). They engaged with Rolta for their Operational Intelligence to improve Service Reliability. Addressing the problems identified by APCO needed a combination of skills and experience in Engineering / Utilities domain, Oracle consulting, Business Intelligence, GIS expertise and Rolta was their clear choice. As a result, APCO saw many benefits from the solution built on Rolta OneView™ framework. These included an integrated warehouse for reporting and analysis, timeliness and visibility of data, Financials visibility for budget adherence, project efficiency, regulatory adherence, and visibility into their Maintenance, Reliability and Safety allowing process improvements.

Similarly, an electric power utility in North America chose Rolta for their Customer Analytics Project because of Rolta's deep expertise in BI and Analytics for the utility industry. Rolta started with its initial Discovery study and develop a strategic plan and roadmap. The customer analytics solution deployed by Rolta provided them with customer profiling & segmentation for energy usage, revenue, and sales analysis together with cost reduction and revenue assurance.

Rolta OneView™ Water Utilities

Like other utilities, the water industry is looking to solve its unique set of challenges. Rolta OneView™ for water helps them to address, water quality improvement, distribution performance monitoring, real-time analytics on sewerage flooding probability, improving customer satisfaction, regulatory and pollution control norms compliance as well as statutory reporting.

An interesting example of success of the Company's strategy of combining BI and its geospatial domain expertise around its IP is in evidence at a water utility in UK. The main objective of the customer was to improve its BI capabilities for asset management, but the prerequisite was to have enhanced quality of spatial data and its on-going management. Based on Rolta's deep understanding of the water utilities sector they engaged Rolta to develop their system for compliance reporting mandated by European Union.

Rolta has acquired a wealth of experience and an impressive track record in implementing sophisticated systems for telecom, electricity, gas and water utilities India and globally.

Customers

Rolta's customer list includes Airports Authority of India, Bahrain Telecom, Brihanmumbai Electric Supply and Transport, Alabama Power Company, British Telecom, Bord Gais, Bell Canada, Bharat Sanchar Nigam Limited, Canadian Hydrographic Office, Memphis Light Gas and Water, Northern Power Grid, Central Water Commission, Calcutta Electric Supply Corporation, City of Mainz, City of San Jose, City of Toronto, Dallas Aerial Survey, Dept of Civil Aviation (Abu Dhabi), Enerco Gas, E-ON, Fiji Telecom, Georgia Power, Greenville Utilities Commission, GT Oman, Hong Kong Telecom, Louisville Gas & Electric, Mahanagar Telephone Nigam Ltd., Montana Dakota Utilities, Natural Gas Corporation of New Zealand, National Grid, National Hydrographic Office, Oil and Natural Gas Corporation Limited, Oranjewoud, Qatar Water, Piedmont Natural Gas, NSTAR, Qatar Water, Rochester Gas & Electric Service, Saudi Telecom Southern Bell Corporation, Torrent Power, Toronto Hydro, Telus, United Pan-European Communication, US WEST, Verizon, Punjab State Electricity Board, among others.



Rolta Case Studies

Thames Water, UK

Thames Water is the UK's largest water and wastewater services company serving 14 million customers across London and the South East of England through its 31,400 km of water mains and 68,000 km of sewers. Every day, Thames Water supplies around 2,600 million litres of tap water to nine million customers and removes and treats more than four billion litres of sewage for 14 million customers across 350 waste treatment works.

Thames Water, relies on its integrated geographical information system (GIS) to manage its network assets, plan interventions and mitigate risks. Thames Water was facing the challenge of keeping its systems updated by recording various changes to their network assets daily to support uninterrupted services to its business and customers.

Thames Water chose Rolta to manage these changes which includes:

- Waste water network data updates from Redline (DXF File) onto Thames Water Enterprise GIS System
- Waste and clean water network digitization from different business units such as capital delivery, developer services, operations and regulation bodies
- Managing documents with respect to naming standards and metadata
- Collating network and utility data from other suppliers and upload it on Thames Water systems
- Analysis of 10,000 engineering drawings to identify the areas and duplication, where the actual update is required

The operations and asset management groups at Thames Water also faced the challenge of monitoring and analysing both operations and serviceability performance for their clean water and waste water operations as well as generating periodic reports to meet increasingly stringent regulatory norms.

Rolta with its deep domain understanding of water utilities together with its BI and reporting capabilities has been awarded two streams of business reporting activity. Firstly, for its business as usual report production Rolta ensures that the current unique reports are produced and delivered in line with the expected service level agreement (SLA). The second more radical area of engagement is for streamlining where Rolta is tuning the Thames Water reporting engine with the aim of reducing the number of reporting iterations (versions transferred from one technology to another), using state of the art data warehouse technology. As a result, Thames Water will have a streamlined report production process, cutting the total number of unique reports while also improving their quality.

Thames Water information and data analyst Dersh Patel said: "These steps will improve our business efficiency and sharpen our customer responsiveness, as well as cutting costs."

Alabama Power Company (APCO), USA

Alabama Power Transmission delivers reliable electrical supply to 1.4 million homes, business and industries in the southern two-thirds of Alabama. One of the four US utilities operated by Southern Company across the states of Alabama, Mississippi, Georgia and Florida, APCO alone operates over 78,000 miles of power lines throughout 44,500 square miles. APCO has a yearly operating revenue of over US \$ 5.5 bn.

APCO was facing several business issues and challenges:

- Management felt disconnected from operational data.
- Lack of access and visibility into key financial performance data, safety and incident reporting, maintenance and reliability data.
- Numerous operational systems lacking integration makes cross-subject area analysis difficult.
- Timeliness and accuracy of existing reporting - heavy reliance on manual data collection from various sources, and inefficient analysis processes.

Addressing the problems identified by APCO needed a combination of skills and experience in:

- Engineering / Utilities domain
- Oracle consulting
- Business Intelligence
- GIS expertise

Rolta could demonstrate its track record of delivering such solutions for enterprise-level integration and analytics.

In order to address these challenges, Rolta provided consulting, design, and implementation of a data warehouse and accompanying reporting/dashboard tools to cover multiple complex subject areas, including Safety, Maintenance, System Reliability, Encroachment, and Project Management. The solution leveraged Rolta OneView™ framework to develop a comprehensive solution that provided role-based information to users - from operations managers to CXOs.



Rolta Products, Solutions & Services

Geospatial Applications

- Rolta Geospatial Fusion™
- Rolta OnPoint™
- Rolta OnPoint™ Mobile
- Rolta GeoERP™
- Rolta GeoCloud™
- Rolta GeoSecure™
- Rolta GeoAssets™
- Rolta iPerspective™
- Rolta Geospatial Fusion™ for Power Utilities
- Rolta Geospatial Fusion™ for Telecom
- Rolta Geospatial Fusion™ for Water
- Real Time Integration IT and Utility systems
- Asset Management
- Facilities Management
- Outage Management
- Mobility Field Crew Management

BI & Big Data Analytics

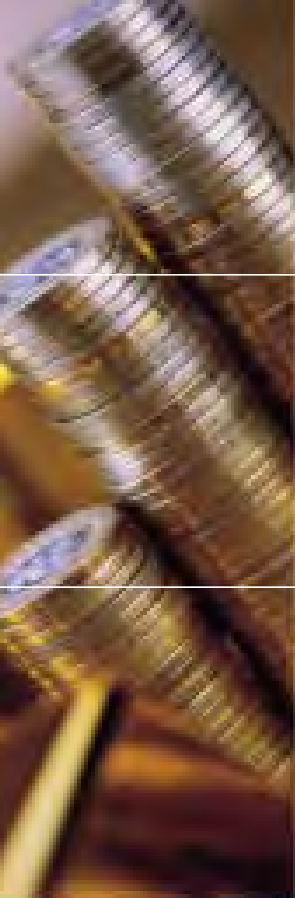
- Rolta OneView™
- Rolta IT/OT Fusion™
- Rolta iPerspective™
- Performance Management
- Performance Analytics
- Real Time Intelligence
- Operational Insights
- Asset Insights
- Maintenance and Reliability Insights
- Supply Chain Insights
- Project Insights
- HSE Insights
- Business Insights
- Strategy Management
- Big Data – Hadoop, Exalytics, SAP HANA®
- Social Media Analysis
- Sentiment Analysis
- Semantic Analysis
- Descriptive Analytics
- Diagnostic Analytics
- Predictive Analytics
- Prescriptive Analytics
- Forecasting
- What-if Scenario Analysis
- Actionable Intelligence

Enterprise IT Applications

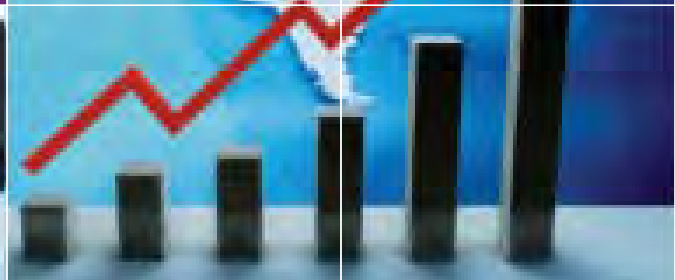
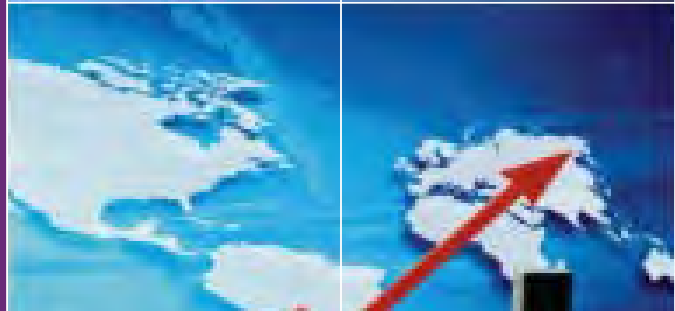
- Rolta SmartMigrate™
- Rolta RapidHANA™
- Rolta EBS Upgrade Manager™
- Rolta CFO Impact™
- Rolta HyJump™
- Functional / Technical Requirements
- Gap Analysis
- Module Configuration
- Oracle eBusiness Suite
- Oracle Financials
- Human Resource Management
- Asset Management
- Projects Management
- Customer Relationship Management
- BI Platform consolidation
- Database and Application Migration to SAP HANA®
- Supply Chain Management
- Vale Chain Planning
- Discreet and Process Manufacturing
- P2 Energy Solutions
- Enterprise Application Integration
- Human Resources Analysis
- Financial Analysis
- Procure and Spend Analysis
- Project Analysis
- Supply Chain Analysis
- EAM Analysis
- Utilities Meter Data Analysis

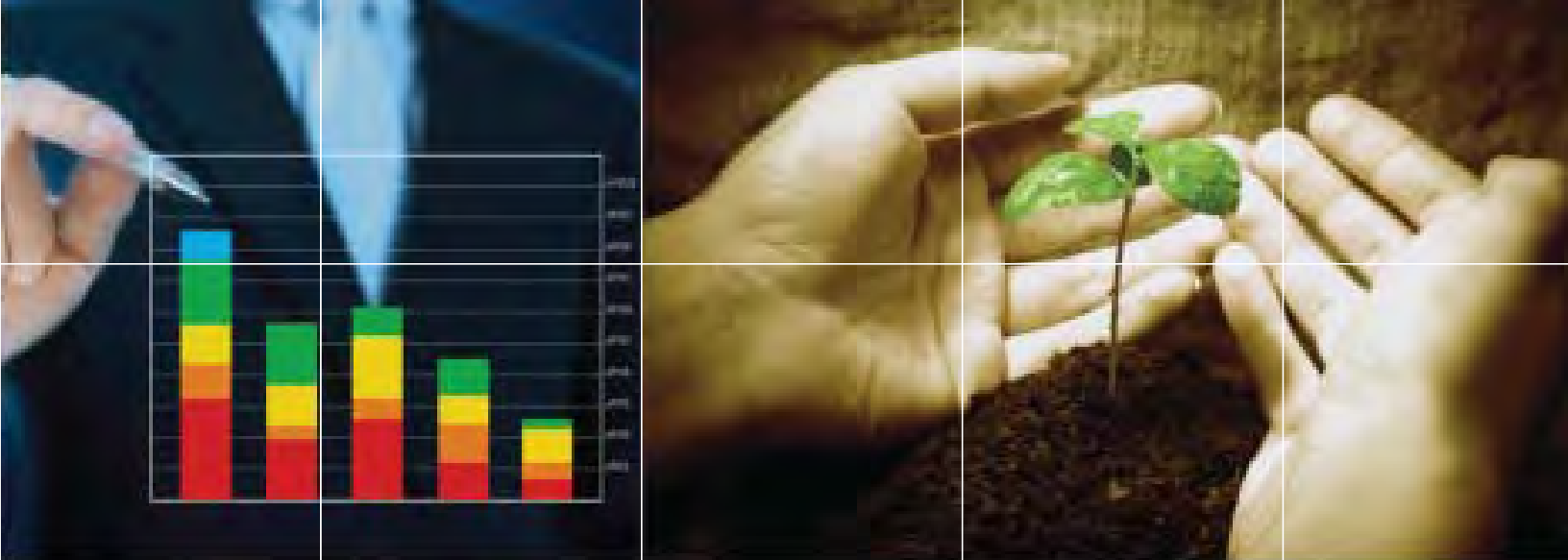
Enterprise IT Infrastructure

- Rolta Advizer™ Suite
- Rolta iPerspective™
- Rolta CIO Impact™
- Architecture and Design
- High Availability and Scalability Solutions
- Strategic Infrastructure Planning
- Software Defined Infrastructure
- Cloud Enablement
- Mobility
- Platform and Process Integration
- Database Management & Administration
- Database upgrade & Migration
- Managed Enterprise Applications
- Applications Testing
- Project Portfolio Management (PPM)
- Enterprise Security
- Service Management



Banking & Financial Services Insurance





Industry Overview

Today, financial services organizations are dealing with unprecedented pressures around performance, cost reduction, regulation and customer expectations. Furthermore, the current economic environment continues to drive reform from regulators and legislators, which in turn burdens the internal processes to comply with timely reports and disclosures. The competitive landscape continues to evolve as well. Banks, investment managers and insurers need considerably more detail on profitability at the product, service, customer and/or market level.

Decisions about how to spend capital are among the most important functions that banks, financial services and insurance executives make on a regular basis. Any meaningful business move — whether to make an acquisition, build a new branch or develop a new product — revolves around the availability of capital, both now and in the future. Inadequate budget and capital planning exposes an institution to all sorts of vulnerabilities. Without strong planning capabilities, institutions are simply unable to run their day-to-day business as effectively, nor initiate long-term strategic plans that are beneficial to growth. Despite the elemental nature of budget and capital planning, BFSI institutions often fall short in their ability to flawlessly carry out all aspects of the process. To compete, BFSI organizations must facilitate the transfer of information throughout the enterprise.

Though the motivations to improve capital and budget planning are large, so are the barriers to effectively implement financial transformation. Too often, the gathering together of one-off spreadsheets from across different lines of business remains a poor substitute for an integrated, enterprise-wide budget and capital planning system accessible to senior management. Key stumbling blocks include siloed data, poor

data quality and inadequate data governance. For example, a proliferation of siloed data creates numerous inefficiencies, especially from a capital and budget planning perspective. Siloed data also compromises effective risk management. Without integrated data, the ability to monitor, assess and react to risks that exist across business lines is limited. Inconsistent data also presents challenges to perform accurate regulatory reporting, even as the requirements for it are increasing.

Given the regulatory, competitive and cost pressures on BFSI organizations today, the need for more effective capital and budget planning is clear. But technology alone is not the sole answer. Special expertise is also required. Before rolling out a new system, institutions need to make careful preparations and process changes. Only then can institutions rightfully turn their attention to evaluate the actual systems supporting capital and budget planning.

Rolta BFSI Capabilities

Rolta serves the BFSI segment predominantly through its Enterprise IT and Consultancy Services adopting a holistic approach to address the end-to-end requirements cutting across the entire IT stack. As a result, Rolta has the ability to engage with customers at any tier within the IT Stack.

At the IT infrastructure layer, Rolta is in a position to architect, deliver and implement the infrastructure, whether it is required for Platform Consolidation, Virtualization, Virtual Data Center, Cloud Computing, Backup & Recovery, Business Continuity, Networking, Security, or Storage, or a combination of these, tailored to meet the unique requirements of the customer. These solutions and services provided by Rolta have helped numerous BFSI customers to consolidate their IT infrastructure while providing elasticity in computing power in a high availability environment and typically save 50%-70% on overall IT costs.



For example a leading bank in North America engaged with Rolta for their ambitious roadmap to consolidate their high availability data center in a virtualized environment. As a result they now have a cost effective scalable solution to meet their IT requirements.

More than ever, employees are working on the go. Whether they are at a client site, traveling, or working from home, employees are relying on mobile devices to stay productive. Rolta provides a comprehensive set of solutions covering mobile devices and data management, security and its policy and compliance to help organizations to securely adopt mobility.

For example, one of the top 25 commercial banks in the US, wanted its mobile workforce to easily and securely access business applications and data. With more than 750 locations, this impacted the service level to their customers, and also created collaboration challenges between employees. They chose Rolta for its strong advisory capabilities that could build a strategy which would overcome these challenges. Rolta delivered a strategy that allowed employees to consume applications and data in real-time. This solution provided secure access for employees from any location utilizing corporate approved mobility devices, thereby providing faster response to live customer requests through streamlining employee access to critical applications, data, and internal support. It is estimated that US \$ 2.3 Mn. of additional revenue in the first year would be achieved by the bank for an investment of US \$ 1.4 Mn.

Enterprise Performance Management (EPM) is an area where Rolta has established an enviable reputation. With one of the most extensive track records of working with Oracle Hyperion, the most widely used platform for EPM, Rolta has emerged as a preferred Oracle partner for EPM implementations. For example, in the past Rolta has been

named "Hyperion Systems Integrator of the Year". Rolta has successfully completed over 200 Oracle Hyperion implementations with more than 75 distinct customers, a large number of which are from the banking, financial services and insurance segment.

Hyperion implementations are very complex and need extensive technical and financial knowledge to achieve the desired business benefits. Through its accumulated knowledge and extensive experience, Rolta has developed Rolta HyJump™ and Rolta CFO Impact™, which are solution accelerator frameworks comprising of sets of methodologies, templates and tools. These frameworks accelerate the processes of architecting, designing, and implementation and thereby ensure customers can quickly realize business value of EPM.

For example a top 25 commercial bank in the US engaged Rolta's EPM consultants to develop the best practices based integrated financial systems architecture together with an implementation roadmap. This was then implemented by the client's IT department under supervision from Rolta.

Citizens Bank engaged with Rolta for linking balance sheets and rate changes to margins, incorporating methodology and rules prescribed by their ALM modeling group. Leveraging Rolta CFO Impact™, Rolta provided an integrated Oracle's MDM solution within Planning & Hyperion Essbase for LOB analysis and reporting. As a result, the bank achieved monthly linkage to ALM data at department and product level for deeper insight into forecasted cash flows and increased quality of earnings forecasts.

PNC Bank was looking for major financial transformation for unifying ALM, financials and risk management systems, bringing together accounting, finance and risk data to comply with regulatory requirements. They chose Rolta for



its rich expertise in the banking domain and Oracle Hyperion technologies. This is another project where Rolta CFO Impact™ was successfully leveraged.

Rolta's team of highly experienced BI professionals have assisted countless organizations, improved the use of their data throughout the enterprise to drive truly sustainable competitive advantages.

For example, a US based financial services company, engaged Rolta to implement a set of intuitive, actionable reports to track and analyze spending occurring throughout its organization. Rolta delivered a procurement & spend analytics solution with spend classification option providing insights into procurement activities. As a result their managers and analysts were empowered with better information to negotiate purchase agreements with vendors since all spendings were now classified into categories that facilitated enhanced analysis and reporting.

Similarly, another financial services organization chose Rolta to develop an end-to-end BI solution with custom information-tracking based on Rolta's extensive expertise in IT & Oracle Technologies together with its rich domain expertise in BFSI. Rolta implemented a data warehouse with reporting layers and complex ad-hoc analysis capabilities.

The Banking, Financial Services and Insurance companies are now facing increasing regulatory pressures from a variety of international norms such as SOX, IFRS, Basel 3, Dodd-Frank Act, Foreign Corrupt Practices Act, GRC etc. Rolta through its extensive global Oracle practice has been implementing Oracle Financial Services Analytics Application to address these challenges. This unified platform, built on common infrastructure, cash flow engine, data models, technologies and components assist BFSI Institutions to meet their management and regulatory

requirements related to Asset Liability Management, Funds Transfer Pricing, Profitability Management, Balance Sheet Planning, Basel II, Basel III, Anti Money Laundering, Capital Calculation, RAPM, ICAAP and IRFS requirements.

For example, Rolta was recently engaged by a leading bank in Vietnam to carry out a comprehensive assessment followed by the implementation of Oracle OFSAA.

Over the years Rolta has built an enviable track record of BFSI customers helping them in building solutions for

- Planning, Budgeting & Forecasting Management Profitability Reporting
- Enterprise Information Management, Master Data Management & Data Governance
- Consolidated Financial & Management Profitability Reporting Corporate Performance Measurement Assessments
- Credit Card - Portfolio Risk Management, Collections & Fraud Detection Data Mining Reporting
- Enterprise Customer Portal & CRM Analytical Reporting
- Corporate Performance Measurement - Officer Score-carding, Product Performance, Human Capital Management
- Enterprise Accounting and Management Reporting
- Credit Life-cycle Reporting & Credit Risk Management
- EPM Technology Solution Architecture, Financial and Management Reporting Systems Blueprint, Finance Transformation



Rolta Case Studies

A Top 15 Retail & Commercial Bank, USA

A multi-billion dollar commercial bank holding company with more than 1,500 branches, 3,700 ATMs and 21,000 employees needed to improve planning models and forecasting capabilities. Its legacy planning system delivered information not nearly granular enough to utilize in strategic planning scenarios. In fact, offline excel models were frequently used for planning, with the resulting manual modifications leading to mismatches and disconnects between information and insights.

Rolta worked closely with their lines of business across the institution to develop interactive planning models linking balance sheets and rate changes to the margin. As with many of the financial institutions Rolta supports, there was a clear need to improve the understanding of how changes in interest rates - and the resulting changes to the cash flows of their balance sheet instruments - affect future earnings and the value of their capital. Models created by Rolta provided portfolio, new volume and run-off detail for planning and forecasting. Pricing and FTP changes to indices (Prime, Libor, swap curve, etc.) were included, in addition to incorporating methodology assumptions used by the ALM modeling group.

The solution also integrated ALM run-off data into department-level product planning models and provided for multiple versions of growth and interest rate scenarios. Other solution components included integration with Oracle's Master Data Management solution for hierarchy management within Planning and Hyperion Essbase for LOB analysis and reporting needs.

As a result of the work Rolta delivered, the financial organization now spends less time on manual processes and more on analysis of results. It can now link to ALM data on a regular basis for deeper insight into forecasted cash flows. The new model also improved the quality of earnings forecasts, balance sheet and margin forecasts are more accurate now because the system is tied to controllable, identifiable drivers of the business.

A Leading Commercial Bank, US

Financial organizations need a thorough understanding of the critical IT infrastructure factors involved in both day-to-day operations and long-term planning for the enterprise in order to develop a solid framework to maximize efficiencies and position the organization for growth.

A U.S. bank offering corporate, personal, trust and international banking services, and operating in more than 700 branch locations in 19 states and with US \$ 59 billion in assets, was struggling with inefficient processes and lack of clarity across the enterprise. Rolta evaluated their processes and systems to determine how they could achieve greater efficiency, and further created an actionable roadmap of process improvements to move the organization to a future state of best-in-breed financial operations.

Rolta developed solutions around the following:

- Consistent master data management practices, ensuring common definitions and use of shared data dimensions
- Driver-based budgeting and forecasting, automating the processes and shifting from estimating general ledger balances to planning for new business volumes and portfolio changes
- Profitability analysis capabilities through a finance data warehouse designed to integrate detail revenue, balances and statistics for individual banking instruments with FTP, activity based costing, risk adjustments and capital allocations
- Automated month-end close/financial consolidation processes to a single platform for financial reporting across entities, providing robust analysis capabilities, a common infrastructure and a business intelligence toolset

Lastly, through automating the month-end close/financial consolidation processes to a single platform for financial reporting across entities, the bank leaders were able to utilize robust analysis capabilities, a common infrastructure and a business intelligence toolset to gain a clearer understanding of operations across the enterprise. With Rolta's expertise, the banking company successfully launched the transformation of its financial organization from a centralized department servicing the office of the CFO to an enterprise-wide support organization enabling transparency into business performance and leading the business toward industry best practices.



Rolta Products, Solutions & Services

BI & Big Data Analytics

- BI & Big Data Assessment
- Strategy and Roadmap
- Big Data – Hadoop, Exalytics, SAP HANA®
- Social Media Analysis
- Sentiment Analysis
- Semantic Analysis
- Enterprise Data Warehousing
- ETL tools - Oracle Data Integrator (ODI), and Informatica
- Master Data Management
- Human Resources Analysis
- Financial Analysis
- Project Analysis
- EAM Analysis
- What-if Scenario Analysis
- Actionable Intelligence

EPM & OFSAA

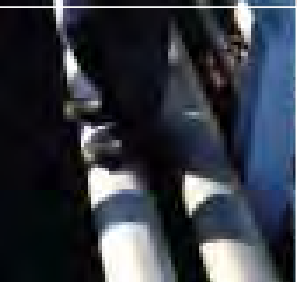
- Rolta CFO Impact™
- Rolta HyJump™
- Budgeting
- Forecasting
- Consolidation & Planning
- Profitability Analysis
- Performance Measurement
- Management and Customer Analysis
- Hyperion Planning
- Essbase
- Performance Management & Finance
- Regulatory Compliance (Financial Crime)
- Operational Risk & Compliance Management
- Capital Management
- Anti-Money Laundering
- Data Relationship Management

Enterprise IT Applications

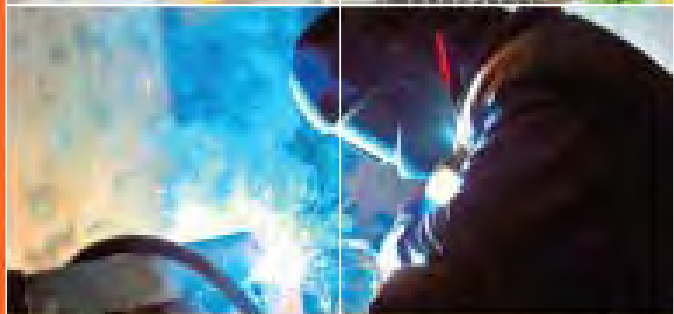
- Rolta SmartMigrate™
- Rolta RapidHANA™
- Rolta EBS Upgrade Manager™
- Functional / Technical Requirements
- Gap Analysis
- Module Configuration
- Oracle eBusiness Suite
- Financials
- BI Platform Consolidation
- Database & Application Migration to SAP HANA®
- Human Resource Management
- Asset Management
- Projects Management
- Customer Relationship Management
- Enterprise Application Integration

Enterprise IT Infrastructure

- Rolta Advizer™ Suite
- Rolta iPerspective™
- Rolta CIO Impact™
- Architecture and Design
- High Availability and Scalability Solutions
- Strategic Infrastructure Planning
- Software Defined Infrastructure
- Cloud Enablement
- Mobility
- Platform and Process Integration
- Managed Services
- Database Management & Administration
- Database Upgrade & Migration
- Managed Enterprise Applications
- Applications Testing
- Project Portfolio Management (PPM)
- Enterprise Security
- Service Management



Manufacturing & Retail Healthcare





Industry Overview

Manufacturing Industry

The manufacturing industry faces numerous challenges in today's marketplace. The four most significant challenges are dealing with intense global competition, finding and keeping skilled labor, handling cost pressures, and adapting to different consumer needs. Manufacturers have adopted several strategies to address these challenges which include mergers and acquisitions, improved manufacturing processes, relocation of production to low-cost regions, and adoption of new technologies and innovation to remain competitive.

Retail Industry

Globally, the retail value chain is changing at an ever increasing pace as factors such as industry consolidation, internationalization, value chain integration and convergence drive the rise and fall of different players in the industry. Under current market conditions, retailers need to continuously focus on cutting costs and streamlining operations across the entire retail system involving retailers, manufacturers and suppliers to eliminate waste and inefficiency across the value chain. Technology and Big Data are changing the retail world. Together they help bring insightful analytics to the boardroom and buying office about consumer's buying patterns. But dealing with tera bytes of data collected by even mid-level retail operations makes deriving insights and predicting future opportunities a complex process.

Healthcare Industry

The healthcare industry globally faces major challenges such as rising costs, demand for improving quality of care, cost optimization and elimination of waste. The rise of the elderly population in many countries and its corresponding demand

for health services is causing a drain on government healthcare budgets while also creating expansion opportunities for healthcare facilities. Consequently, forward looking healthcare organizations are implementing cutting edge solutions to increase visibility, understand risk, enhance demand planning capabilities and improve go-to-market effectiveness. Improved data management can also result in exciting new diagnostic and treatment options. Healthcare organizations are increasing their use of analytics of massive amounts of patient data to better determine appropriate treatment options based on myriad criteria. Internet access and mobile technologies are combining to enable doctors worldwide to provide highly personalized care without even being there.

Rolta Capabilities

The need to cut costs and combine processes and assets spans the Manufacturing, Retail and Healthcare industries. Rolta has been serving these markets by combining its domain expertise, end-to-end Enterprise IT offerings covering IT infrastructure, Mobility, Security, Enterprise Applications as well as rich BI and Big Data Analytics. Invariably Rolta combines its IP to offer accelerated delivery, cost effectively.

Rolta's success in these markets is clearly evident from the projects it has successfully completed cutting across the entire IT landscape.

A global manufacturing giant Philips Lifeline, headquartered in Europe – Advizex chose Rolta to award a contract for advisory services for their IT infrastructure roadmap.

Rolta Advizer™ was a key factor that prompted them to seek Rolta's help. Subsequently, they continued to engage with Rolta over the years to execute the roadmap covering storage consolidation, Virtualization and state-of-the-art backup and disaster recovery resulting in a multimillion dollar engagement.



In the Healthcare segment, a Fortune 500 health care services company Cardinal Health, based in North America which specializes in distribution of pharmaceuticals and medical products for its Enterprise IT requirements. They chose Rolta for its project and portfolio management system based on its Enterprise Applications expertise. This is a good example of how Rolta has built enduring relationships with customers and has been delivering IT Infrastructure requirements.

A worldwide food processing company Hienz, has an environment that spans 21 countries across 5 continents. They needed a global mobility strategy to drive unnecessary costs out of the organization and chose Rolta to define and deliver a vendor agnostic strategy. Rolta leveraged **Rolta Mobility Advizer™** to define global endpoint device standards together with a methodology to improve end-user experience. The strategy also provided for encryption to increase protection of intellectual property and secure access by their 16,000 employees. As a result they realized a 20% cost reduction in the 1st year, exceeding their financial objective, and expect to achieve annual savings of about 18%.

Another healthcare company Omnicare, has been engaging Rolta for a variety of their IT infrastructure and Virtualization requirements over several years. Through an analysis of their existing hardware and software infrastructure, and mapping it against their anticipated needs, Rolta developed a medium and long term roadmap with specific recommendations for phased implementation. Rolta was recently engaged by them for their Oracle Hyperion based Enterprise Planning application for their Budget & Forecasting needs. This included detail design, construction, and implementation of planning processes, automated data integration, web-based input models and enhanced reporting.

In the retail segment Rolta was engaged by Lbrands (formerly Limited Brands) for its capabilities of providing IT infrastructure, implementation of portfolio, project governance together with a central financial planning application to support annual and monthly budgets. As a result of this end-to-end solution, their Financial close for all regulatory and statutory reporting takes just 5 days with the ability to perform store and product revenue analysis over 10 business dimensions, a highly improved cycle-time from the customer's perspective.

As a worldwide certified Platinum Partner with specializations across an extended Oracle Technology stack covering Database Technology Solutions, E-Business Suite Applications, SOA, Fusion Middleware, Enterprise Performance Management and Business Intelligence, Rolta has the knowledge and expertise to bring a holistic Oracle view. As a result customers benefit with closely integrated solutions to achieve better value from their investments.

For example, a pharmaceutical manufacturing company Haemonetics, had acquired several units, three of which were running on SAP and one on MAPICS. Their own Oracle EBS system was built on the older Oracle 11i with a fairly large footprint covering financials, projects, discrete manufacturing, process manufacturing, procurement, order management, HCM and advanced pricing, service management for field service, depot repair and service contracts which needed to be upgraded. Additionally, they wanted to deploy EPM running on Oracle Hyperion Planning, Essbase, DRM together with BI. Rolta's ability to bring a holistic Oracle approach to EBS, EPM and BI was a clear differentiator that enabled Rolta to win this project and create a unified Enterprise wide system customized to meet user needs.



A global Manufacturer of Plastic products, Flambeau Inc, chose Rolta to carry out the planning, design and implementation of a Cloud based multi-country roll-out of their ERP based on Oracle's latest Fusion release of their eBusiness Suite. This was one of the first few deployments in the world of Oracle's new technology. Going forward, Oracle expects that 60% of its ERP deployments in the next couple of years will be on this platform and Rolta clearly is well placed to ride this wave.

CIOs and IT leaders face the challenge of simplifying their overall technology landscape in a bid to cut costs. Many organizations find that they have accumulated a variety of BI and reporting tools, often from competing vendors through departmental BI initiatives or through acquisitions and mergers. **Rolta SmartMigrate™** solution is an IP based automated solution that uses a pluggable architecture to provide seamless migration from multiple BI platforms including Microstrategy, Cognos, and OBIEE onto a single consolidated platform, such as SAP BO.

A large Global Semiconductor manufacturer chose Rolta for its BI platform consolidation journey primarily because of Rolta's automated SmartMigrate™ tool and expertise. One of their foremost requirements was that there should be minimal involvement of their business users and the migrated reports should be very close to the reports businesses were accustomed to. As a result of this successful migration, they are seeing direct financial benefits through the reduction of the maintenance and support costs for BI by consolidating on SAP BO and MSBI. Rolta SmartMigrate™ provided an automated approach which significantly accelerated migration and seamless technology consolidation with enhanced reliability of the process, thereby minimizing impact on business continuity.

Rolta has helped numerous companies achieve significant competitive advantages through deployment of EPM solutions that reduce risk, lower costs and improve financial performance management. For example, a fast food franchising organization Burger King, reached out to Rolta for the development of a Strategic Roadmap to support a multi-phase, Forecasting / Planning & Reporting solution for their international operations. Subsequent to the creation of this implementation strategy, Rolta was engaged in the development of a multi-currency solution that supported North America, LATAM, EMAM, and APAC. As a result of the solution delivered, they achieved a standardized global planning and reporting process which was instrumental to their strategic goal in shifting from a largely Company owned store structure to a Franchise based business model.

Similarly, Abercrombie & Fitch in the retail segment engaged Rolta to architect and develop an Oracle Hyperion based Performance Management solution to provide revenue and expense planning and analytics across multiple business dimensions. As a result, they achieved improved processes for the annual financial budgeting. They are now able to perform store-level analytics in 1000+ stores each week instead of the earlier monthly cycle.

Customers

Over the years, Rolta has served numerous customers across the world in the Manufacturing, Retail and Healthcare markets helping them to solve their business challenges through innovative solutions cutting across the Enterprise IT Landscape.



Rolta Case Studies

Flambeau, Inc.

An international manufacturer of a wide variety of plastic products needed deeper visibility into its global operations in order to improve collaboration and speed decision making. The company also recognized the value of shifting to a cloud-based Enterprise Resource Planning system to accomplish these goals.

A long-standing Rolta customer, senior consultants worked closely with key management at the manufacturing conglomerate to deliver solutions and guidance to transform the company's financial and procurement processes. Rolta began with a comprehensive analysis of the company's current state of processes and applications, and identified the following challenges:

- The company maintained a collection of disparate, non-integrated and highly-customized manufacturing and financial systems
- The lack of a single, global financial system resulted in process duplication, unwieldy manual efforts and a lack of visibility into global operations
- Rolta recommended that the company shift from its sub-optimized and legacy systems to a seamlessly integrated, cloud-based ERP system

Rolta's ability to develop a co-existence strategy and implementation approach that allowed the client to maintain some of its critical applications while migrating to Fusion Financials Cloud was particularly important. Rolta used cutting edge and innovative technologies in developing the co-existence strategy to solve the business challenges faced by this global manufacturer. The solution Rolta implemented enables the company to effectively and efficiently manage IT resources in a shared services environment, resulting in standardized, consistent global processes that position the company for future global growth.

Rolta's differentiating value to this and all clients is a long term, trusting relationship along with our ability to develop a coexistence strategy and implementation approach that allows companies to maintain some of their critical applications while still migrating to a Financials Cloud.

A Global Semiconductor Manufacturer

A global Semiconductor Manufacturer found they had many BI reporting platform like Cognos, Microstrategy, BO and MSBI across various locations as well as business functions. These tools were procured and implemented by individual groups or regions. Their IT team had to support, maintain and enhance all these tools. This was becoming a major challenge due to

- Inconsistent reporting across the organization - No single source of truth for reporting
- Less than optimal utilization of resources and tools
- Staff not able to create reports needed to make business decisions in the required time frames
- Unhappy business users
- Higher License fee paid across multiple reporting tools
- Lack of consolidated analytics / what-if-analysis affecting strategic decision making

However, the user community was also not happy with the decision of consolidating into one or two BI platform as they were comfortable and used to the existing system. Based on the significant cost savings and ease of support, their IT team finally decided on platform consolidation on SAP BO and Microsoft MSBI. They were looking for the right partners to help them migrate reports from various platforms. After a rigorous vendor evaluation process they chose to work with Rolta because of the unique proposition of Rolta's automated migration process based on Rolta SmartMigrate™.

Rolta worked closely with the customer to make this Self-service driven BI transformation and consolidation project a success. Both the customer's IT and Business community are now happy with technology consolidation and migration program. Thanks to the accelerated migration there was minimal impact on business community.



Rolta Products, Solutions & Services

BI & Big Data Analytics

- Rolta OneView™ for Automotive
- Rolta OneView™
- Rolta IT/OT Fusion™
- Rolta Engineering Fusion™
- Rolta Geospatial Fusion™
- Rolta iPerspective™
- Performance Management
- Performance Analytics
- Real Time Intelligence
- Operational Insights
- Asset Insights
- Maintenance & Reliability Insights
- Supply Chain Insights
- Project Insights
- HSE Insights
- Business Insights
- Strategy Management
- Big Data Analytics
- Social Media Analysis
- Sentiment Analysis
- Semantic Analysis
- Descriptive Analytics
- Diagnostic Analytics
- Predictive Analytics
- Prescriptive Analytics
- Forecasting
- What-if Scenario Analysis
- Actionable Intelligence

Enterprise IT Applications

- Rolta SmartMigrate™
- Rolta RapidHANA™
- Rolta EBS Upgrade Manager™
- Rolta CFO Impact™
- Rolta HyJump™
- Functional / Technical Requirements
- Gap Analysis
- Module Configuration
- Oracle eBusiness Suite
- Financials
- Human Resource Management
- Asset Management
- Projects Management
- Customer Relationship Management
- BI Platform Consolidation
- Database & Application Migration to SAP HANA®
- Supply Chain Management
- Value Chain Planning
- Discreet and Process Manufacturing
- Enterprise Performance Management
- Enterprise Application Integration
- Hyperion / BI
- Profitability Analysis
- Human Resources Analysis
- Financial Analysis
- Procure and Spend Analysis
- Project Analysis
- EAM Analysis

Enterprise IT Infrastructure

- Rolta Advizer™ Suite
- Rolta iPerspective™
- Rolta CIO Impact™
- Architecture and Design
- High Availability and Scalability Solutions
- Strategic Infrastructure Planning
- Software Defined Infrastructure
- Cloud Enablement
- Mobility
- Platform and Process Integration
- Managed Services
- Database Management & Administration
- Database Upgrade & Migration
- Managed Enterprise Applications
- Applications Testing
- Project Portfolio Management (PPM)
- Enterprise Security
- Service Management

Shareholder Information

Annual General Meeting:

Date : September 27, 2014
Time : 11.30 a.m.
Venue : Auditorium, Rolta Tower - A,
Rolta Technology Park, MIDC-Marol,
Andheri (East), Mumbai - 400093.

Financial year: July 01, 2013 to March 31, 2014

Financial Calendar for the Year 2014-15 (tentative and subject to change)

Board Meetings - Financial reporting:

2nd Quarter ending September 2014 – On or before 14th November, 2014
3rd Quarter ending December 2014 – On or before 14th February, 2015
Financial year ending March 2015 (Audited) – On or before 30th May, 2015

General Meeting:

Annual General Meeting for the year ending March 31, 2015 - August / September 2015

Date of Book Closure:

Book Closure dates September 25 to September 27, 2014
(both days inclusive)

Dividend:

₹ 2.25 per equity share of ₹ 10/- each (proposed) (i.e. 22.5%) [Annualized 30%]

Dividend Payment Date:

N-ECS Credit / Dispatch of dividend warrant on or after October 07, 2014 but not later than 30 days from the date of declaration of dividend at the ensuing Annual General Meeting of the Company.

Listing Details:

Equity Shares

1. BSE Limited - (BSE)
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400001.
2. National Stock Exchange of India Limited - (NSE)
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400051.

Stock Code:

BSE - 500366		
NSE - ROLTA	BLOOMBERG	- RLTA@IN
LSE - RTI	REUTERS	- ROLTA BO

The shares form part of the following indexes on BSE and NSE.

S&P BSE Smallcap	CNX Small Cap
S&P BSE 500	CNX IT & CNX 500

The ISIN of Company's equity shares with NSDL and CDSL is INE293A01013.

The Annual listing fees for the year 2014-15 has been duly paid to the stock exchange(s) pursuant to clause 38 of listing agreement in which the Company's shares are listed.

International Listing

GDR listed on London Stock Exchange

10 Paternoster Square, London, EC4M 7LS

The Company's Global Depositary Receipts (GDR) Programme has been listed on the Main Board of the London Stock Exchange plc. (LSE).

The GDRs are traded on the London Stock Exchange under the Ticker Symbol RTI. Each GDR represents one equity share. The GDRs began trading on the LSE on April 18, 2006, when they were issued by the Deutsche Bank Trust Company (the Depositary), pursuant to the Deposit Agreement. The Rule 144A GDRs have been designated as eligible for trading in the Portal Market of The NASDAQ Stock Market, Inc. (PORTAL). As on March 31, 2014, there were 16,28,924 GDRs (equivalent to 16,28,924 equity shares) outstanding.

Type	Ticker Symbol	Description	DR ISN - Reg S	DR ISN -144A S
GDR	RTI	Equity Shares	US7757902074	US7757901084

Two-way Fungibility of Depositary Receipts

The Company offers foreign investors the facility for conversion of Ordinary Shares into Depositary Receipts within the limits permissible for Two-way Fungibility, announced by the Reserve Bank of India vide its circular dated February 13, 2002.

Name and Address of the Depositary Bank for the Purpose of GDRs

In the US

Deutsche Bank Trust Company
Americas
Trust & Securities Services
60 Wall Street, 27th Floor,
MS # NyC60-2727
New York, NY 10005, USA.

In India

Deutsche Bank A.G.
Trust & Securities Services
The Capital, C-70,
G Block, 14th Floor,
Bandra Kurla Complex,
Bandra (E), Mumbai 400051

Name and address of the Custodian in India for the purpose of GDRs

ICICI Bank Limited
Securities Markets Services, Empire Complex, F7/E7
1st Floor, 414, Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013.

Senior Notes due 2018 & 2019 listed on Singapore Stock Exchange (SGX-ST)

Rolta LLC & Rolta Americas LLC, has issued 10.75% Senior Notes due 2018 & 8.875% Senior Notes due 2019 respectively, which are listed on Singapore Securities Exchange Trading Limited (the "SGX-ST") at 2, Shenton Way, #19-00, SGX Central 1, B Singapore 06880.

10.75% Senior Notes:

Trustee and Security Agent

DB Trustees (Hong Kong) Limited, Level 52, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong.

8.875% Senior Notes:

Trustee and Security Agent

Citicorp International Limited 39/F, Citibank Tower, Citibank Plaza, 3 garden Road, Central Hong Kong.

Registered Office and Corporate Headquarters:

Rolta Tower 'A', Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai - 400093.

Tel: +91(22) 29266666 /

30876543

Fax: + 91(22) 28365992

Share Transfer System & address for correspondence

98.24% of the equity share capital of the Company is in the electronic form. Transfers of share are done through Depositories with no involvement of the Company. As regards, Transfer of shares in physical form the transfer documents can be lodged with Registrar & Share Transfer Agent (R&T Agent). The transfers received by the Company / Registrar and Share Transfer Agent are generally processed and transferred within 15 days from the date of receipt if the documents are complete in all respects. Authority is delegated to Certain Directors by the Board to approve transfer etc., which are noted at subsequent Board Meetings. All correspondences by Shareholders should be addressed to the R&T Agent, M/s. Link Intime India Pvt. Ltd. or to the address of the Registered Office of the Company.

In case any shareholder is not satisfied with the response or do not get any response within reasonable period from the R&T Agent, they may approach the Company Secretary and Compliance Officer at the Registered Office of the Company.

R&T Agent

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

Paying Agent, Transfer Agent and Registrar

Deutsche Bank Trust Company Americas Trust and Agency Service, 60 Wall Street, 27th Floor, MSNYC 60 – 2710, New York 10005, USA.

Paying Agent, Transfer Agent and Registrar

Citibank, N.A., London Branch, c/o Citibank, N.A., Dublin Branch, 1 North Wall Quay, Dublin 1.

Registrar

Citigroup Global Market Deutschland AG, Reuterweg 16, 60323, Frankfurt, Germany.

Designated e-mail address of investor services

In terms of Clause 47(f) of the Listing Agreement, the designated e-mail address of investor complaints is investor@rolta.com

Website:

The website of the Company carries relevant information in regard to the results of the Company, dividend declared by the Company, price sensitive information if any and launch of new products & services by the Company. The Company's website address is www.rolta.com.

Depositories

a) National Securities Depository Ltd. (NSDL)

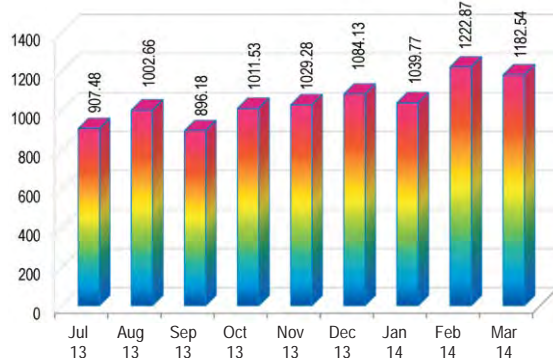
b) Central Depository Services (India) Ltd. (CDSL)

Volume as percentage of Equity

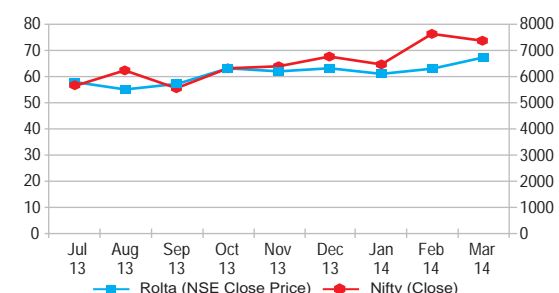
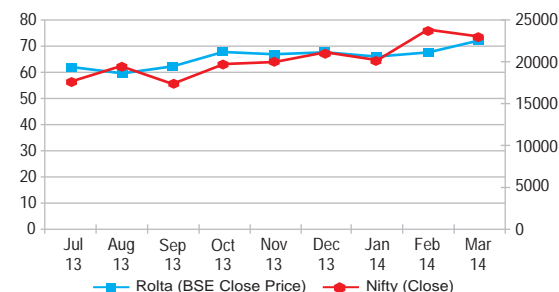
The Company's scrip continues to enjoy high trading volumes in relevant stock exchanges offering high liquidity. Over 74.87% of the trading volume is on the National Stock Exchange (NSE). The total number of shares traded on NSE and Bombay Stock Exchange Limited between July 1, 2013 and March 31, 2014 were 161,954,734, which represent 100.39 % of the Share Capital of the Company as on 31st March 2014.

Market Capitalization

₹ in Cr.

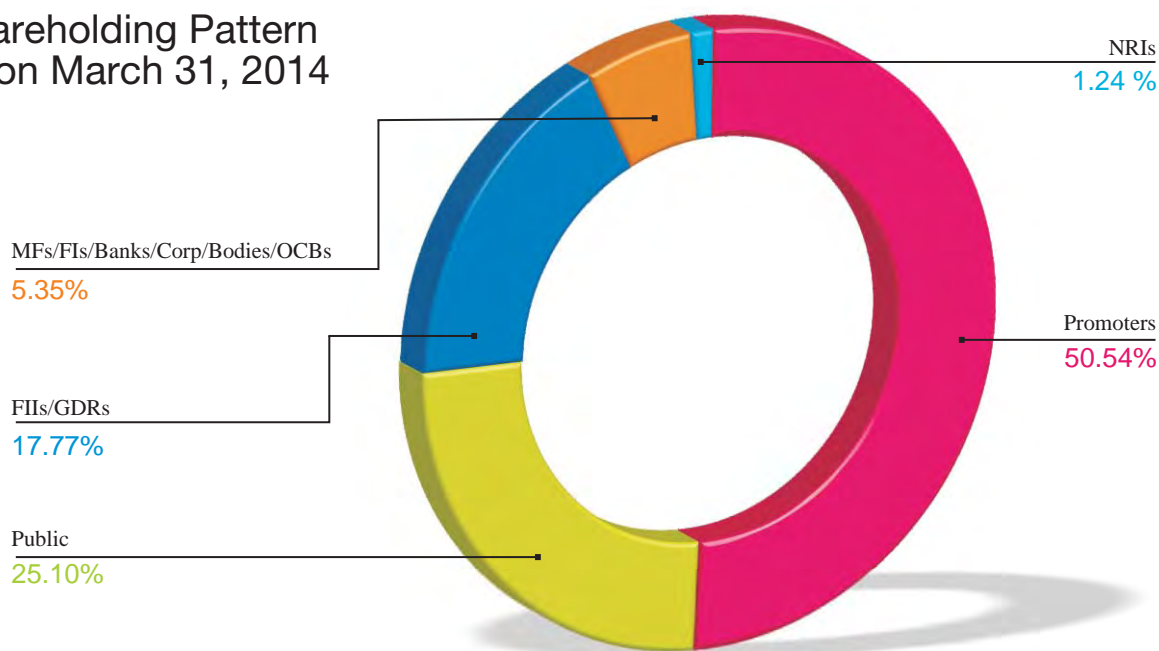


PERFORMANCE OF ROLTA IN COMPARISON TO BSE / NIFTY



Shareholder Information

Shareholding Pattern as on March 31, 2014



Distribution Schedule as on 31st March, 2014:

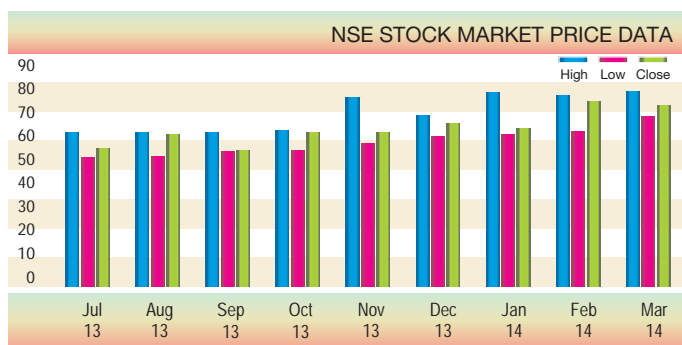
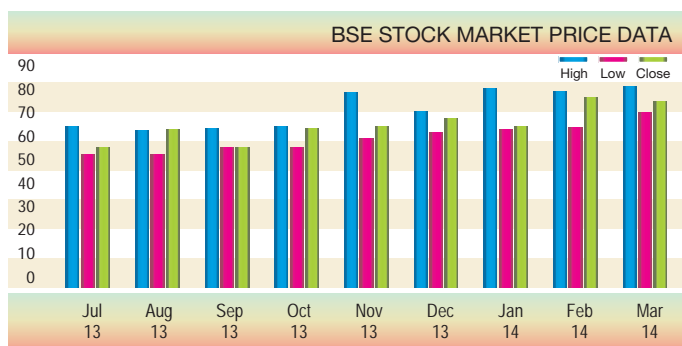
Range (In ₹)	Total Holders	% of Total Holders	Total Holding	% of Total Capital
1-500	116162	88.8816	16122852	9.9938
501-1000	8561	6.5505	6562473	4.0678
1001 - 2000	3327	2.5457	5022766	3.1134
2001 - 3000	975	0.7460	2511437	1.5567
3001 - 4000	460	0.3520	1658262	1.0279
4001 - 5000	290	0.2219	1358172	0.8419
5001 - 10000	498	0.3810	3627197	2.2483
10001 - 999999999	420	0.3214	124465937	77.1503
Total	130693	100.0000	161329096	100.0000

Proposed seven years' Transfer of Unclaimed Dividend to IEPF as per provisions of the Section 205C of the Companies Act, 1956:

Sr. No.	Date of Declaration of Dividend at AGM held on	Dividend relates to the Financial Year	Dividend per share (₹)	Due Date for Transfer to IEPF (dd-mm-yyyy)	Unclaimed Dividend Amount (₹) (As on 31-03-2014)
1	16-11-2007	2006-07	5.00	29-12-2014	44,83,892
2	24-11-2008	2007-08	3.00	05-01-2016	56,82,864
3	24-11-2009	2008-09	3.00	05-01-2017	61,66,860
4	24-11-2010	2009-10	3.25	05-01-2018	73,01,477
5	28-11-2011	2010-11	3.50	09-01-2019	76,70,540
6	24-11-2012	2011-12	3.00	05-01-2020	69,40,290
7	23-11-2013	2012-13	3.00	04-01-2021	78,06,949

Distribution of shareholding by ownership as on March 31, 2014

Sr. No.	Category of shareholder	Total Number of Shares	Total shareholding as a percentage of total number of shares
1	Promoter and Promoter Group	81533298	50.54
2	FIIS / GDRS	28675877	17.77
3	MFs / FIs / Banks / Corp. Bodies / OCBs	8636159	5.35
4	NRIs	1994586	1.24
5	Public	40489176	25.10
TOTAL		161329096	100.00



Payment of Dividend - Electronic Clearing Service (ECS):

The Company is providing facility of 'National Electronic Clearing Service' (N-ECS) for payment of dividend to shareholders around centres covered by Reserve Bank of India – National Clearing Cell. Shareholders holding shares in physical form, are requested to provide details of their bank account for availing N-ECS facility in the form attached to the Notice of Annual General Meeting. However, if the shares are held in electronic form, the N-ECS Mandate has to be communicate to the respective Depository Participant (DP). Changes, if any, in the details furnished earlier, may also be communicated to the Company or DP, as the case may be. For any other information, kindly write to the Company Secretary at the Registered Office of the Company.

Bank Details:

In terms of regulations of NSDL & CDSL, bank account details of the beneficiary owner of shares held in electronic (demat) form, will be printed on the dividend warrants as furnished by the Depository Participant. The Company will not entertain request for change of such bank details printed on their dividend warrants. In case of any changes in your bank details, please inform your DP immediately. In case of physical shareholding, in order to provide protection against fraudulent encashment of dividend warrants, members are requested to provide (if not already provided) their bank account number, bank account type and name and address of bank branch, quoting folio number to the R & T Agent to enable the Company to incorporate the same on the dividend warrants.

Shareholder Initiatives :

The Company has paid a One Time Custody Fee to National Securities Depository Limited (NSDL) to pass on the benefit of reduced custody charges to it's shareholders.

Shareholders' queries & grievances are replied promptly.

Dividend Warrants are normally mailed within ten days from the date of declaration at the AGM. Members are sent at least three reminders regarding unclaimed dividend, before the same is transferred to Investor Education & Protection Fund (IEPF)

The Company has also taken certain investor-friendly initiatives to provide transparency and valuable information, such as:

- 1) The Company hosts post-result earning calls for Institutional Investors and Analysts to talk to the management on result and outlook.
- 2) Company has also put up information useful to investors, on its website as under:
 - a. Annual Report
 - b. Quarterly Results
 - i. Financials
 - ii. Press Release
 - iii. Transcript of Earnings Call
 - c. Events & Presentation
 - i. Financial Calendar
 - ii. Investor Presentation
 - iii. Corporate Audio Visual
 - d. Key Financial Data
 - e. Share Holding Pattern
 - f. Research Report on Company by various Analysts

The Company continues to improve the quality of information dissemination to investors by making information available on the website as well as by making the Annual Report more transparent and investor-friendly.

Rolta Monthly Price (BSE) July 01, 2013 to March 31, 2014

Month	High (₹)	Low (₹)	Close (₹)	Avg. Close (₹)	Daily Avg. Volume
Jul. 2013	63.80	53.00	56.05	59.21	94651
Aug. 2013	62.60	53.00	62.60	57.12	84970
Sep. 2013	63.00	55.30	55.55	59.72	61073
Oct. 2013	63.75	55.70	62.80	59.09	172381
Nov. 2013	77.25	59.00	63.65	66.10	351587
Dec. 2013	69.65	61.85	67.05	64.94	223808
Jan. 2014	78.65	62.50	64.20	70.82	408962
Feb. 2014	77.90	63.55	75.70	69.18	268625
Mar. 2014	79.75	69.30	73.70	73.45	273044

Rolta Monthly Price (NSE) July 01, 2013 to March 31, 2014

Month	High (₹)	Low (₹)	Close (₹)	Avg. Close (₹)	Daily Avg. Volume
Jul. 2013	63.50	52.80	56.25	59.24	349337
Aug. 2013	62.70	53.05	62.15	57.17	248970
Sep. 2013	62.90	55.00	55.55	59.76	227225
Oct. 2013	63.80	55.60	62.70	59.06	482963
Nov. 2013	77.30	58.75	63.80	66.00	1074331
Dec. 2013	69.65	61.55	67.20	64.92	652246
Jan. 2014	78.75	62.10	64.45	70.81	1097421
Feb. 2014	77.85	63.40	75.80	69.15	807540
Mar. 2014	79.75	69.20	73.30	73.49	847271

Brand Valuation

₹ 41.90 billion
(US \$ 698.46 Mn)



The Rolta brand is more than just a name - it is a trust mark that the customers have come to rely upon. It effectively communicates Rolta's ability to offer pioneering solutions to meet market demands and the values associated with its products and services. Rolta's robust brand strength also indicates that the Company's financial growth will continue to be stable and lasting.

VALUING THE BRAND

Brands are more than just a name, a trademark for a product, or a service mark for a service. A brand is a complex concept that creates organizational value and performs a number of important functions for every enterprise. Brands and their combined Brand Equity constitute a major economic force within the entire global economy, delivering marketplace value, shareholder wealth, livelihood, prosperity, and culture. Successful brands are recognized as rare and valuable assets that must be exploited carefully, with wise and knowledgeable management that retains their financial value, their economic power, and their social significance. A brand is a very special asset and in many businesses it is the most important asset. This is due to the far reaching economic impact that brands have on enterprise. Brands influence the choice of customers, employees, investors and government authorities. In a world of abundant choices, such influence is crucial for commercial success and creation of shareholder value. Brands have also demonstrated a unique durability and sustained competitive advantage unmatched by any other corporate asset.

In the case of Rolta or other service-focussed companies, especially knowledge based services companies, the "Brand" is more often the name of the Company which becomes the sole differentiator from any other generic service provider. Hence, in this case, "Rolta" is the brand, which has been valued. Brand is an intangible asset and there are several methodologies suggested and prevalent for valuing brands.

Some of these methods are cost, market value, economic use and royalty relief.

Based on the information available, practicality and appropriateness, the Company has used the "Economic Use" Model. This model is one of the standard methodologies in brand valuation by companies in the software industry.

ECONOMIC USE METHOD

This method uses a combination of market factors and financial parameters to arrive at the value of the brand. It uses a Brand Strength Model, which arrives at a brand strength score based on various market parameters. This score is multiplied by the net brand earnings to estimate the brand value.

The Brand Strength Model is used to determine the value of a brand based on the assumption that a strong brand is more reliable for future earnings with lesser risk.

ROLTA BRAND VALUATION

A brand multiple of 16.73 has been arrived at for Rolta by assigning scores for various market parameters. The profit before interest and taxes of the Company are adjusted for non-brand items and a charge on capital employed is deducted from the adjusted brand profits. Thus, the profit after tax attributable to brand and other intangible items is arrived at. This is multiplied by the brand multiple to arrive at the brand value as shown in the table below.

(₹ in Millions)

Particulars	2013-14	2012-13	2011-12
Profit before Interest, Exceptional Item and Taxes	6,142*	6,096	4,644
Less: Non Brand Income	80	345	358
Adjusted PBIT	6,062	5,751	4,286
Profit for the brand and associated intangibles	6,062	5,751	4,286
Average Capital Employed	45,341	40,018	36,515
Remuneration of Capital %	5%	5%	5%
Remuneration of Capital	2,267	2,001	1,826
Profit after tax attributable to Brand and associated intangibles	3,795	3,750	2,460
Income Tax	1,290	1,275	798
Profit after tax attributable to Brand and associated intangibles	2,505	2,475	1,662
Brand Multiple Applied	16.73	16.03	19.36
Brand Value	41,908	39,674	32,177

* Annualised

Assumptions:

The key assumptions used are

- Total revenue excluding other income after adjusting for cost of earning such income is brand revenue, since this is an exercise to determine the brand value as a company and not for specific products or services.
- Tax rate is at 33.99% (Base rate of 30% plus 10% surcharge plus 2% education cess and 1% secondary education cess)
- The earnings multiple is based on a brand strength model where Rolta is ranked on various parameters such as leadership, stability, market, geographic spread, trend, support and protection.

Human Resource Valuation ₹ 208.12 billion (US \$ 3.46 Bn)



Human capital is one of the several strengths that drive growth. At Rolta, this rich and intangible intellectual capital renews its income, drives innovation and enhances profitability leading to a sustainable increase in shareholder value.

HR VALUATION

Human Resources (or Human Capital) valuation refers to identifying and measuring the value of human resources of a company. Employees are the most valuable resources of companies in the services sectors and more so in the knowledge-based sectors. Like all other resources, employees possess value because they provide future services resulting in future earnings.

Broadly, there are two key approaches to value HR. These are cost based and economic approaches. Cost based approach can further be classified into three:

- **Historical cost method:** The human resource costs are current sacrifices for obtaining future benefits and therefore to be treated as assets. The method suggests to capitalize the firm's expenditure on recruitment, selection, training and development of employees and treats them as assets for the purpose of human resource accounting. However, capitalization of costs, may not reflect value.
- **Replacement cost method:** This method involves assessment of replacement cost of individuals, and rebuilding cost of the organization to reflect HR asset value of both the individuals and the organization. However, the replacement cost may not reflect either the actual costs or the contribution associated with HR.
- **Opportunity cost method:** This model envisages computation of monetary value and allocation of people to the most promising activity and thereby to assess the opportunity cost of key employees through competitive bidding among investment centers. It may be practically difficult to implement and measure. The economic approach focuses on future and future earnings. There are several models developed, based on this approach.

ECONOMIC APPROACH MODEL

This model estimates the future earnings during the remaining life (in the organization) of the employee and then arriving at

the present value by discounting the estimated earnings at the company's cost of capital. In this model, each employee's cost to company (CTC) should be forecasted and discounted back separately. The growth rate of earnings of each employee till retirement should be determined for projecting the CTC's after looking into the company's compounded annual growth, CTC's for different employee classes, global industry trends for the future, and sustainable growth rates for the next 25-30 years. The attrition rates for the company / industry should not be considered as a deduction factor, as the employees who leave the company will be replaced by others, to maintain the level of operations and thereby the employee strength remains unchanged. The future earnings thus arrived at has to be discounted at the company's cost of capital.

HR Valuation

Based on the above model, the value of Human Resources of Rolta has been arrived at ₹ 208,124/- Million. This is summarized in the table below.

(₹ in Millions)

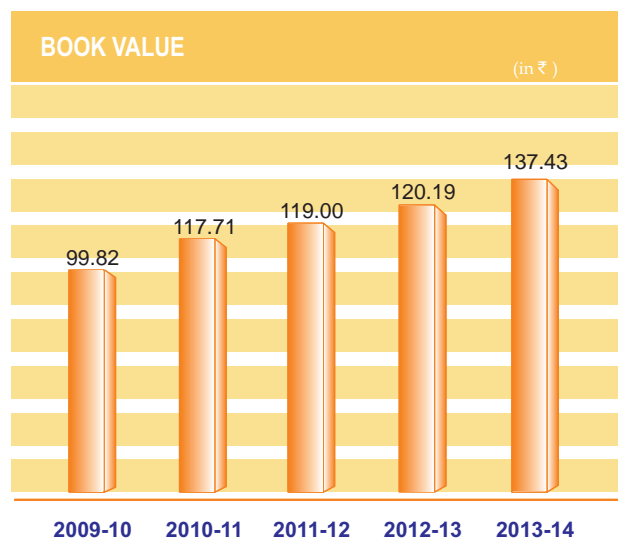
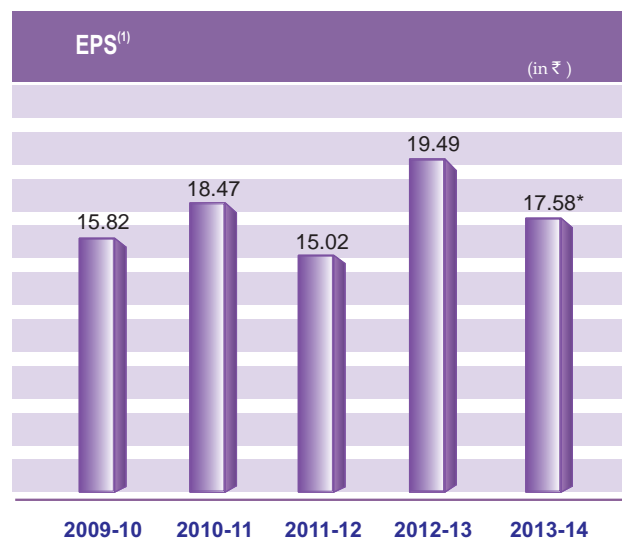
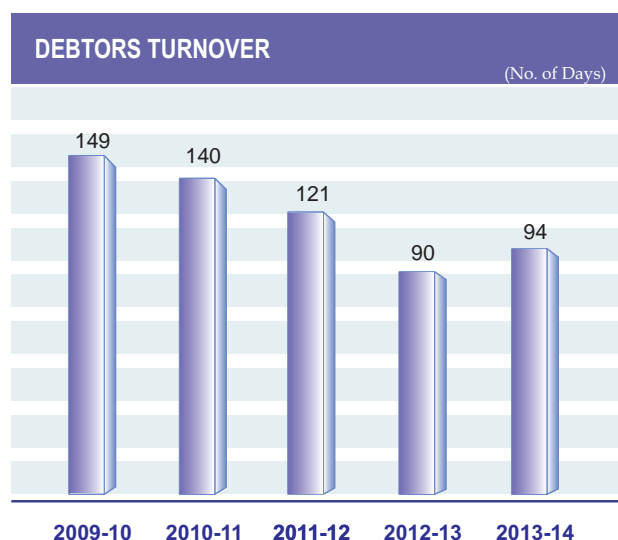
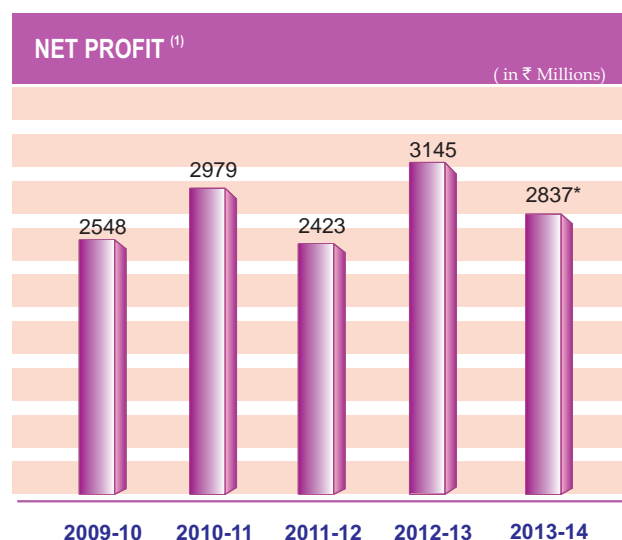
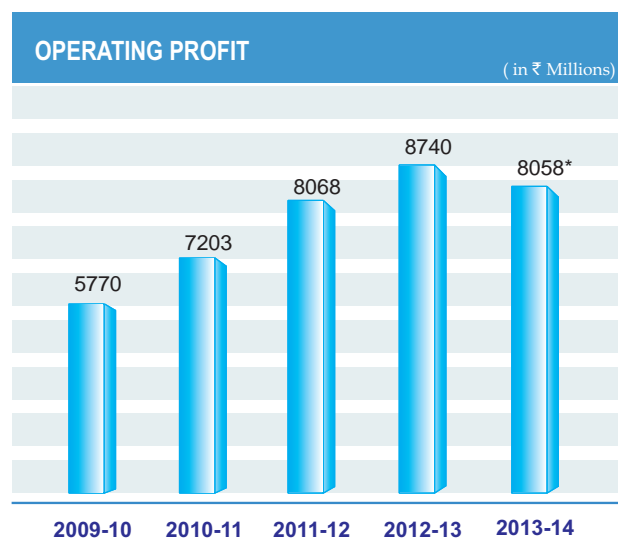
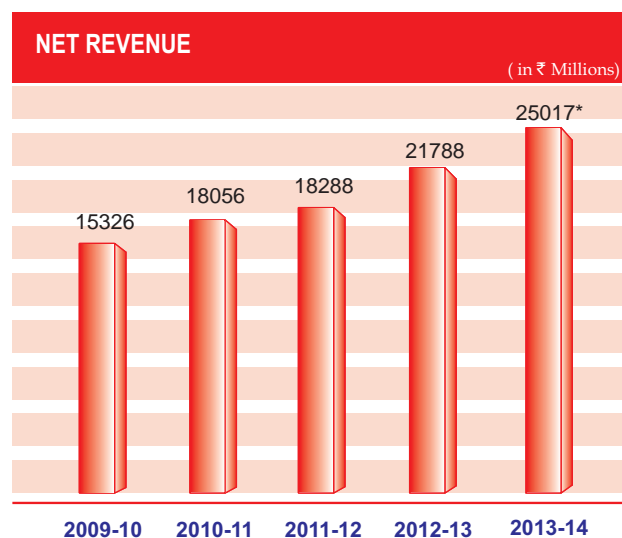
Particulars	2013-14	2012-13	2011-12
Total value of Human Resources	208,124	165,673	175,470
Revenues per employee	7.88	7.51	5.36
Net Profit (excluding exceptional item) per employee	0.89	1.08	0.71
Value of Human Resources per employee	65.53	57.13	51.47
Total Revenue / Total Value of Human Resources (Ratio)	0.12	0.13	0.10

Assumptions

The key assumptions used are:

- Employee compensation includes all direct and indirect benefits, earnings both in India and abroad.
- The average annual increment is based on the increment paid during the last 3 years.
- Retirement age is as per Company policy.

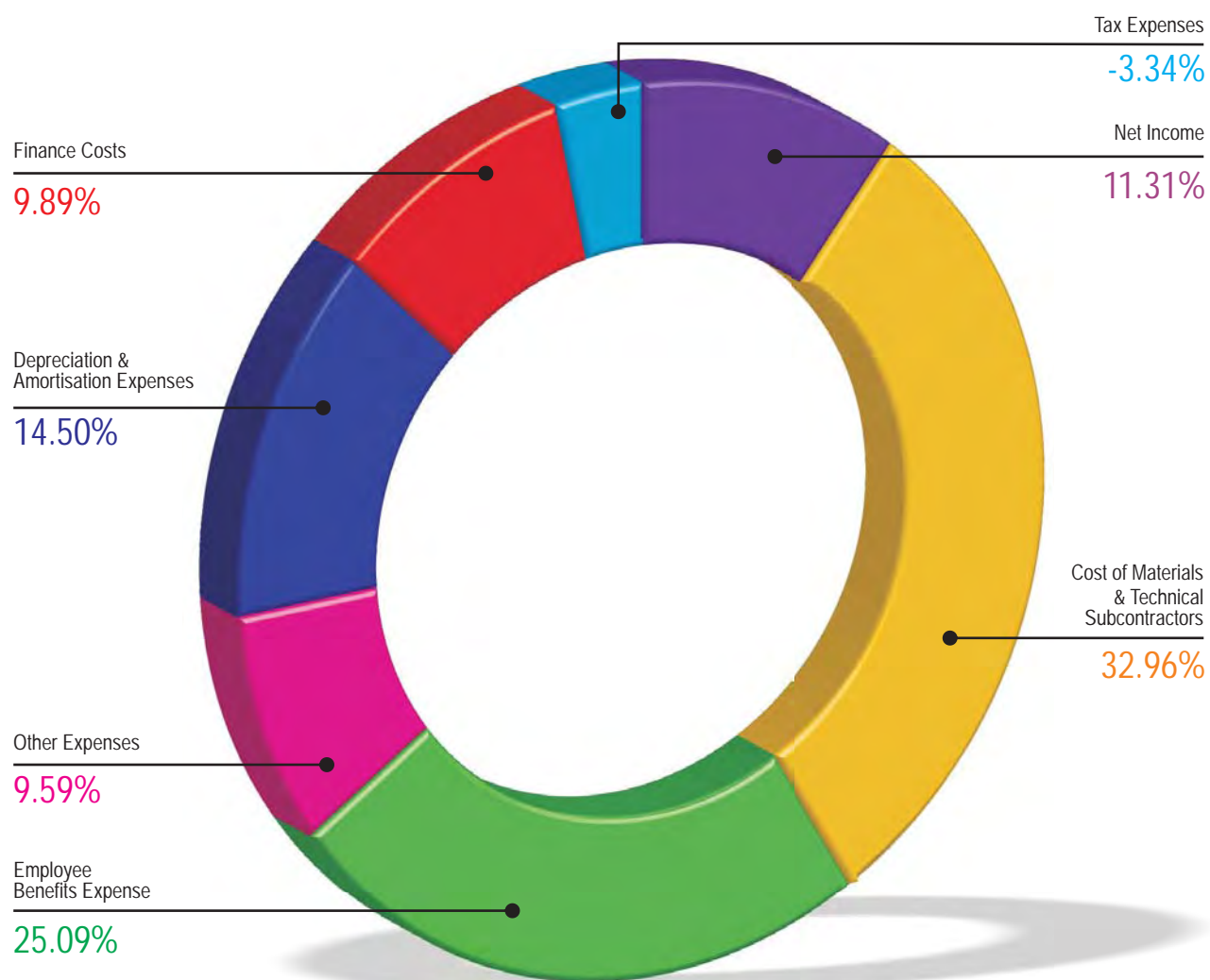
Ratio & Ratio Analysis



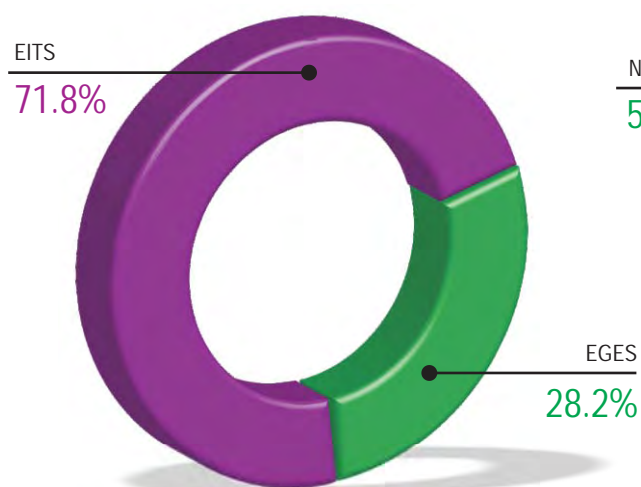
⁽¹⁾ Excluding exceptional items

* The numbers for FY 2013-14 are for the nine month period July 1, 2013 to March 31, 2014 and are not strictly comparable with the previous periods.

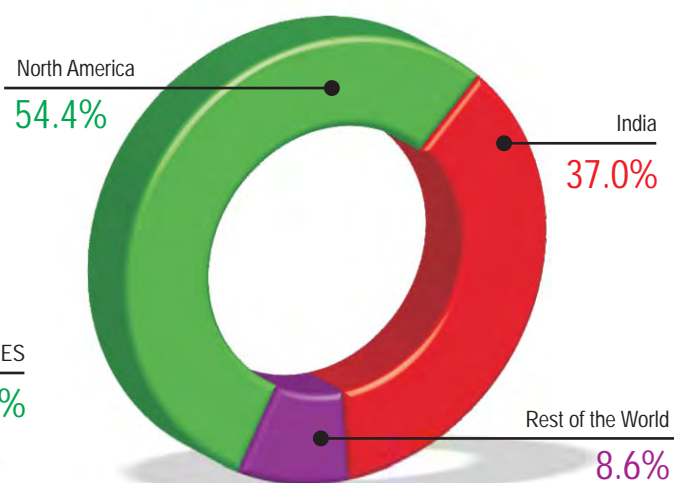
Distribution of Revenue 2013-14 (Nine Months)



Revenue Mix SBGs



Revenue Mix Geography



Directors' Report

Dear Members,

Your Directors are pleased to present the 24th Annual Report on the business & operations of your Company together with Audited Accounts & Auditor's Report for the Financial Year ended 31st March, 2014.

Financial Highlights & Review of Performance

The Company's financial performance, for the year ended 31st March, 2014 is summarised below

(in ₹ Crore)

	Consolidated		
	Financial Year (Nine Months Period) ended 31st March 2014	Nine Months Period ended 31st March 2013	Financial year ended 30th June 2013
Revenue			
Sales of IT Solutions and Services	2,501.72	1,566.58	2,178.78
Other Income	5.68	23.01	38.96
Total Revenue	2,507.40	1,589.59	2,217.74
Expenses			
Cost of Materials & Technical Subcontractors	826.48	301.90	457.71
Employee Benefit Expenses	629.06	463.16	618.65
Finance Costs	247.94	153.28	221.76
Depreciation and Amortization Expenses	363.64	283.71	372.61
Other Expenses	240.41	154.82	228.42
Total Expenses	2,307.53	1,356.87	1,899.15
Profit / (Loss) Before Exceptional Items and Tax	199.87	232.72	318.59
Exceptional Items			
Less: Additional Depreciation due to change in Estimates	-	-	1,153.68
Profit / (Loss) Before Tax	199.87	232.72	(835.09)
Tax Expenses	(83.80)	26.02	4.14
Profit / (Loss) for the year before Minority Interest	283.67	206.70	(839.23)
Minority Interest	0.02	0.04	0.04
Profit / (Loss) for the year	283.69	206.74	(839.19)

CHANGE IN FINANCIAL YEAR OF THE COMPANY

In order to coincide the Company's Financial Year with the uniform period required under the new Companies Act, 2013, the Financial Year of the Company has been changed from July – June to April – March every year. Therefore, current financial year of the Company is for a period of nine months only i.e. from 1st July, 2013 to 31st March, 2014.

FINANCIAL PERFORMANCE

Since the Company has changed its financial year to March in order to comply with new Companies Act, 2013, and is for a period of nine months, therefore the above results are not strictly comparable, however to give meaningful comparison we have compared unaudited results of previous nine month period with numbers of current nine month period. The Company's total consolidated revenue for the nine month period ended 31st March, 2014 was ₹ 2,501.72 crore against ₹ 1,566.58 crore for the previous nine month period ended 31st March, 2013 which is an increase of 59.7%. Revenue growth in our business was driven by increased sales of Enterprise level solutions incorporating Rolta's own IP and products. The Profit before exceptional items and tax in the nine month period ended 31st March, 2014 was ₹ 199.87 crore as against ₹ 232.72 crore in the nine month period ended 31st March, 2013. This represents an decrease of 14.1%. The reason for this decrease is attributable to accelerated depreciation charged during the year due to change in estimates made last year. Profit after tax in the nine month period ended 31st March, 2014 was ₹ 283.69 crore as against

₹ 206.74 crore in the nine month period ended 31st March, 2013. This represents increase of 37.2%.

The basic Earnings Per Share after exceptional item and tax for the nine month period ended 31st March, 2014 was ₹ 17.6 as against ₹ 12.8 in the nine month period ended 31st March, 2013 representing an increase of 37.2%. The basic Earnings Per Share was computed by considering the weighted average number of shares outstanding during the period as per the provisions of 'Accounting Standard -AS-20' issued by the Institute of Chartered Accountants of India.

The Company's net worth increased to ₹ 2,217.21 crore as on 31st March, 2014 from ₹ 1,939.01 crore in 30th June, 2013, reflecting the inherent strength of the Company. The book value per share as on 31st March, 2014 is ₹ 137.43 as against ₹ 120.19 at the end of 30th June, 2013.

The Company's standalone revenue was ₹ 1,142.89 crore for the nine month period ended 31st March, 2014 as against ₹ 958.41 crore in the previous nine month period ended 31st March, 2013 representing 19.2% increase.

The Profit after tax in the nine month period ended 31st March, 2014 was ₹ 459.39 crore (including exceptional item) as against ₹ 271.50 crore in the nine month period ended 31st March, 2013.

The Financial performance on Standalone basis is as follows:

(in ₹ Crore)

	Standalone		
	Financial Year (Nine Months Period) ended 31st March 2014	Nine Months Period ended 31st March 2013	Financial year ended 30th June 2013
Revenue			
Sales of IT Solutions and Services	1,142.89	958.41	1,310.94
Other Income	6.02	22.85	34.56
Total Revenue	1,148.91	981.26	1,345.50
Expenses			
Cost of Materials & Technical Subcontractors	37.30	30.85	67.18
Employee Benefit Expenses	171.42	159.36	216.19
Finance Costs	142.33	141.72	192.46
Depreciation and Amortization Expenses	354.21	278.29	359.95
Other Expenses	125.32	73.52	92.54
Total Expenses	830.58	683.74	928.32
Profit / (Loss) Before Exceptional Items and Tax	318.33	297.52	417.18
Exceptional Items			
Add : Profit on sale of investments in Rolta Saudi Arabia	52.47	-	-
Less: Additional Depreciation due to change in Estimates		-	1,152.72
Profit / (Loss) Before Tax	370.80	297.52	(735.54)
Tax Expenses	(88.59)	26.02	1.89
Profit / (Loss) for the year	459.39	271.50	(737.43)

Consolidated Financial Results under International Financial Reporting Standards (IFRS)

In continuation of its pursuit of high standards of corporate governance, and to provide transparent and additional information in compliance with the regulation of the London Stock Exchange wherein the Company's GDRs have been listed, the Company has also prepared its Consolidated Accounts for the nine month period ended 31st March, 2014 drawn under the International Financial Reporting Standards (IFRS), duly audited in accordance with International Standards on Auditing by M/s. Grant Thornton India LLP, a leading International Accounting firm.

As per the consolidated accounts drawn under IFRS, the Company recorded revenues of ₹ 2,501.72 crore for the nine month period ended 31st March, 2014, whilst the net profit/(loss) after tax for the nine month period ended 31st March, 2014 was ₹ 346.48 crore.

The difference in the net profit as arrived under the Generally Accepted Accounting Practices in India, and net profit under IFRS was ₹ 62.81 crore mainly on account of the following factors: variation in the method of accounting for depreciation/amortization amounting to ₹ (13.37) crore; share based payments to employees ₹ 1.61 crore; Reversal of Exchange Difference Capitalised as per AS 11 ₹ 53.18 crore; Interest swaps ₹ 0.94 crore; taxation ₹ 18.69 crore and others ₹ 1.76 crore.

DIVIDEND

The Company continued its impressive performance during the year under review, with expansion of its top line and bottom line. In accordance with Company's policy for dividend payout to the shareholders, Your Directors are pleased to recommend a final dividend of ₹ 2.25 per equity share for the nine month period which annualized is ₹ 3.00 for full year (last year ₹ 3.00 per equity share) amounting to ₹ 42.47 crore (inclusive of tax of ₹ 6.17 crore). The dividend payout is subject to approval of members at the ensuing Annual General Meeting of the Company.

The dividend will be paid to members whose names appear in the Register of Members as on September 27, 2014. In respect of shares held in dematerialised form, it will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as beneficial owners.

BUSINESS OPERATIONS OVERVIEW AND OUTLOOK

The Marketplace

The global economy is showing signs of a gradual recovery. Technology researcher Gartner Inc. has forecast that global IT spending will touch \$3.8 trillion in 2014, up 3% from last year. Nasscom has stated that IT sector exports from India are expected to grow 13-15% to about \$99 billion, and that the Indian IT industry would realize incremental revenues of \$13-14 billion in 2014-15. Nasscom recently projected that the Indian IT industry would grow to about \$300 billion by 2020. Homeland Security is a segment growing rapidly. For police modernization alone, a budget of over ₹ 12,379 crore has been earmarked during 12th plan period. The Government of India has announced development of 100 smart cities in the budget with an outlay of ₹ 7,060 crore in this fiscal year. According to a Gartner report, security spending in India will continue to grow and is projected to reach \$1.06 billion in 2015. Maritime security is also slated to see increased funding. Under the National Maritime Development Program 2020 modernization of ports, shipping and inland waterways is being given greater importance, which would entail improved coastal security, vessel traffic information and management systems.

Rolta's Business Model

Businesses today understand that data available to them is a valuable asset provided it can be processed and presented to support decision making. Rolta's business model is focused on addressing these challenges. Rolta has made investments to acquire subject-matter expertise relevant to each vertical that the Company addresses so that it may competently deliver relevant business insights to its customers. Rolta has also established an extensive repository of intellectual property in the shape of products and solution frame-works that,

when innovatively combined, provide actionable decision support information to deliver meaningful impact to customers' businesses.

Over the last 30 years, Rolta's Geospatial, Engineering and Enterprise IT lines of business have each independently built an extensive track record of executing large projects globally. When components of geospatial and engineering models are associated with relevant business data coming from IT systems, they provide very valuable insights for business decisions. As a result, Geospatial and Engineering Information systems have become an essential feature adding a new dimension to the Company's solutions. Very few competitors worldwide have the ability to match this formidable combination.

In the Defence sector, Rolta, with a large and expanding user base, continues to grow and reinforce its leadership position in India. This is an outcome of the Company's continued investments in developing world-class innovative solutions in this segment based on a unique combination of rich IP repository, wide experience and deep domain knowledge. Rolta is one of the very few companies qualified for "Make" category of defence solutions, a category that mandates indigenous production. Rolta continues to further develop and enhance Rolta's C2 (Command & Control) solutions which are becoming the standard for Indian defence after wins and implementations at various key military organizations. With the development of the Battlefield Management System (BMS), Rolta is in a position to address the largest Command & Control program estimated to be worth over ₹ 50,000 crore (\$8.3 B). This BMS is meant to deliver C2 capabilities to the fighting echelons of Indian Army operating in tactical battle areas, as well as to battalion and combat group levels. Rolta Enterprise Geospatial C2 Solution deployed at Tri-Services HQ is a key component of joint operations and enables informed decision-making based on a Common Operating Picture in a Network Centric environment. Rolta is one of the very few companies in the world and the only one in India to have developed and released highly sophisticated 64-bit ISR (Intelligence, Surveillance and Reconnaissance) software solutions to fully exploit the latest advances in satellite and aerial imaging, and cutting edge computing platforms. The Company's ISR solutions are deployed across hundreds of users in the Indian Army and Rolta continues to actively support and maintain its solutions. The Company's war gaming solutions have gained higher traction and its user base is expanding.

In the Homeland Security sector, Rolta continues to maintain a leadership position. Rolta's cutting-edge technologies and deep domain expertise in the Home Land Security Domain have enabled it to field unique solutions for a number of large and high value national and state level programs such as Police Modernization, CCTNS, Safe City, Critical Infrastructure Protection, CCTNS Phase II, Inland and Maritime Safety and Security. Police organizations in many states across the country have awarded contracts for mission-critical communications, and for the Company's state-of-the-art, Emergency Response solutions.

In the Geospatial domain, Rolta has developed some unique suites of IP that have enabled the Company to significantly enhance the value customers can derive from their geospatial data assets. Rolta has IP and solutions to effectively address the entire value chain – data creation for 2D and 3D mapping, data fusion for integration of geospatial and business data, and spatially-enabled analytics. Rolta Geospatial Fusion™ framework is a comprehensive suite that provides the platform for integrating disparate geospatial and non-spatial data in an enterprise to get unprecedented insights for meaningful impact. Rolta's success with its approach of innovatively leveraging spatial data through its Geospatial Fusion framework is enabling Rolta to build some trail-blazing solutions in many verticals, many of which have in fact created several new niche areas of application that have nearly universal relevance and, therefore, represent very large market opportunities. Because geospatially enabling business solutions is a new paradigm, it differentiates Rolta's offerings from traditional approaches.

Rolta's Engineering Information Systems practice continues to evolve to address the complex needs of plants in the process manufacturing industries, such as petroleum refineries, chemical and power plants. Owners now want to use engineering information throughout the plant

life cycle by integrating engineering systems and information with various plant operations and business systems. Increasing usage of state-of-the-art plant design and engineering software tools and solutions by EPCs and Owner Operators has led to an approach of integrating engineering information across the enterprise. Having created the Engineering Information systems, Rolta has the ability to unlock the valuable information through Rolta IT-OT Fusion™ which securely facilitates integration of Operations Technology (OT) with Engineering IT Systems. As a result Rolta provides solutions and services to harness and manage information leveraging it to optimize plant operations. Rolta's flagship OneView™ solution enables the rich BI and Big Data Analytics requirements extract actionable insights for decision support.

The Company's Enterprise IT portfolio of products and solutions continues to grow and mature with some very unique IP that has received industry acclaim. Rolta now has the capability to address the entire Enterprise IT value chain starting from the underlying IT infrastructure for establishing Software Defined Infrastructure, Converged Systems, Cloud enablement and Mobility, building integrated and customized Enterprise applications that reside on it and culminating with rich real-time BI and Big Data analytics. Rolta's unique combination of domain expertise, deep IT, Geospatial and Engineering know how enables the Company to develop and build differentiated IP based solutions creating a major competitive advantage. Furthermore, Rolta has the ability to engage with its customers throughout the entire IT lifecycle of Plan, Build and Manage thereby allowing the Company to build enduring relationships with customers as well as the capability to cross sell.

Besides Rolta's own expertise and IP, Rolta appreciates the value of partnerships with industry leaders. Conversely, Rolta's partners also recognize that the Company's expertise and portfolio of solutions complements their own offerings to their customers. Rolta has, therefore, established close partnerships with leaders in each practice area, notably SAP, Oracle, Microsoft, ESRI, HP, VMware, and EMC. They not only provide insights into their technology stacks, but also significantly facilitate Rolta's access to their vast customer bases world-wide.

The Company's expanding portfolio of products and solutions together with the ability to uniquely provide innovative solutions has resulted in the Company becoming a market leader in the carefully selected areas of business in India and a major player in the global market. The Company has built an enviable track record in select high growth verticals of Infrastructure, Government, Transportation, Utilities, Telecom and Power, Oil & Gas, Petrochemicals, BFSI, Manufacturing, Healthcare and Retail as well as Defence and Security segments. Today, Rolta is being increasingly recognized by industry analysts and technology leaders as a company that truly offers innovative business solutions tailored for each of the verticals that Rolta serves. Various awards and citations received by the Company are testimonials to Rolta's differentiated approach.

TRANSFER TO RESERVES

During the financial year 2013-14, your Company has transferred ₹ 45.94 crore to the General Reserve Account. An accumulated balance of ₹ 402.65 crore is carried forward to Profit and Loss Account.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required by Clause 49 of the Listing Agreements with Stock Exchanges, the Management discussion and Analysis Report is presented in a separate section forming part of the Annual Report.

ROLTA AMERICAS LLC RAISES US\$ 300 MILLION

Rolta Americas LLC, a step down wholly-owned subsidiary, has successfully completed the pricing of 8.875% Senior Notes in the international markets, aggregating to USD 300 million. This offering was oversubscribed by more than 8 times with Order Book of over USD 2.4 billion with demand from a high quality investor base (over 200 accounts globally), split among asset managers (79%), banks (12%), and others (9%). The offering was well-subscribed across geographies, with Asia contributing to 47% of the demand, US contributing to 35% of the demand and European investors accounted for 18% of demand.

The Notes have tenure of 5 years and are guaranteed by the Company and its key subsidiaries. The proceeds from the Notes will be used for refinancing existing debt, to meet working capital requirements and for general corporate purposes. The Notes are listed on the Singapore Exchange Securities Trading Ltd.

DIRECTORS

Pursuant the provisions of Section 149 & other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 01, 2014, the Independent Director can be appointed for not more than two terms upto five consecutive years each and shall not be liable to retire by rotation. The term shall be effective prospectively.

Mr. V K Chopra, Mr. V K Agarwala, Mr. T C Venkat Subramanian, Mr. K R Modi and Mr. M V Nair are the Non-executive Independent Directors of the Company. The period of office of these directors was liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956, accordingly Mr. V K Chopra and Mr. V K Agarwala were liable to retire at the Annual General Meeting and all other Directors were liable to retire in the subsequent Annual General Meetings.

All the aforesaid Non-executive Independent Directors of the Company, being eligible and offering themselves for appointment are proposed to be appointed as an Independent Director to hold office for a term of 3 consecutive years .

Your Directors state that Mr. V K Chopra, Mr. V K Agarwala, Mr. T C Venkat Subramanian, Mr. K R Modi and Mr. M V Nair, who are proposed to be appointed as Independent Directors possess appropriate balance of skills, expertise and knowledge and are qualified for appointment as Independent Directors. Your Directors recommend the appointment of all of them as Non- executive Independent Directors respectively, as proposed in the notice for the Annual General Meeting.

Under Explanation to Section 152 (6) (e) of the Companies Act, 2013, Independent Directors are excluded for the purpose of determining Directors liable to retire by rotation. Further Section 152(6) (a) requires at least two - thirds of the Directors liable to retire by rotation; hence Mr. Atul D Tayal and Mr. Hiranya J Ashar, who earlier had been appointed for a fixed term of 5 years expiring in 2017, are made Directors liable to retire by rotation. Therefore, the total strength of the Board includes three retiring Directors out of which Ms. Preetha Pulusani being longest in office is retiring at the ensuing Annual General Meeting. Ms. Preetha Pulusani offers for re-appointment, being eligible, Board recommends said appointment.

DIRECTOR'S RESPONSIBILITY STATEMENT:

As required under section 217 (2AA) of the Companies act, 1956 with respect to the Directors' Responsibility Statement, Directors of your Company hereby state and confirm that:

1. the applicable Accounting Standards have been followed in preparation of annual accounts;
2. the accounting policies selected were applied consistently and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the State of affairs of the Company as at 31st March, 2014 and of the profit for the year ended on that date;
3. proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the Annual Accounts for the year ended 31st March, 2014 have been prepared on a going concern basis.

AUDITORS

M/s. Walker Chandio & Co. LLP, Chartered Accountants, Auditor of the Company, holds office until the conclusion of the ensuing Annual General Meeting and is eligible for re-appointment.

The Company has received consent letter from M/s. Walker Chandio & Co. LLP, Chartered Accountants, to the effect that

their appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013, and that they are not disqualified from such appointment in terms of Section 141 (3) (g) of the Companies Act, 2013 & Rules made thereunder.

The observations and comments given by Auditors in their Report read together with notes to Accounts are self-explanatory and hence do not call for any further comments under Section 217 of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended, the names and other particulars of employees are set out in the Annexure to the Directors' Report. However, having regard to the provisions of Section 219(1)(b) (iv) of the Companies Act, 1956, the Annual Report excluding the aforesaid information is being sent to all the Members of the Company and others entitled thereto. Any Member interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company.

EMPLOYEES STOCK OPTION SCHEME

In accordance with the Employee Stock Option Scheme 2014 of the Company, a total number of 24,50,000 options were granted during the year by the Nomination & Remuneration Committee. The particulars required under the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 are annexed to and forms part of this report. No employee was issued Stock Options during the year equal to or exceeding 1% of the issued capital of the Company at the time of grant.

CREDIT RATING

Company continues to have the domestic credit ratings of A+ from India Rating (Fitch) and International rating of BB Minus (-) from S&P Ratings Services LLC and Fitch Ratings Singapore Pte Ltd. Company has obtained these international ratings for USD Bonds issued by its subsidiary listed on Singapore Stock Exchange.

INTERNAL CONTROL SYSTEM

The Company has an adequate system of internal control commensurate with its size and nature of business. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company and ensuring compliance with corporate policies.

Ernst and Young (E&Y) has been appointed as Internal Auditors for all International Subsidiaries to strengthen system, law and compliance which are more complex in that part of the world where they operate. Internal Audit reports functionally to the Audit Committee of Board which reviews and approves risk based annual internal audit plan. Audit Committee periodically reviews the performance of internal audit function.

The Company has a rigorous business planning system to set targets and parameters for operations which are reviewed with actual performance to ensure timely initiation of corrective action, if required.

The Company's Audit Committee reviews adherence to internal control systems, internal audit reports and legal compliances.

This committee reviews all quarterly and yearly results of the Company and recommends the same to Board for its approval.

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION

A separate section on Corporate Governance Report and a Certificate from the Company Secretary in Whole-time Practice Mr. Virendra Bhatt, confirming compliance with the conditions of Corporate Governance by the Company as stipulated in Clause 49 of the Listing Agreement are annexed to and forming part of this report.

Your Company has taken adequate steps to adhere to all the stipulations laid down in Clause 49 of the Listing Agreement.

SUBSIDIARY COMPANIES

As on 31st March, 2014, your Company's subsidiaries include Rolta Global B. V., Rolta Thales Limited, Rolta Middle East FZ-LLC, Rolta International Inc. (RUS) & Rolta U. K. Ltd. (RUK) and their step down subsidiaries namely Rolta Canada Ltd., Rolta Asia Pacific Pty Ltd., AT Solutions Group LLC, Rolta LLC, Rolta Saudi Arabia Ltd., Rolta Benelux B. V., Rolta Deutschland GmbH.

In accordance with the general circular issued by the Ministry of Corporate Affairs (MCA), Balance Sheet, Statement of Profit and Loss and other documents of the subsidiary companies are not attached with the Balance Sheet of the Company. The Company shall make available the copies of annual accounts of the subsidiary companies and related detailed information to the shareholders of the Company seeking the same. The annual accounts of the subsidiary companies will also be kept for inspection by any shareholder at the Registered Office of the Company and that of respective subsidiary Companies. However, a statement of the Company's interest in the subsidiaries and a summary of the financial of the subsidiaries are given along with the consolidated accounts.

CONSOLIDATED FINANCIAL STATEMENTS

The Audited Consolidated Financial Statements based on the Financial Statements received from subsidiaries, as approved by their respective Board of Directors, have been prepared in accordance with the Accounting Standard 21 (AS-21) on "Consolidated Financial Statements" notified under Section 211(3C) of the Companies Act, 1956 read with the Companies (Accounting Standards) Rules, 2006, as applicable.

TRANSFER OF UNCLAIMED AMOUNTS TO IEPF

Pursuant to the provisions of Section 205A (5) of the Companies Act, 1956, the dividends declared by the Company on equity shares, which have remained unclaimed for a period of seven years, have been transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 205C of the said Act. Last such unclaimed Dividend amount of ₹ 62,40,787/- for the financial year 2005-06 was transferred to the said fund on January 8, 2014. The unclaimed dividend amount for the next financial year 2006- 2007 will be transferred on December 29, 2014.

FIXED DEPOSITS

Your Company has not accepted any fixed deposits from the public under Section 58(A) of the Companies Act, 1956 and as such, no amount of principal or interest is outstanding as of the balance sheet date.

CONSERVATION OF ENERGY, EFFORTS FOR EXPORT MARKET DEVELOPMENT, RESEARCH & DEVELOPMENT ACTIVITIES, FOREIGN EXCHANGE EARNINGS & OUTGO AND TECHNOLOGY ABSORPTION:

The particulars as prescribed under Section 217(1) (e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the report of the Board of Directors) Rules 1988 are annexed to this report.

HUMAN RESOURCES

As a solution Company, the Company's operations are heavily dependent on qualified and competent personnel. Your Company takes significant effort in training all employees at various levels. The Company takes great pride in its human capital and continues to attract the best talent from across the industry. Rolta lays a great emphasis on work-life balance, career advancement and growth opportunities for all Roltaites. Your Company has introduced the flexi work timings and innovative rewards and recognition schemes to enable Roltaites to deliver their best and take care of their personal commitments as well.

Rolta was recently bestowed with 'Best Practice in Learning and Transfer for Improving Business Bottom Line' at the Asia Training and Development Excellence Award 2014', Organised by Human Resource Development Management Committee of World HRD Congress.

The Award highlights our commitment towards your people and the continued focus on training and development that meets business needs and contributes to the success of the organization through excellence in individual performance. Rolta's focus on niche technologies makes it a very good learning organization where employees can progress and develop their careers through continuous learning and by staying up-to-date with the latest technological advancements.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

CSR Committee

In pursuant to the provisions of Section 135 and schedule VII of the Companies Act, 2013, CSR Committee of the Board of Directors was formed comprising Shri Kamal K Singh, Chairman & Managing Director as the Chairman and Shri K R Modi and Shri V K Agarwal, Non – Executive Independent Directors as other members.

The said Committee has been entrusted with the responsibility to recommend (a) the policy on Corporate Social Responsibility (CSR) and (b) implementation of the CSR Projects or Programs for the Company as per CSR Policy indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities for consideration and approval by the Board of Directors.

Green Initiative

As permitted by the Ministry of Corporate Affairs (MCA) in its circular "Green Initiative in Corporate Governance" issued towards encouraging paperless compliances, the Company intends to disseminate the Annual Report and related communications for FY-2013-2014 in electronic mode.

Going forward also the Company's communications/documents (including Notice of General Meetings, Audited Financial Statements, Directors' Report, Auditors' Report and all other documents (including Postal Ballot documents) as may be allowed from time to time, by MCA will be sent in electronic mode to the registered e-mail addresses of the Members as provided / updated and made available to the Company by the Depositories, which will be deemed to be your registered e-mail address for serving the necessary communications / documents.

Your directors also requests you to register your e-mail address with your Depository Participant (DP) for the purpose of serving of documents by the Company in electronic mode, if your e-mail address is not registered with your DP.

QUALITY INITIATIVES

The Company is ISO 9001:2008 certified. Rolta has been successfully assessed at the highest Level 5 of SEI's Capability Maturity Model Integration®-DEV (CMMI®) version 1.3 for its Software Application Development and Maintenance. The Process methodologies are followed to ensure quality deliverable to clients.

ACKNOWLEDGEMENT

The Board of Directors wishes to express its sincere appreciation and thanks to all customers, suppliers, banks, financial institutions, solicitors, advisors, Government of India, concerned State Governments and other authorities for their consistent support and co-operation for its success.

Your Directors appreciate contribution made by the employees of the Company and acknowledge their hard work and dedication in ensuring that the Company consistently performs well.

For and on behalf of the Board of Directors,



Mumbai
9th August, 2014

Kamal K Singh
Chairman & Managing Director

Annexure to Directors' Report

Annexure I to Directors' Report

A. CONSERVATION OF ENERGY

In view of the nature of activities that are being carried on by the Company, Rules 2A and 2B of the Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988 concerning conservation of energy are not applicable to the Company. Rolta being an IT Company requires minimal energy consumption and does not use motive power. However, every effort is made to ensure that energy efficient equipment is used to avoid wastage and conserve energy, as far as possible.

B. RESEARCH AND DEVELOPMENT (R&D)

Rolta continues to invest on its research and development to provide innovative, insightful and impactful IP led solutions. It pioneers on providing IP led Products and industry rich solutions in next generation technologies that includes Big Data, BI & Analytics, Cloud, Software Defined Infrastructure and Converged Systems, Enterprise and Cyber security, Mobility, Enterprise Applications, Financial Analytics, Geospatial and Advanced Image processing, for focused verticals that include Oil & Gas, Petrochemicals, Power, Manufacturing, BFSI, Healthcare, Retail, Defence and Safety, Government, Telecom, Transportation etc. With more than 50 innovative products and hundreds of field proven solutions deployed globally across 40+ countries, Rolta leads the IT wave from India to global markets. IP-based approach helps ensure innovative solutions delivery that exceeds customer expectations while protecting margins from competitive pressures. Rolta has more than 120+ Copyrights and patents for its IP and products.

Rolta's Centers of Excellence groups have been bringing in significant comprehensive industry rich solutions, based on its own IP as well as technologies from its strategic partners, which have brought, ever increasing, value to stakeholders. The company has succeeded in establishing itself as a high-end global collaborative software product engineering organization with latest products, integrated solutions sets, tools, highly mature processes and world-class infrastructure. Rolta has established world class Research and Software Development centers together with Global Delivery excellence centers in Mumbai, Gurgaon, Hyderabad, Bangalore, Chicago, Atlanta, Toronto and Cleveland. With its augmented infrastructure and globally stronger brand-recognition, Rolta has been attracting some of the most sought-after manpower talent and thought leaders across the world.

Rolta continues to develop new products as well as enriching its existing product suites to ensure the Company's IP remains relevant in this ever changing and evolving technology landscape. Some examples of the recent advances made by Rolta R&D.

Defence

Perhaps the most ambitious and challenging Research and Development activity undertaken by Rolta is the development of the Battlefield Management Solution (BMS) being positioned for the Indian Army. This mission critical application required the combination of several stringent criteria such as:

- Strict security features to ensure the device can be securely wiped clean either at the device or remotely thereby minimizing the intelligence that can be gained by the enemy if the device were to be captured.

- Multi-platform communication delivery including wearable devices, ruggedized tablets and portable computers.
- Extremely frugal use of network bandwidth to conserve this precious resource in harsh battlefield conditions.
- Use of rich geographical and imaging technologies for easy visualization
- Highly tuned and simplified touch based user interface ensuring minimal distraction for its users in battlefield condition
- Optimized touch interface for interactions even under harsh weather conditions where users have to wear protective gloves
- Highly resilient information delivery capability without any single point of failure
- Complete grounds-up software development with source code available with an indigenous organization

Rolta leveraged its extensive investments in the State-of-the-Art Battle Lab, Communications Lab and Usability Labs to architect, validate and test this ambitious solution. Some of the innovations for this project are unique in nature and Rolta has filed for 5 separate Patents in the US for these technologies.

Rolta's Photogrammetry, Imaging and 3D Analysis Suites are at the core of Rolta's solutions for Command & Control, Intelligence, Surveillance and Reconnaissance (C2ISR). Each of these Suites have been enriched significantly both in terms of richer functionalities as well as user experience. Rolta Photogrammetry Suite™ helps capture 3-D land features and digital terrain models while also enabling the generation of ortho-photos together with other vital geographic data. Rolta Imaging Suite™ provide complete solution for desktop image processing and analysis, advanced remote sensing and image processing for geospatial intelligence etc. Rolta 3D Analysis and Visualization Suite™ provides accurate assessment of terrain conditions through customized solution for advanced 3D visualization and analysis of all types of terrain. It facilitates planning of operation and optimal deployment of troops based on terrain analysis and walk through simulations.

Security

Rolta Safety Solution Suite™ has been significantly enhanced to strengthen the solution for not just domestic markets, but also global security and safety requirements. It provides comprehensive security and safety solution for homeland security, port security, coastal Surveillance, maritime security, border security, critical infrastructure protection, emergency response and Smart City applications. Rolta caters to these requirements through Rolta GeoCAD™ and Rolta Command and Control™ products that embed significant domain expertise and Standard Operating Procedures for the diverse set of safety and security requirements.

BI and Big Data Analytics

Rolta continues to enhance its flagship Rolta OneView™ suite to provide a comprehensive solution for BI and Big Data Analytics. Rolta OneView™ Enterprise Suite brings unique business value through role-based actionable insights and co-related operational and business intelligence. During the year Rolta has significantly expanded the solution features and capabilities through extensive R & D. Some of the major highlights include:

- Expansion of Rolta OneView™ to new asset intensive verticals such as Transportation, Water Utilities etc.

Annexure to Directors' Report

- Enriched knowledge model with 3000+ pre-built analytics across verticals to achieve instant business value through the solution's role based actionable insights
- Enhancing Big Data capabilities through social media analytics as well as fusion of IT and OT data for deeper insights
- Addition of descriptive, diagnostic, predictive and prescriptive analytics
- Re-engineering Rolta OneView™ to leverage the in-memory analytics capabilities of SAP HANA® and its certification by SAP

In order to facilitate this, Rolta iPerspective Suite™ has also undergone significant enhancements and innovations around Big Data and In-memory data platform. This has been achieved through the development of Rolta iPerspective Integrate™, Rolta iPerspective Secure™ and Rolta iPerspective Analytics™.

Similarly a new innovation of this year, was the introduction of Rolta IT-OT Fusion™ Suite to provide a comprehensive solution to integrate the Operational and IT networks. As a result of this integration, deeper analytics is now possible through the correlated data model. These innovations now form an integral part of Rolta OneView™.

Rolta SmartMigrate™ and Rolta RapidHANA™ are two new innovative products introduced by Rolta during the year. Rolta SmartMigrate™ helps organizations to simplify their reporting landscape and accelerate their self-service BI journey. Rolta SmartMigrate™ automates the migration from multiple BI platforms onto a single consolidated platform. It uses a pluggable architecture to migrate and consolidate from a variety of analytical and reporting platforms such as Microstrategy, Cognos, OBIEE, Microsoft BI and SAP BO to the customer's choice of a best-of-breed BI platform.

Rolta RapidHANA™, on the other hand, is an automated and comprehensive solution for data & analytics platform consolidation providing seamless migration of customer's applications to SAP HANA®. As a result, customers have the ability to fully leverage this innovative in memory database technology and thereby significantly enhance their system performance.

Rolta Advizer™ provides a systematic approach to define the road map for Big Data, Security, Cloud, Mobility etc. Through this templated solution Rolta is able to define ROI driven roadmaps for customers embarking on their IT transformation journey. Built with decades of domain expertise and real-world deployments, it leverages over 600 weighted characteristics to define the IT landscape.

Geospatial

Rolta Geospatial Fusion™ Suite has also been strengthened with significant addition of IP and rich solutions for spatially enabled BI, Asset management, Cloud and Mobility. This comprehensive spatial integration product suite and platform supports numerous easily configurable business functions and processes for many verticals such as Public Works, Utility, Government, Transportation, Oil and Gas, Process Manufacturing, Defence and Homeland Security etc. Rolta Geospatial Fusion™ Suite now comprises of rich set of Rolta IPs / Products which includes Rolta OnPoint™, Rolta GeoBi™, Rolta GeoAssets™, Rolta GeoSecure™, Rolta OnField™ and Rolta GeoCloud™.

Rolta's relentless focus on differentiating its go-to-market solutions through its IP has led to a growing list of product suites developed by the R & D teams. The Company has taken steps to protect its IP by registering for copyrights and filing for Patents in the US. The table below give a status of this initiative.

Rolta's relentless focus on differentiating its go-to-market solutions through its IP has led to a growing list of product suites developed by the R & D teams as shown below.

ROLTA IPR/Copyright

Software Products	Reference
Rolta CSF Products	6805/2013-CO/A
Rolta Situational Awareness and Information Management system (R-SAIMS)	3376/2013-CO/SW
Rolta Data Advizor	3823/2013-CO/SW
Rolta Onfield	6811/2013-CO/A
Dynamic Query Services And Methods	US2012/0110652 A1
Dynamic Image Enhancement for Multispectral (MS) images	In Process
Rolta BMS Soldier	48098/2014-CO/SW
Rolta BMS Command	48074/2014-CO/SW
Rolta Mil Map Viewer	48060/2014-CO/SW
Rolta EBS Implementation Manager	3827/2013-CO/SW
Situational Awareness - Platoon	48081/2014-CO/SW
Rolta Combat Operations Management Solution (R-COMBAT)	3375/2013-CO/SW
Rolta Geomatica Prime	3798/2013-CO/SW
Rolta Mil Web Server	48056/2014-CO/SW
Rolta River Information Management	3301/2013-CO/SW
Rolta iPerspective Integrate	3813/2013-CO/SW
Rolta Minefield Recording System	3806/2013-CO/SW

Software Products	Reference
Rolta Software for Walkthrough	6815/2013-CO/A
GIS - Soldier	48109/2014-CO/SW
Rolta Mil GIS	48054/2014-CO/SW
Rolta Geomatica Core	3797/2013-CO/SW
Rolta OnPoint Mobile	6812/2013-CO/A
Rolta Geo CAD for GIS GPS Based	3304/2013-CO/SW
Rolta OnPoint	3816/2013-CO/SW
CAD behaviour in GIS products	In Process
Rolta Advanced GIS (RAG)	3325/2013-CO/SW
Rolta Safe City Solution	3380/2013-CO/SW
Rolta Command & Control Mobile	3808/2013-CO/SW
Spatial Orientation - Section	48091/2014-CO/SW
Rolta Stereo Digitizer	48071/2014-CO/SW
Rolta Mission Planning GIS	48063/2014-CO/SW
C2 - Section	48095/2014-CO/SW
Rolta Desktop Products	6816/2013-CO/A
Spatial Orientation - Platoon	48080/2014-CO/SW
Rolta DTM collection (RDC)	3313/2013-CO/SW
Rolta GeoAssets	3818/2013-CO/SW
Rolta User Interface Structure (UIS)	6806/2013-CO/A

Software Products	Reference
Rolta Enterprise GIS Portal (REGISP)	3801/2013-CO/SW
Rolta Photogrammetry Suite	3815/2013-CO/SW
GIS - Command	48078/2014-CO/SW
Rolta Base Rectify (RBR)	3314/2013-CO/SW
Rolta Grid Analysis (RGA)	3327/2013-CO/SW
Service-Oriented Architecture System and Method	US2009/0234860 A1
Rolta GeoCAD Mobile	6817/2013-CO/A
Rolta Aerial Reconnaissance Photo Interpretation & Analysis (RAIRS)	3320/2013-CO/SW
Rolta Geoconference	3800/2013-CO/SW
Rolta map Finishing	48069/2014-CO/SW
Rolta War gaming and Operational Planning Suite (Rolta WG OPS)	3377/2013-CO/SW
Rolta Digital Mensuration (RDM)	3315/2013-CO/SW
Rolta Command Information and Decision Support GIS Module	3374/2013-CO/SW
Rolta GeoBI	3817/2013-CO/SW
C2 - Command	48077/2014-CO/SW
Rolta Basic Image Process (RBIP)	3308/2013-CO/SW
Rolta Onfield	3821/2013-CO/SW

Annexure to Directors' Report

Software Products	Reference
Rolta Cloud Advisor	3826/2013-CO/SW
Rolta Command & Control	3807/2013-CO/SW
Rolta GeoCloud	3819/2013-CO/SW
Rolta GeoMobile	3822/2013-CO/SW
Rolta Software for Walkthrough GRID	6814/2013-CO/A
Rolta Mil SDK	48061/2014-CO/SW
Rolta Automated Change Detection	3803/2013-CO/SW
Rolta e-GIS (Engineering GIS)	3804/2013-CO/SW
Rolta BMS Section	48089/2014-CO/SW
Rolta Automatic Elevation (RAE)	3312/2013-CO/SW
Rolta Joint Warfare Management	3330/2013-CO/SW
Rolta Automatic Event & Alert Management	3300/2013-CO/SW
Rolta Geo CAD Web Solution for Vehicle Tracking System	3305/2013-CO/SW
Rolta Strategic Information and Decision Support System (R-SIDSS)	3329/2013-CO/SW
Spatial Orientation - Soldier	48100/2014-CO/SW
Rolta IRS Sensor	3316/2013-CO/SW
Rolta Coastal Security Solution	3302/2013-CO/SW
Rolta Vessel Traffic Management System	3303/2013-CO/SW
Rolta Analyst (RA)	3323/2013-CO/SW
Rolta Basic Nucleus Module (RBN)	3321/2013-CO/SW
Rolta GeoCAD-MDT (Mobile Data Terminal)	3307/2013-CO/SW
Rolta Security Advisor	3824/2013-CO/SW

Software Products	Reference
Rolta Software for Walkthrough (RSW)	3319/2013-CO/SW
Rolta GeoCAD Emergency Medical System (REMS)	3812/2013-CO/SW
Rolta Mission Discovery	48068/2014-CO/SW
Rolta GeoCAD	3809/2013-CO/SW
Situational Awareness - Soldier	48103/2014-CO/SW
C2 - Soldier	48104/2014-CO/SW
Rolta Digital Soldier System Solution (R-DSS)	3299/2013-CO/SW
Rolta Visual Design Specifications	6807/2013-CO/A
Rolta Mission Preparation	48066/2014-CO/SW
C2 - Platoon	48082/2014-CO/SW
Rolta GXL	3799/2013-CO/SW
Rolta Network Analysis (RNA)	3328/2013-CO/SW
Rolta GIS Set-up Tool (RGIS)	3324/2013-CO/SW
GIS - Section	48096/2014-CO/SW
Rolta GeoCAD Mobile	3306/2013-CO/SW
Rapid	6808/2013-CO/A
Situational Awareness - Command	48076/2014-CO/SW
Dynamic Programming (DP) for applying image filters	In Process
User Interface Structure (UIS)	In Process
Rapid product concept	In Process
Rolta Solution for Border Management (R-S4BM)	3378/2013-CO/SW
Rolta GeoCAD Web	3810/2013-CO/SW
Rolta Operations Room Management Solution (R-ORMS)	3331/2013-CO/SW

Software Products	Reference
Rolta iPerspective Data	3829/2013-CO/SW
Rolta BMS Platoon	48079/2014-CO/SW
Rolta Terrain Analyst (RTA)	3318/2013-CO/SW
Rolta Photogrammetric Nucleus (RPN)	3317/2013-CO/SW
Rolta OneView	3814/2013-CO/SW
Rolta Enterprise Portal for Military Intelligence & Planning (REPMP)	3802/2013-CO/SW
Rolta iPerspective Secure	3828/2013-CO/SW
Rolta Photogrammetry Suite	6813/2013-CO/A
Rolta iPerspective Cloud Platform	3825/2013-CO/SW
Rolta Mission Orientation	48064/2014-CO/SW
GIS - Platoon	48083/2014-CO/SW
Rolta Projection Management (RPM)	3322/2013-CO/SW
Rolta Minefield Burial System (RMBBS)	3804/2013-CO/SW
Rolta Basic Image Process	6809/2013-CO/A
Spatial Orientation - Command	48075/2014-CO/SW
Rolta Base GIS (RBC)	3326/2013-CO/SW
Situational Awareness - Section	48093/2014-CO/SW
Rolta Critical Infrastructure Protection Solution	3379/2013-CO/SW
Rolta GeoCAD Bin Management & Monitoring System (RBMMMS)	3811/2013-CO/SW
Rolta GeoSecure	3820/2013-CO/SW
Rolta Mobile UI Controls & Patterns	6810/2013-CO/A

Over the years Rolta's innovative R & D has also resulted in the Company applying for Patents in the US as shown in the table below of which two have already been granted.

Rolta Patents	
Description	Reference No
Dynamic Query Services and Methods	US20120110652A1
Service Oriented Architecture and Method	US20090234860A1
DP for applying image filters	App no. 14272529
Dynamic Image Enhancement for MSS images	App. No. 14291078
CAD Behaviour in GIS products	App. No. 14277824
User interface structure	App. No. 14272530
Rapid Product	App. No. 14291014

Since the mid-nineties, Ministry of Science & Technology of the Government of India has accorded recognition to ROLTA's in-house R&D facilities. Rolta is the first to get certified with HFI level 5 Usability Engineering team in addition to its highest Level 5 of SEI's Capability Maturity Model Integration®-DEV (CMMI®) version 1.3 for its Software Application Development and Maintenance. Rolta's IP led solutions have increased significant value propositions for customers and partners globally that has been evident by significant increase in larger turnkey projects, Customer Satisfaction Scores as well as awards from strategic partners such as SAP, Oracle, HP, EMC, VMware, ESRI, Intergraph etc. For example Rolta won the SAP Pinnacle award this year as the OEM Partner of the year chosen from over 11,500 SAP partners worldwide. Rolta OneView™ has been positioned by NASSCOM/ Frost & Sullivan in the top right "Exemplars" quadrant in their Product Excellence Matrix ("PEM") for Analytics products in their report published in November 2013. Rolta received patents from USPTO for set of technologies and processes used in Rolta

iPerspective™ which forms the heart of variety of Rolta's products such as Rolta IT-OT Fusion™, Rolta IPsec™, Rolta OneView™ and Cloud security solutions. Rolta-Advizex won the Global partner of the year from VMWARE for the software defined data center. Rolta now has state-of-the-art COE labs for Cloud, BigData, Analytics, Defence and Safety Solutions, Usability etc. Rolta has also modernized its Global IT and communication infrastructure for its manifold growth globally with next generation technologies such as Rolta Private Cloud, Virtual Data Center, sophisticated Business Continuity Planning and Disaster Recovery system. Rolta's innovative Business Continuity Planning and Disaster Recovery system recently won the IT Transformer award while the Rolta "Private Cloud" implementation has won the Silver EDGE award by Information Week.

Expenditure on R&D:

(in ₹ Crore)

	Financial Year (Nine Months Period) ended 31st March 2014	Financial Year ended 30th June 2013
Capital expenditure	162.55	118.05
Revenue Expenditure		
-In India	48.77	56.36
-Overseas	6.49	11.11
	55.26	67.47
Total	217.81	185.52
Total R&D expenditure as percentage of total turnover	8.7%	8.5%

C. FOREIGN EXCHANGE EARNING & OUTGOING

The information on foreign exchange earnings and outgo is contained in the notes to the accounts at Note No. 36

Annexure to Directors' Report

Annexure II to Directors' Report

Statement as at March 31, 2014, pursuant to Clause 12 (Disclosure in the Directors' Report) of the Securities Exchange Board of India (Employee Stock Option Scheme) Guidelines, 1999.

	Description	ESOP Grant- FY 2006-07	ESOP Grant FY 2009-10	ESOP Grant FY 2010-11	ESOP Grant FY 2011-12	ESOP Grant FY 2012-13
a)	Options granted	1,427,500 options granted by the Company on April 24, 2007 at the exercise price of ₹ 419.70 per share (₹ 209.85 ex – bonus)	59,89,500 options at ₹145.15 per share on August 10, 2009	3,05,000 options at ₹155.55 per share on December 8, 2010	2,20,000 options at ₹ 81.55 per share on November 1, 2011	61,00,000 options at ₹ 10/- per share on 1st January, 2013
b)	Pricing formula	Options have been granted at the closing market price of the Equity shares of the Company on the Stock Exchange, Mumbai, on the date of grant of options (24-04-2007).	Options have been granted at the closing market price of the Equity shares of the Company on National Stock Exchange, on the date of grant.	Options have been granted at the closing market price of the Equity shares of the Company on National Stock Exchange, on the date of grant.	Options have been granted at the closing market price of the Equity shares of the Company on National Stock Exchange, on the date of grant.	Options have been granted at at ₹ 10/-.
c)	Options vested	7,11,875 options have vested in three tranches with effect from April 24, 2009.	47,27,625 options vested since the grant of options.	1,40,000 Options vested since the grant of options.	1,10,000 Options vested since the grant of Options	NIL
d)	Options exercised	NIL	22,400	Nil	NIL	NIL
e)	Total number of Ordinary shares arising out of the Options	NIL	NIL	NIL	NIL	NIL
f)	Options lapsed / Surrendered	3,58,750 options have lapsed consequent upon the cessation of employment by the allottees and 10,65,000 options have been surrendered by grantees upto 30th June 2011.	25,46,500 out of grants made on 10/08/2009 have lapsed consequent upon the cessation of employment by the grantees.	2,25,000 out of grant made on 08/12/2010 have lapsed consequent upon the cessation of employment of the grantees.	NIL	6,25,000 out of grant made on 01/01/2013 have lapsed consequent upon the cessation of employment of the grantees.
g)	Variations of terms of Options	In June 2009 terms of options were changed as follows- An enabling provision was made in the terms of the Plan for voluntary surrender of vested and unvested options by the grantees at any time during their employment in the company with a provision to reissue surrendered options	NIL	NIL	NIL	NIL

Annexure to Directors' Report

	Description	ESOP Grant- FY 2006-07	ESOP Grant FY 2009 - 10	ESOP Grant FY 2010 - 11	ESOP Grant FY 2011 - 12	ESOP Grant FY 2012-13
h)	Money realized by exercise of the Options	NIL	32,51,360.00	Nil	NIL	NIL

i)	Total number of Options in force	3,750	34,20,600	80,000	2,20,000	54,75,000
----	----------------------------------	-------	-----------	--------	----------	-----------

j)	i) Details of Options granted to senior managerial personnel during the Financial Year	-	-	-	-	-
	ii) Any other employee who receives in any one year of grant of option amounting to 5% or more of options granted during that year	NIL	NIL	NIL	NIL	NIL
	iii) Identified employees, who were granted options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of the grant.	NIL	NIL	NIL	NIL	NIL

k)	Diluted Earning Per Share (EPS) calculated in accordance with Accounting Standard 20 issued by ICAI for the year ended 31st March, 2014.	₹ 27.68																						
l)	i) Method of calculation of employee compensation cost	The Company has calculated the employee cost using the intrinsic value method of accounting to account for Employee Options granted in 2006, 2007, 2008, 2009, 2010, 2011, 2012 and 2013. The stock based compensation cost as per the intrinsic value method for the nine months ended March 31, 2014 is ₹ 577 lacs.																						
	ii) Difference between the employee compensation cost so computed at (i) above and the employee compensation cost that shall have been recognised if fair value of options had been used	₹ 104 lacs																						
	iii) The impact of the difference on profits and EPS of the Company for the Nine months ended 31st March, 2014 had fair value of options had been used for accounting Employee Options.	<table><tr><td></td><td>₹ in lacs</td></tr><tr><td>Profit After Tax As reported</td><td>45,939</td></tr><tr><td>Add: Difference between Intrinsic and Fair value</td><td>104</td></tr><tr><td>Adjusted Profit After Tax</td><td>46,043</td></tr><tr><td colspan="2">Earning per Share in ₹</td></tr><tr><td>Basic</td><td></td></tr><tr><td>As reported</td><td>28.48</td></tr><tr><td>As adjusted</td><td>28.54</td></tr><tr><td>Diluted</td><td></td></tr><tr><td>As reported</td><td>27.68</td></tr><tr><td>As adjusted</td><td>27.74</td></tr></table>		₹ in lacs	Profit After Tax As reported	45,939	Add: Difference between Intrinsic and Fair value	104	Adjusted Profit After Tax	46,043	Earning per Share in ₹		Basic		As reported	28.48	As adjusted	28.54	Diluted		As reported	27.68	As adjusted	27.74
	₹ in lacs																							
Profit After Tax As reported	45,939																							
Add: Difference between Intrinsic and Fair value	104																							
Adjusted Profit After Tax	46,043																							
Earning per Share in ₹																								
Basic																								
As reported	28.48																							
As adjusted	28.54																							
Diluted																								
As reported	27.68																							
As adjusted	27.74																							

Corporate Social Responsibility

"A gift is pure when it is given from the heart to the right person, at the right time, at the right place and when we expect nothing in return." The Bhagavad Gita

Corporate Social Responsibility for Rolta is a concept, whereby Rolta Group of companies contributes towards building a better society. Led by its flagship company - Rolta India Limited, has been making a positive difference over the years in the lives of communities in India.

Rolta firmly believes in operating its businesses in a manner that meets the ethical, legal, commercial and public expectations that the society has of business. Rolta CSR initiatives spring from an ingrained sense of giving back to the society and focuses on social factors, which impact the way Rolta does business.

As a socially conscious corporate, Rolta understands that just as every individual impacts society, so does every corporate entity. At Rolta, this philosophy is understood very well and Rolta is committed to develop and foster meaningful social projects across the country, primarily focused on education and healthcare.

Through the Rolta Foundation, Rolta has taken responsibility to apply its core competencies, its collective knowledge, innovations and insights to curb the challenges in workplace, local communities and society. The Foundation endeavors to open up new career opportunities for the next generation, to contribute towards the nation's inclusive growth and to reach out to the underprivileged, through education and healthcare. Of the many challenges that the society faces, Rolta Foundation has taken major steps to address challenges in the fields of Education, Healthcare and Social upliftment, across the socially and economically challenged sections of the society.

With all the ingredients of success, enthusiastic people, a dedicated Foundation and willingness to address community needs, Rolta is well-positioned to do everything in its capacity to enrich lives of the common people through inclusive growth. Through various societal initiatives, Rolta aspires to enrich lives through a variety of result-oriented programs, which creates a lasting and positive imprint on the society. Some of the various initiatives are as follows:

EDUCATION

- To address the challenges faced by the Indian IT industry and growth of the domestic IT market, the Ministry of Human Resource Development (MHRD), Government of India is establishing twenty Indian Institutes of Information Technology (IIIT), on a Not-for-profit Public Private Partnership (N-PPP) basis. The partners in setting up the IIITs would be MHRD, Governments of the respective States, where each IIIT will be established and the Industry Partners. A major objective in establishing IIITs is to set up, under an Act of Parliament, a model of education, which can produce globally relevant human resources in IT and harnessing the multi-dimensional facets of IT in various domains. The impact they create would be great.

Rolta has been selected for sponsoring IIITs, as one of the three Industry Partners by the State Governments of Kerala, Maharashtra and West Bengal. In each of these IIITs, Rolta is the exclusive Industry Partner representing the IT Industry. Apart from the initial capital, the major objective is to contribute significantly to the development of the course curriculum, the faculty and the overall management for the IIIT to evolve into a world-class Academic Institution, with the best-in-class infrastructure and facilities. Rolta has committed an investment of 19.2 Crores to set-up three Indian Institute of Information Technology (IIIT).

With an emphasis on development of technology and applications, which can be transferred for use to industry and society, these Institutes will be at the forefront of research with the potential to make a major social impact. They will act as the catalyst in fostering an innovative entrepreneur-focused ecosystem to ensure that new products, solutions and IP are created in the country.

- India today requires a large number of professionals who are adept at implementing Geospatial Technology needs. Central Board of Secondary Education (CBSE) has been sponsored by the Ministry of Human Resource Development (MHRD), Government of India, based on which "Geospatial Technology" is included as a subject at the secondary school level. To fill this gap, Rolta has partnered with the CBSE for providing Geospatial Technology Vocation Course, for XI and XII standard students, for more than eleven thousand CBSE affiliated schools, in India and overseas. Rolta has provided assistance to finalize the course content, text books and training manuals for teachers.

Rolta has committed 11,000 software licenses of Rolta Geomatica, one of the world's best Geospatial Technology software, for the programme. This is effectively a donation worth ₹ 165 Crores and Rolta is working together with CBSE, to provide this at almost no cost to the schools.

"I convey my gratitude to Rolta and the entire team for the sincere efforts and commitment to establish Geospatial Technology as subject at school level, for the first time in India from the academic session 2011-12." - Shri Shashi Bhushan, Director (Edusat & Vocational Education), CBSE.

- The Rolta Centre for Innovation & Incubation is a unique set-up within Maulana Azad National Institute of Technology (MANIT) Campus, Bhopal, providing a platform for innovative research and incubation centre for budding engineers.
- Fully equipped, 24X7, Rolta Digital Library & Reading Room has been set up at Shree Siddhivinayak Ganapati Temple Trust complex, Mumbai, specially meant for inclusive education for socially & economically challenged students. There is also a separate set of computers with Braille systems for visually challenged students.

HEALTH

- Sri Venkateswara Institute of Medical Sciences (SVIMS) hospital at Tirupati has been catering to the needs of several thousands of cancer patients in diagnosis, therapeutic and surgical management, through Medical, Surgical and Radiation Oncology departments. Rolta Oncology Block at SVIMS is facilitating the Outpatients' department, Diagnostic facility, Laser treatment units as well as clinical and general wards, separately for ladies and men. The medical wing provides research and rehabilitation for the disabled.

"The donations received from Rolta have been utilized for the expansion and strengthening of the Oncology Block at SVIMS and providing quality healthcare to the people of this region, who are below the poverty line." - Dr. B. Vengamma, Director-cum-Vice Chancellor, SVIMS.

- One Operation Theatre with its relevant infrastructure has been provided by Rolta Foundation to the Specialist Cancer Hospital, managed by Sri Shankara Cancer Foundation (SSCF) at Bengaluru. This is a comprehensive cancer hospital with four hundred and fifty beds, where the departments of Radiation Oncology, Pharmacy, Out Patients Block, Diagnostic Laboratory and Blood Bank are operational. This will also have an Intensive Care Unit with forty beds and Pediatric Oncology wing with twenty beds and Departments for Community Oncology and Preventive Oncology, with an Auditorium and Post-Graduate Library.

"The full treatment cost of 31 beds are totally free for the really poor and needy. The medicines to the cancer patients are highly subsidized for the economically poor patients." - Dr. B. S. Srinath, MS, FRCS, Managing Trustee, SSCF.

- Rolta has contributed to the Corpus Fund of the Dialysis Centre to provide free treatment to the poor and needy patients through the Shree Siddhivinayak Ganapati Temple Trust in Mumbai. This Dialysis center in the Temple Building Annexe has twenty one beds with equipment for Dialysis, working three shifts per day. This is for the benefit of patients from Mumbai and outside.

Independent Auditors' Report

To,
The Board of Directors
ROLTA INDIA LIMITED

We have audited the accompanying consolidated financial statements of Rolta India Limited ("the Company") and its subsidiaries (hereinafter collectively referred to as the "Group"), which comprise the consolidated Balance Sheet as at 31 March 2014, and the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the nine months period then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on the financial statements of the subsidiaries and a branch as noted below, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- i) in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at 31 March 2014;

- ii) in the case of the consolidated Statement of Profit and Loss, of the profit for the nine months period ended on that date; and
- iii) in the case of the consolidated Cash Flow Statement, of the cash flows for the nine months period ended on that date.

Other Matters

We did not audit the financial statements of certain subsidiaries and a branch included in the consolidated financial statements, whose financial statements reflect total assets (after eliminating intra-group transactions) of ₹ 97.14 crores as at 31 March 2014; total revenues (after eliminating intra-group transactions) of ₹ 124.69 crores and net cash flows aggregating to ₹ 2.39 crores for the nine months period then ended. These financial statements have been audited by other auditors whose audit reports have been furnished to us by the management and our audit opinion on the consolidated financial statements of the Group for the nine months period ended to the extent they relate to the financial statements not audited by us as stated in this paragraph is based solely on the audit reports of the other auditors. Our opinion is not qualified in respect of this matter.

We did not audit the financial statements of certain subsidiaries included in the consolidated financial statements, whose financial statements reflect total assets (after eliminating intra-group transactions) of ₹ 3.24 crores as at 31 March 2014; total revenues (after eliminating intra-group transactions) of ₹ 5.06 crores and net cash flows aggregating to ₹ (0.24) crores for the nine months period then ended. These financial statements have been reviewed by other auditors whose review reports have been furnished to us by the management and our audit opinion on the consolidated financial statements of the Group for the nine months period ended to the extent they relate to the financial statements not audited by us as stated in this paragraph is based solely on the review reports of the other auditors. Our opinion is not qualified in respect of this matter.

The consolidated financial statements of the Group for the year ended June 30, 2013, were audited by another auditor who expressed an unmodified opinion on those statements on August 29, 2013.



For Walker Chandiook & Co LLP
Chartered Accountants
(formerly Walker, Chandiook & Co)
Firm Registration No.: 001076N



per Aryn Jassani
Partner
Membership No. F-46447

Place: Mumbai
Date: May 24, 2014

Consolidated Balance Sheet

As at 31st March 2014

	Notes	As at 31st March 2014	As at 30th June 2013
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	161.33	161.33
Reserves and Surplus	4	2,055.88	1,777.68
		<u>2,217.21</u>	<u>1,939.01</u>
Minority Interest		--	0.02
Non-Current Liabilities			
Long-term Borrowings	5	3,475.88	3,314.00
Deferred Tax Liabilities (Net)	6	23.69	54.91
Other Long-term Liabilities	7	29.39	18.66
Long-term Provisions	8	26.60	15.65
		<u>3,555.56</u>	<u>3,403.22</u>
Current Liabilities			
Short-term Borrowings	9	358.92	140.59
Trade Payables	10	272.36	218.11
Other Current Liabilities	11	508.39	440.49
Short-term Provisions	12	46.36	101.49
		<u>1,186.03</u>	<u>900.68</u>
Total		<u>6,958.80</u>	<u>6,242.93</u>
ASSETS			
Non-Current Assets			
Fixed Assets	13		
i) Tangible Assets		4458.10	4,177.09
ii) Intangible Assets		393.58	339.91
iii) Capital Work-in-Progress		153.68	19.60
Goodwill on Consolidation		544.62	540.72
Long-term Loans and Advances	14	80.96	67.66
Other Non-current Assets	15	167.08	196.83
		<u>5,798.02</u>	<u>5,341.81</u>
Current Assets			
Current Investments	16	10.88	1.20
Trade Receivables	17	862.59	621.87
Cash and Bank Balances	18	61.55	166.17
Short-term Loans and Advances	19	85.21	44.33
Other Current Assets	20	140.55	67.55
		<u>1,160.78</u>	<u>901.12</u>
Total		<u>6,958.80</u>	<u>6,242.93</u>

Notes to Financial Statement 1 –37

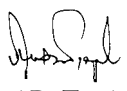
This is the balance sheet referred to in our report of even date

For and on behalf of Board of Directors

For Walker Chandio & Co LLP .
(formerly Walker, Chandio & Co)
Chartered Accountants
Firm Registration No.: 001076N


Aryn Jassani
Partner
M. No. F-46447


K. R. Modi
Director


Atul D. Tayal
Jt. Managing Director &
Chief Operating Officer -
Domestic Operations


K. K. Singh
Chairman & Managing Director


Verinder Khashu
Company Secretary & Head
Legal / Compliance


V. K. Agarwala
Director


Hiranya Ashar
Director-Finance &
Chief Financial Officer

Mumbai,
Date: May 24, 2014

Mumbai,
Date: May 24, 2014

Consolidated Statement of Profit and Loss

For the nine months ended 31st March 2014

		(in ₹ Crore)	
	Notes	For the Nine Months Period ended 31st March 2014	For the year ended 30th June 2013
Revenue			
Sales of IT Solutions and Services		2,501.72	2,178.78
Other Income	21	5.68	38.96
Total Revenue		2,507.40	2,217.74
Expenses			
Cost of Materials & Technical Subcontractors	22	826.48	457.71
Employee Benefits Expense	23	629.06	618.65
Finance Costs	25	247.94	221.76
Depreciation and Amortization Expenses	13	363.64	372.61
Other Expenses	24	240.41	228.42
Total Expenses		2,307.53	1,899.15
Profit / (Loss) Before Exceptional Items and Tax		199.87	318.59
Exceptional Item	26		
Additional Depreciation due to change in Estimates		--	(1,153.68)
Profit / (Loss) Before Tax		199.87	(835.09)
Tax Expenses	27	(83.80)	4.14
Profit / (Loss) for the period before Minority Interest		283.67	(839.23)
Minority Interest		0.02	0.04
Profit / (Loss) for the period		283.69	(839.19)
Earnings per Equity Shares	30		
Before Exceptional Item			
Basic		17.58	19.49
Diluted		17.09	19.47
After Exceptional Item			
Basic		17.58	(52.02)
Diluted		17.09	(52.02)
(Nominal Value ₹ 10 each)			
Notes to Financial Statement 1 –37			

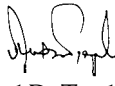
This is the statement of profit and loss referred to in our report of even date

For and on behalf of Board of Directors

For Walker Chandiok & Co LLP .
(formerly Walker, Chandiok & Co)
Chartered Accountants
Firm Registration No.: 001076N

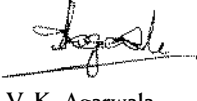

Aryn Jassani
Partner
M. No. F-46447

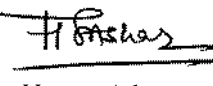

K. R. Modi
Director


Atul D. Tayal
Jt. Managing Director &
Chief Operating Officer -
Domestic Operations


K. K. Singh
Chairman & Managing Director


Verinder Khashu
Company Secretary & Head
Legal / Compliance


V. K. Agarwala
Director


Hiranya Ashar
Director-Finance &
Chief Financial Officer

Mumbai,
Date: May 24, 2014

Mumbai,
Date: May 24, 2014

Notes to the Consolidated Financial Statements

For the nine months ended 31st March 2014

1.0. Background:

1.1. Overview:

Rolta India Limited ("RIL" or the "Company"), a publicly held Company together with its subsidiaries (Collectively, 'the Group') is primarily engaged in the Engineering Design /GIS Solutions, E-Business and other IT related services.

1.2. Basis of Consolidation:

a) Basis of Preparation of Financial Statements

- The Consolidated Financial Statements (CFS) have been prepared in accordance with the Accounting Standard 21 (AS-21), "Consolidated Financial Statement" issued by the Institute of Chartered Accountants of India.
- The CFS includes the financial statements of Rolta India Ltd. and all its Subsidiaries.
- The information on subsidiary companies whose financial statements are consolidated is given below.

Sr. No.	Particulars	Country of Incorporation	Extent of Interest	Financial Year
1	Rolta International Inc. (RUS)	U.S.A	100%	01.07.2013 to 31.03.2014
2	Rolta Canada Ltd.	Canada	100% Subsidiary of RUS	01.07.2013 to 31.03.2014
3	Rolta Asia Pacific Pty Ltd.	Australia	100% Subsidiary of RUS	01.07.2013 to 31.03.2014
4	AT Solutions Group LLC	U.S.A	100% Subsidiary of RUS	01.07.2013 to 31.03.2014
5	Rolta LLC	U.S.A	100% Subsidiary of RUS	01.07.2013 to 31.03.2014
6	Rolta Saudi Arabia Ltd	Saudi Arabia	75%	01.04.2013 to 31.03.2014
7	Rolta Middle East FZ-LLC	U.A.E	100%	01.04.2013 to 31.03.2014
8	Rolta U. K. Ltd. (RUK)	U.K.	100%	01.04.2013 to 31.03.2014
9	Rolta Benelux B. V.	Netherlands	100% Subsidiary of RUK	01.04.2013 to 31.03.2014
10	Rolta Deutschland GmbH	Germany	100% Subsidiary of RUK	01.04.2013 to 31.03.2014
11	Rolta Thales Limited	India	51%	01.04.2013 to 31.03.2014

- The Company does not have investments in Associates as defined in Accounting Standard – 23 (AS-23) "Accounting for Investments in Associates in Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India.

b) Principles of Consolidation:

- The Financial Statements of the Company and its subsidiary companies have been consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and transactions resulting in unrealized profits or losses.
- The CFS have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to in the same manner as the Company's separate financial statements except in respect of accounting policies of depreciation/amortisation and retirement benefit where it was not practicable to use uniform accounting policies in case of certain subsidiaries. The amount of impact is not material.
- The excess of cost to the Company of its investment in subsidiary company over the Company's portion of equity of the subsidiary as at the date on which investment in subsidiary is made, is recognized in the financial statement as Goodwill. The excess of Company's share of equity and reserve of the subsidiary company over the cost of acquisition is treated as Capital Reserve.
- In case of foreign subsidiaries revenue items have been consolidated at the average rate prevailing during the period. All assets and liabilities are converted at rates prevailing at the end of the period. The exchange difference arising out of translation is debited or credited to Currency Translation Reserve shown under Reserves and Surplus.
- Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to the shareholders of the Company.

1.3. Investments other than in Subsidiaries have been accounted as per Accounting Standard 13 (AS-13) on "Accounting for Investments".

2.0. Summary of Group's Significant Accounting Policies

a. Basis of Preparation of Financial Statements

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention except for freehold land & leasehold land which are revalued. GAAP comprises mandatory accounting standards prescribed by the Companies (Accounting Standards) Rules 2006 and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision of an existing accounting standard requires a change in the accounting policy hitherto in use. The Company early adopted Accounting Standard (AS) 30 - Financial Instruments: Recognition and Measurement to the extent the adoption does not conflict the existing accounting standards notified under the Companies Act, 1956.

b. Use of Estimates

The preparation of the financial statements in conformity with GAAP requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed assets and intangible assets. Actual result could differ from these estimates. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

Notes to the Consolidated Financial Statements

For the nine months ended 31st March 2014

c. Revenue Recognition

- i. Revenue from provision of solutions and services is recognized in accordance with the customer contract and when there are no unfulfilled company obligations or any obligations are inconsequential or perfunctory and will not affect the customer's final acceptance of the arrangement.
- ii. Revenue from customer-related long-term contracts is recognised by reference to the percentage of completion of the contract at the balance sheet date. Company's long term contracts specify a fixed price for the sale of license and installation of software solutions & services and the related revenue is determined using the percentage of completion method. The percentage of completion is based on efforts expended as a proportion to total estimated efforts on the contract. If the contract is considered profitable, it is valued at cost plus attributable profits by reference to the percentage of completion. Any expected loss on individual contracts is recognised immediately as an expense in the Statement of Profit & Loss.
- iii. Revenue from sale of Product is recognized at the time when (a) persuasive evidence of an arrangement exists; (b) delivery has occurred in accordance with the terms of delivery agreed with the customer; (c) the fee is fixed or determinable and (d) collectability is reasonably assured
- iv. Income from maintenance contract is recognized proportionately over the period of the contract.
- v. Dividend on investments held by the Company is accounted for as and when it is declared.

d. Fixed Assets, Intangibles, Depreciation, Amortisation and Capital Work in Progress (CWIP)

All Fixed Assets are stated at cost of acquisition or construction except for free hold and leasehold land which are revalued, less accumulated depreciation and impairment loss, if any. Where the acquisition of fixed assets are financed through long term foreign currency loans, the exchange difference on such loans are added to or subtracted from the cost of such fixed assets. Capital Work-in-Progress is stated at cost comprising of direct cost and related incidental expenditure.

Depreciation on fixed assets is provided on the straight-line method over the useful lives of assets estimated by the management. Individual assets costing less than ₹ 5,000 are depreciated in full in the year of purchase. The estimated useful lives of assets are as follows:

Type of Asset	Estimated useful life of asset
Leasehold Land & Building	Lease Period
Freehold Building	40 to 60 Years
Computer Systems	2 to 6 Years
Other Equipment	3 to 10 Years
Furniture & Fixture	3 to 10 Years
Vehicles	5 Years
Intangibles / Intellectual Property	10 Years
Assets acquired for specific projects	Over the period of the project

e. Impairment of Assets

The fixed assets are reviewed for impairment at each balance sheet date. In case of any such indication, the recoverable amount of these assets is determined, and if such recoverable amount of the asset or cash-generating unit to which the asset belongs is less than its carrying amount, the impairment loss is recognized by writing down such assets to their recoverable amount. An impairment loss is reversed if there is change in the recoverable amount and such loss either no longer exists or has decreased.

f. Investments

Investments are classified into Current Investment and Long Term Investments. Current Investments are carried at lower of the cost and fair value. Long Term Investments are carried at cost. Provision for diminution is made only if, in the opinion of the management, such a decline is other than temporary.

g. Foreign Currency Transactions

- i. Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction.
- ii. All monetary foreign currency assets/liabilities are translated at the rates prevailing on the date of balance sheet.
- iii. The exchange difference between the rates prevailing on the date of transaction and on the date of settlement as also on translation of monetary items at the end of the year other than those relating to long term foreign currency monetary items is recognised as income or expense, as the case may be.
- iv. Exchange differences relating to long term foreign currency monetary items, to the extent they are used for financing the acquisition of fixed assets are added to or subtracted from the cost of such fixed assets and the balance is accumulated in 'Foreign Currency Monetary Item Translation Difference Account' and amortised over the balance term of the long term monetary item.

h. Derivative Financial Instruments

The Company has adopted the principles of AS 30 "Financial Instruments: Recognition and Measurement" in respect of its derivative financial instruments that are not covered by AS 11 "Accounting for the Effects of Changes in Foreign Exchange Rates" and that relate to a firm commitment or a highly probable forecast transaction. In accordance with AS 30, such derivative financial instruments, which qualify for cash flow hedge accounting and where the Company has met all the conditions of AS 30, are fair valued at the balance sheet date and the resultant gain/loss is credited/debited to the hedging reserve included in the Reserves and Surplus. This gain/loss is recorded in the statement of profit and loss when the underlying transactions affect earnings.

Notes to the Consolidated Financial Statements

For the nine months ended 31st March 2014

Forward contracts, other than those entered into to hedge foreign currency risk on unexecuted firm commitments or highly probable forecast transactions, are treated as foreign currency transactions and accounted accordingly as per Accounting Standard (AS) 11 'The Effects of Changes in Foreign Exchange Rates'. Exchange differences arising on such contracts are recognised in the period in which they arise and the premium paid/received is recognised as expenses/income over the period of the contract.

i. Employee Benefits

I. In respect of Parent Company and its Indian Subsidiary.

i. Short Term Employee Benefits

Short Term Employees Benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related services is rendered.

ii. Post Employment Benefits

Provident Fund

The Company contributes monthly at a determined rate. These contributions are remitted to the Employee Provident Fund Commissioner office and are charged to Statement of Profit and Loss on accrual basis.

Gratuity

The Company provides for gratuity (a defined benefit retirement plan) to all the eligible employees. The benefit is in the form of lump sum payments to vested employees on retirement, on death while in employment, or termination of employment for an equivalent to 15 days salary payable for each completed year of service subject to a maximum of ₹ 10 Lacs. Vesting occurs on completion of five years of service. Liability in respect of gratuity is determined using the projected unit credit method with actuarial valuations as on the balance sheet date and gains/losses are recognized immediately in the Statement of Profit and Loss.

Leave Encashment

Liability in respect of leave encashment is determined using the projected unit credit method with actuarial valuations as on the balance sheet date and gains/losses are recognized immediately in the Statement of Profit and Loss.

iii. Employee Stock Options

The Company measures compensation cost relating to employee stock options using the Intrinsic Value method (i.e. excess of market value of shares over the exercise price of the option at the date of grant). Compensation expense is amortised over the vesting period of the option on a straight line basis.

II. In respect of Foreign Subsidiaries

The provision for retirement benefit is made in accordance with the local laws and regulations.

j. Borrowing Cost

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of that assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred.

k. Earnings Per Share

In accordance with the Accounting Standard 20 (AS – 20) "Earnings Per Share" issued by the Institute of Chartered Accountants of India, basic / diluted earnings per share is computed using the weighted average number of shares outstanding during the period.

l. Income Tax

In respect of Parent and its Indian Subsidiary.

Income tax comprises of current tax, and deferred tax. Deferred tax assets and liabilities are recognized for the future tax consequences of timing differences, subject to the consideration of prudence. Deferred tax assets and liabilities are measured using the tax rates enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent of timing differences the reversal of which will result in sufficient income against which such deferred tax assets can be realised. The carrying amount of deferred tax asset / liability is reviewed at each balance sheet date.

In respect of Foreign Subsidiaries

In case of foreign subsidiaries the provision for income tax liability is made in accordance with the prevailing local laws of the respective countries where the company is situated.

m. Warranty Cost

The Group accrues the estimated cost of warranties at the time when the revenue is recognised. The accruals are based on the company's historical experience of material usage and service delivery cost.

n. Senior Notes/Bonds Issue Expenses

Senior Notes/Bond Issue expenses are charged to prepaid expenses and amortised over the tenure of Notes/Bonds.

o. Prior Period Items

Prior period expenses/income are accounted under the respective heads. Material items, if any, are disclosed separately by way of a note.

p. Provisions & Contingent Liabilities

The Group creates a provision when there is a present obligation as a result of an obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Notes to the Consolidated Financial Statements

For the nine months ended 31st March 2014

q. Leases

Operating Leases:

Rentals in respect of all operating leases are charged to Statement of Profit & Loss.

Finance Lease:

A finance lease is recognised as an asset and a liability at the commencement of the lease, at the lower of the fair value of the asset or the present value of the minimum lease payments. Initial direct costs, if any, are also capitalised and, subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset. Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

3. Share Capital

a. Authorised :

250,000,000 (P. Y. 250,000,000) Equity Shares of ₹ 10 each

Total

(in ₹ Crore)	
As at 31st March 2014	As at 30th June 2013
250.00	250.00
250.00	250.00

b. Issued, Subscribed & Paid up :

161,329,096 (P.Y. 161,329,096) Equity Shares of ₹ 10 each fully paid up.

Total

(in ₹ Crore)	
As at 31st March 2014	As at 30th June 2013
161.33	161.33
161.33	161.33

c. Reconciliation of share capital

Balance at the beginning of the period

Balance at the end of the period

(in ₹ Crore)			
As at 31st March 2014		As at 30th June 2013	
Number of Shares	Amount	Number of Shares	Amount
161,329,096	161.33	161,329,096	161.33
161,329,096	161.33	161,329,096	161.33

d. Rights, Preferences and Restrictions attached to Shares.

The Company has one class of equity shares having a par value of ₹ 10/- each. Each shareholder is eligible for dividend and one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The dividend proposed by the Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting.

e. Shareholders holding more than 5% of the shares

Rolta Limited

Rolta Shares and Stocks Pvt. Ltd.

As at 31st March 2014		As at 30th June 2013	
No. of Shares	%	No. of Shares	%
65,022,370	40.30	60,450,000	37.47
15,000,000	9.30	13,210,705	8.18

Notes to the Consolidated Financial Statements

For the nine months ended 31st March 2014

f. Employee Stock Option Plan (ESOP)

The Company has instituted various Employee Stock Option Plans. The Compensation Committee of the board evaluates the performance and other criteria of employees and approves the grant option. The particulars of options granted under various plans are as below:

ESOP 2007

On April 24, 2007, the Company granted further 1,427,500 stock options out of the balance and lapsed stock options available under the Employee Stock Options Plan 2005 (ESOP - 2005) and Employee Stock Options Plan 2007 (ESOP – 2007). These Options were granted at an exercise price of ₹ 419.70, which was the closing market price on the date of the grant of Options. The first 50% of these options has become available for exercise on April 24, 2009, second 25% of options has become available for exercise on April 24, 2010 and balance 25% become available for exercise on April 24, 2011 and one Option if exercised is convertible into two-equity shares. Out of the options granted 358,750 options lapsed on account of cessation of employment and 1,065,000 options lapsed on account of surrender of options. The options and price are entitled for 1:1 bonus issue adjustment. The outstanding options as on March 31, 2014 are 3,750 (Previous Year - 6,750).

ESOP 2009

On August 10, 2009, the Company granted further 5,989,500 stock options out of the balance and lapsed stock options available under the Employee Stock Options Plan 2007 (ESOP – 2007) and surrendered options under Employee Stock Option Plans 2007 & 2008. These Options were granted at an exercise price of ₹ 145.15, which was the closing market price on the date of the grant of Options. The first 25% of these options has become available for exercise on August 10, 2010, Second 25% of the options are available for exercise on August 10, 2011, third 25% of the options have become available for exercise on August 10, 2012 and balance 25% of the options have become available for exercise on August 10, 2013. Out of these options a total of 22,400 number of options were exercised by eligible employees. 2,546,500 options lapsed on account of cessation of employment. The Outstanding options as on March 31, 2014 are 3,420,600 (Previous Year - 3,684,100).

On October 6, 2009, the Company further granted 15,000 stock options out of the balance and lapsed stock options available under the Employee Stock Options Plan 2009 (ESOP – 2009). These options were granted at an exercise price of ₹ 174.15, which was the closing price as on the date of the grant of Options. The first 25% of these options has become available for exercise on October 6, 2010, Second 25% of the options are available for exercise on October 6, 2011, third 25% of the options have become available for exercise on October 6, 2012 and balance 25% of the options have become available for exercise on October 6, 2013 and one Option if exercised is convertible into one-equity share. 15,000 options lapsed on account of cessation of employment. The outstanding options as on March 31, 2014, are Nil (Previous Year 15,000).

On December 8, 2010, the Company further granted 305,000 stock options out of the balance and lapsed stock options available under the Employee Stock Options Plan 2009 (ESOP – 2009). These options were granted at an exercise price of ₹155.55, which was the closing price as on the date of the grant of Options. The first 25% of these options become available for exercise on December 8, 2011, second 25% of the options became available for exercise on December 8, 2012 and third 25% options became available for exercise on December 2013 and one Option if exercised is convertible into one-equity share. Out of the options granted 225,000 options lapsed on account of cessation of employment. The outstanding options as on March 31, 2014 are 80,000 (Previous Year 215,000).

On November 1, 2011, the Company further granted 220,000 stock options out of the balance and lapsed stock options available under the Employee Stock Options Plan 2009 (ESOP – 2009). These options were granted at an exercise price of ₹81.55, which was the closing price as on the date of the grant of Options. The first 25% of these options shall become available for exercise on November 1, 2012 and second 25% of the options have become available for exercise on November 1, 2013 and one Option if exercised is convertible into one-equity share. The outstanding options as on March 31 2014 are 220,000 (Previous Year 220,000).

ESOP 2013

On January 1, 2013, the Company further granted 6,100,000 stock options out of the balance, lapsed and surrendered stock options available under the ESOP 2007, ESOP 2008 and ESOP 2009. These options were granted at an exercise price of ₹10/-, at a discount of ₹ 52.15 to the closing price as on the date of the grant of options. The first 50% of these options shall become available for exercise on January 1, 2016 and one option if exercised is convertible into one-equity share at the exercise price mentioned above. 625,000 options have lapsed on account of cessation of employment. The outstanding options as on March 31, 2014, are 5,475,000 (Previous Year 6,100,000).

Notes to the Consolidated Financial Statements

For the nine months ended 31st March 2014

4. Reserves & surplus

	As at 31st March 2014	(in ₹ Crore) As at 30th June 2013
a. Securities Premium Reserve		
Balance at the beginning of the period	96.03	96.03
Add : Premium on Redemption of Bonds	25.29	--
Balance at the end of the period	<u>121.32</u>	<u>96.03</u>
b. General Reserve		
Balance at the beginning of the period	616.03	574.31
Add : Transfer from Surplus in Profit & Loss	45.94	41.72
Balance at the end of the period	<u>661.97</u>	<u>616.03</u>
c. Revaluation Reserve		
Balance at the beginning of the period	1,057.09	--
Addition during the period	--	1,058.24
Less transfer to Statement of Profit & Loss	(10.35)	(1.15)
Balance at the end of the period	<u>1,046.74</u>	<u>1,057.09</u>
(cumulative amount withdrawn ₹ 11.50 Cr. [P.Y. 1.15 Cr.]		
d. Foreign Currency Monetary Item Translation Difference Account (FCMITDA)		
Balance at the beginning of the period	(188.62)	(98.81)
Additions during the period	8.69	(116.48)
Less Amortised during the period	45.32	26.67
Balance at the end of the period	<u>(134.61)</u>	<u>(188.62)</u>
e. Share Options Outstanding Account		
Balance at the beginning of the period	4.64	--
ESOP cost during the period	5.77	4.64
Balance at the end of the period	<u>10.41</u>	<u>4.64</u>
f. Cash-flow Reserve		
Balance at the beginning of the period	--	--
Movement during the period	(6.24)	--
Balance at the end of the period	<u>(6.24)</u>	<u>--</u>
g. Statutory Reserves *	1.20	1.09
h. Merger Reserves	0.74	0.62
i. Currency Translation Reserve	(48.30)	(16.57)
j. Surplus in the Statement of Profit and Loss		
Balance at the beginning of the period	207.37	1,144.91
Add : Transferred from Statement of Profit and Loss	283.69	(839.19)
Less : Dividend proposed	(36.30)	(48.40)
Less : Tax on Dividends	(6.17)	(8.23)
Less : Transfer to General Reserve	(45.94)	(41.72)
Balance at the end of the period	<u>402.65</u>	<u>207.37</u>
Total	<u>2,055.88</u>	<u>1,777.68</u>

* In accordance with Articles of Association of Rolta Saudi Arabia Ltd and the Regulations for Companies in the Kingdom of Saudi Arabia, the Company maintains a statutory reserve equal to one half of its share capital. Such reserve is not currently available for distribution to the shareholders.

Notes to the Consolidated Financial Statements

For the nine months ended 31st March 2014

5. Long-term Borrowings

	As at 31st March 2014			(in ₹ Crore)		
	Non-Current	Current	Total	Non-Current	Current	Total
a. Secured						
External Commercial Borrowings (ECB) / Foreign Currency Loans (FCL) from Banks	1,710.43	104.42	1,814.85	1,708.60	93.13	1,801.73
Rupee Term Loans from Banks	562.50	115.00	677.50	410.00	100.00	510.00
Finance Lease Obligation	0.95	1.77	2.72	1.41	3.24	4.65
Total	2,273.88	221.19	2,495.07	2,120.01	196.37	2,316.38
b. Unsecured						
Senior Notes	1,202.00	--	1,202.00	1,193.99	--	1,193.99
Total	1,202.00	--	1,202.00	1,193.99	--	1,193.99
Total	3,475.88	221.19	3,697.07	3,314.00	196.37	3,510.37

c. Details of Security & Interest Rates

- i. ECB of USD 40 million (₹ 240.40 Crores) from Union Bank of India is secured by mortgage of specific building "Rolta Tower-A" at Rolta Technology Park, MIDC, Andheri (East), Mumbai 400093, ECB of USD 50 million (₹ 300.50 Crores) from ICICI Bank Ltd is secured by mortgage of specific building "Rolta Tower-B" at Rolta Technology Park, MIDC, Andheri (East), Mumbai 400093 and first pari-passu hypothecation charge over movable fixed assets and exclusive charge over Debt Service Reserve Account (DSRA) of the Company with ICICI Bank Ltd. ECB of USD 135 million (₹ 811.35 Crores) from consortium of Union Bank of India, Bank of India and Bank of Baroda is secured by exclusive mortgage of specific building "Rolta Tower-1" located at Plot No 39, MIDC-Marol, Andheri (East), Mumbai 400093 and first pari-passu hypothecation charge on the movable fixed asset of the Company and exclusive charge over DSRA of the Company with respective banks. ECB of USD 11.50 million (₹ 69.11 Crores) from Bank of India is secured by second pari-passu charge over movable fixed assets of the Company, second pari-passu charge over "Rolta Tower-1" located at Plot No 39, MIDC-Marol, Andheri (East), Mumbai 400093 and second charge over current assets of the Company. ECB of USD 15.5 million (₹ 93.15 Crores) from Bank of Baroda is secured by : (i) the pledge of shares in Rolta International Inc. held by Rolta India Limited, valued at 125% of the loan amount; (ii) the mortgage of the land and building owned by Rolta International Inc. located at Rolta Centre, 5865 North Point Parkway, Alpharetta, Georgia 30022; and (iii) a charge on DSRA with Bank of Baroda New York. The Bank of Baroda Facility is also guaranteed by Rolta International Inc. ECB of USD 35 million (₹ 210.35 Crores) from Axis Bank Ltd. is secured by : (i) exclusive mortgage of specific building "Rolta Centre-II" located at Plot No 35, MIDC-Marol, Andheri (East), Mumbai 400093; (ii) pledge of shares of Rolta International Inc., held by Rolta India Ltd, to the extent value of immovable property is less than 1.25 times of the loan amount; and (iii) a charge over DSRA with Axis Bank Ltd and (iv) pledge of Compulsorily Convertible Debentures of US\$ 35.00 million issued by Rolta International Inc. FCL of USD 12.5 million (₹ 75.12 Crores) from Bank of Baroda is secured by way of SBLC from UBI which is secured by extension of pledge over Rolta Tower A at Rolta Technology Park, MIDC, Andheri (East), Mumbai 400093.

The annual interest rates on ECBs and FCL is LIBOR + 350 - 500 Basis Points (range).

- ii. Term loan of ₹ 100.00 crores from Union Bank of India and ₹ 100.00 Crores from Central bank of India are secured by second pari-passu charge over movable fixed assets of the Company, second pari-passu charge over "Rolta Tower-1" located at Plot No 39, MIDC-Marol, Andheri (East), Mumbai 400093 and second charge over current assets of the Company. Term Loan of ₹ 157.50 Crores and ₹ 120.00 Crores from Central Bank of India is secured by first charge by way of equitable mortgage of specific building "Rolta Tower-C" at Rolta Technology Park, MIDC, Andheri (East), Mumbai 400093 and second charge over Movable Fixed Assets. Term Loan of ₹ 200.00 Crores from Syndicate Bank is secured by exclusive mortgage of specific premises at unit No 201 to 204 & 501 to 504 multi storied building, SEEPZ SEZ, Andheri (East), Mumbai 400093.

The annual interest rate on term loans is Bank's Prime Lending Rate + 100 - 200 Basis Points (range).

d. Maturity Profile

- i. ECBs are payable as FY 2014-15 ₹ 104.42 Crores, FY 2015-16 ₹ 336.17 Crores, FY 2016-17 ₹ 530.98 Crores, FY 2017-18 ₹ 525.32 Crores, FY 2018-19 ₹ 187.31 Crores and FY 2019-20 ₹ 115.79 Crores.
- ii. Term Loans are repayable as FY 2014-15 ₹ 115.00 Crores, FY 2015-16 ₹ 155.00 Crores, FY 2016-17 ₹ 170.00 Crores, FY 2017-18 ₹ 120.00 Crores, FY 2018-19 ₹ 67.50 Crores and FY 2019-20 ₹ 50.00 Crores.

e. Disclosure in respect of Finance Lease

The lease payments are determined on the basis of the lease agreements entered into with the constituents and the future lease commitments are given below :

Particulars	As at 31st March 2014		(in ₹ Crore)	
	Minimum Payments	Present value of MLP	Minimum Payments	Present value of MLP
Payable not later than 1 year	1.77	1.35	2.68	2.45
Payable later than 1 year not later than five years	0.53	0.48	1.25	1.14
Payable later than five years	0.42	0.38	0.31	0.28
	2.72	2.21	4.24	3.87
Less : Amounts representing interest	(0.23)	--	(0.36)	--
Total	2.49	2.21	3.88	3.87

Notes to the Consolidated Financial Statements

For the nine months ended 31st March 2014

- f. The Group on May 16 2013 issued 10.75% Senior Notes (the "Notes") aggregating to USD 200 million redeemable at principle value on May 16 2018.

6. Deferred Tax Liabilities (Net)

	(in ₹ Crore)	
	As at 31st March 2014	As at 30th June 2013
Deferred Tax Liability on Fixed Assets	350.42	64.64
Deferred Tax Asset on Carry Forward Business losses & Unabsorbed Depreciation and Others	(326.73)	(9.73)
Total	23.69	54.91

Deferred tax assets are recognised only to the extent of timing differences (i.e. Deferred tax liabilities) the reversal of which will result in sufficient income against which such deferred tax assets can be realised.

7. Other Long-term Liabilities

	(in ₹ Crore)	
	As at 31st March 2014	As at 30th June 2013
Mark-to Market Loss on Interest Rate Swap	10.60	--
Acquisition Liabilities	18.79	18.66
Total	29.39	18.66

8. Long-term Provisions

	(in ₹ Crore)	
	As at 31st March 2014	As at 30th June 2013
Provision for Employee Benefits	7.41	6.79
Provision for Gratuity (Refer Note 12c)	7.57	8.86
Provision for Leave Encashment(Refer Note 12c)	11.62	--
Provision for other benefits to employees	26.60	15.65
Total	26.60	15.65

9. Short-term Borrowings

	(in ₹ Crore)	
	As at 31st March 2014	As at 30th June 2013
a. Secured Working Capital Borrowings from Banks	358.92	92.83
	358.92	92.83
b. Unsecured Working Capital Loans from Banks	--	47.76
	--	47.76
Total	358.92	140.59

- c. Security
Working Capital Loans from Consortium of Banks are secured by paripassu charge on book debts and work in progress.

10. Trade Payable

	(in ₹ Crore)	
	As at 31st March 2014	As at 30th June 2013
a. Micro, Small and Medium Enterprise (refer Note b. below)	--	--
Others	272.36	218.11
Total	272.36	218.11

Notes to the Consolidated Financial Statements

For the nine months ended 31st March 2014

- b. The disclosure pursuant to The Micro, Small and Medium Enterprise Development Act, 2006, (MSMED Act) as at 31-3-2014 is as under:

Particulars

Principal amount due to suppliers under MSMED Act, 2006
Interest accrued and due to suppliers under MSMED Act, on the above amount
Payment made to suppliers (other than interest) beyond the appointed day, during the period
Interest paid to suppliers under MSMED Act, (Other than Section 16)
Interest paid to suppliers under MSMED Act, (Section 16)
Interest due and payable to suppliers under MSMED Act, for payment already made
Interest accrued and remaining unpaid at the end of the period under MSMED Act.

(in ₹ Crore)

Amount

NIL
NIL
NIL
NIL
NIL
NIL
NIL

The information has been given in respect of such vendors to the extent they could be identified as "Micro, Small and Medium" enterprises on the basis of information available with the Company.

11. Other Current Liabilities

	(in ₹ Crore)	
	As at 31st March 2014	As at 30th June 2013
Current maturities of Long-term Debt (Refer Note 5)	219.42	193.13
Current maturities of Finance Lease Obligations (Refer Note 5)	1.77	3.24
Interest accrued but not due on Borrowings	77.91	26.64
Income received in advance	5.74	4.86
Deferred Revenue	39.92	32.82
Unpaid Dividends	4.60	4.50
Provision for Expenses	60.42	35.09
Acquisition Liabilities	10.12	10.05
Salary & Commission Payable	53.36	88.08
Creditors for Capital Goods	8.62	5.59
Duties and Taxes	22.19	30.87
Advances from Customers	2.82	4.35
Employee related Statutory Dues	1.50	1.27
Total	508.39	440.49

12. Short Term Provisions

	(in ₹ Crore)	
	As at 31st March 2014	As at 30th June 2013
Provision for Gratuity (Refer Note c. below)	1.71	2.14
Provision for Leave Encashment (Refer Note c. below)	1.96	2.92
Provision for Warranty (Refer Note b. below)	0.22	0.12
Provision for Taxation (net of Advance Tax)	--	39.68
Proposed Dividend to Equity Shareholders	36.30	48.40
Dividend Tax on Proposed Dividend	6.17	8.23
Total	46.36	101.49

- b. As required by Accounting Standard 29 "Provisions, Contingent Liabilities and Contingent Assets" issued by the Institute of Chartered Accountants of India the disclosure with respect to provision for warranty and maintenance expenses is as follows:

	(in ₹ Crore)	
	2013 – 2014	2012 – 2013
i. Amount at the beginning of the period	0.12	0.33
ii. Additional provision made during the period	0.22	0.12
iii. Amount used	0.01	0.01
iv. Unused amount reversed during the period	0.11	0.32
v. Amount at the end of the period	0.22	0.12

Notes to the Consolidated Financial Statements

For the nine months ended 31st March 2014

- c. Disclosure relating to Employee Benefits in accordance with provision of Accounting Standard (AS)-15 in respect to Company and its Indian Subsidiary

- i. Expenses recognised in the Statement of Profit & Loss for the Nine months period ended March 31, 2014

Particulars	(in ₹ Crore)	
	Gratuity	Leave Encashment
Current Service Cost	0.97 (1.02)	1.34 (1.83)
Interest Cost	0.54 (0.69)	0.71 (0.92)
Net actuarial (gain) loss recognised for the period	0.94 0.04	(1.72) (0.16)
Expenses Recognised in the income statement	2.45 (1.67)	0.33 (2.91)

- ii. Net Receipt / Liability recognised in the Balance Sheet

Particulars	(in ₹ Crore)	
	Gratuity	Leave Encashment
Opening net liability	8.93 (8.14)	11.78 (10.83)
Expense as above	2.45 (1.67)	0.33 (2.91)
Contribution paid	2.26 (0.88)	2.58 (1.96)
Closing net Liability	9.12 (8.93)	9.53 (11.78)

- iii. Reconciliation of Opening and Closing Balances of Defined Benefit Obligation

Particulars	(in ₹ Crore)	
	Gratuity	Leave Encashment
Liability at the beginning of the period	8.93 (8.14)	11.78 (10.83)
Interest Cost	0.54 (0.69)	0.71 (0.92)
Current Service Cost	0.97 (1.02)	1.34 (1.83)
Benefit Paid	2.26 (0.88)	2.58 (1.96)
Actuarial (Gain / Loss on Obligations)	0.94 0.04	(1.72) (0.16)
Liability at the end of the period	9.12 (8.93)	9.53 (11.78)

- iv. Actuarial assumption

Particulars	March 31, 2014	June 30, 2013
Discount Rate	9.00%	8.00%
Rate of increase in Salary	5.00%	5.00%
Rate of Attrition	18.30%	23.00%

Notes to the Consolidated Financial Statements

For the nine months ended 31st March 2014

13. Fixed Assets

(in ₹ Crore)

	Description	GROSS BLOCK					DEPRECIATION / AMORTISATION				NET BLOCK	
		Opening Balance 01.07.2013	Additions / Adjustments	Revaluation	Sale / Adjustments	Closing Balance 31.03.2014	Up to 30.06.2013	For the Period	On Deduction / Adjustment	Up to 31.03.2014	As at 31.03.2014	As at 30.06.2013
i)	Tangible Assets											
	Free-hold Land	294.29	--	--	(0.04)	294.33	--	--	--	--	294.33	294.29
	Lease-hold Land	783.80	--	--	--	783.80	2.66	10.45	--	13.11	770.69	781.14
	Buildings	1,371.04	82.20	--	3.05	1,450.19	77.11	16.90	1.22	92.79	1,357.40	1,293.93
	Computer Systems	1,739.46	491.11	--	62.47	2,168.10	347.83	263.87	62.65	549.05	1,619.05	1,391.63
	Other Equipment	299.63	28.38	--	(3.10)	331.11	60.50	28.10	(1.37)	89.97	241.14	239.13
	Furniture & Fixtures	224.87	15.84	--	(0.07)	240.78	48.03	19.93	(0.11)	68.07	172.71	176.84
	Vehicles	4.41	2.69	--	3.68	3.42	4.28	0.04	3.68	0.64	2.78	0.13
	Total	4,717.50	620.22	--	65.99	5,271.73	540.41	339.29	66.07	813.63	4,458.10	4,177.09
	Previous Year	3,703.29	1,822.08	1,058.25	1,866.12	4,717.50	907.50	1,486.51	1,853.60	540.41	4,177.09	2,795.79
ii)	Intangible Assets											
	Intellectual Property Rights	434.33	90.89	--	39.89	485.33	94.42	34.70	37.37	91.75	393.58	339.91
	Total	434.33	90.89	--	39.89	485.33	94.42	34.70	37.37	91.75	393.58	339.91
	Previous Year	317.02	93.35	--	(23.96)	434.33	41.11	40.93	(12.38)	94.42	339.91	275.91
iii)	Capital Work-in progress											
											153.68	19.60
	Grand Total	5,151.83	711.11	--	105.88	5,757.06	634.83	373.99	103.44	905.38	5,005.36	4,536.60
	Less : Withdrawn from Revaluation Reserve							10.35				
	Depreciation and Amortization for the period							363.64				

14. Long-term Loans and Advances (Unsecured, Considered Good)

(in ₹ Crore)

Security Deposits	2.99	--
Prepaid Expenses	11.21	36.40
Advance Income Tax, net of Provision for Tax	11.55	--
MAT Credit Entitlement	25.11	25.11
Other Loans & Advances	30.10	6.15
Total	80.96	67.66

As at 31st March 2014	As at 30th June 2013
2.99	--
11.21	36.40
11.55	--
25.11	25.11
30.10	6.15
80.96	67.66

15. Other Non-current Assets

(in ₹ Crore)

Long-term Bank Deposits :		
-Debt Services Reserve Account	21.66	21.64
-Interest Reserve Account of Bonds	64.61	67.16
-Other Deposits	6.92	12.77
Interest accrued on Long-term Bank Deposits	0.65	0.32
Unbilled Revenues	73.24	94.94
Total	167.08	196.83

As at 31st March 2014	As at 30th June 2013
21.66	21.64
64.61	67.16
6.92	12.77
0.65	0.32
73.24	94.94
167.08	196.83

16. Current Investments (valued at cost or market value whichever is lower) (Non Trade, Unquoted)

(in ₹ Crore)

Investments in mutual funds	10.88	1.20
Total	10.88	1.20

As at 31st March 2014	As at 30th June 2013
10.88	1.20
10.88	1.20

Aggregate amount of

Quoted investments

Market value of Quoted Investments

Unquoted Investments

NA

NA

10.88

NA

NA

1.20

Notes to the Consolidated Financial Statements

For the nine months ended 31st March 2014

17. Trade Receivables

	As at 31st March 2014	As at 30th June 2013
Outstanding for a period exceeding six months from the date they are due for payment		
Considered Doubtful	45.09	19.32
Less : Provision for Bad and Doubtful Debts	(45.09)	(19.32)
	--	--
Considered Good	11.52	54.13
Others (Considered Good)	851.07	567.74
Total	862.59	621.87

18. Cash and Bank Balances

	As at 31st March 2014	As at 30th June 2013
a. Cash and Cash Equivalents		
- Cash on Hand	0.39	0.60
- Balance with Banks in Current Accounts	42.34	156.19
b. Other Bank Balances		
- Dividend Account	4.60	4.50
- Short-term Bank Deposit	14.22	4.88
Total	61.55	166.17

Note:- Deposit with Bank maturity of the 12 months from Balance Sheet date are classified as Non-current (refer Note 15)

19. Short Term Loans and Advances (Unsecured, Considered Good)

	As at 31st March 2014	As at 30th June 2013
Security Deposits	18.27	20.31
Prepaid Expenses	49.89	18.80
Advances to Suppliers	17.05	5.22
Total	85.21	44.33

20. Other Current Assets

	As at 31st March 2014	As at 30th June 2013
Interest Accrued	1.13	4.88
Unbilled Revenues	94.06	46.29
Other Receivables	45.36	16.38
Total	140.55	67.55

21. Other Income

	For the Nine Months Period ended 31st March 2014	For the Year ended 30th June 2013
Interest Income	3.65	5.61
License Fees	--	10.22
Dividend income from current investments	0.08	1.13
Profit on sale of - Current investments	--	0.01
Profit on sale of Fixed Assets	--	0.69
Exchange difference gain (net of amortisation of translation difference on Foreign Currency Monetary Items amounting to ₹ Nil Cr. (P.Y. ₹ 26.67 Cr.)	--	18.07
Miscellaneous Income	1.95	3.23
Total	5.68	38.96

Notes to the Consolidated Financial Statements

For the nine months ended 31st March 2014

22. Cost of Materials & Technical Subcontractors

	(in ₹ Crore)	
	For the Nine Months Period ended 31st March 2014	For the Year ended 30th June 2013
Material & Subcontracting Cost	826.48	457.71

23. Employee benefit expenses

	(in ₹ Crore)	
	For the Nine Months Period ended 31st March 2014	For the Year ended 30th June 2013
Salaries, Wages and Bonus	595.49	577.32
Contribution to Gratuity	2.45	1.67
Contribution to Provident and other Defined Contribution Funds	24.72	32.59
Employee Stock Option Scheme	5.77	4.64
Staff Welfare Expenses	0.63	2.43
Total	629.06	618.65

24. Other Expenses

	(in ₹ Crore)	
	For the Nine Months Period ended 31st March 2014	For the Year ended 30th June 2013
Repairs & Maintenance	12.75	14.09
Utilities & Communication	22.04	18.81
Rent, Rates & Taxes and Insurance	35.65	38.55
Advertisement & Sales Promotion	22.70	23.98
Travelling & Conveyance	41.98	71.22
Printing & Stationery	1.26	1.69
Bank & Other Charges	13.49	13.03
Auditors' Remuneration	1.96	1.46
Directors' Sitting Fees	0.07	0.11
Legal & Professional Fees	34.43	33.48
Loss on Sale of Fixed Assets	0.29	--
Provision for Bad & Doubtful Debts	9.06	0.77
Donation	0.51	0.65
Exchange difference loss (including amortisation of translation difference on Foreign Currency Monetary Items amounting to ₹ 45.32 Cr.)	36.09	--
Miscellaneous Expenses	8.13	10.58
Total	240.41	228.42

25. Finance Costs

	(in ₹ Crore)	
	For the Nine Months Period ended 31st March 2014	For the Year ended 30th June 2013
On Fixed loans	227.44	189.89
Others	20.50	31.87
Total	247.94	221.76

Notes to the Consolidated Financial Statements

For the nine months ended 31st March 2014

26. Exceptional items

In Previous year, as a matter of prudence & to align depreciation policy with the current replacement cycle, taking into consideration various factors such as technology up-gradation and industry best practices, the Company has revised the estimated useful life of all assets as below:

Type of Asset	Earlier	Current
Freehold Building	1.63% SLM (60 Years)	60 Years
Leasehold Building	1.63% SLM (60 Years)	Lease Period
Computer Systems	4 Years to 6 Years	2 to 6 Years
Other Equipment	4.75 % SLM (20 Years)	10 Years
Furniture & Fixture	6.33% SLM (15 Years)	10 Years
Vehicles	9.50% SLM (10 Years)	5 Years

Consequent to above, there was an additional charge for depreciation during the previous year amounting to ₹ 1,153.68 Cr which is shown as an exceptional item.

27. Income Taxes

Following is the break-up of current tax and deferred tax:

	(in ₹ Crore)	
Current tax	For the Nine Months Period ended 31st March 2014	For the Year ended 30th June 2013
Wealth tax	0.03	0.05
Current Tax	2.60	0.17
Reversal of provisions recorded earlier periods, which are no longer required	(54.32)	--
Total	(51.69)	0.22

	(in ₹ Crore)	
Deferred tax	For the Nine Months Period ended 31st March 2014	For the Year ended 30th June 2013
Incremental deferred tax liability (net) on Fixed Assets	284.90	--
Deferred tax assets recorded on carried forward business losses and unabsorbed depreciation and others(see note below)	(317.01)	3.92
Total	(32.11)	3.92

Deferred tax assets are recognised only to the extent of timing differences (i.e. Deferred tax liabilities) the reversal of which will result in sufficient income against which such deferred tax assets can be realised.

28. Segment reporting

- a. In accordance with the requirement of Accounting Standard – 17 (AS 17) "Segment Reporting" issued by the Institute of Chartered Accountants of India, the company reviewed its activities in various IT Related solutions and services and identified following two distinguishable Business activities as Primary Segments
- Enterprise Geospatial & Engineering Solutions (EGES),
 - System Integration & Enterprise IT Solutions (EITS)

The disclosure requirement as per Accounting Standard 17 is as under

	(in ₹ Crore)	
Particulars	31st March 2014	30th June 2013
Segment Revenue		
Enterprise Geospatial & Engineering Solutions (EGES)	706.27	668.34
System Integration & Enterprise IT Solutions (EITS)	1,795.45	1,510.44
Less: Inter Segment revenue		
Net revenue from operations	2,501.72	2,178.78
Segment Profit/(loss) before tax, interest & depreciation		
Enterprise Geospatial & Engineering Solutions (EGES)	353.78	366.49
System Integration & Enterprise IT Solutions (EITS)	451.99	507.50
Total	805.77	873.99
Add: Other Income (not allocable)	5.68	38.96
Less: Interest (not allocable)	247.94	221.76
Less: Depreciation (not Allocable)	363.64	372.61
Total Profit before Tax	199.87	318.59

Notes to the Consolidated Financial Statements

For the nine months ended 31st March 2014

- b. Secondary segment report is based on Geographical locations. Revenue Attributable to different geographical segment is as follows:

(in ₹ Crore)

Geographical segments	31st March 2014	30th June 2013
India	925.99	959.03
Rest of the World	1,575.73	1,219.75
Total	2,501.72	2,178.78

Note on segment information: Segmental Capital Employed: Fixed assets used in the company's business or liabilities contracted have not been identified to any of the reportable segments. The company believes that it is currently not practicable to provide segment disclosures relating to total assets and liabilities.

The Group has consciously and steadily focused on transforming its business model from being services-centric to one that increasingly leverages its Intellectual Property ("IP"). This carefully thought-out strategic direction was adopted to provide a differentiated high-value portfolio of solutions to our customers. In keeping with this business strategy, during the previous year, the Group had reorganized its business into two segments - Enterprise Geospatial & Engineering Solutions (EGES); and Systems Integration & Enterprise IT Solutions (EITS) from three segments as been done hitherto. The revised segment information constitutes only a reclassification of its presentation, and has no impact on reported net income or earnings per share.

29. Related parties

a. List of Related Parties and relationships

i Key Management Personnel / Directors

Mr. K K Singh	Chairman & Managing Director
Mr. A D Tayal	Joint Managing Director & Chief Operating Officer – Domestic Operations
Mr. Hiranya Ashar	Director Finance & Chief Financial Officer
Ms Preetha Pulusani	President & Chief Operating Officer – International Operations

ii Enterprises over which significant influence exercised by Key Management Personnel / Directors

Rolta Limited	Company controlled by Mr. K K Singh
Rolta Holding & Finance Corporation Ltd	Company controlled by Mr. K K Singh
Lanier Ford Shaver & Payne P.C	Law firm in which Mr. John R Wynn, an Officer of Rolta U.S. is a legal counsel

iii Associates

Mashail Al-Khaleej	Minority shareholder in Rolta Saudi Arabia Limited
--------------------	--

b. Disclosures required for Related Parties Transactions (Previous year figures in brackets)

(in ₹ Crore)

Transactions	Key Management Personnel	Enterprises over which significant influence exercised by Key Mgmt. Personnel	Total
I Transactions during the period			
Interest on Deposit	--	0.13	0.13
	--	--	--
Reimbursements	--	0.13	0.13
	--	--	--
Lease Rent & Maintenance	--	13.53	13.53
	(--)	(13.94)	(13.94)
Technical Fees	--	0.34	0.34
	(--)	(7.24)	(7.24)
Royalty Fees	--	5.00	5.00
	(--)	(4.63)	(4.63)
Remuneration incl Commission	14.41	--	14.41
	(7.45)	--	(7.45)
Purchase of Assets	--	12.09	12.09
	--	--	--
Security Deposit given/(taken)	--	(2.00)	(2.00)
	--	(4.37)	(4.37)
II Closing Balances			
Security Deposits	--	15.64	15.64
	--	(17.64)	(17.64)
Trade Payable	--	13.88	13.88
	--	(1.44)	(1.44)
Salary & Commission Payable	8.08	--	8.08
	(0.18)	--	(0.18)

Notes to the Consolidated Financial Statements

For the nine months ended 31st March 2014

c. Significant Transactions during the period

(in ₹ Crore)

Transactions	Key Management Personnel	Enterprises over which significant influence exercised by Key Mgmt. Personnel	Total
Interest on Deposit			
Rolta Limited	-	0.13	0.13
Reimbursements			
Rolta Limited	-	0.13	0.13
Purchase of Fixed Assets			
Rolta Holding & Finance Corporation	-	12.09	12.09
Lease/Maintenance			
Rolta Limited	-	11.73	11.73
Rolta Holding & Finance Corporation Ltd	-	1.80	1.80
Technical & Management Fees			
Rolta Limited	-	0.34	0.34
Royalty Fees			
Rolta Limited	-	5.00	5.00
Remuneration incl Commission			
Mr. K.K.Singh	7.25	-	7.25
Mr. Atul Tayal	3.02	-	3.02
Mr. Hiranya Ashar	1.68	-	1.68
Ms Preetha Pulusani	2.47	-	2.47
Security Deposit Given/(Taken)			
Rolta Holding & Finance Corporation	-	(2.00)	(2.00)
CLOSING BALANCES			
Trade Payable			
Rolta Limited	-	3.45	3.45
Rolta holding & Finance Corporation	-	10.43	10.43
Salary & Commission Payable			
Commissiosn			
Mr. K.K.Singh	5.65	-	5.65
Mr. A D Tayal	1.67	-	1.67
Mr. Hiranya Ashar	0.77	-	0.77
Security Deposit			
Rolta Limited (Gurgaon)	-	15.64	15.64

Notes:

- Related party relationship is as identified by the group on the basis of information available.
- No amount has been written off or written back during the period in respect of debts due from or to related parties.
- The group has entered into transactions with certain parties as listed above during the period under consideration. Full disclosures have been made and the board considers such transactions to be in normal course of business and at rates agreed between the parties.

30. Earning Per Share – EPS

EPS is calculated by dividing the profit attributable to the equity shareholders by the average number of equity shares outstanding during the period. Numbers used for calculating basic and diluted earnings per equity share are as stated below.

	For the Nine Months Period ended 31st March 2014	For the Year ended 30th June 2013
Before Exceptional Item		
a. Net Profit attributable to Equity Shareholders for Basic EPS (in ₹ Cr.)	283.69	314.49
EPS (₹) Basic	17.58	19.49
EPS (₹) Diluted	17.09	19.47
After Exceptional Item		
b. Net Profit attributable to Equity Shareholders for Basic EPS (in ₹ Cr.)	283.69	(839.19)
EPS (₹) Basic	17.58	(52.02)
EPS (₹) Diluted	17.09	(52.02)

Reconciliation of weighted average Number of equity shares outstanding during the period.

	For the Nine Months Period ended 31st March 2014	For the Year ended 30th June 2013
Weighted Nos of shares for Basic Earnings per share	161,329,096	161,329,096
Adjusted on account of ESOPs	4,625,073	2,563,543
Weighted Nos of shares for Diluted Earnings per share	165,954,169	163,892,639

Notes to the Consolidated Financial Statements

For the nine months ended 31st March 2014

31. Contingent Liabilities not provided for

Particulars	(in ₹ Crore)	
	As at 31st March 2014	As at 30th June 2013
i. B/G & B/D given by Bankers (incl. counter guarantees issued by them)	754.36	1,898.58

32. Capital & Other Commitments

Particulars	(in ₹ Crore)	
	As at 31st March 2014	As at 30th June 2013
Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances of ₹ 5.79 Cr).	2.85	--

33. Disclosures in respect of Non-cancellable Operating Leases

The future obligation on account of non-cancellable Operating Lease payable as per the rental status in respective agreement are as follows:

	(in ₹ Crore)	
	As at 31st March 2014	As at 30th June 2013
Upto 1 year	16.03	23.72
Later than 1 years not later than 5 years	59.00	97.66
Later than 5 years	--	7.86
Total	75.03	129.24

34. Derivatives

Derivative outstanding as at the reporting date

Derivative outstanding as at the reporting date		
Particulars	Purpose	(in ₹ Crore)
		As at 31st March 2014
Interest rate swap	Hedging	10.60
		As at 30th June 2013

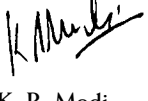
35. Adjustments in Buildings, Computer Systems, Other Equipment and Furniture & Fixtures includes adjustments on account of Foreign Exchange Fluctuation amounting to ₹ 0.72 Cr, ₹ 0.61 Cr, ₹ 0.03 Cr and ₹ 0.08 Cr respectively.

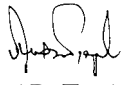
36. The figures of previous year were audited by a firm of Chartered Accountants other than Walker Chandiok & Co LLP. Previous year figures have been regrouped / rearranged wherever necessary to confirm to the classification adopted for the current period. Further, during the current period, Company decided to change the financial year from June year-end to March year-end. Accordingly, the current financial year of the Company shall be for a period of 9 months period ending March 2014 and are not comparable with the results of the previous financial year 2012-13 which was a 12 months period.

For and on behalf of Board of Directors

For Walker Chandiok & Co LLP .
(formerly Walker, Chandiok & Co)
Chartered Accountants
Firm Registration No.: 001076N


Aryn Jassani
Partner
M. No. F-46447


K. R. Modi
Director


Atul D. Tayal
Jt. Managing Director &
Chief Operating Officer -
Domestic Operations


K. K. Singh
Chairman & Managing Director


Verinder Khashu
Company Secretary & Head
Legal / Compliance


V. K. Agarwala
Director


Hiranya Ashar
Director-Finance &
Chief Financial Officer

Mumbai,
Date: May 24, 2014

Mumbai,
Date: May 24, 2014

Consolidated Cash Flow Statements

For the nine months ended 31st March 2014

	(in ₹ Crore)	
	For the Period ended 31st March 2014	For the Year ended 30th June 2013
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit after tax and extraordinary items	283.67	(839.23)
Adjustments for :		
Depreciation and Amortization Expenses	363.64	1,526.29
Finance Costs	247.94	221.76
Interest Income	(3.65)	(5.61)
Dividend Income	(0.08)	(1.13)
Tax Expenses	(83.80)	4.14
Bad debts & Provision for Doubtful Debts	9.06	0.77
Profit on Sale of Investment (net)	--	(0.01)
(Profit)/Loss on Sale of Asset (net)	0.29	(0.69)
Employee Stock Option Scheme	5.77	4.64
Exchange difference adjustment(net) (Including amortization of FCMITDA)	28.23	(84.46)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	851.07	826.46
Adjustments for :		
Trade Receivables, Loans & Advances and Other Assets	(332.98)	(44.00)
Inventories	--	--
Trade Payables, Other Liabilities and Provisions	81.53	328.93
CASH GENERATED FROM OPERATIONS	599.62	1,111.39
Direct taxes paid (net of refunds)	(6.95)	(39.93)
NET CASH FROM OPERATING ACTIVITIES	592.67	1,071.46
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (including CWIP)	(745.66)	(1,501.65)
Sale of Fixed Assets	7.39	1.64
Sale / (purchase) of Investment (net)	(9.67)	25.43
Interest received	7.07	0.75
Dividend received from Mutual Funds	0.07	1.13
Consideration towards Acquisition / Intangibles	(92.25)	(253.81)
Deposits having original maturity over three months and restricted balance	(6.79)	(84.16)
NET CASH USED IN INVESTING ACTIVITIES	(839.85)	(1,810.66)
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Loans, net	386.40	1,138.74
Dividend and Dividend Tax Paid	(56.62)	(56.25)
Interest paid	(196.66)	(205.28)
NET CASH FROM FINANCING ACTIVITIES	133.12	877.22
NET INCREASE IN CASH & CASH EQUIVALENTS	(114.06)	138.02
CASH & CASH EQUIVALENTS(OPENING BALANCE)	156.79	18.78
CASH & CASH EQUIVALENTS(CLOSING BALANCE)	42.73	156.79

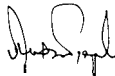
This is the cashflow statement referred to in our report of even date

For and on behalf of Board of Directors

For Walker Chandiok & Co LLP .
(formerly Walker, Chandiok & Co)
Chartered Accountants
Firm Registration No.: 001076N



Aryn Jassani
Partner
M. No. F-46447

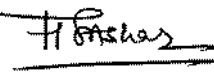

K. R. Modi
Director


Atul D. Tayal
Jt. Managing Director &
Chief Operating Officer -
Domestic Operations


K. K. Singh
Chairman & Managing Director


Verinder Khashu
Company Secretary & Head
Legal / Compliance


V. K. Agarwala
Director


Hiranya Ashar
Director-Finance &
Chief Financial Officer

Mumbai,
Date: May 24, 2014

Mumbai,
Date: May 24, 2014

Consolidated Balance Sheet in US \$

As at 31st March 2014

(in \$ Million)

EQUITY AND LIABILITIES

Shareholders' Funds

Share Capital

Reserves and Surplus

Minority Interest

Non-Current Liabilities

Long-term Borrowings

Deferred Tax Liabilities (Net)

Other Long-term Liabilities

Long-term Provisions

Current Liabilities

Short-term Borrowings

Trade Payables

Other Current Liabilities

Short-term Provisions

Total

ASSETS

Non-Current Assets

Fixed Assets

i) Tangible Assets

ii) Intangible Assets

iii) Capital Work-in-Progress

Goodwill on Consolidation

Long-term Loans and Advances

Other Non-current Assets

Current Assets

Current Investments

Trade Receivables

Cash and Bank Balances

Short-term Loans and Advances

Other Current Assets

Total

As at 31st March 2014	As at 30th June 2013
26.84	27.02
342.08	297.77
<u>368.92</u>	<u>324.79</u>
--	--
578.35	555.11
3.94	9.20
4.89	3.13
4.43	2.62
<u>591.61</u>	<u>570.06</u>
59.72	23.55
45.32	36.54
84.59	73.78
7.71	17.00
<u>197.34</u>	<u>150.87</u>
<u>1,157.87</u>	<u>1,045.72</u>
741.78	699.68
65.49	56.94
25.57	3.28
90.62	90.57
13.47	11.33
27.80	32.97
<u>964.73</u>	<u>894.77</u>
1.81	0.20
143.52	104.17
10.24	27.84
14.18	7.43
23.39	11.31
<u>193.14</u>	<u>150.95</u>
<u>1,157.87</u>	<u>1,045.72</u>

1. The Consolidated financial statements of the Company and its subsidiaries have been prepared in Indian Rupees, the national currency of India, based on a line-by-line consolidation after eliminating all inter company balances and transactions
2. For the convenience of the readers all conversions from Indian Rupees (₹) to U.S.dollars ('U.S.\$') are made on the basis of exchange rate prevailing on 31st March 2014 of ₹ 60.0998 = U.S.\$ 1.00 (Last Year ₹ 59.6995 = U.S.\$ 1.00)

Consolidated Statement of Profit and Loss in US \$

For the nine months ended 31st March 2014

	(in \$ Million)	
	For the Nine Months Period ended 31st March 2014	For the year ended 30th June 2013
REVENUE		
Sales of IT Solutions and Services	416.26	364.96
Other Income	0.95	6.52
Total Revenue	417.21	371.48
EXPENSES		
Cost of Materials & Technical Subcontractors	137.52	76.67
Employee Benefits Expense	104.67	103.63
Finance Costs	41.25	37.15
Depreciation and Amortization Expenses	60.51	62.41
Other Expenses	40.00	38.26
Total Expenses	383.95	318.12
Profit / (Loss) Before Exceptional Items and Tax	33.26	53.36
Exceptional Item		
Additional Depreciation due to change in Estimates	--	(193.24)
Profit / (Loss) Before Tax	33.26	(139.88)
Tax Expenses	(13.94)	0.69
Profit / (Loss) for the year before Minority Interest	47.20	(140.57)
Minority Interest	--	0.01
Profit / (Loss) for the period	47.20	(140.56)
Earnings per Equity Shares		
Before Exceptional Item		
Basic	0.29	0.33
Diluted	0.28	0.32
After Exceptional Item		
Basic	0.29	(0.87)
Diluted	0.28	(0.87)
(Nominal Value ₹ 10 each)		

- The Consolidated financial statements of the Company and its subsidiaries have been prepared in Indian Rupees, the national currency of India, based on a line-by-line consolidation after eliminating all inter company balances and transactions
- For the convenience of the readers all conversions from Indian Rupees (₹) to U.S.dollars ('U.S.\$') are made on the basis of exchange rate prevailing on 31st March 2014 of ₹ 60.0998 = U.S.\$ 1.00 (Last Year ₹ 59.6995 = U.S.\$ 1.00)

Consolidated Cash Flow Statement in US \$

For the nine Months Ended 31st March 2014

(in \$ Million)

A CASH FLOW FROM OPERATING ACTIVITIES:

	For the Nine Months Period ended 31st March 2014	For the year ended 30th June 2013
Net Profit after tax and extraordinary items	47.20	(140.57)
Adjustments for :		
Depreciation and Amortization Expenses	60.51	255.65
Finance Costs	41.25	37.15
Interest Income	(0.61)	(0.94)
Dividend Income	(0.01)	(0.19)
Tax Expenses	(13.94)	0.69
Bad debts & Provision for Doubtful Debts	1.50	0.13
Profit on Sale of Investment (net)	--	--
(Profit)/Loss on Sale of Asset (net)	0.05	(0.12)
Employee Stock Option Scheme	0.96	0.78
Exchange difference adjustment(net) (Including amortization of FCMITDA)	4.70	(14.15)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	141.61	138.43
Adjustments for :		
Trade Receivables, Loans & Advances and Other Assets	(55.40)	(7.37)
Trade Payables, Other Liabilities and Provisions	13.56	55.10
CASH GENERATED FROM OPERATIONS	99.77	186.16
Direct taxes paid (net of refunds)	(1.16)	(6.69)
NET CASH FROM OPERATING ACTIVITIES	98.61	179.47

B CASH FLOW FROM INVESTING ACTIVITIES

Purchase of Fixed Assets (including CWIP)	(124.07)	(251.53)
Sale of Fixed Assets	1.23	0.27
Sale / (purchase) of Investment (net)	(1.61)	4.26
Interest received	1.18	0.13
Dividend received from Mutual Funds	0.01	0.19
Consideration towards Acquisition / Intangibles	(15.35)	(42.52)
Deposits having original maturity over three months and restricted balance	(1.13)	(14.10)
NET CASH USED IN INVESTING ACTIVITIES	(139.74)	(303.30)

C CASH FLOW FROM FINANCING ACTIVITIES

Proceeds from Loans, net	64.29	190.74
Dividend and Dividend Tax Paid	(9.42)	(9.42)
Interest paid	(32.72)	(34.38)
NET CASH FROM FINANCING ACTIVITIES	22.15	146.94
NET INCREASE IN CASH & CASH EQUIVALENTS	(18.98)	23.11
CASH & CASH EQUIVALENTS(OPENING BALANCE)	26.09	3.15
CASH & CASH EQUIVALENTS(CLOSING BALANCE)	7.11	26.26

- The Consolidated financial statements of the Company and its subsidiaries have been prepared in Indian Rupees, the national currency of India, based on a line-by-line consolidation after eliminating all inter company balances and transactions
- For the convenience of the readers all conversions from Indian Rupees (₹) to U.S.dollars ('U.S.\$') are made on the basis of exchange rate prevailing on 31st March 2014 of ₹ 60.0998 = U.S.\$ 1.00 (Last Year ₹ 59.6995 = U.S.\$ 1.00)

Section 212

Statement pursuant to Section 212 of the Companies Act 1956

	Rolta International Inc.	Rolta Canada Ltd	Rolta Asia Pacific Pty Ltd	Rolta LLC	AT Solutions LLC	Advize X Technologies LLC	Rolta Saudi Arabia Limited	Rolta Middle East FZ LLC	Rolta UK Limited	Rolta Benelux B V	Rolta Deutschland GmbH Germany	Rolta Thales Ltd.
¹ Financial period of the subsidiary Company ended on Holding Company's Interest	31.03.14 100%	31.03.14 100%	31.03.14 100%	31.03.14 100%	31.03.14 100%	31.03.14 100%	31.03.14 75%	31.03.14 100%	31.03.14 100%	31.03.14 100%	31.03.14 100%	31.03.14 51%
² Number of shares held by the holding company in the subsidiary	76,725 Common Shares of US \$ 1000 each	15,700,001 Common Shares of CAD 1 each (held by Rolta International Inc)	52,055 Common Shares of AUD \$ 1 each (held by Rolta International Inc)	1 fully paid membership unit (held by Rolta International Inc)	2,006,961 fully paid units of class A and 396,039 fully paid units of class B (held by Rolta International Inc)	240,300 fully paid units of USD 1 each (held by AT Solutions LLC)	1,125 Shares of Saudi Riyal (SR) 1,000 each held by Rolta Middle East FZ LLC	500 Share of UAE (AED) 1,000 each	10,533,560 Ordinary Shares of 1 each	30,000 Ordinary Shares of Euro 45.38 each (held by Rolta UK Ltd)	50,000 Ordinary Shares of Euro 1 each (held by Rolta UK Ltd)	2,550,000 Equity Shares of ₹10 Each
Local / Reported Currency	US\$	CAN\$	AUD\$	US\$	US\$	US\$	SR	AED	UK	Euro	Euro	INR
Exchange Rate:												
Average exchange rate for the period	61.9871	58.3722	56.5968	61.9871	61.9871	61.9871	16.1258	16.4658	96.2325	81.1399	81.1399	1.0000
Closing exchange rate for the period	60.0998	54.3583	55.6504	60.0998	60.0998	60.0998	16.0601	16.4000	99.8498	82.5765	82.5765	1.0000
³ The net aggregate amount of the Subsidiary's profits (Losses) so far as it concerns members of the Holding Company and is not dealt with in the Holding Company's accounts												
i) For the financial period of the subsidiary												
(Amount in local / reported currency) (In Million)	(14.35)	(1.52)	(0.23)	(2.78)	(0.02)	2.81	(1.33)	(17.23)	0.67	(0.18)	(0.00)	(0.40)
(Amount ₹ in Crores)	(88.96)	(8.90)	(1.31)	(17.26)	(0.09)	17.40	(2.14)	(28.38)	6.47	(1.45)	(0.02)	(0.04)
ii) For the previous financial years of the subsidiary since it became the Holding Company's subsidiary												
(Amount in local / reported currency)(In Million)	(58.05)	(10.38)	(2.37)	(0.83)	(0.02)	10.77	(12.31)	(70.83)	(14.42)	(6.19)	(3.09)	(49.57)
(Amount ₹ in Crores)	(348.88)	(56.44)	(13.20)	(4.98)	(0.09)	64.75	(19.77)	(116.16)	(144.00)	(51.13)	(25.55)	(4.96)
⁴ Net aggregate amounts of the profits/ (losses) of the subsidiary dealt with in the Company's accounts												
i) For the financial period of the subsidiary	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
ii) For the previous financial years of the subsidiary since it became the Holding Company's subsidiary	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
⁵ Changes in the interest of Rolta India Limited in the subsidiary companies between the end of the financial period of the subsidiary companies and that of Rolta India Limited.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
⁶ Material changes between the end of the financial period of the subsidiary companies and the end of the financial period of Rolta India Limited, in respect of the Subsidiary company's fixed assets, investments, lending and borrowing for the purposes other than meeting their current liabilities:	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

(in ₹ Crore)

Subsidiary	Issued & subscribed share capital including Preference Share Capital	Reserves	Total Assets	Total Liabilities	Turnover	Profit / (Loss) before taxation	Provision for Taxation	Profit / (loss) after taxation	Proposed dividend
Rolta International Inc	461.12	(435.13)	1,239.52	1,213.53	333.31	(84.20)	(4.76)	(88.96)	
Rolta Canada Ltd	137.80	(64.72)	83.75	10.68	10.30	(8.90)	-	(8.90)	
Rolta Asia Pacific Pty Ltd	0.29	(14.49)	0.45	14.65	0.41	(1.31)	-	(1.31)	
Rolta LLC	-	(21.72)	1,229.61	1,251.33	83.50	(17.26)	-	(17.26)	
AT Solutions LLC	1.80	(0.18)	1.80	0.18	-	(0.09)	-	(0.09)	
Advize X Technologies LLC	1.44	81.62	346.42	263.36	951.69	17.40	-	17.40	*10.29
Rolta Saudi Arabia Ltd	2.41	(21.90)	16.24	35.73	10.05	(2.14)	-	(2.14)	
Rolta Middle East FZ-LLC	0.82	(144.43)	192.65	336.26	52.91	(28.38)	-	(28.38)	
Rolta UK Ltd	105.18	(137.29)	194.33	226.45	60.89	6.47	-	6.47	
Rolta Benelux B.V	11.24	(52.61)	2.34	43.71	4.86	(1.45)	-	(1.45)	
Rolta Deutschland GmbH	0.41	(25.57)	1.04	26.19	-	(0.02)	-	(0.02)	
Rolta Thales Limited	5.00	(5.00)	0.08	0.08	-	(0.04)	-	(0.04)	

Note -

1) Balance Sheet Items are converted into Indian Rupee by applying closing exchange rate

2) Revenue Items are converted into Indian Rupee by applying average exchange rate

* That dividend has been paid before March 2014.

For and on behalf of Board of Directors



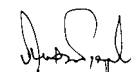
K. K. Singh
Chairman & Managing Director




V. K. Agarwala
Director



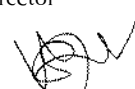
K. R. Modi
Director



Atul D. Tayal
Jt. Managing Director &
Chief Operating Officer -
Domestic Operations



Hiranya Ashar
Director - Finance &
Chief Financial Officer



Verinder Khashu
Company Secretary &
Head Legal/Compliance

Mumbai,
Date: May 24, 2014

Independent Auditors' Report (IFRS)

To
The Board of Directors of
Rolta India Limited:

We have audited the accompanying consolidated financial statements of Rolta India Limited ('Rolta' or 'the Company') and its subsidiaries (together referred to as 'the Group'), which comprise the consolidated balance sheet as at 31 March 2014, the consolidated statement of comprehensive income, the consolidated statement of changes in shareholders' equity and the consolidated statement of cash flows for the nine months then ended, and a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement.

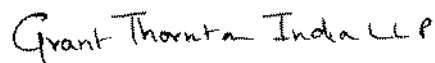
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of

consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 March 2014, and of its financial performance and cash flows for the nine months then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.



Grant Thornton India LLP

Mumbai

Date: 10 July 2014

Consolidated Balance Sheet

(All amounts in millions of Indian Rupees, unless otherwise stated)

ASSETS

Current assets

Cash and cash equivalents	
Short term marketable securities (available for sale)	
Trade receivables	
Unbilled receivables	
Other current assets	
Total current assets	

Non-current assets

Property, plant and equipment	
Intangible assets	
Goodwill	
Restricted cash	
Deferred tax assets	
Unbilled receivables	
Other assets	
Total non-current assets	
Total assets	

Notes

31 March 2014

30 June 2013

LIABILITIES AND SHAREHOLDERS EQUITY

Current liabilities

Trade payable	
Current tax liabilities	
Short term borrowings	
Current portion of long term borrowings	
Short term provisions	
Other financial liabilities	
Other liabilities	
Total current liabilities	

Non-current liabilities

Long-term borrowings	
Long term provisions	
Deferred tax liabilities, net	
Other financial liabilities	
Total non-current liabilities	
Total liabilities	

Shareholders' equity

Common stock	
Additional paid in capital	
Employee stock compensation reserve	
Statutory reserve	
Translation reserve	
Revaluation reserve	
Accumulated earnings	
Cash flow reserve	
Other reserve	
Equity attributable to owners of the parent	
Non-controlling interest	
Total Shareholders' equity	
Total liabilities and Shareholders' equity	

(The accompanying notes are an integral part of these consolidated financial statements)

B

C

D

E

F

G

H

O

M

L

N

J

I

L

K

O

J

P

569.51

108.78

8,571.46

940.55

980.14

11,170.44

44,927.40

4,385.10

4,554.28

977.84

251.11

732.41

642.78

56,470.9267,641.36

1,567.94

12.04

6,243.27

1,387.77

586.61

9,797.63

40,756.25

3,917.10

4,515.18

1,109.62

251.11

-

204.13

50,753.3960,551.02

2,723.64

-

3,589.24

2,194.23

123.59

2,243.12

667.17

11,540.99

34,412.36

181.28

2,184.95

208.67

36,987.2648,528.25

2,181.13

319.07

1,405.89

1,931.31

50.65

1,712.74

741.70

8,342.49

32,832.11

156.47

2,443.61

206.61

35,638.8043,981.29

1,613.29

3,696.63

250.22

9.52

(329.46)

8,480.33

5,464.36

(62.41)

(9.38)

19,113.10

0.01

19,113.1167,641.36

1,613.29

3,696.63

208.64

9.52

(3.11)

8,480.33

2,564.22

-

-

16,569.52

0.21

16,569.7360,551.02

Consolidated Financial Statements prepared in accordance with IFRS

Consolidated Statement of Comprehensive Income

(All amounts in millions of Indian Rupees, unless otherwise stated)

	Notes	Nine Months ended 31 March 2014	Year ended 30 June 2013
Revenues			
Operating revenue	Q	25,017.22	21,787.83
Total		25,017.22	21,787.83
Operating expenses			
Materials consumed	S	8,264.83	4,577.16
Employee costs	T	6,265.08	6,186.50
Depreciation and amortization	E,F	3,769.93	14,801.36
Other expenses		2,045.84	3,107.55
Total		20,345.68	28,672.57
Operating profit/(loss)		4,671.54	(6,884.74)
Other income	R	524.09	349.83
Interest cost		(2,505.40)	(2,217.64)
Profit/(Loss) before tax		2,690.23	(8,752.55)
Taxes			
Current tax benefit/(expense), net	O	515.94	(1.68)
Deferred tax benefit, net	O	258.65	80.06
Profit/(Loss) for the period		3,464.82	(8,674.17)
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Defined benefit actuarial losses	U	(9.38)	-
Revaluation of land		-	10,596.82
Income tax relating to items that will not be reclassified		-	(2,116.49)
Items that will be reclassified subsequently to profit or loss			
Exchange differences on translating foreign operations		(326.35)	(539.43)
Cash flow reserve		(62.41)	-
Income tax relating to items that will be reclassified		-	-
Other comprehensive income for the period, net of tax		(398.14)	7,940.90
Total comprehensive income for the period		3,066.68	(733.27)
Profit/(Loss) for the period attributable to:			
Non-controlling interest		(0.20)	(0.40)
Equity shareholders of Rolta India Limited		3,465.02	(8,673.77)
Total comprehensive income attributable to:			
Non-controlling interest		(0.20)	(0.40)
Equity shareholders of Rolta India Limited		3,066.88	(732.87)
Earnings per share			
Basic (in Rs.)	X	21.48	(53.76)
Diluted (in Rs.)	X	20.88	(53.76)

(The accompanying notes are an integral part of these consolidated financial statements)

Consolidated Statement of Changes in Shareholder's Equity

(All amounts in millions of Indian Rupees, unless otherwise stated)

	Equity attributable to shareholders of Rolta India Limited													
	Common stock – No. of shares	Common stock Amount	Additional paid in capital	Stock compensation reserve	Statutory reserve	AFS reserve	Translation reserve	Other reserve	Cash flow reserve	Revaluation reserve	Accumulated earnings	Total attributable to owners of the parent	Non- controlling interest	Total Shareholders Equity
Balance as at 1 July 2012	161,329,096	1,613.29	3,696.63	162.22	9.52	(0.07)	536.32	-	-	-	11,799.12	17,817.03	0.61	17,817.64
Dividend paid (@ Rs 3 per share)	-	-	-	-	-	-	-	-	-	-	(561.06)	(561.06)	-	(561.06)
Employee share based payment – Options	-	-	-	46.42	-	-	-	-	-	-	-	46.42	-	46.42
Transactions with owners	-	-	-	46.42	-	-	-	-	-	-	(561.06)	(514.64)	-	(514.64)
Loss for the period	-	-	-	-	-	-	-	-	-	-	(8,673.77)	(8,673.77)	(0.40)	(8,674.17)
Other comprehensive income:														
Revaluation of Land	-	-	-	-	-	-	-	-	-	10,596.82	-	10,596.82	-	10,596.82
Available for sale financial assets:														
- reclassification to profit or loss	-	-	-	-	-	0.07	-	-	-	-	(0.07)	-	-	-
Exchange differences on translation of foreign operations	-	-	-	-	-	-	(539.43)	-	-	-	-	(539.43)	-	(539.43)
Income tax relating to components of other comprehensive income	-	-	-	-	-	-	-	-	-	(2,116.49)	-	(2,116.49)	-	(2,116.49)
Total comprehensive income for the year	-	-	-	-	-	0.07	(539.43)	-	-	8,480.33	(8,673.84)	(732.87)	(0.40)	(733.27)
Balance as at 30 June 2013	161,329,096	1,613.29	3,696.63	208.64	9.52	-	(3.11)	-	-	8,480.33	2,564.22	16,569.52	0.21	16,569.73
Dividend paid (@ Rs 3 per share)	-	-	-	-	-	-	-	-	-	-	(564.88)	(564.88)	-	(564.88)
Employee share based payment – Options	-	-	-	41.58	-	-	-	-	-	-	-	41.58	-	41.58
Transactions with owners	-	-	-	41.58	-	-	-	-	-	-	(564.88)	(523.30)	-	(523.30)
Profit for the period	-	-	-	-	-	-	-	-	-	-	3,465.02	3,465.02	(0.20)	3,464.82
Other comprehensive income:														
Exchange differences on translation of foreign operations	-	-	-	-	-	-	(326.35)	-	-	-	-	(326.35)	-	(326.35)
Actuarial loss on defined benefit plan	-	-	-	-	-	-	-	(9.38)	-	-	-	(9.38)	-	(9.38)
Interest rate swap	-	-	-	-	-	-	-	-	(62.41)	-	-	(62.41)	-	(62.41)
Total comprehensive income for the period	-	-	-	-	-	-	(326.35)	(9.38)	(62.41)	-	3,465.02	3,066.88	(0.20)	3,066.68
Balance as at 31 March 2014	161,329,096	1,613.29	3,696.63	250.22	9.52	-	(329.46)	(9.38)	(62.41)	8,480.33	5,464.36	19,113.10	0.01	19,113.11

(The accompanying notes are an integral part of these consolidated financial statements)

Consolidated Statement of Cash Flows

(All amounts in millions of Indian Rupees, unless otherwise stated)

Particulars	Nine months ended 31 March 2014	Year ended 30 June 2013
(A) Cash inflow from operating activities		
Profit/(Loss) before tax	2,690.23	(8,752.55)
Adjustments		
Depreciation and amortization	3,769.93	14,801.36
Share based payments	41.58	46.42
Interest expense	2,505.40	2,217.64
Interest income	(36.53)	(19.30)
(Profit)/Loss on sale of asset (net)	2.97	(6.67)
Profit on sale of investments	-	(0.06)
Dividend income	(0.79)	(11.33)
Bad debts and allowances for doubtful debts	90.61	7.74
Gain on interest rate swaps	-	(140.94)
Unrealized exchange differences (net)	(186.85)	970.57
	<u>8,876.55</u>	<u>9,112.88</u>
Changes in operating assets and liabilities		
(Increase)/Decrease in trade receivables and other assets	(2,892.04)	(408.22)
Increase/(Decrease) in trade payable and other liabilities	438.53	3,024.74
Net changes in operating assets and liabilities	<u>(2,453.51)</u>	<u>2,616.52</u>
Income taxes paid	(68.40)	(412.68)
Net cash provided by operating activities	<u>6,354.64</u>	<u>11,316.72</u>
(B) Cash outflow from investing activities		
Dividend received	0.79	11.33
Interest received	17.65	15.34
Purchase of property, plant and equipment and intangibles	(8,462.16)	(16,013.04)
Acquisition of subsidiary, net of cash	-	(1,469.96)
Proceeds from sale of property, plant and equipment	60.03	12.20
Flows from purchase/sale of marketable securities, net	(99.57)	255.45
Restricted cash	(93.35)	(969.20)
Net cash used in investing activities	<u>(8,576.61)</u>	<u>(18,157.88)</u>
(C) Cash inflow from financing activities		
Proceeds from borrowings	5,016.37	18,669.16
Repayment of borrowings	(1,435.22)	(7,875.40)
Interest paid	(1,829.82)	(2,070.44)
Dividend paid (including tax on dividend)	(566.24)	(562.50)
Repayment of capital lease	(20.20)	(11.91)
Net cash provided by financing activities	<u>1,164.89</u>	<u>8,148.91</u>
Effect of exchange rate changes on cash and cash equivalents	58.65	72.43
Net increase/(decrease) in cash and cash equivalents	<u>(998.43)</u>	<u>1,380.18</u>
Cash and cash equivalents at the beginning of the period	<u>1,567.94</u>	<u>187.76</u>
Cash and cash equivalents at the end of the period	<u>569.51</u>	<u>1,567.94</u>
Cash and cash equivalents comprise		
Cash in hand	3.94	6.02
Balances with banks	565.57	1,561.92
	<u>569.51</u>	<u>1,567.94</u>

Supplemental schedule of non-cash investing activities:

Capital expenditures funded by capital creditors

307.8

(The accompanying notes are an integral part of these consolidated financial statements)

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

NOTE A – BACKGROUND INFORMATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. NATURE OF OPERATIONS

Rolta India Limited ('Rolta'/'parent'/'Company') and its subsidiaries (together referred to as 'the Group') is an Indian multinational organization that has executed projects in over 40 countries. The Group has overseas presence in North America, Europe, Australia and the Middle East. The Group serves these markets by providing innovative solutions in Enterprise Geospatial and Engineering Solutions ('EGES'), and System Integration & Enterprise Information Technology Solutions ('EITS').

Through its subsidiary Rolta Thales Limited ('RTL') incorporated in India, the Company has a partnership with Thales, France. Thales is a world leader in Mission Critical Information Systems for the defence, aerospace and homeland security markets. The subsidiary will take advantage of technology transfer from Thales for developing state of the art, command, control, communications, computers, intelligence, surveillance, target acquisition and reconnaissance ('C4ISTAR') equipment systems to address opportunities in the security and defence segments. The Company has 51% stake in RTL.

2. GENERAL INFORMATION

Rolta India Limited, a public listed company, is domiciled in Mumbai, India and is the Group's ultimate parent company. The registered office of Rolta India Limited is at Rolta Tower A, Rolta Technology Park, 22nd Street, MIDC, Andheri (E), Mumbai – 400 093, India.

The Company's shares are listed on the Bombay Stock Exchange and the National Stock Exchange of India in Mumbai, India and the Company's Global Depositary Receipts (GDR's) are listed on London Stock Exchange, UK and Senior Notes are listed on SGX, Singapore.

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ('IFRS'), as issued by the International Accounting Standards Board effective for annual periods commencing 1 July 2013. These financial statements include comparative financial information as at and for the year ended 30 June 2013, as required by IAS 1 - Presentation of Financial Statements ('IAS 1'). The Consolidated Financial Statements have been prepared on a going concern basis.

During the current period, the Company decided to change the financial year from June to March to proactively synchronise its financial year end to March 31, the financial year mandated under the newly promulgated Indian Companies Act 2013. Accordingly, the current financial year of the Group shall be for a period of 9 months period ending March 2014.

Rolta also separately presents its consolidated financial statements for the same period prepared in accordance with accounting principles generally accepted in India ('Indian GAAP'). The significant differences between the Indian GAAP and IFRS, so far as concerns the financial statements referred to above, primarily relate to share based payments to employees, business combination accounting, foreign exchange difference on long term foreign currency monetary items and amortization on revalued amounts. A reconciliation of net income determined as per Indian GAAP with the net income determined as per IFRS has been presented in Note 6.

The consolidated financial statements of the Company are prepared and presented in millions of Indian Rupees ('INR') (rounded to the nearest two decimal places), the Company's functional currency and the Group's reporting currency.

The consolidated financial statements for the nine months period ended 31 March 2014 were approved by the Board of Directors and authorised for issue on 10 July 2014. The Board of Directors do not have the power to amend the consolidated financial statements after issue.

3. STANDARDS AND INTERPRETATIONS ADOPTED

New and revised standards that are effective for annual periods beginning on or after 1 July 2013

IFRS 10 'Consolidated Financial Statements' (IFRS 10)

IFRS 10 supersedes IAS 27 'Consolidated and Separate Financial Statements' (IAS 27) and SIC12 'Consolidation-Special Purpose Entities'. IFRS 10 revises the definition of control and provides extensive new guidance on its application. These new requirements have the potential to affect which of the Group's investees are considered to be subsidiaries and therefore to change the scope of consolidation. The requirements on consolidation procedures, accounting for changes in non-controlling interests and accounting for loss of control of a subsidiary are unchanged.

Management has reviewed its control assessments in accordance with IFRS 10 and has concluded that there is no effect on the classification (as subsidiaries or otherwise) of any of the Group's investees held during the period or comparative period covered by these financial statements.

IFRS 11 'Joint Arrangements' (IFRS 11)

IFRS 11 supersedes IAS 31 'Interests in Joint Ventures' (IAS 31) and SIC 13 'Jointly Controlled Entities- Non-Monetary-Contributions by Venturer's'. IFRS 11 revises the categories of joint arrangement, and the criteria for classification into the categories, with the objective of more closely aligning the accounting with the investor's rights and obligations relating to the arrangement. In addition, IAS 31's option of using proportionate consolidation for arrangements classified as jointly controlled entities under that Standard has been eliminated. IFRS 11 now requires the use of the equity method for arrangements classified as joint ventures (as for investments in associates).

The Group does not have any Joint Arrangement and therefore application of IFRS 11 has no effect on the classification of any of the Group investees held during the period or comparative period covered by these financial statements.

IFRS 12 'Disclosure of Interests in Other Entities' (IFRS 12)

IFRS 12 integrates and makes consistent the disclosure requirements for various types of investments, including unconsolidated structured entities. It introduces new disclosure requirements about the risks to which an entity is exposed from its involvement with structured entities. The Group does not have any investments which are not consolidated and therefore the application of this standard has no effect on disclosures for the period or the comparative period covered by these financial statements.

IFRS 13 'Fair Value Measurement' (IFRS 13)

IFRS 13 clarifies the definition of fair value and provides related guidance and enhanced disclosures about fair value measurements. It does not affect which items are required to be fair-valued. The scope of IFRS 13 is broad and it applies for both financial and non-financial items for which other IFRSs require or permit fair value measurements or disclosures about fair value measurements except in certain circumstances.

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

IFRS 13 applies prospectively for annual periods beginning on or after January 1, 2013. Its disclosure requirements need not be applied to comparative information in the first year of application. The Group has however included as comparative information the equivalent IFRS 13 disclosures that were required previously by IFRS 7 'Financial Instruments: Disclosures'. The Group has applied IFRS 13 for the first time in the current period, see Notes BB, CC, DD and EE.

Amendments to IAS 19 'Employee Benefits' (IAS 19)

The 2011 amendments to IAS 19 made a number of changes to the accounting for employee benefits, the most significant relating to defined benefit plans. The amendments eliminate the 'corridor method' and requires the recognition of re-measurements (including actuarial gains and losses) arising in the reporting period in other comprehensive income and change the measurement and presentation of certain components of the defined benefit cost. The net amount in profit or loss is affected by the removal of the expected return on plan assets and interest cost components and their replacement by a net interest expense or income based on the net defined benefit asset or liability. The amendments also enhance disclosures, including more information about the characteristics of defined benefit plans and related risks.

The Group has adopted Revised IAS 19R with effect from July 1, 2013. Comparative information has not been restated for the changes as the effect of the change in accounting policy is not material.

4. STANDARDS AND INTERPRETATIONS NOT YET APPLIED

The following new Standards and Interpretations have not been applied in the Group's consolidated financial statements for the period ended 31 March 2014 as they are not yet effective.

IFRS 9 'Financial Instruments'

In November 2009, the IASB issued IFRS 9 "Financial Instruments" ("IFRS 9"), "Classification and Measurement". This standard introduces certain new requirements for classifying and measuring financial assets and liabilities and divides all financial assets that are currently in the scope of IAS 39 into two classifications, those measured at amortized cost and those measured at fair value. In October 2010, the IASB issued a revised version of IFRS 9.

The revised standard adds guidance on the classification and measurement of financial liabilities.

IFRS 9 requires entities with financial liabilities designated at fair value through profit or loss to recognize changes in the fair value due to changes in the liability's credit risk in other comprehensive income. However, if recognizing these changes in other comprehensive income creates an accounting mismatch, an entity would present the entire change in fair value within profit or loss. There is no subsequent recycling of the amounts recorded in other comprehensive income to profit or loss, but accumulated gains or losses may be transferred within equity. In November 2013, IASB finalized the new hedge accounting guidance which forms part of IFRS 9. There have been significant changes to the types of transactions eligible for hedge accounting. In addition, the ineffectiveness test was overhauled and replaced with the principle of an 'economic relationship'.

The mandatory effective date for IFRS 9 is removed temporarily and IASB will determine a new mandatory effective date when it has finalized the requirements for all the other phases of the project to replace IAS 39. IASB has tentatively decided an effective date of January 1, 2018. Earlier application is permitted. We are currently

evaluating the impact that this new standard will have on our consolidated financial statements.

IAS 36 'Impairment of Assets'

In May 2013, the IASB issued an amendment to IAS 36 "Impairment of Assets" to reduce the circumstances in which the recoverable amount of assets or cash-generating units is required to be disclosed, clarify the disclosures required, and to introduce an explicit requirement to disclose the discount rate used in determining impairment (or reversals) where recoverable amount (based on fair value less costs of disposal) is determined using a present value technique. This amendment is effective for annual periods beginning on or after January 1, 2014.

We have evaluated the requirements of the above amendment and do not believe that the adoption of this amendment will have a material effect on our consolidated financial statements.

Amendments to IAS 16 'Property, Plant and Equipment' and IAS 38 'Intangible Assets'

In May 2014, the IASB issued two amendments with respect to IAS 16 "Property, Plant and Equipment" ("IAS 16") and IAS 38 "Intangible Assets" ("IAS 38") dealing with acceptable methods of depreciation and amortization.

The amended IAS 16 prohibits entities from using a revenue based depreciation method for items of property, plant and equipment. Further the amendment under IAS 38 introduces a rebuttable presumption that revenue is not an appropriate basis for amortization of an intangible asset. However this presumption can only be rebutted in two limited circumstances;

- the intangible is expressed as a measure of revenue i.e. when the predominant limiting factor inherent in an intangible asset is the achievement of a contractually specified revenue threshold; or
- it can be demonstrated that revenue and the consumption of economic benefits of the intangible assets are highly correlated. In these circumstances, revenue expected to be generated from the intangible assets can be an appropriate basis for amortization of the intangible asset.

The amendments apply prospectively and are effective for annual periods beginning on or after January 1, 2016, with earlier application permitted. We have evaluated the requirements of the above amendment and do not believe that the adoption of these amendments will have a material effect on our consolidated financial statements.

IFRS 15 'Revenue from Contract with Customers'

In May 2014, the IASB issued IFRS 15 "Revenue from Contract with Customers" ("IFRS 15").

IFRS 15 replaces the IAS 11 "Construction Contracts", IAS 18 "Revenue", IFRIC 13 "Customer Loyalty Program", IFRIC 15 "Agreements for the Construction of Real Estate", IFRIC 18 "Transfers of Assets from Customers and SIC-31 Revenue - Barter Transactions Involving Advertising Services". The Standard applies to an entity's first annual IFRS financial statements for a period beginning on or after January 1, 2017. Early adoption is permitted.

This Standard introduces the requirement to identify performance obligation in customer contracts and to recognize revenue when an entity satisfies the performance obligations in the contract. The Standard permits entities to transition following either a full retrospective approach or a modified retrospective approach.

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

We are currently evaluating the impact that this standard will have on our consolidated financial statements.

5. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

5.1 SIGNIFICANT ESTIMATES AND JUDGEMENTS

The preparation of these consolidated financial statements is in conformity with IFRS and requires the application of judgment by management in selecting appropriate assumptions for calculating financial estimates, which inherently contain some degree of uncertainty. Management estimates are based on historical experience and various other assumptions that are believed to be reasonable in the circumstances, the results of which form the basis for making judgments about the reported carrying values of assets and liabilities and the reported amounts of revenues and expenses that may not be readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Estimates of life of various tangible and intangible assets, fair value of derivatives, assumptions used in the determination of employee-related obligations and impairment of tangible and intangible assets represent certain of the significant estimates made by management.

Useful lives of tangible and intangible assets

Management reviews the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets to the Group. The carrying amounts are analysed in Notes E and F.

Post-employment benefits

The cost of post-employment benefits is determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, future salary increases and mortality rates. Due to the long term nature of these plans, such estimates are subject to significant uncertainty. The assumptions used are disclosed in Note U.

Fair value of derivatives

Management uses derivative financial instruments to reduce its exposure to interest rate movements.

Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognized in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in the profit or loss depends on the nature of the hedge relationship. The fair value of interest rate derivatives is determined at the present value of future cash flows estimated and discounted based on the applicable yield curves derived from quoted interest rates. Refer Note DD.

Impairment

An impairment loss is recognised for the amount by which an asset's or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each asset or cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows, management makes assumptions about future operating results. These assumptions relate to future events and circumstances. The actual results may vary, and may cause significant adjustments to the Group's assets.

In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the

appropriate adjustment to asset-specific risk factors. Refer Note G for impairment testing assumptions for Goodwill.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements are based on information available at the date of the Balance Sheet. Judgements which have most significant effect on the amounts recognized in the financial statements are discussed below.

Percentage completion of customer contracts

The Group uses the percentage of completion method to measure progress towards completion in respect of fixed price contracts. Because the financial reporting of these contracts depends on estimates of efforts that are assessed continually during the term of these contracts, recognized revenue and profit are subject to revisions as the contract progresses to completion. When estimates indicate that a loss will be incurred, the loss is provided for in the period in which the loss becomes probable.

Deferred Tax

The assessment of the probability of future taxable profit in which deferred tax assets can be utilized is based on the component Group's latest approved budget forecast, which is adjusted for significant non-taxable profit and expenses and specific limits to the use of any unused tax loss or credit. The tax rules in the numerous jurisdictions in which the Group operates are also carefully taken into consideration. If a positive forecast of taxable profit indicates the probable use of a deferred tax asset, especially when it can be utilized without a time limit, that deferred tax asset is usually recognized in full. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances.

Leases

The Group has evaluated each lease agreement for its classification between finance lease and operating lease. The Group has reached its decisions on the basis of the principles laid down in IAS 17, "Leases" for the said classification. The Group has also used IFRIC 4, "Determining whether an arrangement contains a lease" for determining whether an arrangement is, or contains, a lease is based on the substance of the arrangement and based on the assessment whether:

- fulfilment of the arrangement is dependent on the use of a specific asset or assets (the asset); and
- the arrangement conveys a right to use the asset.

5.2 PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements are presented in accordance with IAS 1 Presentation of Financial Statements (Revised 2007). The Group has elected to present the 'Statement of comprehensive income' as required by the Standard as a single statement, which includes other comprehensive income.

5.3 BASIS OF CONSOLIDATION

The Group financial statements consolidate those of the company and entities controlled by the Group and its subsidiary undertakings. Control exists when the Company has existing rights that give the Company the current ability to direct the activities which affect the

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

entity's returns; the Company is exposed to or has rights to a return which may vary depending on the entity's performance; and the Company has the ability to use its powers to affect its own returns from its involvement with the entity.

Unrealized gains on transactions between the Company and its subsidiaries are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed off during the year are recognized from the effective date of acquisition, or up to the effective date of disposal as appropriate.

Non - controlling interests represent the portion of a subsidiary's profit and loss and net assets that is not held by the Group. Profit or loss and each component of other comprehensive income are attributed to the owners of the parent and to the non-controlling interests. Total comprehensive income is attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Non-controlling interests are presented in the consolidated balance sheet within equity, separately from the equity of the owners of the parent.

The subsidiaries which consolidate under Rolta India Limited ('RIL') comprise of the entities listed below:

Name of the Entity	Period end date	Country of Incorporation	Holding Group	Effective Group Shareholding (%)
Rolta International Inc. ('RUS')	31 March 2014	USA	RIL	100
Rolta Saudi Arabia Limited. ('RSA')	31 March 2014 *	Saudi Arabia	RIL	75
Rolta Middle East FZ – LLC ('RME')	31 March 2014 *	UAE	RIL	100
Rolta UK Limited ('RUK')	31 March 2014 *	UK	RIL	100
Rolta Benelux B.V. ('RBN')	31 March 2014 *	Netherlands	RUK	100
Rolta Canada Limited ('RCL')	31 March 2014	Canada	RUS	100
Rolta Deutschland GmbH	31 March 2014 *	Germany	RUK	100
Rolta Asia Pacific	31 March 2014	Australia	RUS	100
Rolta Thales Limited	31 March 2014*	India	RIL	51
Rolta LLC	31 March 2014	USA	RUS	100
AT Solutions Group LLC ('ATS')**	31 March 2014	USA	RUS	100
Advizex Technologies LLC**	31 March 2014	USA	ATS	100
Rolta Global BV***	31 March 2014	Netherlands	RIL	100

* As these entities already followed March year end, 12 months numbers have been consolidated for such entities.

** Acquired on 2 November 2012.

*** Rolta Global BV was formed during the period ended 31 March, 2014.

5.4 BUSINESS COMBINATIONS

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred. The Group recognizes identifiable assets acquired and liabilities assumed in a business combination regardless of whether they have been previously recognised in the acquiree's financial statements prior to the acquisition. Assets acquired and liabilities assumed are generally measured at their acquisition-date fair values.

Goodwill is stated after separate recognition of identifiable intangible assets. It is calculated as the excess of the sum of a) fair value of consideration transferred, b) the recognised amount of any non-controlling interest in the acquiree and c) acquisition-date fair value of any existing equity interest in the acquiree, over the acquisition-date fair values of identifiable net assets. If the fair values of identifiable net assets exceed the sum calculated above, the excess amount (i.e. gain on a bargain purchase) is recognized in profit or loss immediately.

Some changes in the fair value of contingent consideration that the acquirer recognises after the acquisition date may be the result of additional information that the acquirer obtained after that date about facts and circumstances that existed at the acquisition date. Such changes are measurement period adjustments. However, changes resulting from events after the acquisition date, such as meeting an earnings target, reaching a specified share price or reaching a milestone on a research and development project, are not measurement period adjustments. Any subsequent changes to fair value of contingent consideration classified as liabilities are recognized in profit or loss.

Goodwill acquired on business combinations is tested for impairment on an annual basis.

5.5 FOREIGN CURRENCY TRANSLATION

The consolidated financial statements are presented in Indian Rupees ('INR' or 'Rs.'), which is the functional currency of the parent company, Rolta India Limited, being the currency of the primary economic environment in which it operates.

In the separate financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of remaining balances of monetary items at year-end exchange rates are recognised in the statement of comprehensive income under "other income" or "other expenses", respectively.

In the consolidated financial statements, all separate financial statements of subsidiaries, originally presented in a currency different from Rolta's presentation currency, have been translated into INR.

Assets, including goodwill arising on a business combination, and liabilities have been translated into INR at the closing rate at the balance sheet date. Income and expenses have been translated into INR at the actual rates or average rates over the reporting period, where such rates represent a reasonable approximation for actual rates.

The resulting translation adjustments are recorded under the currency translation reserve in other comprehensive income.

5.6 REVENUE RECOGNITION

Revenues from time and materials contracts are recognized as the related services are rendered.

Revenue from customer-related long-term contracts is recognised by reference to the percentage of completion of the contract at the balance sheet date. Group's long term contracts specify a fixed price for the sale of license and installation of software solutions & services and the related revenue is determined using the percentage of completion method. The percentage of completion is based on efforts expended as a proportion to total estimated efforts on the contract. If the contract is considered profitable, it is valued at cost plus attributable profits by reference to the percentage of completion.

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

Any expected loss on individual contracts is recognised immediately as an expense in profit or loss.

Revenue from the sale of products is recognised when all the following conditions have been satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the products;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the products sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Income from maintenance contract is recognized on a straight-line basis over the period of the contract.

5.7 PROPERTY, PLANT AND EQUIPMENT

Freehold land

Freehold land is initially recognized at cost of acquisition. The Group follows the revaluation model as prescribed under IAS 16 – Property, Plant and Equipment (Refer Note E).

Revalued amounts are fair values based on appraisals prepared by external professional valuers, if market factors indicate a material change in fair value. Any revaluation surplus is recognized in other comprehensive income and credited to the revaluation reserve in equity. To the extent that any revaluation decrease or impairment loss has previously been recognized in profit or loss, a revaluation increase is credited to profit or loss with the remaining part of the increase recognized in other comprehensive income. Downward revaluations of land are recognized upon appraisal or impairment testing, with the decrease being charged to other comprehensive income to the extent of any revaluation surplus in equity relating to this asset and any remaining decrease recognized in profit or loss. Any revaluation surplus remaining in equity on disposal of the asset is transferred to retained earnings.

As no finite useful life for freehold land can be determined, related carrying amounts are not depreciated.

Other assets

Buildings, computer systems, furniture and fixtures, office equipment and vehicles are stated at cost of acquisition less accumulated depreciation less accumulated impairment, if any. Cost includes expenditure that is directly attributable to the acquisition of the items incurred up to the date the asset is ready for its intended use. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Depreciation on property, plant and equipment is provided based on the straight line method over the economic useful life of assets as estimated by the management, on a pro-rata basis.

The economic useful lives estimated by the management for amortisation/depreciation of the assets are as under:

Assets	Estimated useful life
Buildings	40-60 years
Computer Systems	2-6 years
Leasehold land	Over the lease term (30 – 99 years)
Office equipment	3-10 years
Furniture and Fixtures	3-10 years
Vehicles	5 years

Assets specific to a project are depreciated over the term of that project. The useful life of property, plant and equipment is reviewed at each year-end and wherever a change is made to the estimate of useful life of an asset, the depreciation charge is adjusted prospectively.

Material residual value estimates are updated as required, but at least annually, whether or not the asset is revalued.

Deposits and advances paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not available for use before such date are disclosed under capital work-in-progress.

5.8 BORROWING COSTS

Borrowing costs primarily comprise interest on the Group's borrowings. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in 'finance costs'.

5.9 INTANGIBLE ASSETS

Intangible assets include expenditure incurred by the Group on purchase or acquisition of software and customer relationships or customer contracts or other similar assets that qualify for recognition as an intangible asset in a business combination. They are accounted for using the cost model whereby capitalized costs are amortised over the useful lives of the assets as estimated by management, as these assets are considered finite. The amortization method used reflects the pattern in which the asset's future economic benefits are expected to be consumed. These assets are currently amortized over a period of five years and amortization is included under 'Depreciation and amortization' in Statement of Comprehensive Income.

5.10 IMPAIRMENT TESTING OF GOODWILL, INTANGIBLE ASSETS AND PROPERTY, PLANT AND EQUIPMENT

Group's intangible assets and property, plant and equipment are subject to impairment testing.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which Goodwill is monitored internally.

Cash-generating units that include goodwill are tested for impairment at least annually. All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the carrying amount of the asset or cash-generating unit exceeds its recoverable

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

amount. To determine the recoverable amount, management estimates expected future cash flows from each cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future reorganisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect their respective risk profiles as assessed by management.

Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. Impairment losses are recognised in profit or loss. An impairment charge is reversed if the cash-generating unit's recoverable amount exceeds its carrying amount.

5.11 FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Financial assets and financial liabilities are measured initially at fair value plus transaction costs, except for financial assets and financial liabilities carried at fair value through profit or loss, which are measured initially at fair value. Financial assets and financial liabilities are measured subsequently as described below.

Derivative financial instruments, which qualify for cash flow hedge accounting and where the Group has met all the conditions of IAS 39, are fair valued at the balance sheet date and the resultant gain/ loss (to the extent effective) is recognized in other comprehensive income included within the Shareholders' equity. This gain/ loss is recorded in the statement of profit and loss when the underlying transactions affect earnings.

5.12 FINANCIAL ASSETS

The Group's financial assets include cash and cash equivalents, receivables (including trade receivables) and investments. Financial assets, other than hedging instruments, can be divided into categories such as loans and receivables, financial assets at fair value through profit or loss and available-for-sale financial assets. Financial assets are assigned to the different categories by management on initial recognition, depending on the purpose for which the financial assets were acquired.

Financial assets are measured at their fair value on initial recognition and subsequently measured at fair value or amortised cost as applicable.

De-recognition of financial instruments occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred. An assessment for impairment is undertaken at least at each balance sheet date, whether or not there is objective evidence that a financial asset or a group of financial assets is impaired.

Available-for-sale financial assets include non-derivative financial assets that are either designated to this category or do not qualify for

inclusion in any of the other categories of financial assets. All financial assets within this category are subsequently measured at fair value, with changes in value recognised in other comprehensive income, net of any effects arising from income taxes. Gains and losses arising from securities classified as available-for-sale are reclassified in the profit or loss when they are sold or when the financial asset is impaired.

In the case of impairment, any loss previously recognised in other comprehensive income is transferred to profit or loss.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivables. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less provision for impairment. Any change in their value is recognised in profit or loss.

Trade receivables are provided against when objective evidence is received that Group will not be able to collect all amounts due to it in accordance with the original terms of the receivables. For trade receivables, objective evidence of impairment evaluated for the purpose of recording an allowance includes a) significant financial difficulty of the debtor; b) default or delinquency in payment; and c) it becoming probable that the debtor will enter bankruptcy or financial re-organisation. The amount of the write-down is determined as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at effective interest rate.

Cash and cash equivalents are cash on hand, demand deposits, short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

5.13 FINANCIAL LIABILITIES

The Group's financial liabilities include trade and other payables, borrowings and derivative financial instruments. Trade payable and borrowings are initially measured at fair value and subsequently measured at amortised cost using the effective interest rate method.

Derivative financial instruments that are not designated as hedging instruments are accounted for at fair value through profit or loss.

Financial liabilities are recognised when the Group becomes a party to the contractual agreements of the instrument. All interest related charges are recognised as an expense in "interest cost" in the statement of comprehensive income.

Trade payables are recognised initially at their fair value and subsequently measured at amortised cost less settlement payments.

Dividend distributions to shareholders are included in 'financial liabilities' when the dividends are approved by the shareholders' meeting.

5.14 ACCOUNTING FOR INCOME TAXES

Current income tax assets and/or liabilities comprise those obligations to or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the balance sheet date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognized as a component of tax expense in the statement of comprehensive income.

Deferred income taxes are calculated using the liability method on temporary differences. This involves the comparison of the carrying amounts of assets and liabilities in the consolidated financial statements with their respective tax bases. However, deferred tax is not provided on the initial recognition of goodwill or on the initial recognition

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. This applies also to temporary differences associated with investment in subsidiaries if reversal of these taxable temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future. In addition, deductible temporary differences associated with investment in subsidiaries, tax losses available to be carried forward as well as other income tax credits to the Group are assessed for recognition as deferred tax assets only if probable it will be utilised.

Deferred tax liabilities are always provided for in full. Deferred tax assets are recognized to the extent that it is probable that they can be offset against future taxable income or sufficient taxable temporary differences exist. Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted at the balance sheet date.

Most changes in deferred tax assets or liabilities are recognized as a component of tax expense in the statement of comprehensive income. Only changes in deferred tax assets or liabilities that relate to a change in value of assets or liabilities that is charged directly to equity are charged or credited directly to equity. Deferred tax relating to revaluation gain is recognised in other comprehensive income.

5.15 LEASING ACTIVITIES

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Payments of rentals under operating leases are recognized as an expense on a straight line basis over the lease term.

Assets held under finance leases are recognized as assets of the Group at their fair value or present value of minimum lease payments if lower at the date of acquisition. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Finance costs, which represent the difference between the total leasing commitments and the fair value of the assets acquired, are charged to the statement of comprehensive income over the term of the relevant lease so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

Land acquired on long term leases

Leases of Land acquired for 95 years have been considered as finance lease by the Group. Such leases are acquired on payment of an upfront amount and do not carry any other minimum lease payments/other rentals over the lease term.

5.16 EQUITY

Common stock is measured using the nominal value of shares that have been issued.

Additional paid-in capital includes any premium received on the issue of share capital. Any transaction costs associated with the issue of shares is deducted from additional paid-in capital, net of any related income tax benefits.

Foreign currency translation differences on the translation of foreign operations are included in the translation reserve.

AFS reserve includes all changes in fair value of investments held as available for sale assets.

Employee stock compensation reserve consists of employee compensation cost allocated over the vesting period of options granted

to employees. Such cost is recognised in statement of comprehensive income and is credited to the reserve.

Statutory reserve consists of reserves made by certain entities to meet related statutory requirements as laid down under relevant acts, rules or laws of the jurisdiction to which such entity belongs.

Revaluation reserve comprises gains and losses due to the revaluation of land.

Other reserve comprises of changes in the actuarial gains/ losses of the defined benefit plans which is recognized in other comprehensive income (net of taxes).

Accumulated earnings include all current and prior period results, as disclosed in the statement of comprehensive income (except items presented in other comprehensive income).

5.17 EMPLOYEE BENEFITS

Employee benefits are provided through a defined benefit plan as well as certain defined contribution plans.

The Group provides for gratuity, an unfunded defined benefit plan, which defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and remuneration. The legal obligation for any benefits from this kind of plan remains with the Group.

The Group also provides for provident fund benefit, a defined contribution plan in India, under which the Group pays fixed contributions into an independent entity. The Group has no legal or constructive obligations to pay further contributions after payment of the fixed contribution.

The Group contributes monthly towards 401K contribution plan for employees in Rolta International Inc., at a discretionary rate. These contributions are charged to the profit or loss on accrual basis.

The liability recognised in the balance sheet for defined benefit plans is the present value of the defined benefit obligation ('DBO') at the balance sheet date, together with adjustments for actuarial gains or losses and past service costs. The DBO is calculated annually by independent actuaries using the projected unit credit method. The present value of the DBO is determined by discounting the estimated future cash outflows using interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related pension liability. Actuarial gains and losses are recognised in other comprehensive income.

The contributions recognised in respect of defined contribution plans are expensed as they fall due. Liabilities and assets may be recognised if underpayment or prepayment has occurred and are included in current liabilities or current assets as they are normally of a short-term nature.

Long term compensated absences are recognized based on actuarial valuation using the projected unit credit method. The Group recognizes actuarial gains and losses immediately in profit or loss.

5.18 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

the balance sheet date, including the risks and uncertainties associated with the present obligation.

In those cases where the possible outflow of economic resource as a result of present obligations is considered improbable or remote, or the amount to be provided for cannot be measured reliably, no liability is recognised in the consolidated balance sheet. Nevertheless, all contingent liabilities that are probable are disclosed in the financial statements.

Any reimbursement that the Group can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Possible inflows of economic benefits to the Group that do not yet meet the recognition criteria of an asset are considered contingent assets.

5.19 SHARE BASED COMPENSATION

All employee services received in exchange for the grant of any share-based remuneration are measured at their fair values. These are indirectly determined by reference to the fair value of the share options awarded. Their value is appraised at the grant date and excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets).

All share-based remuneration is ultimately recognised as an expense in profit or loss with a corresponding credit to employee stock compensation reserve, net of deferred tax where applicable. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised, if there is any indication that the number of share options expected to vest differs from previous estimates.

Once vested, no adjustment is made to expense recognised in prior periods if fewer share options ultimately are exercised than originally estimated. Upon exercise of share options, the proceeds received (net of any directly attributable transaction costs) up to the nominal value of the shares issued are allocated to share capital with any excess being recorded as additional paid-in capital.

5.20 SEGMENT REPORTING

The Group has organized itself into two business lines - Enterprise Geospatial and Engineering Solutions ('EGES'); and Systems Integration and Enterprise IT Solutions ('EITS').

Enterprise Geospatial and Engineering Solutions ('EGES')

Under this business line, the Group provides Geo Spatial services for Asset management and Facilities Management and Geographic Information Systems. The solutions offered by the Group provide advanced capabilities in applications such as mapping, surveying, image processing digital photogrammetry etc. to various federal and local governments, environmental protection agencies, utilities, telecommunications companies, emergency services providers, infrastructure planning agencies and defence and homeland security agencies.

Also, the Group provides design automation tools and engineering services for Plant Design Automation and Mechanical Design Automation to Engineering procurement and Construction Companies. In addition, the Group also provides engineering and design services for large projects in the oil and gas, power, chemicals, and petrochemicals sectors.

System Integration and Enterprise Information Technology Solutions ('EITS')

Under this business line, the Group offers end-to-end eSecurity services and solutions in the areas of Business Intelligence and Enterprise Performance Management. Rolta offers networking / Oracle infrastructure services using sophisticated software such as CA-Unicenter TNG.

The above-mentioned business lines are managed separately as each requires different technologies and other resources as well as marketing approaches.

The Chief operating decision maker (i.e. the Group's Chairman & Managing Director) evaluates the Group's performance and allocates resources based on an analysis of various performance indicators such as revenues and operating expenses by business lines described above.

The measurement policies the Group uses for segment reporting under IFRS 8 are the same as those used in its financial statements, except that depreciation and amortization are not included in arriving at the segment operating profit/loss of the operating segments.

The Group does not track most assets and liabilities by operating segment, as these are invariably used for all operating segments. In addition, corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment. In the financial periods covered by these financial statements, this primarily applies to the Group's buildings and IT infrastructure that are used for all operating segments.

There have been no changes from prior periods in the measurement methods used to determine reported segment operating profit/loss.

6. RECONCILIATION OF NET RESULT

The reconciliation presented below is additional information presented in these financial statements to help readers compare the Indian GAAP financial information to IFRS.

Reconciliation of net result	Note	9 months period ended 31 March 2014	Year ended 30 June 2013
Net result determined under Indian GAAP (before non-controlling interest)		<u>2,836.61</u>	<u>(8,392.31)</u>
Adjustments to conform with IFRS			
Share based payments	6.1	16.13	(0.03)
Amortisation of intangible assets	6.2	(58.65)	(112.13)
Reversal of capitalisation made in the current period as per AS 11	6.3	(8.29)	(104.78)
Reversal of depreciation on capitalized foreign exchange differences	6.3	28.53	583.32
Reversal of amortization of accumulated foreign exchange differences	6.3	540.11	(898.09)
Available for sale reserve	6.4	-	(0.07)
Reversal of amortization through revaluation reserve	6.5	(103.45)	(10.80)
Reversal of tax liability on Foreign currency convertible bonds ('FCCB')	6.6	252.85	-
Adoption of IAS 19	6.7	9.38	-
Others		17.59	140.95
Tax effect on the above		<u>(65.99)</u>	<u>119.77</u>
Net result in accordance with IFRS (before non-controlling interest)		<u>3,464.82</u>	<u>(8,674.17)</u>

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

6.1 Share based payments

The Group has recognised expense on the equity-settled share-based payments for the period under the Indian GAAP using intrinsic method of measurement as the use of fair value method for measurement of employee share based compensation is only recommendatory in nature.

In the Group's financial statements in accordance with IFRS, the Group has applied IFRS 2 and all share-based remuneration is recognised as an expense in profit or loss and is measured using the fair value model.

6.2 Amortization of Intangible assets

The Group acquired the business of One GIS Inc, the consulting division of Whittman Hart, Piocon Technologies Inc., Orion, TUSC and AT solutions Inc, in prior years. In Indian GAAP financial statements, excess of purchase consideration over cost of acquisition has been recognised as goodwill and only intangible asset recorded in the acquiree's financial statements are considered on acquisition.

As per IFRS 3, Business Combinations, the acquirer, in this case Rolta International Inc., accounted for the acquisition through use of the acquisition method. This requires the acquirer to recognize goodwill as the excess of the consideration transferred and any non-controlling interest over the net identifiable assets and liabilities of the acquiree including any identifiable intangible assets. In pursuance of the purchase price allocation performed for the acquisition, certain intangible assets have been identified. The intangible assets and the related amortization are recorded in the financial statements prepared under IFRS.

6.3 Reversal of foreign Exchange (gain)/loss of long term foreign currency monetary items

The Group has adopted the provisions of the notification on AS-11 'The Effects of Changes in Foreign Exchange Rates' under the Companies (Accounting Standards) Amendment Rules, 2009 issued by the Ministry of Corporate Affairs on 31 March 2009. In the preparation of the financial statements in accordance with Indian GAAP, the Group had capitalised a portion of the foreign exchange differences on long term foreign currency liabilities as part of the cost of property, plant and equipment. Further, the portion of such exchange differences not so capitalized have been accumulated in a specific Foreign Currency Monetary Item Translation Difference reserve as required by the notification, to be amortized over a specified period.

In the Group's financial statements in accordance with IFRS, all exchange effects on such long term monetary foreign currency items have been recorded in the profit or loss in accordance with IAS 21- 'The Effects of Changes in Foreign Exchange Rates'.

Reversal of (a) depreciation on capitalized foreign exchange differences and (b) amortization of accumulated foreign exchange differences.

As explained above, the Group has capitalised a portion of the foreign exchange differences on long term foreign currency liabilities as part of the cost of property, plant and equipment.

The Group has accumulated the portion of such differences not so capitalised, in a specific reserve to be amortized over a specified period. In the preparation of its financial statements in accordance with Indian GAAP during the nine months ended March 31, 2014, the Group has charged depreciation and amortization on such capitalization and reserve balance respectively.

In the Group's financial statements in accordance with IFRS, all exchange effects on such long term monetary foreign currency items are recorded in "Other expenses" in profit or loss in accordance with IAS 21. Accordingly, the Group has also reversed the depreciation and amortization charged in Indian GAAP financial statements.

6.4 Available for sale reserve

In the Group's financial statements in accordance with IFRS, the Group has recognised change in fair value of short term marketable securities in accordance with IAS 39 – 'Financial Instruments: Recognition and Measurement'. Such gain/loss on re-measurement is reflected as part of an AFS reserve which forms part of equity. Such gain/loss in re-classified to profit or loss on sale of such marketable securities

6.5 Reversal of amortization of revaluation reserve

In Indian GAAP, the Group has recorded additional depreciation on revalued amounts as an adjustment to revaluation reserve.

In the Group's financial statement in accordance with IFRS, such additional depreciation on revalued amounts is recognised through statement of comprehensive income.

6.6 Reversal of tax liability on FCCBs.

In Indian GAAP, the Group has recorded reversal of tax liability on redemption of FCCB through additional paid in capital in current period as the liability was created out of additional paid in capital in earlier periods.

In the Group's financial statements in accordance with IFRS, the Group has recorded the reversal in profit or loss.

6.7 Adoption of IAS 19 – 'Employee benefits' (Revised)

In Indian GAAP, the Group has recorded actuarial gain and losses in profit or loss.

In the Group's financial statement in accordance with IFRS, the Group has adopted Revised IAS 19R with effect from July 1, 2013 and actuarial gain and losses have been recognised through other comprehensive income.

NOTE B - CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise the following:

Particulars	31 March 2014	30 June 2013
Cash in hand	3.94	6.02
Balances with banks in current /cash credit accounts and deposit accounts	565.57	1,561.92
Total	569.51	1,567.94

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

NOTE C - TRADE RECEIVABLES

Particulars	31 March 2014	30 June 2013
Trade receivables	9,022.35	6,603.55
Less: allowance for doubtful debts	(450.89)	(360.28)
Total	8,571.46	6,243.27

Reconciliation of allowance for doubtful debts:

Particulars	31 March 2014	30 June 2013
Opening balance of allowance for doubtful debts	360.28	352.54
Add: additional provision made during the period	90.61	7.74
Closing balance of allowance for doubtful debts	450.89	360.28

Trade receivables are usually due within 30 to 120 days and are not interest bearing. All trade receivables are subject to credit risk exposure.

Given below is ageing of trade receivables that are past due but not impaired, spread by period of six months:

Particulars	31 March 2014	30 June 2013
Outstanding for more than 6 months	115.24	541.34
Others	8,456.22	5,701.93
Total	8,571.46	6,243.27

NOTE D - OTHER CURRENT ASSETS

Other current assets comprise the following:

Particulars	31 March 2014	30 June 2013
Deposits and advances receivable	353.22	203.11
Prepaid expense	162.02	118.74
Interest accrued	11.28	48.77
Other receivables	453.62	215.99
Total	980.14	586.61

NOTE E - PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment comprise the following:

	Freehold Land	Leasehold Land	Computer Systems	Buildings	Office Equipment	Furniture & Fixtures	Vehicles	Capital work in progress
Gross carrying amount								
Balance as on 1 July 2013	2,942.80	7,837.95	16,603.20	12,591.04	2,958.00	2,117.24	44.07	196.04
Additions	-	-	4,910.28	814.83	311.29	158.41	26.85	7,497.15
Disposals	-	-	(642.57)	(32.17)	-	(1.64)	(37.14)	(6,156.43)
Currency translation difference	0.41	-	17.84	1.71	3.16	2.38	0.31	-
Balance as on 31 March 2014	2,943.21	7,837.95	20,888.75	13,375.41	3,272.45	2,276.39	34.09	1,536.76
Depreciation								
Balance as on 1 July 2013	-	11.64	2,648.12	738.98	607.84	484.79	42.72	-
Depreciation for the period	-	104.51	2,638.65	154.25	276.84	189.64	0.41	-
Disposals	-	-	(642.34)	(12.54)	-	(0.90)	(37.14)	-
Currency translation difference	-	-	15.87	0.30	13.69	1.97	0.31	-
Balance as on 31 March 2014	-	116.15	4,660.30	880.99	898.37	675.50	6.30	-
Net carrying amount 31 March 2014	2,943.21	7,721.80	16,228.45	12,494.42	2,374.08	1,600.89	27.79	1,536.76
Total net carrying amount								44,927.40

- In the previous year, the Group had carried out a revaluation, on 29 June 2013, of freehold and leasehold land. The fair value has been estimated based on appraisals performed by independent, professionally-qualified property valuers. The significant inputs and assumptions are developed in close consultation with management. The appraisal was carried out using a market approach that considers factors such as size of the land and current trends in the property market. Based on a fair valuation exercise undertaken as on March 31 2014, the movement in fair value of Land is not significant.
- If the cost model had been used, the carrying amounts of the revalued land would be Rs. 182.40 million (2013 Rs 183.10 millions). The revalued amounts include a revaluation surplus of Rs.10,573.83 millions (2013 Rs. 10,596.82 millions) before tax, which is not available for distribution to the shareholders of Rolta India Limited.
- No borrowing cost has been capitalized in the current period and previous year.
- Land of carrying value Rs 10,659.23 million (2013 – Rs. 10,769.11 million) and building of carrying value Rs 12,494.40 million (2013 – Rs. 11,852.05 million) has been pledged by the Group against borrowings. Refer Note L for details of pledge on Property plant and equipment.
- Change in useful lives of assets- In the previous year, management has revised the estimated useful lives of property, plant and equipment from 1 April 2013 to better align the depreciation policy with the current replacement cycle, the expected pattern of usage, technology obsolescence and industry best practices. Such change in estimates of useful life has been applied prospectively from 1 April 2013 and an additional depreciation charge of Rs. 11,532.83 million has been recorded for the year ended 30 June 2013. The depreciation/amortization expense for the year ended 30 June 2013 includes such additional charge for the year.

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

	Freehold Land	Leasehold Land	Computer Systems	Buildings	Office Equipment	Furniture & Fixtures	Vehicles	Capital work in progress
Gross carrying amount								
Balance as on 1 July 2012	118.64	76.16	19,372.18	9,148.92	2,232.10	1,529.92	49.22	3,111.52
Additions	-	-	13,350.17	3,434.12	716.45	588.40	-	15,125.91
Acquisition through business combination	-	-	17.41	0.43	9.03	-	-	-
Disposals	-	-	(16,170.07)	(8.40)	(1.93)	(4.77)	(5.27)	(18,041.39)
Revaluation increase	2,820.66	7,761.79	-	-	-	-	-	-
Currency translation difference	3.50	-	33.51	15.97	2.35	3.69	0.12	-
Balance as on 30 June 2013	2,942.80	7,837.95	16,603.20	12,591.04	2,958.00	2,117.24	44.07	196.04
Depreciation								
Balance as on 1 July 2012	-	14.37	6,228.48	578.16	395.32	354.04	24.44	-
Depreciation for the year	-	11.64	12,440.72	158.61	196.52	132.35	21.03	-
Disposals	-	-	(16,050.40)	(4.46)	(0.36)	(4.32)	(2.87)	-
Adjustment on revaluation	-	(14.37)	-	-	-	-	-	-
Currency translation difference	-	-	29.32	6.67	16.36	2.72	0.12	-
Balance as on 30 June 2013	-	11.64	2,648.12	738.98	607.84	484.79	42.72	-
Net carrying amount 30 June 2013	2,942.80	7,826.31	13,955.08	11,852.06	2,350.16	1,632.45	1.35	196.04
Total net carrying amount								40,756.25

NOTE F - INTANGIBLE ASSETS

Intangible assets comprise recognised intangibles on acquisition and software licenses purchased for internal use. The carrying amounts for the reporting periods under review can be analysed as follows:

Gross Carrying amount	Customer contracts and Customer / Vendor relationship	Intellectual property rights/ Acquired software licenses	Total
Balance as at 1 July 2013	917.96	4,408.52	5,326.48
Additions	-	908.93	908.93
Disposals	-	(403.68)	(403.68)
Net exchange differences	(1.56)	2.83	1.27
Balance as at 31 March 2014	916.40	4,916.60	5,833.00

Amortisation and impairment	Customer contracts and Customer / Vendor relationship	Intellectual property rights/ Acquired software licenses	Total
Balance as at 1 July 2013	380.64	1,028.74	1,409.38
Amortisation	58.65	346.98	405.63
Disposals	-	(375.21)	(375.21)
Net exchange differences	6.71	1.39	8.10
Balance at 31 March 2014	446.00	1,001.90	1,447.90
Net carrying amount 31 March 2014	470.40	3,914.70	4,385.10

Gross Carrying amount	Customer contracts and Customer / Vendor relationship	Intellectual property rights/ Acquired software licenses	Total
Balance as at 1 July 2012	424.78	5,758.31	6,183.09
Additions	-	1,097.15	1,097.15
Acquisition on business combination	426.97	-	426.97
Disposals	-	(2,526.74)	(2,526.74)
Net exchange differences	66.21	79.80	146.01
Balance as at 30 June 2013	917.96	4,408.52	5,326.48

Amortisation and impairment	Customer contracts and Customer / Vendor relationship	Intellectual property rights/ Acquired software licenses	Total
Balance as at 1 July 2012	234.03	1,698.37	1,932.40
Amortisation	112.13	1,728.36	1,840.49
Disposals	-	(2,526.74)	(2,526.74)
Net exchange differences	34.48	128.75	163.23
Balance at 30 June 2013	380.64	1,028.74	1,409.38
Net carrying amount 30 June 2013	537.32	3,379.78	3,917.10

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

Capital work in progress

	31 March 2014	30 June 2013
Opening balance	-	-
Additions	908.92	933.51
Disposals	(908.92)	(933.51)
Closing balance	-	-

NOTE G - GOODWILL

The net carrying amount of goodwill can be analysed as follows:

	31 March 2014	30 June 2013
Gross carrying amount		
Opening balance	4,515.18	3,179.64
Acquired through business combination	-	1,003.79
Net exchange difference	39.10	331.75
Closing balance	4,554.28	4,515.18

The Group has organized its business into two segments - Enterprise Geospatial and Engineering Solutions ('EGES'); and Systems Integration and Enterprise IT Solutions ('EITS').

The Group has identified EITS as the single Cash Generating Unit (CGU) to which goodwill has been allocated. Thus, for the purpose of annual impairment testing, goodwill is allocated only to one segment- EITS, which is expected to benefit from the synergies of the business combinations in which the goodwill arises and which represents the lowest level at which the goodwill is monitored for internal management purposes.

The recoverable amount of the cash generating unit has been determined based on value in use. Value in use has been determined based on future cash flows after considering current economic conditions and trends, estimated future operating results, growth rates and anticipated future economic conditions.

As of March 31, 2014, the estimated cash flows for a period of 5 years were developed using internal forecasts, and a pre-tax discount rate of 16.67% (2013-15.70%) and a terminal growth rate of 2% (2013- 2%).

The long term growth rate used for terminal value at the end of the forecast period is 2%. This long-term growth rate takes into consideration external macro-economic sources of data. Such long-term growth rate considered does not exceed that of the relevant business and industry sector.

The growth rates over the forecast period reflect the compounded annual growth rates for revenues of the cash-generating units as projected by the management.

The discount rate used is based weighted average cost of capital based on risk free rate on long term yield on government securities, which are adjusted for equity risk premium, company specific risk premium, specific country risks, and beta of a comparable market participant.

Based on the above, no impairment was identified as of 31 March 2014 as the recoverable value of the CGU exceeded the carrying value.

The management believes that any reasonably possible change in the key assumptions would not cause the carrying amount to exceed the recoverable amount of the cash generating unit.

NOTE H - RESTRICTED CASH

Restricted cash comprises the following:

Particulars	31 March 2014	30 June 2013
Dividend accounts	46.04	45.05
Time deposits	69.15	176.44
Debt services reserve accounts	216.58	216.43
Interest reserve account for 10.75% senior notes	646.07	671.70
Total	977.84	1,109.62

Dividend accounts represent balances maintained in specific bank accounts for payment of dividends. The use of these funds is restricted and can only be used to pay dividends. The corresponding liability for payment of dividends is included in 'Financial liabilities'.

Time deposits represent fixed deposits placed with banks and deposits under lien for bank guarantees and margin money deposits. Most of these deposits have been placed for a one-year period, and are automatically renewed.

Debt service reserve accounts represents balances maintained in specific bank accounts used as security against certain loans from banks.

Interest reserve account of Senior Notes represents balances maintained in a specific bank account maintained in U.S. dollars as security against the interest on the Senior Notes issued.

NOTE I - OTHER CURRENT LIABILITIES

Other liabilities comprise the following:

Particulars	31 March 2014	30 June 2013
Deferred revenue	344.70	48.60
Advances from customers	85.59	371.66
Other liabilities	236.88	321.44
Total	667.17	741.70

NOTE J - OTHER FINANCIAL LIABILITIES

Other financial liabilities comprise the following:

Particulars	31 March 2014	30 June 2013
Other financial liabilities – Current		
Interest accrued but not due	779.14	266.34
Unclaimed dividend payable	46.04	45.05
Liability for contingent consideration	163.15	80.16
Other liabilities	1,254.79	1,321.19
Total	2,243.12	1,712.74
Other financial liabilities – Non current		
Liability for contingent consideration	93.83	148.87
Interest rate swap marked to market	106.02	43.61
Other liabilities	8.82	14.13
Total	208.67	206.61

NOTE K - LONG TERM PROVISIONS

Long term provisions comprise the non-current portion of the following obligation:

Particulars	31 March 2014	30 June 2013
Provision for compensated absences	75.68	88.61
Provision for gratuity benefit plan	74.15	67.86
Provision for other benefits to employee	31.45	-
Total	181.28	156.47

NOTE L - LONG TERM LIABILITY

Particulars	31 March 2014	30 June 2013
External commercial borrowings ('ECB')/ Foreign currency loans ('FCL')	18,148.48	18,017.31
Rupee term loan from banks	6,775.00	5,100.00
10.75% Senior Notes	11,683.11	11,646.11
Total	36,606.59	34,763.42
Less : Current portion of long term borrowings	(2,194.23)	(1,931.31)
Total	34,412.36	32,832.11

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

External commercial borrowings

ECB of USD 40 million (Rs.2,404.00 millions) from Union Bank of India is secured by mortgage of specific building "Rolta Tower-A" at Rolta Technology Park, MIDC, Andheri (East), Mumbai 400093. ECB of USD 50 million (Rs.3,005.00 millions) from ICICI Bank Ltd is secured by mortgage of specific building "Rolta Tower-B" at Rolta Technology Park, MIDC, Andheri (East), Mumbai 400093 and first pari-passu hypothecation charge over movable fixed assets and exclusive charge over Debt Service Reserve Account (DSRA) of the Group with ICICI Bank Ltd. ECB of USD 135 million (Rs. 8,262.18 millions) from consortium of Union Bank of India, Bank of India and Bank of Baroda is secured by exclusive mortgage of specific building "Rolta Tower-1" located at Plot No 39, MIDC-Marol, Andheri (East), Mumbai 400093 and first pari-passu hypothecation charge on the movable fixed asset of the Group and exclusive charge over DSRA of the Group with respective banks. ECB of USD 11.50 million (Rs. 691.10 millions) from Bank of India is secured by second pari-passu charge over movable fixed assets of the Group, second pari-passu charge over "Rolta Tower-1" located at Plot No 39, MIDC-Marol, Andheri (East), Mumbai 400093 and second charge over current assets of the Group. ECB of USD 15.5 million (Rs. 931.50 millions) from Bank of Baroda is secured by: (i) the pledge of shares in Rolta International Inc. held by Rolta India Limited, valued at 125% of the loan amount; (ii) the mortgage of the land and building owned by Rolta International Inc. located at Rolta Centre, 5865 North Point Parkway, Alpharetta, Georgia 30022; and (iii) a charge on DSRA with Bank of Baroda New York. The Bank of Baroda Facility is also guaranteed by Rolta International Inc.. ECB of USD 35 million (Rs. 2,103.50 millions) from Axis Bank Ltd. is secured by: (i) exclusive mortgage of specific building "Rolta Centre-II" located at Plot No 35, MIDC-Marol, Andheri (East), Mumbai 400093; (ii) pledge of shares of Rolta International Inc., held by Rolta India Ltd, to the extent value of immovable property is less than 1.25 times of the loan amount; and (iii) a charge over DSRA with Axis Bank Ltd and (iv) pledge of Compulsorily Convertible Debentures of US\$ 35.00 million issued by Rolta International Inc. FCL of USD 12.5 million (Rs. 751.20 millions) from Bank of Baroda is secured by way of SBLC from UBI which is secured by extension of pledge over Rolta Tower A at Rolta Technology Park, MIDC, Andheri (East), Mumbai 400093.

The annual interest rates on ECBs and FCL is LIBOR + 350 - 500 Basis Points (range).

The applicable finance charges on ECBs ranged from 3.74% to 6.48% during the current period.

Term loans from banks

Term loan of Rs.1,000.00 millions from Union Bank of India and Rs. 1,000.00 millions from Central bank of India are secured by second pari-passu charge over movable fixed assets of the Group, second pari-passu charge over "Rolta Tower-1" located at Plot No 39, MIDC-Marol, Andheri (East), Mumbai 400093 and second charge over current assets of the Group. Term Loan of Rs. 1,575.00 millions and Rs.1,200.00 millions from Central Bank of India is secured by first charge by way of equitable mortgage of specific building "Rolta Tower-C" at Rolta Technology Park, MIDC, Andheri (East), Mumbai 400093 and second charge over Movable Fixed Assets. Term Loan of Rs. 2,000.00 millions from Syndicate Bank is secured by exclusive mortgage of specific premises at unit No 201 to 204 & 501 to 504 multi storied building, SEEPZ SEZ, Andheri (East), Mumbai 400093.

The annual interest rate on term loans is Bank's Prime Lending Rate + 100 - 200 Basis Points (range).

The applicable interest rate for the period ended 31 March 2014 was 11.25% - 12.25%.

Senior Notes

Rolta LLC, a wholly owned subsidiary of Rolta India Limited issued US\$ 200 million, 10.75% senior notes in May 2013 and repayable after 5 years in one single instalment. A separate Interest reserve account has been created in the name of the Issuer, held at Deutsche Bank Trust Company Americas, and maintained in U.S. dollars for the benefit of holders of

any Notes. These notes are guaranteed by Rolta India Limited and its subsidiaries Rolta International Inc., Rolta Middle East FZ-LLC, and Rolta UK Ltd. The notes are listed on the Singapore Exchange Securities Trading Ltd. (SGX-ST).

The maturity profile of long-term borrowings outstanding at 31 March 2014 is given below:

Year ending 31 March,

2015

2016

2017

2018

And there after

Amount

2,194.23

5,060.28

7,009.82

6,453.17

15,889.09

36,606.59

The fair value of long-term debt is estimated by management to be approximate to their carrying value, since the average interest rate on such debt is within the range of current interest rates prevailing in the market.

NOTE M - SHORT TERM BORROWINGS

Particulars

Foreign currency loans (unsecured)

Working capital loans

Buyers credit

Total

31 March 2014

-

3,472.58

116.66

3,589.24

30 June 2013

477.60

723.59

204.70

1,405.89

Working capital Loan

Working capital loans aggregating to US\$ 13.80 million (Rs. 829.58 million) from Bank of India are secured by a pari-passu charge on the current assets of the Group.

A floating interest rate of base rate plus 1% is charged on monthly outstanding balances for the above working capital loans.

Working capital loan of US\$ 6.31 million (Rs. 379.37 millions) availed by RME from Bank of India, London. Loan of US\$ 6.17 million (Rs. 371.12 millions) availed by RUS from Bank of India, America. Loan of US\$ 1.32 million (Rs. 79.09 millions) availed by RUK from Bank of India, London. The above three loans are secured by way of corporate guarantee from RIL.

These facilities carry interest rates at normal commercial rates.

The applicable interest rate on working capital loans for the period ended 31 March 2014 was 4.15% - 11.25%.

Buyers Credit

The Group has availed buyers credit from Bank of India and Union bank of India, by way of a pari-passu charge on the current assets of the Group.

The applicable interest rate for the period ended 31 March 2014 was 1.15% - 2.24%.

NOTE N - SHORT TERM PROVISIONS

Short term provisions comprise the following:

Particulars

Provision for gratuity

Provision for compensated absences

Total

31 March 2014

17.05

106.54

123.59

30 June 2013

21.43

29.22

50.65

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

NOTE O - TAXES

Taxes for the period comprise the following:

Particulars	31 March 2014	30 June 2013
Current tax expense/ (benefit), net	(515.94)	1.68
Deferred tax benefit, net	(258.65)	(80.06)
Total	(774.59)	(78.38)

Current tax expense/(benefit) comprises of following:

Particulars	31 March 2014	30 June 2013
Current tax	27.26	1.68
Reversal of provision recorded in earlier periods which are no longer required.	(543.20)	-
Total	(515.94)	1.68

Deferred tax benefit comprises of following:

Particulars	31 March 2014	30 June 2013
Incremental deferred tax liability (net) on Tangible and Intangible assets	2,661.44	(119.26)
Deferred tax assets recorded on carried forward business losses and unabsorbed depreciation and others	(2,920.09)	39.20
Total	(258.65)	(80.06)

Deferred tax assets have been recognised only to the extent of timing differences (i.e. Deferred tax liabilities) the reversal of which will result in sufficient income against which such deferred tax assets can be realised.

The relationship between the expected tax expense based on the applicable tax rate of the Company and the tax expense actually recognized in the statement of comprehensive income can be reconciled as follows:

Particulars	31 March 2014	30 June 2013
Income tax expense at tax rates applicable to individual entities	1,012.56	(2,974.99)
Tax adjustment for tax-exempt income		
- Export income exempt from tax	-	-
- Exempt income	(87.61)	(3.85)
Other tax adjustments		
- Disallowed expenses	2.18	2,199.79
- Unrecognised tax benefit on losses of subsidiaries	354.36	756.65
- Foreign and state taxes	26.60	-
- Reversal of provision recorded in earlier periods which are no longer required	(543.20)	-
- Deferred tax recognised on prior year losses	(1,479.38)	-
- Prior losses adjusted against in the current period	(11.45)	-
- Impact on account of rate change	-	(8.68)
- Others	(48.65)	(47.30)
Actual tax expense	(774.59)	(78.38)

The tax effect of significant temporary differences that resulted in deferred income tax assets and liabilities and a description of the items that create those differences are given below:

Particulars	31 March 2014	30 June 2013
Deferred income tax assets – Non current		
Minimum alternative tax	251.11	251.11
Carry forward of losses	2,841.03	-
Employee benefits	138.01	97.32
Others	17.68	-
	3,247.83	348.43
Deferred income tax liabilities - Non current		
Intangible assets	892.94	73.10
Due to revaluation of land	2,093.50	2,114.19
Difference in depreciation on property, plant and equipment	2,195.23	353.64
	5,181.67	2,540.93
Net deferred income tax liability	1,933.84	2,192.50

Deferred tax assets and liabilities have been offset to the extent they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis. Such deferred tax assets and liabilities relate to the tax jurisdiction of Rolta India Limited.

In assessing the realisability of deferred income tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

As at 31 March 2014, the Company's subsidiaries had losses which can be carried forward for future utilization within 5 to 20 years. These subsidiaries have been incurring losses and therefore it is considered more likely that the deferred tax asset arising from these carried forward net operating losses will not be realized. As at the balance sheet date, Rolta International Inc. had carry forward federal net operating loss of Rs. 3,935.79 million (2013: Rs. 3,149.47 million) in the United States of America (USA). Accordingly no deferred tax assets have been recognized in respect of these losses that will expire over a period of 20 years from 2020 to 2032.

The Company is required to pay a dividend distribution tax of 16.2225% (including surcharge and education cess) on the total amount it pays to its shareholders as dividends.

NOTE P - EQUITY AND RESERVES

a) Common stock

The Company presently has only one class of ordinary shares. For all matters submitted to vote in the shareholders meeting, every holder of ordinary shares, as reflected in the records of the Company on the date of the shareholders' meeting, has one vote in respect of each share held. All shares are equally eligible to receive dividends and the repayment of capital in the event of liquidation of the Company.

The Company has an authorized share capital of 250,000,000 equity shares of Rs 10 each.

b) Reserves

Additional paid in capital – The amount received by the Company over and above the par value of shares issued (securities premium) is shown under this heading.

Statutory reserves– The statutory reserve is created in accordance with Articles of Association of Rolta Saudi Arabia Ltd and the regulations for companies in the Kingdom of Saudi Arabia, the Group maintains a statutory reserve equal to one half of its share capital. Such reserve is not currently available for distribution to the shareholders. On redemption of FCCB, FCCB redemption reserve has been transferred to Accumulated earnings.

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

AFS reserve – The AFS reserve comprises gains and losses due to the revaluation of available for sale securities.

Revaluation reserve - The revaluation reserve comprises gains and losses due to the revaluation of land.

Translation reserve – Assets and liabilities of foreign subsidiaries are translated into Indian rupees at the rate of exchange prevailing as at the Balance Sheet date. Revenue and expenses are translated into Indian rupees by averaging the exchange rates prevailing during the period. The exchange difference arising out of the year-end translation is being debited or credited to Translation Adjustment Account.

Other reserve - comprises of changes in the actuarial gains/ losses of the defined benefit plans, which is recognized in other comprehensive income (net of taxes).

Cash flow reserve – Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognized in other comprehensive income and held in cash flow reserve, a component of equity to the extent that the hedge is effective.

Accumulated earnings – Accumulated earnings include all current and prior period results as disclosed in the statement of comprehensive income (except items presented in other comprehensive income).

Dividends – The final dividend is recommended by the Board of Directors and is recorded in the books of account upon its approval by the shareholders. In the meeting of Board of Directors of Rolta India Limited held on May 24, 2014, the Board recommended a dividend of Rs. 2.25/- per Ordinary Share (face value of Rs. 10 each) which will be subject to approval by the shareholders in their upcoming Annual General Meeting.

NOTE Q - EQUITY AND RESERVES

Operating revenue comprises the following:

Particulars	Period ended 31 March 2014	Year ended 30 June 2013
Sale of products	9,436.67	7,210.24
Sale of solutions & services	15,580.55	14,577.59
Total	25,017.22	21,787.83

NOTE R - OTHER INCOME

Other income comprises the following:

Particulars	Period ended 31 March 2014	Year ended 30 June 2013
Interest income	36.54	56.14
Dividend income	0.79	11.33
Gain on sale of available for sale investments	-	0.06
Rental income	-	102.15
Mark to market ('MTM') gain on interest rate swaps	-	140.94
Exchange Gain (net)*	214.50	-
Others	272.26	39.21
Total	524.09	349.83

* Exchange loss (net) of Rs. 822.20 million in the previous year is recorded under 'Other expenses'.

NOTE S - MATERIALS CONSUMED

Materials consumed comprise of the following:

Particulars	Period ended 31 March 2014	Year ended 30 June 2013
Opening stock	-	-
Purchases	8,264.83	4,577.16
Less: Closing stock	-	-
Total	8,264.83	4,577.16

NOTE T - EMPLOYEE COSTS

Employee costs comprise the following:

Particulars	Period ended 31 March 2014	Year ended 30 June 2013
Salaries, wages and bonus	5,945.52	5,773.17
Share based payments (employee stock options)	41.58	46.42
Contribution to provident and other funds	271.68	325.86
Welfare expenses	6.30	41.05
Total	6,265.08	6,186.50

NOTE U - EMPLOYEE POST- RETIREMENT BENEFITS

The following are the employee benefit plans applicable to the employees of the Group.

a) Gratuity benefit plan

In accordance with applicable Indian laws, the Group provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement, death, incapacitation or termination of employment of amounts that are based on salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation. The plan is not funded.

The following table sets out the status of the Gratuity Plan and the amounts recognized in the Group's consolidated financial statements:

Particulars	31 March 2014	30 June 2013
Change in Benefit Obligation		
Change in Benefit Obligation		
Present Benefit Obligation ('PBO') at the beginning of the period	89.29	81.44
Interest cost	5.36	6.92
Service cost	9.74	10.18
Benefits paid	(22.57)	(8.84)
Actuarial (gain) loss on obligations	9.38	(0.41)
PBO at the end of the period	91.20	89.29
Liability recognized		
Present value of obligation	91.20	89.29
Liability recognized in balance sheet	91.20	89.29

Total cost recognised is as follows:

Particulars	31 March 2014	30 June 2013
Current service cost	9.74	10.18
Interest cost	5.36	6.92
Net actuarial (gain) / loss recognised in the period*	9.38	(0.41)
Expenses recognised in the statement of comprehensive income	24.48	16.69

* The Group has adopted revised IAS 19R with effect from July 1, 2013 and actuarial (gain)/ loss is recognised in other comprehensive income. Comparative information has not been restated for the changes as the effect of change in accounting policy is not material.

Current service cost and interest cost are included in employee cost.

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

The movement of the net liability can be reconciled as follows:

Particulars	31 March 2014	30 June 2013
Movements in the liability recognized		
Opening net liability	89.29	81.44
Expense as above	24.48	16.69
Contribution paid	(22.57)	(8.84)
Closing net liability	91.20	89.29

Particulars	31 March 2014	30 June 2013
Closing liability has been bifurcated into		
Current*	17.05	21.43
Non-current	74.15	67.86

* Has been included in Note N– Short term provisions

For determination of the liability, the following actuarial assumptions were used:

Particulars	31 March 2014	30 June 2013
Discount rate	9.00%	8.00%
Rate of increase in compensation levels	5.00%	5.00%
Attrition rate	18.30%	23.00%
Mortality rate	As per Indian Assured Lives Mortality Table (2006-08) issued by Insurance Regulatory and Development Authority of India	

The development of Group's defined benefit scheme relating to gratuity may also be summarised as follows:

Particulars	Defined benefit obligation	Experience adjustments on plan liabilities
2010	63.63	0.83
2011	70.14	1.79
2012	81.44	8.87
2013	89.29	(0.41)
2014	91.20	9.10

b) Provident fund benefit plan

Apart from being covered under the Gratuity Plan described earlier, employees of the Indian companies participate in a provident fund plan, a defined contribution plan. The Group makes monthly contributions based on a specified percentage of salary of each covered employee to a government recognized provident fund. The Group does not have any further obligation to the provident fund plan beyond making such contributions. Upon retirement or separation an employee becomes entitled to this lump sum benefit, which is paid directly to the concerned employee by the fund. The Group contributed approximately Rs. 44.26 million (2013: Rs. 58.21 million) to the provident fund plan during the nine months ended 31 March 2014.

c) 401k contribution plan (Rolta International Inc.)

The contribution to the 401k plan in the current period was Rs.202.93 million (2013: Rs.267.66 million).

NOTE V - SHARE BASED EMPLOYEE REMUNERATION

ESOP 2007

On April 24, 2007, the Group granted further 1,427,500 stock options available under the Employee Stock Options Plan 2005 (ESOP - 2005) and Employee Stock Options Plan 2007 (ESOP – 2007). These Options were granted at an exercise price of Rs. 419.70, which was the closing market price on the date of the grant of Options. The first 50% of these options became available for exercise on April 24, 2009, second 25% of options became available for exercise on April 24 2010 and balance 25% became available for exercise on April 24, 2011. Each option if exercised is convertible into two equity shares. Out of the options granted 358,750 options lapsed on account of cessation of employment and 1,065,000 options lapsed on account of surrender of options. The options and price are entitled for 1:1 bonus issue adjustment. The outstanding options as on March 31, 2014 are 3,750 (Previous Year - 6,750).

ESOP 2009

On August 10, 2009, the Group granted further 5,989,500 stock options available under the Employee Stock Options Plan 2007 (ESOP – 2007) and surrendered options under Employee Stock Option Plans 2007 & 2008. These Options were granted at an exercise price of Rs. 145.15, which was the closing market price on the date of the grant of Options. The first 25% of these options became available for exercise on August 10, 2010, Second 25% of the options became available for exercise on August 10, 2011, third 25% of the options became available for exercise on August 10, 2012 and balance 25% of the options have become available for exercise on August 10, 2013. Out of these options a total of 22,400 number of options were exercised by eligible employees. 2,546,500 options lapsed on account of cessation of employment. The outstanding options as on March 31, 2014 are 3,420,600 (Previous Year -3,684,100).

On October 6, 2009, the Group further granted 15,000 stock options available under the Employee Stock Options Plan 2009 (ESOP – 2009). These options were granted at an exercise price of Rs. 174.15, which was the closing price as on the date of the grant of Options. The first 25% of these options became available for exercise on October 6, 2010, Second 25% of the options became available for exercise on October 6, 2011, third 25% of the options have become available for exercise on October 6, 2012 and balance 25% of the options have become available for exercise on October 6, 2013. Each option if exercised is convertible into one equity share. 15,000 options lapsed on account of cessation of employment. The outstanding options as on March 31, 2014, are Nil (Previous Year 15,000).

On December 8, 2010, the Group further granted 305,000 stock options available under the Employee Stock Options Plan 2009 (ESOP – 2009). These options were granted at an exercise price of Rs.155.55, which was the closing price as on the date of the grant of Options. The first 25% of these options became available for exercise on December 8, 2011, second 25% of the options became available for exercise on December 8, 2012 and third 25% options became available for exercise on December 8, 2013. Each option if exercised is convertible into one equity share. Out of the options granted 225,000 options lapsed on account of cessation of employment. The outstanding options as on March 31, 2014 are 80,000 (Previous Year 215,000).

On November 1, 2011, the Group further granted 220,000 stock options available under the Employee Stock Options Plan 2009 (ESOP – 2009). These options were granted at an exercise price of Rs.81.55, which was the closing price as on the date of the grant of Options. The first 25% of these options became available for exercise on November 1, 2012 and

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

second 25% of the options became available for exercise on November 1, 2013. Each option if exercised is convertible into one equity share. The outstanding options as on March 31 2014 are 220,000 (Previous Year 220,000).

ESOP 2013

On January 1, 2013, the Group further granted 6,100,000 stock options available under the ESOP 2007, ESOP 2008 and ESOP 2009. These options were granted at an exercise price of Rs. 10/-, at a discount of Rs. 52.15 to the closing price as on the date of the grant of options. The first 50% of these options shall become available for exercise on January 1, 2016 and one option if exercised is convertible into one-equity share at the exercise price mentioned above. 625,000 options have lapsed on account of cessation of employment. The outstanding options as on March 31, 2014, are 5,475,000 (Previous Year 6,100,000).

The aggregate share options and weighted average exercise price under all the above mentioned plans are as follows for the reporting periods presented:

	2014		2013	
	Number*	Weighted average exercise price*(₹)	Number*	Weighted average exercise price*(₹)
Outstanding at July 1	10,246,600	111.89	5,782,650	149.12
Granted	-	-	6,100,000	10.00
Forfeited	(1,043,500)	67.28	(1,636,050)	136.88
Outstanding as at March 31/ June 30	9,203,100	63.54	10,246,600	111.89
Exercisable	3,541,850		2,938,850	

For ESOPs outstanding as at 31 March 2014, exercise price ranges from Rs 10 to 419.70 per share and weighted average life of these options is approximately 39 months (2013: 48 months).

* All figures have been accordingly adjusted for the 1:1 bonus issue in 2008.

All share based employee remuneration would be settled in equity. The only vesting condition is the continuance of service. The Group has no legal or constructive obligation to repurchase or settle the options.

In total, employee remuneration expense of Rs.41.58 million (2013: Rs.46.42 million) has been included in the consolidated statement of comprehensive income which gave rise to employee stock compensation reserve.

NOTE W - RELATED PARTY TRANSACTIONS

Related parties with whom the Group has transacted during the period

Key Management Personnel	
Mr. K K Singh	Chairman & Managing Director ('CMD')
Mr. A D Tayal	Joint Managing Director & Chief Operating Officer – Domestic Operations
Mr. Hiranya Ashar	Director Finance & Chief Financial Officer
Mr. Ben Eazzetta (upto 31 December 2012)	President & Chief Operating Officer – International Operations
Ms Preetha Pulusani (from 01 January 2013)	President & Chief Operating Officer – International Operations
Enterprises over which significant influence exercised by key management personnel/ directors	
Rolta Limited	Group controlled by Mr. K K Singh
Rolta Properties Pvt. Ltd	Group controlled by Mr. K K Singh
Rolta Holding & Finance Corporation Ltd (RHFCL)	Group controlled by Mr. K K Singh
Lanier Ford Shaver & Payne P.	Law firm in which Mr. John R Wynn, an Officer of Rolta US, is a legal counsel
Mashail Al-Khaleej	Minority shareholder in Rolta Saudi Arabia Limited

Summary of transactions with related parties during the period

Nature of Transaction	Period ended 31 March 2014	Year ended 30 June 2013
Transactions with key management personnel		
Short term employee benefits	144.13	74.46
Amount payable at the period end	80.83	1.75
Transactions with enterprises over which significant influence exercised by key management personnel/ directors.		
Rent/ business centre fees paid	135.34	139.37
Technical fees paid	3.43	72.43
Royalty fees paid	50.03	46.26
Security deposit given	(20.00)	43.68
Reimbursements paid	1.26	-
Amount payable at the period end	138.76	14.44
Amount receivable at the period end	156.41	176.41
Interest on fixed deposit on Rolta Limited	1.27	-
Purchase of fixed asset (RHFCL)	120.85	-

The directors are covered under the Group's gratuity policy and compensated absences policy along with other employees of the Group. Proportionate amount of gratuity and compensated absences is not included in the aforementioned disclosures as it cannot be separately ascertained.

NOTE X - EARNINGS PER SHARE

The basic earnings per share for the nine months period ended 31 March 2014 and for the year ended 30 June 2013 have been calculated using the net results attributable to shareholders of Rolta as the numerator.

Calculation of basic and diluted EPS is as follows:

Particulars	31 March 2014	30 June 2013
Profit/(Loss) attributable to shareholders of Rolta, for basic and dilutive	3,465.02	(8,673.77)
Weighted average number of shares outstanding during the period for Basic	161,329,096	161,329,096
Effect of dilutive potential ordinary shares		
Employee stock options*	4,625,073	-
Weighted average number of shares outstanding during the period for dilutive	165,954,169	161,329,096
Basic EPS, in Rs.	21.48	(53.76)
Diluted earnings per share, in Rs.	20.88	(53.76)

The EPS for the nine months ended 31 March 2014 is not annualised.

*The effect of employee stock options was anti-dilutive in nature in the previous year.

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

NOTE Y - COMMITMENTS AND CONTINGENCIES

A summary of the capital commitments and contingencies existing as at period ended is as follows:

Particulars

Bank Guarantee & Bills of Discounting given by Bankers (including counter guarantees issued by them)
Estimated amount of contracts remaining to be executed on property, plant and equipment and not provided for (net of advances)

31 March 2014	30 June 2013
7,543.62	2,329.91
28.58	-

NOTE Z - LEASES

The Group has entered into cancellable as well as non-cancellable leases for use of office space. These leases have durations of 1 to 3 years with an option for renewal at the end of lease term.

The future minimum rentals payable under non-cancellable operating leases are as follows:

Particulars

Minimum lease payments due not later than one year
Later than one year but not later than five years
Later than five years

31 March 2014	30 June 2013
255.83	237.16
875.91	976.63
66.34	78.57

Operating lease payments made by the Group recorded as rent expense in the current period amounted to Rs.267.29 million (2013: Rs. 293.34 million).

The Group uses leased furniture and equipment in providing services to clients and for office use as well as leasehold land. For financial reporting purposes, minimum lease rentals relating to furniture and equipment have been capitalized. The future minimum lease rentals for land are insignificant and the Group has capitalized upfront payments made to acquire the lease as part of property, plant and equipment.

The present value of future minimum lease payments for leases pertaining to furniture and equipment is as under:

Particulars

Minimum lease payments due not later than one year
Later than one year but not later than five years
Later than five years
Less: Interest charges
Present value of net minimum lease payments
Current portion
Non-current portion

31 March 2014	30 June 2013
17.58	34.21
6.98	16.10
3.42	-
27.98	50.31
(2.44)	(3.82)
25.54	46.49
16.72	32.36
8.82	14.13

Cost of furniture and equipment purchased under capital leases is Rs.73.56 million (2013: Rs. 72.60 million) and the related accumulated depreciation is Rs 39.68 million (2013: Rs 28.58 million).

NOTE AA - SEGMENT REPORTING

The Chief operating decision maker (i.e. the Group's Chairman & Managing Director) evaluates the Group's performance and allocates resources based on an analysis of various performance indicators such as revenues and operating expenses by business lines.

Particulars	EGES 2014	EITS 2014	Total 2014
Revenue			
From external customers	7,062.70	17,954.52	25,017.22
Inter-segment revenue	-	-	-
Segment revenue	7,062.70	17,954.52	25,017.22
Identifiable operating expenses	3,422.98	13,175.69	16,598.67
Segment operating profit	3,639.72	4,778.83	8,418.55
Add: Other income (unallocable)	-	-	524.09
Add: Other unallocable items	-	-	22.92
Less: Interest (unallocable)	-	-	(2,505.40)
Less: Depreciation and amortization (unallocable)	-	-	(3,769.93)
Profit before tax			2,690.23

Particulars	EGES 2013	EITS 2013	Total 2013
Revenue			
From external customers	6,683.40	15,104.43	21,787.83
Inter-segment revenue	-	-	-
Segment revenue	6,683.40	15,104.43	21,787.83
Identifiable operating expenses	3,018.46	10,029.34	13,047.80
Segment operating profit	3,664.94	5,075.09	8,740.03
Add: Other income (unallocable)	-	-	349.84
Less: Interest (unallocable)	-	-	(2,217.64)
Less: Depreciation and amortization (unallocable)	-	-	(14,801.36)
Less: Other unallocable expenses	-	-	(823.42)
Loss before tax			(8,752.55)

Segment Assets and Liabilities

	March 31, 2014	30 June 2013
Segment assets		
Enterprise Geospatial & Engineering Solutions	-	-
System Integration & Enterprise IT Solutions	4,554.28	4,515.18
Goodwill	4,554.28	4,515.18
Unallocated	63,087.08	56,035.84
Total	67,641.36	60,551.02
Segment liabilities		
Unallocated	48,528.25	43,981.29
Total	48,528.25	43,981.29
Capital expenditure		
Unallocated	8,406.07	19,186.30
Total	8,406.07	19,186.30

The Group does not track most assets and liabilities by business segment, as these are invariably used for all business segments. The Group's buildings and IT infrastructure are its principal non-current assets, and these are used for all the segments depending on the requirements for that period. The only assets which are specifically tracked are the receivables relating to the service line segments. In view of this, management believes that it is currently not practicable to provide segment disclosures relating to total assets and liabilities except for separate disclosure of Goodwill allocated to the separate segments.

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

Geographical Information

	31 March 2014		30 June 2013	
	Revenue	Non-current assets	Revenue	Non-current assets
India	9,259.94	47,696.99	9,590.25	42,291.96
North America	13,605.20	6,796.91	11,325.89	7,090.45
Other countries	2,152.08	15.66	871.69	10.25
Total	25,017.22	54,509.56	21,787.83	49,392.66

Revenues from external customers in the Group's domicile, India as well as from North America (USA and Canada) and revenues from other countries (in Europe and Middle East) have been identified on the basis of customer's geographical location. Non-current assets have been allocated based on their physical location. Non-current assets do not include financial instruments, deferred tax assets and post-employment benefit assets.

Revenue from customers under the control of central government of India represents approximately 31.99% of the Group's consolidated revenue for the nine months period ended March 31 2014. Such customers include Customer A who represents approximately 13% of the Group's consolidated revenue.

NOTE BB - FINANCIAL ASSETS

Loans and receivables comprise of cash and cash equivalents, trade receivables from the rendering of services and implementation of IT solutions and other receivables including unbilled income, accrued interest, deposits and advances receivable in cash.

Bank balances and cash comprise cash and short-term deposits held by the Group treasury function.

The directors consider that the carrying amount of loans and receivables approximates their fair value.

The investments in short term marketable securities included investment in daily dividend plan of reputed mutual funds and money market funds where the carrying value represents fair value. The fair values of these securities are based on net asset values.

Given below is the summary of financial assets as categorised in IAS 39:

Particulars	31 March 2014	30 June 2013
Non-current assets		
Loans and receivables		
- Unbilled receivables	732.41	-
- Restricted Cash	977.84	1,109.62
- Other non-current assets	337.36	64.71
Current assets		
Available for sale		
- Short term marketable securities	108.78	12.04
Loans and receivables		
- Cash and cash equivalents	569.51	1,567.94
- Trade receivables	8,571.46	6,243.27
- Unbilled receivables	940.55	1,387.77
- Other current assets	647.59	415.66

Trade receivables and unbilled receivables of carrying value Rs 5,191.08 million (2013 – Rs 3,591.70 million) have been pledged by the Group against borrowings. Refer Note L and Note M for details of pledge on financial assets of the Group.

NOTE CC - FINANCIAL LIABILITIES

Financial liabilities principally comprise of borrowings and amounts outstanding for trade purchases and ongoing costs.

The directors consider that the carrying amount of financial liabilities approximates their fair value.

Given below is the summary of financial liabilities as categorised in IAS 39:

Particulars	31 March 2014	30 June 2013
Non-current liabilities		
Financial liabilities at amortised cost		
- Long-term borrowings	34,412.36	32,832.11
- Other financial liabilities	115.95	171.45
Financial liabilities at fair value through profit or loss:		
- Financial liability for interest rate swaps	106.02	43.61
- Liability for contingent consideration	93.83	148.87
Current liabilities		
Financial liabilities at amortised cost		
- Trade payables	2,723.64	2,181.13
- Short term borrowings	3,589.24	1,405.89
- Current portion of long term borrowings	2,194.23	1,931.31
- Other financial liabilities	2,243.12	1,712.74

NOTE DD - FAIR VALUE HIERARCHY

The following table presents financial assets and liabilities measured at fair value in the statement of financial position in accordance with the fair value hierarchy. This hierarchy Groups financial assets and liabilities into three levels based on the significance of inputs used in measuring the fair value of the financial assets and liabilities. The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the financial asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement. The financial assets and liabilities measured at fair value in the Consolidated Balance Sheet are grouped into the fair value hierarchy as follows:

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

Particulars	31 March 2014	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value					
Available for sale financial assets – Short term marketable securities	108.78	-	108.78	-	108.78
Financial liabilities measured at fair value					
Liability for contingent consideration	(256.98)	-	-	(256.98)	(256.98)
Financial liability for interest rate swaps	(106.02)	-	(106.02)	-	(106.02)

Particulars	30 June 2013	Level 1	Level 2	Level 3	Total
Assets					
Available for sale financial assets – Investments in marketable securities	12.04	-	12.04	-	12.04
Liabilities					
Liability for contingent consideration	(229.03)	-	-	(229.03)	(229.03)
Financial liability for interest rate swaps	(43.61)	-	(43.61)	-	(43.61)

Measurement of fair value

The methods and valuation techniques used for the purpose of measuring fair value are unchanged from the previous year.

Derivatives

The fair value of interest rate swaps is determined at the present value of future cash flows estimated and discounted based on the applicable yield curves derived from quoted interest rates.

Marketable securities

Marketable securities are valued at the closing price reported by the funds.

Contingent consideration

The key inputs used for the determination of fair value of contingent consideration (payable in respect of acquisition of ATS) are the discount rate of 11.29% and the probability of achievement of 'earnings before depreciation, interest, tax and amortisation' target as 1.

Reconciliation of Level 3 category of financial liability:

Liability for contingent consideration	31 March 2014	30 June 2013
Opening balance	229.03	229.03
Imputation of interest (recognised in interest expenses)	26.02	-
Net exchange difference	1.93	-
Closing balance	256.98	229.03

NOTE EE - RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to a variety of financial risks which results from the Group's operating and investing activities. The Group's risk management is coordinated by its parent company, in close co-operation with the board of directors and the core management team of the subsidiaries, and focuses on actively securing the Group's short to medium term cash flows by minimising the exposure to financial markets.

The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options.

Financial assets that potentially subject the Group to concentrations of credit risk consist principally of cash equivalents, trade receivables, other receivables, investment securities and deposits. By their nature, all such financial instruments involve risk including the credit risk of non-performance by counter parties.

The Group's cash equivalents and deposits are invested with banks, whereas investment securities represent investments in short term marketable securities.

The Group's trade and other receivables are actively monitored to review credit worthiness of the customers to whom credit terms are granted and also avoid significant concentrations of credit risks.

The Group's interest-rate risk arises from long-term borrowings. Borrowings obtained at variable rates expose the Group to cash flow interest-rate risk. Borrowings issued at fixed rates expose the Group to fair value interest-rate risk. The Group also uses interest rate swaps to manage its variable interest rate risk

Foreign Currency sensitivity

The overseas entities of the Group operate in different countries. The functional currency of such entities is the currency being used in that particular country. The bulk of contributions to the Group's assets, liabilities, income and expenses in foreign currency are denominated in US Dollars. Other foreign currency transactions are entered into by entities in Sterling Pound (GBP), Euro, Saudi Riyal, Canadian Dollar, Australian Dollar and UAE Dirhams as applicable in the country in which the particular entity operates. However, the size of these entities relative to the total Group and, the volume of transactions in such currencies are not material.

Thus, the foreign currency sensitivity analysis has only been performed in relation to US Dollar (USD).

Exposure in US Dollars

US \$ exposures is as follows.

Nominal amounts	31 March 2014		30 June 2013	
	USD	INR	USD	INR
Short term exposure				
Financial liabilities, net	24.48	1,470.97	23.60	1,408.91
Net short term exposure	24.48	1,470.97	(23.60)	(1,408.91)
Long term exposure				
Financial liabilities, net	262.52	15,777.67	273.70	16,339.75
Net Long term exposure	262.52	15,777.67	(273.70)	(16,339.75)

US Dollar Sensitivity analysis

US Dollar conversion rate was Rs. 59.69 at the beginning of the period and scaled to a high of Rs.67.77 and to a low of Rs.59.05. The closing rate is Rs.60.10. Considering the volatility in direction of strengthening dollar upto 10%, the sensitivity analysis has been disclosed at 10% movements on strengthening and weakening effect for presenting comparable movement due to currency fluctuations.

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposure outstanding as at that date. The period end balances are not necessarily representative of the average foreign currency exposure during the period.

If the INR had strengthened against the US Dollar by 10% (2013: 10%) then this would have had the following impact:

	31 March 2014	30 June 2013
Net results for the period	1,724.86	1,774.87

If the INR had weakened against the US Dollar by 10% (2013: 10%) then this would have had the following impact

	31 March 2014	30 June 2013
Net results for the period	(1,724.86)	(1,774.87)

The Group has exposure between GBP and USD amounting to GBP 15.18 million (Rs 1,515.45 million). The impact on net results for the period would have been GBP 0.80 million (Rs 79.76 million) and GBP (0.80) million (Rs 79.76 million) if GBP would have strengthened / weakened against USD by 5% respectively.

Interest rate sensitivity

The Group has borrowed ECBs, Rupee term loans and long term working capital loans. The Group's policy is to minimise interest rate cash flow risk exposures on long-term borrowing. On ECBs, the Group has taken interest rate and currency rate swaps.

The model assumes that interest rate changes are instantaneous parallel shifts in the yield curve. Although some assets and liabilities may have similar maturities or periods to re-pricing, these may not react correspondingly to changes in market interest rates. Also, the interest rates on some types of assets and liabilities may fluctuate with changes in market interest rates, while interest rates on other types of assets may change with a lag.

This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposure outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

In case of LIBOR / base rate increases by 150 basis points (2013: 150 basis points) then such increase will have the following impact on:

	31 March 2014	30 June 2013
Net results for the period	(427.69)	(367.85)

In case of LIBOR / base rate decreases by 150 basis points (2013: 150 basis points) then such decrease will have the following impact on:

	31 March 2014	30 June 2013
Net results for the period	427.69	367.85

Credit risk analysis

The Group's exposure to credit risk is limited to the carrying amount of financial assets recognised at the balance sheet date, as summarised below:

	31 March 2014	30 June 2013
Cash and cash equivalents	569.51	1,567.94
Short term marketable securities	108.78	12.04
Trade receivables, net	8,571.46	6,243.27
Unbilled revenues	1,672.96	1,387.77
Restricted cash	977.84	1,109.62
Other receivables	984.95	480.37
Total	12,885.50	10,801.01

The Group continuously monitors defaults of customers and other counterparties, identified either individually or by the Group, and incorporates this information into its credit risk controls. The Group's policy is to deal only with creditworthy counterparties.

The Group's management considers that all the above financial assets that are not impaired for each of the reporting dates under review are of good credit quality, including those that are past due. None of the Group's financial assets are secured by collateral or other credit enhancements.

In respect of other than trade receivables, the Group's exposure to any significant credit risk exposure any single counterparty or any groups of counterparties having similar characteristics is considered to be negligible. The credit risk for liquid funds and other short-term financial assets is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

The Group has customer concentration risk. The aggregated trade receivables and unbilled receivables from customers under the control of central government of India represent approximately 52.66% of the total outstanding as of March 31, 2014. Such customers include Customer B who represents approximately 27% of the Group's consolidated trade receivables and unbilled receivables.

Liquidity risk analysis

The Group manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as cash-outflows due in day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for a 180-day and a 360-day lookout period are identified monthly.

The Group maintains cash and marketable securities to meet its liquidity requirements for up to 30-day periods. Funding in regards to long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell long-term financial assets.

Notes to Consolidated Financial Statements

Prepared in Accordance with IFRS

(All amounts in millions of Indian Rupees, unless otherwise stated)

As at 31 March 2014, the Group's liabilities have contractual maturities, excluding estimated interest payments, which are summarised below:

	Current				Non Current			
	Within 6 months		6 to 12 months		1 to 5 years		More than 5 years	
	2014	2013	2014	2013	2014	2013	2014	2013
Trade payable	2,723.64	2,181.13	-	-	-	-	-	-
Other liabilities	2,243.12	1712.74	-	-	115.95	171.45	-	-
Current portion of long term borrowings	799.33	137.31	1,394.90	1,794.00	-	-	-	-
Short term Borrowings	-	-	3,589.24	1,405.89	-	-	-	-
Long term Borrowings	-	-	-	-	32,754.47	31,836.46	1,657.89	995.65
Liability for contingent consideration	-	-	163.15	80.16	93.83	148.87	-	-
Financial liability for interest rate swaps	-	-	-	-	106.02	43.61	-	-

NOTE FF - CAPITAL MANAGEMENT POLICIES AND PROCEDURES

The Group's capital management objectives are:

- to ensure the Group's ability to continue as a going concern; and
- to provide an adequate return to shareholders.

by pricing products and services commensurately with the level of risk.

The Group monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of the balance sheet. Capital for the reporting periods under review is summarized as follows:

The Group's goal in capital management is to maintain a capital-to-overall financing structure ratio at 0.50:1.

The Group sets the amount of capital in proportion to its overall financing structure, i.e. equity and borrowings. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

	31 March 2014	30 June 2013
Total equity	19,113.10	16,569.73
Less: Cash & cash equivalents	(569.51)	(1,567.94)
Capital	18,543.59	15,001.79
Total equity	19,113.10	16,569.73
Add: Borrowings	40,195.83	36,169.31
Overall financing	59,308.93	52,739.04
Capital to overall financing ratio	0.31:1	0.28:1

The Group has complied with all externally imposed capital requirements to which it is subject to.

NOTE GG - POST REPORTING EVENTS

No adjusting or significant non-adjusting events have occurred between the reporting date and the date of authorization.

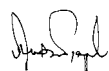
NOTE HH - COMPARATIVES

During the current period, Company decided to change the financial year from June year-end to March year-end. Accordingly, the current financial year of the Group shall be for a period of 9 months period ending March 2014 and are not comparable with the results of the previous financial year 2012-13 which was a 12 months period.

For and on behalf of Board of Directors




K. K. Singh
Chairman & Managing Director



Atul D. Tayal
Jt. Managing Director &
Chief Operating Officer -
Domestic Operations



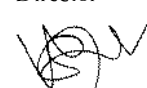
K. R. Modi
Director



Hiranya Ashar
Director - Finance &
Chief Financial Officer



V.K. Agarwala
Director



Verinder Khashu
Company Secretary & Head
Legal / Compliance

Independent Auditors' Report on Abridged Financial Statements

To
The Members of
ROLTA INDIA LIMITED

1. The accompanying abridged financial statements, which comprise the abridged balance sheet as at 31 March 2014, the abridged statement of profit and loss, and abridged cash flow statement for the nine months period then ended, and related notes, are derived from the audited financial statements of Rolta India Limited ('the Company') for the nine months period ended 31 March 2014. We expressed an unmodified audit opinion on those financial statements in our report dated 24 May 2014.

2. The abridged financial statements do not contain all the disclosures required by the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. Reading the abridged financial statements, therefore, is not a substitute for reading the audited financial statements of the Company.

Management's responsibility for the abridged financial statements

3. Management is responsible for the preparation of a summary of the audited financial statements in accordance with Rule 7A of the Companies (Central Government's) General Rules and Forms, 1956 read with Companies (Central Government's) General Rules and Forms (Amendment) Rules, 2012 and are based on the audited financial statements for the nine months period ended 31 March 2014, prepared in accordance with the accounting principles generally accepted in India, including the Accounting Standards notified under the Companies Act, 1956 ('the Act') read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.

Auditor's responsibility

4. Our responsibility is to express an opinion on the abridged financial statements based on our procedures, which were conducted in accordance with Standard on Auditing (SA) 810, "Engagements to Report on Summary Financial Statements" issued by the Institute of Chartered Accountants of India.

Opinion

5. In our opinion, the abridged financial statements, prepared in accordance with Rule 7A of the Companies (Central Government's) General Rules and Forms, 1956 read with Companies (Central Government's) General Rules and Forms (Amendment) Rules, 2012 are derived from the audited financial statements of the Company for the nine months period ended 31 March 2014 and are a fair summary of those financial statements.



For Walker Chandiok & Co LLP
(formerly Walker, Chandiok & Co)
Chartered Accountants,
Firm Registration No.: 001076N



per Aryn Jassani
Partner
Membership No.: F-46447
Place : Mumbai
Date : 24 May 2014

Independent Auditors' Report

To the Members of
ROLTA INDIA LIMITED

Report on the Financial Statements

1. We have audited the accompanying financial statements of Rolta India Limited, ('the Company'), which comprise the Balance Sheet as at 31 March 2014, and the Statement of Profit and Loss and Cash Flow Statement for the nine months period then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. Management is responsible for the preparation of these financial statements, that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards notified under the Companies Act, 1956 ('the Act') read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2014;
- in the case of Statement of Profit and Loss, of the profit for the nine months period ended on that date; and

iii) in the case of the Cash Flow Statement, of the cash flows for the nine months period ended on that date

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2003 ('the Order') issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

8. As required by Section 227(3) of the Act, we report that:
- we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branch not visited by us;
 - we have received the report on the accounts of the branch office audited under section 228 by other auditor and have appropriately dealt with these while forming our audit opinion.
 - the financial statements dealt with by this report are in agreement with the books of account and with the returns received from the branch not visited by us;
 - In our opinion, the financial statements comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 together with early adoption of Accounting Standard (AS) 30 - Financial Instruments: Recognition and Measurement to the extent the adoption does not conflict the existing accounting standards notified in the Act; and
 - on the basis of written representations received from the directors, as on 31 March 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

Other matters

9. The financial statements of the Company for the year ended June 30, 2013, were audited by another auditor who expressed an unmodified opinion on those statements on August 29, 2013.



For Walker Chandiok & Co LLP
(formerly Walker, Chandiok & Co)
Chartered Accountants,
Firm Registration No.: 001076N



per Aryn Jassani
Partner
Membership No.: F-46447
Place : Mumbai
Date : 24 May 2014

Annexure to Auditors' Report

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE TO THE MEMBERS OF ROLTA INDIA LIMITED, ON THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2014

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management during the period and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
- (c) In our opinion, a substantial part of fixed assets has not been disposed off during the current period.
- (ii) (a) The Company does not have any inventory. Accordingly, the provisions of clause 4 (ii) of the Order are not applicable.
- (iii) (a) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Act. Accordingly, the provisions of clauses 4(iii)(b) to 4(iii) (d) of the Order are not applicable.
- (b) The Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under Section 301 of the Act. Accordingly, the provisions of clauses 4(iii)(f) and 4(iii)(g) of the Order are not applicable.
- (iv) In our opinion, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
- (v) (a) In our opinion, the particulars of all contracts or arrangements that need to be entered into the register maintained under Section 301 of the Act have been so entered.
- (b) Owing to the unique and specialized nature of the items involved and in the absence of any comparable prices, we are unable to comment as to whether the transactions made in pursuance of such contracts or arrangements have been made at the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the Companies (Acceptance of Deposits) Rules, 1975. Accordingly, the provisions of clause 4(vi) of the Order are not applicable.
- (vii) In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
- (viii) To the best of our knowledge and belief, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 4(viii) of the Order are not applicable.
- (ix) (a) Undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues, as applicable,

have generally been regularly deposited with the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the period-end for a period of more than six months from the date they became payable.

- (b) There are no dues in respect of income-tax, sales-tax, wealth tax, service tax, customs duty, excise duty and cess that have not been deposited with the appropriate authorities on account of any dispute.
- (x) In our opinion, the Company has no accumulated losses at the end of the current period and it has not incurred cash losses in the current period and the immediately preceding financial year.
- (xi) The Company has not defaulted in repayment of dues to any bank or financial institution during the current period. The Company did not have any outstanding debentures during the current period.
- (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly, the provisions of clause 4(xii) of the Order are not applicable.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi/ mutual benefit fund/ society. Accordingly, provisions of clause 4(xiii) of the Order are not applicable.
- (xiv) In our opinion, the Company is not dealing or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Order are not applicable.
- (xv) In our opinion, the terms and conditions on which the Company has given guarantee for loans taken by others from banks or financial institutions are not, prima facie, prejudicial to the interest of the Company.
- (xvi) In our opinion, the Company has applied the term loans for the purpose for which these loans were obtained.
- (xvii) In our opinion, no funds raised on short-term basis have been used for long-term investment by the Company.
- (xviii) During the current period, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act. Accordingly, the provisions of clause 4(xviii) of the Order are not applicable.
- (xix) The Company has neither issued nor had any outstanding debentures during the current period. Accordingly, the provisions of clause 4(xix) of the Order are not applicable.
- (xx) The Company has not raised any money by public issues during the current period. Accordingly, the provisions of clause 4(xx) of the Order are not applicable.
- (xxi) No fraud on or by the Company has been noticed or reported during the period covered by our audit.

Walker, Chandok & Co. LLP.

For Walker Chandok & Co LLP
(formerly Walker, Chandok & Co)
Chartered Accountants,
Firm Registration No.: 001076N

Amy Jassani

per Amy Jassani
Partner
Membership No.: F-46447
Place : Mumbai
Date : 24 May 2014

Abridged Balance Sheet

As at 31st March 2014

(Statement containing Salient Feature of Balance Sheet as per section 219 (1)(b)(iv) of the companies Act, 1956)

(in ₹ Crore)

EQUITY AND LIABILITIES

Shareholders Funds

Share Capital

Equity

Reserves and Surplus

Securities Premium Account

General Reserve

Revaluation Reserve

Foreign Currency Monetary Item Translation Difference Account (FCMITDA)

Share Options Outstanding Account

Cash-flow Reserve

Surplus in the Statement of Profit and Loss

Non-Current Liabilities

Long-term Borrowings

Deferred Tax Liabilities (Net)

Other Long-term Liabilities

Long-term Provisions

Current Liabilities

Short-term Borrowings

Trade Payables

Other Current Liabilities

Short-term Provisions

TOTAL

ASSETS

Non-Current Assets

Fixed Assets

i) Tangible Assets

ii) Intangible Assets

iii) Capital Work-in-Progress

Non-Current Investment

Long-term Loans and Advances

Other Non-current Assets

Current Assets

Current Investments

Trade Receivables

Cash and Bank Balance

Short-term Loans and Advances

Other Current Assets

TOTAL

As at 31st March 2014	As at 30th June 2013
161.33	161.33
121.31	96.03
661.97	616.03
1,046.75	1,057.10
(134.61)	(188.62)
10.41	4.64
(6.24)	-
1,169.30	798.32
3,030.23	2,544.83
2,182.94	2,043.98
15.21	49.51
322.84	279.98
14.98	15.65
2,535.97	2,389.12
275.97	140.59
115.84	102.74
384.46	326.87
46.36	101.24
822.63	671.44
6,388.83	5,605.39
4,420.90	4,140.71
393.60	303.61
153.68	19.60
654.92	653.70
47.04	39.05
101.55	128.76
5,771.69	5,285.43
1.86	1.20
471.08	261.38
41.03	18.84
44.31	34.37
58.86	4.17
617.14	319.96
6,388.83	5,605.39

Refer Accounting Policies and Notes Complied from the Audited Accounts of the Company

Referred to in our report dated May 24, 2014

For and on behalf of Board of Directors

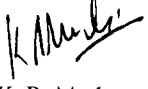
For Walker Chandiok & Co LLP .

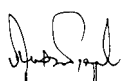
(formerly Walker, Chandiok & Co)

Chartered Accountants

Firm Registration No.: 001076N



Amin Jassani
Partner
M. No. F-46447


K. R. Modi
Director


Atul D. Tayal
Jt. Managing Director &
Chief Operating Officer -
Domestic Operations


K. K. Singh
Chairman & Managing Director


Verinder Khashu
Company Secretary & Head
Legal / Compliance


V. K. Agarwala
Director


Hiranya Ashar
Director-Finance &
Chief Financial Officer

Mumbai,
Date: May 24, 2014

Mumbai,
Date: May 24, 2014

Abridged Statement of Profit And Loss

For the nine months ended 31st March 2014

(Statement containing Salient Feature of Balance Sheet as per section 219 (1)(b)(iv) of the companies Act, 1956)

(in ₹ Crore)

	For the Nine Months Period ended 31st March 2014	For the year ended 30th June 2013
Revenue		
Sale of IT Solutions and Services	1,142.89	1,310.94
Other Income	6.02	34.56
Total Revenue	1,148.91	1,345.50
Expenses		
Cost of Materials & Technical Subcontractors	37.30	67.18
Employee Benefits Expense	171.42	216.19
Finance Costs	142.33	192.46
Depreciation and Amortization Expenses	364.56	361.10
Less : Withdrawn From Revaluation Reserve	10.35	1.15
Other Expenses	125.32	92.54
Total Expenses	830.58	928.32
Profit / (Loss) before Exceptional Items and Tax	318.33	417.18
Exceptional Items		
Profit on sale of investments in Rolta Saudi Arabia	52.47	--
Additional Depreciation due to change in Estimates	--	(1,152.72)
Profit / (Loss) Before Tax	370.80	(735.54)
Tax Expenses	(88.59)	1.89
Profit / (Loss) for the period	459.39	(737.43)
Earnings per Equity Shares		
Before Exceptional Item		
Basic	25.22	25.74
Diluted	24.52	25.34
After Exceptional Item		
Basic	28.48	(45.71)
Diluted	27.68	(45.71)
(Nominal Value ₹ 10 each)		

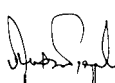
Refer Accounting Policies and Notes Complied from the Audited Accounts of the Company
Referred to in our report dated May 24, 2014

For and on behalf of Board of Directors

For Walker Chandiok & Co LLP .
(formerly Walker, Chandiok & Co)
Chartered Accountants
Firm Registration No.: 001076N


Amin Jassani
Partner
M. No. F-46447


K. R. Modi
Director



Atul D. Tayal
Jt. Managing Director &
Chief Operating Officer -
Domestic Operations

Mumbai,
Date: May 24, 2014


K. K. Singh
Chairman & Managing Director


Verinder Khashu
Company Secretary & Head
Legal / Compliance

Mumbai,
Date: May 24, 2014


V. K. Agarwala
Director


Hiranya Ashar
Director-Finance &
Chief Financial Officer

Mumbai,
Date: May 24, 2014

Notes to Abridged Financial Statements

For the nine months ended 31st March 2014

1. SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Preparation of Financial Statements

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention except for freehold land & leasehold land which are revalued. GAAP comprises mandatory accounting standards prescribed by the Companies (Accounting Standards) Rules 2006 and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision of an existing accounting standard requires a change in the accounting policy hitherto in use. The Company early adopted Accounting Standard (AS) 30 - Financial Instruments: Recognition and Measurement to the extent the adoption does not conflict the existing accounting standards notified under the Companies Act, 1956.

b. Use of Estimates

The preparation of the financial statements in conformity with GAAP requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provision for permanent diminution in long term investments, provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed assets and intangible assets. Actual result could differ from these estimates. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

c. Revenue Recognition

- i. Revenue from provision of solutions and services is recognized in accordance with the customer contract and when there are no unfulfilled company obligations or any obligations are inconsequential or perfunctory and will not affect the customer's final acceptance of the arrangement.
- ii. Revenue from customer-related long-term contracts is recognised by reference to the percentage of completion of the contract at the balance sheet date. Company's long term contracts specify a fixed price for the sale of license and installation of software solutions & services and the related revenue is determined using the percentage of completion method. The percentage of completion is based on efforts expended as a proportion to total estimated efforts on the contract. If the contract is considered profitable, it is valued at cost plus attributable profits by reference to the percentage of completion. Any expected loss on individual contracts is recognised immediately as an expense in the Statement of Profit & Loss.
- iii. Income from maintenance contract is recognized proportionately over the period of the contract.
- iv. Dividend on investments held by the Company is accounted for as and when it is declared.

d. Fixed Assets, Intangibles, Depreciation, Amortisation and Capital Work in Progress (CWIP)

All Fixed Assets are stated at cost of acquisition or construction except for free hold and leasehold land which are revalued, less accumulated depreciation and impairment loss, if any. Where the acquisition of fixed assets are financed through long term foreign currency loans, the exchange difference on such loans are added to or subtracted from the cost of such fixed assets. Capital Work-in-Progress is stated at cost comprising of direct cost and related incidental expenditure.

Depreciation on fixed assets is provided on the straight-line method over the useful lives of assets estimated by the management. Individual assets costing less than ₹ 5,000 are depreciated in full in the year of purchase. The estimated useful lives of assets are as follows:

Type of Asset	Estimated useful life of asset
Leasehold Land & Building	Lease Period
Freehold Building	60 Years
Computer Systems	2 to 6 Years
Other Equipment	10 Years
Furniture & Fixture	10 Years
Vehicles	5 Years
Intangibles / Intellectual Property	10 Years
Assets acquired for specific projects	Over the period of the project

e. Impairment of Assets

The fixed assets are reviewed for impairment at each balance sheet date. In case of any such indication, the recoverable amount of these assets is determined, and if such recoverable amount of the asset or cash-generating unit to which the asset belongs is less than its carrying amount, the impairment loss is recognized by writing down such assets to their recoverable amount. An impairment loss is reversed if there is change in the recoverable amount and such loss either no longer exists or has decreased.

f. Investments

Investments are classified into Current Investment and Long Term Investments. Current Investments are carried at lower of the cost and fair value. Long Term Investments are carried at cost. Provision for diminution is made only if, in the opinion of the management, such a decline is other than temporary.

g. Foreign Currency Transactions

- i. Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction.
- ii. All monetary foreign currency assets/liabilities are translated at the rates prevailing on the date of balance sheet.
- iii. The exchange difference between the rates prevailing on the date of transaction and on the date of settlement as also on translation of monetary items at the end of the year other than those relating to long term foreign currency monetary items is recognised as income or expense, as the case may be.
- iv. Exchange differences relating to long term foreign currency monetary items, to the extent they are used for financing the acquisition of fixed assets are added to or subtracted from the cost of such fixed assets and the balance is accumulated in 'Foreign Currency Monetary Item Translation Difference Account' under reserves & surplus and amortised over the balance term of the long term monetary item.

Notes to Abridged Financial Statements

For the nine months ended 31st March 2014

h. Derivative financial instruments

The Company has adopted the principles of AS 30 "Financial Instruments: Recognition and Measurement" in respect of its derivative financial instruments that are not covered by AS 11 "Accounting for the Effects of Changes in Foreign Exchange Rates" and that relate to a firm commitment or a highly probable forecast transaction. In accordance with AS 30, such derivative financial instruments, which qualify for cash flow hedge accounting and where the Company has met all the conditions of AS 30, are fair valued at the balance sheet date and the resultant gain/ loss is credited/ debited to the hedging reserve included in the Reserves and Surplus. This gain/ loss is recorded in the statement of profit and loss when the underlying transactions affect earnings.

Forward contracts, other than those entered into to hedge foreign currency risk on unexecuted firm commitments or highly probable forecast transactions, are treated as foreign currency transactions and accounted accordingly as per Accounting Standard (AS) 11 'The Effects of Changes in Foreign Exchange Rates'. Exchange differences arising on such contracts are recognised in the period in which they arise and the premium paid/received is recognised as expenses/income over the period of the contract.

i. Employee Benefits

i. Short Term Employee Benefits

Short Term Employees Benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related services is rendered.

ii. Post Employment Benefits

Provident Fund

The Company contributes monthly at a determined rate. These contributions are remitted to the Employee Provident Fund Commissioner office and are charged to Statement of Profit and Loss on accrual basis.

Gratuity

The Company provides for gratuity (a defined benefit retirement plan) to all the eligible employees. The benefit is in the form of lump sum payments to vested employees on retirement, on death while in employment, or termination of employment for an equivalent to 15 days salary payable for each completed year of service subject to a maximum of ₹ 10 lacs. Vesting occurs on completion of five years of service. Liability in respect of gratuity is determined using the projected unit credit method with actuarial valuations as on the balance sheet date and gains/losses are recognized immediately in the statement of Profit and Loss.

Leave Encashment

Liability in respect of leave encashment is determined using the projected unit credit method with actuarial valuations as on the balance sheet date and gains/losses are recognized immediately in the Statement of Profit and Loss.

iii. Employee Stock Options

The Company measures compensation cost relating to employee stock options using the Intrinsic value method (i.e. excess of market value of shares over the exercise price of the option at the date of grant). Compensation expense is amortised over the vesting period of the option on a straight line basis.

j. Borrowing Cost

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of that assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred.

k. Earnings Per Share

In accordance with the Accounting Standard 20 (AS – 20) "Earnings Per Share" issued by the Institute of Chartered Accountants of India, basic / diluted earnings per share is computed using the weighted average number of shares outstanding during the period.

l. Income Tax

Income tax comprises of current tax, and deferred tax. Deferred tax assets and liabilities are recognized for the future tax consequences of timing differences, subject to the consideration of prudence. Deferred tax assets and liabilities are measured using the tax rates enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent of timing differences the reversal of which will result in sufficient income against which such deferred tax assets can be realised. The carrying amount of deferred tax asset / liability is reviewed at each balance sheet date.

m. Warranty Cost

The company accrues the estimated cost of warranties at the time when the revenue is recognised. The accruals are based on the Company's historical experience of material usage and service delivery cost.

n. Prior Period Items

Prior period expenses/incomes are accounted under the respective heads. Material items, if any, are disclosed separately by way of a note.

o. Provisions & Contingent Liabilities

The company creates a provision when there is a present obligation as a result of an obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

p. Leases

Operating leases: Rentals in respect of all operating leases are charged to Statement of Profit & Loss.

2. Share Capital

a Authorised :

250,000,000 (P. Y. 250,000,000) Equity Shares of ₹ 10 each
Total

(in ₹ Crore)	
As at 31st March 2014	As at 30th June 2013
250.00	250.00
<u>250.00</u>	<u>250.00</u>

Notes to Abridged Financial Statements

For the nine months ended 31st March 2014

	(in ₹ Crore)
	As at 31st March 2014
b. Issued, Subscribed & Paid up :	
161,329,096 (P.Y. 161,329,096) Equity Shares of ₹ 10 each fully paid up.	161.33
Total	161.33

c. Reconciliation of share capital

	As at 31 March 2014	As at 30 June 2013
	Number of Share	Number of Share
Balance at the beginning of the period	161,329,096	161,329,096
Balance at the end of the period	161,329,096	161,329,096

d. Rights, Preferences and Restrictions attached to Shares.

The Company has one class of equity shares having a par value of ₹ 10/- each. Each shareholder is eligible for dividend and one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The dividend proposed by the Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting.

e. Shareholders holding more than 5% of the shares

	As at 31st March 2014	As at 30th June 2013
	Number of Share	Number of Share
Rolta Limited	65,022,370	60,450,000
Rolta Shares and Stocks Pvt. Ltd.	15,000,000	13,210,705

f. Employee Stock Option Plan (ESOP)

The Company has instituted various Employee Stock Option Plans. The Compensation Committee of the board evaluates the performance and other criteria of employees and approves the grant option. The particulars of options granted under various plans are tabled below:

ESOP 2007

On April 24, 2007, the Company granted further 1,427,500 stock options out of the balance and lapsed stock options available under the Employee Stock Options Plan 2005 (ESOP - 2005) and Employee Stock Options Plan 2007 (ESOP - 2007). These Options were granted at an exercise price of ₹ 419.70, which was the closing market price on the date of the grant of Options. The first 50% of these options has become available for exercise on April 24, 2009, second 25% of options has become available for exercise on April 24 2010 and balance 25% become available for exercise on April 24, 2011 and one Option if exercised is convertible into two-equity shares. Out of the options granted 358,750 options lapsed on account of cessation of employment and 1,065,000 options lapsed on account of surrender of options. The options and price are entitled for 1:1 bonus issue adjustment. The outstanding options as on March 31, 2014 are 3,750 (Previous Year - 6,750).

ESOP 2009

On August 10, 2009, the Company granted further 5,989,500 stock options out of the balance and lapsed stock options available under the Employee Stock Options Plan 2007 (ESOP - 2007) and surrendered options under Employee Stock Option Plans 2007 & 2008. These Options were granted at an exercise price of ₹ 145.15, which was the closing market price on the date of the grant of Options. The first 25% of these options has become available for exercise on August 10, 2010, Second 25% of the options are available for exercise on August 10, 2011, third 25% of the options have become available for exercise on August 10, 2012 and balance 25% of the options have become available for exercise on August 10, 2013. Out of these options a total of 22,400 number of options were exercised by eligible employees. 2,546,500 options lapsed on account of cessation of employment. The Outstanding options as on March 31, 2014 are 3,420,600 (Previous Year -3,684,100).

On October 6, 2009, the Company further granted 15,000 stock options out of the balance and lapsed stock options available under the Employee Stock Options Plan 2009 (ESOP - 2009). These options were granted at an exercise price of ₹ 174.15, which was the closing price as on the date of the grant of Options. The first 25% of these options has become available for exercise on October 6, 2010, Second 25% of the options are available for exercise on October 6, 2011, third 25% of the options have become available for exercise on October 6, 2012 and balance 25% of the options have become available for exercise on October 6, 2013 and one Option if exercised is convertible into one-equity share. 15,000 options lapsed on account of cessation of employment. The outstanding options as on June 30, 2014, are Nil (Previous Year 15,000).

On December 8, 2010, the Company further granted 305,000 stock options out of the balance and lapsed stock options available under the Employee Stock Options Plan 2009 (ESOP - 2009). These options were granted at an exercise price of ₹ 155.55, which was the closing price as on the date of the grant of Options. The first 25% of these options become available for exercise on December 8, 2011, second 25% of the options became available for exercise on December 8, 2012 and third 25% options became available for exercise on December 2013 and one Option if exercised is convertible into one-equity share. Out of the options granted 225,000 options lapsed on account of cessation of employment. The outstanding options as on March 31, 2014 are 80,000 (Previous Year 215,000).

On November 1, 2011, the Company further granted 220,000 stock options out of the balance and lapsed stock options available under the Employee Stock Options Plan 2009 (ESOP - 2009). These options were granted at an exercise price of ₹ 81.55, which was the closing price as on the date of the grant of Options. The first 25% of these options shall become available for exercise on November 1, 2012 and second 25% of the options have become available for exercise on November 1, 2013 and one Option if exercised is convertible into one-equity share. The outstanding options as on March 31 2014 are 220,000 (Previous Year 220,000).

Notes to Abridged Financial Statements

For the nine months ended 31st March 2014

ESOP 2013

On January 1, 2013, the Company further granted 6,100,000 stock options out of the balance, lapsed and surrendered stock options available under the ESOP 2007, ESOP 2008 and ESOP 2009. These options were granted at an exercise price of ₹ 10/-, at a discount of ₹ 52.15 to the closing price as on the date of the grant of options. The first 50% of these options shall become available for exercise on January 1, 2016 and one option if exercised is convertible into one-equity share at the exercise price mentioned above. 625,000 options have lapsed on account of cessation of employment. The outstanding options as on March 31 2014, are 5,475,000 (Previous Year 6,100,000).

3. Deferred Tax Liabilities (Net)

	As at 31st March 2014	As at 30th June 2013
Deferred Tax Liability on Fixed Assets	341.95	59.24
Deferred Tax Asset on Carry Forward Business losses & Unabsorbed Depreciation and Others	(326.74)	(9.73)
Total	15.21	49.51

Deferred tax assets are recognised only to the extent of timing differences (i.e. Deferred tax liabilities) the reversal of which will result in sufficient income against which such deferred tax assets can be realised.

4. As required by Accounting Standard 29 "Provisions, Contingent Liabilities and Contingent Assets" issued by the Institute of Chartered Accountants of India the disclosure with respect to provision for warranty and maintenance expenses is as follows:

	31st March 2014	30th June 2013
i. Amount at the beginning of the period	0.12	0.34
ii. Additional provision made during the period	0.22	0.12
iii. Amount used	0.01	0.01
iv. Unused amount reversed during the period	0.11	0.33
v. Amount at the end of the period	0.22	0.12

5. Disclosure relating to Employee Benefits in accordance with provision of Accounting Standard (AS)-15

	Gratuity	Leave Encashment
i. Expenses recognised in the Statement of Profit & Loss for the nine months period ended March 31, 2014		
Particulars		
Current Service Cost	0.97	1.34
	(1.02)	(1.83)
Interest Cost	0.54	0.71
	(0.69)	(0.92)
Net actuarial (gain) loss recognised for the period	0.94	(1.72)
	0.04	(0.16)
Expenses Recognised in the income statement	2.45	0.33
	(1.67)	(2.91)

	Gratuity	Leave Encashment
ii. Net Receipt / Liability recognised in the Balance Sheet		
Particulars		
Opening net liability	8.93	11.78
	(8.14)	(10.83)
Expense as above	2.45	0.33
	(1.67)	(2.91)
Contribution paid	2.26	2.58
	(0.88)	(1.96)
Closing net Liability	9.12	9.53
	(8.93)	(11.78)

	Gratuity	Leave Encashment
iii. Reconciliation of Opening and Closing Balances of Defined Benefit Obligation		
Particulars		
Liability at the beginning of the period	8.93	11.78
	(8.14)	(10.83)
Interest Cost	0.54	0.71
	(0.69)	(0.92)
Current Service Cost	0.97	1.34
	(1.02)	(1.83)
Benefit Paid	2.26	2.58
	(0.88)	(1.96)
Actuarial (Gain / Loss on Obligations)	0.94	(1.72)
	0.04	(0.16)
Liability at the end of the period	9.12	9.53
	(8.93)	(11.78)

Notes to Abridged Financial Statements

For the nine months ended 31st March 2014

iv. Actuarial assumption

Particulars

Discount Rate
Rate of increase in Salary
Rate of Attrition

March 31, 2014	June 30, 2013
9.00%	8.00%
5.00%	5.00%
18.3%	23.00%

6. Cash and Bank Balances

- a. Cash and Cash Equivalents
- Cash on Hand
- Balance with Banks in Current Accounts
b. Other Bank Balances
- Dividend Account
- Short-term Bank Deposit
Total

(in ₹ Crore)	
As at 31st March 2014	As at 30th June 2013
0.22	0.54
22.12	9.03
4.60	4.50
14.09	4.77
41.03	18.84

7. Exceptional items

Exceptional item for the nine months period ended 31 March 2014 represents gain of ₹ 52.47 crores towards sale of its 75 % shares in Rolta Saudi Arabia to Rolta Middle East FZ LLC, a subsidiary of the Company. The effective date of this transaction is January 23, 2014.

In Previous year, as a matter of prudence & to align depreciation policy with the current replacement cycle, taking into consideration various factors such as technology up-gradation and industry best practices, the Company has revised the estimated useful life of all assets as below:

Type of Asset	Earlier	Current
Freehold Building	1.63% SLM (60 Years)	60 Years
Leasehold Building	1.63% SLM (60 Years)	Lease Period
Computer Systems	4 Years to 6 Years	2 to 6 Years
Other Equipment	4.75 % SLM (20 Years)	10 Years
Furniture & Fixture	6.33% SLM (15 Years)	10 Years
Vehicles	9.50% SLM (10 Years)	5 Years

Consequent to above, there was an additional charge for depreciation during the previous year amounting to ₹ 1,152.72 Cr which is shown as an exceptional item.

8. Income Taxes

Following is the break-up of current tax and deferred tax:

Current tax

Wealth tax
Reversal of provisions recorded earlier periods, which are no longer required
Total

(in ₹ Crore)	
For the Nine Months Period ended 31st March 2014	For the year ended 30th June 2013
0.03	0.03
(54.32)	--
(54.29)	0.03

Deferred tax

Incremental deferred tax liability on Fixed Assets
Deferred tax assets recorded on carried forward business losses and unabsorbed depreciation and others(see note below)
Total

(in ₹ Crore)	
For the Nine Months Period ended 31st March 2014	For the year ended 30th June 2013
282.71	1.86
(317.01)	--
(34.30)	1.86

Deferred tax assets are recognised only to the extent of timing differences (i.e. Deferred tax liabilities) the reversal of which will result in sufficient income against which such deferred tax assets can be realised.

9. Related Parties

a. List of Related Parties and Relationships

Party	Relation
Rolta International Inc. USA	Subsidiary
Rolta Middle East FZ LLC	Subsidiary
Rolta UK Ltd	Subsidiary
Rolta Thales Limited.	Subsidiary
Rolta Saudi Arabia Ltd.	Subsidiary of Rolta Middle East FZ LLC
Rolta Benelux BV	Subsidiary of Rolta UK Ltd.
Rolta Deutschland GmbH	Subsidiary of Rolta UK Ltd.
Rolta Canada Ltd	Subsidiary of Rolta International Inc
Rolta Asia Pacific Pty Ltd.	Subsidiary of Rolta International Inc.
AT Solutions Group LLC	Subsidiary of Rolta International Inc.
Rolta LLC	Subsidiary of Rolta International Inc.

Notes to Abridged Financial Statements

For the nine months ended 31st March 2014

ii. **Key Management Personnel / Directors**

Mr. K K Singh
Mr. A D Tayal
Mr. Hiranya Ashar

Chairman & Managing Director
Jt. Managing Director & Chief Operating Officer – Domestic Operations
Director Finance & Chief Financial Officer

iii. **Enterprises over which significant influence exercised by Key Management Personnel / Directors**

Rolta Limited
Rolta Holding & Finance Corporation Ltd

Company controlled by Mr. K K Singh
Company controlled by Mr. K K Singh

b. **Disclosures required for related parties transactions (Previous year figures in brackets)**

(in ₹ Crore)

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
I Transactions during the period					
Sale of Goods/ Services	27.17 (297.33)	3.52 (32.40)	- (-)	- (-)	30.69 (329.73)
Interest Income	1.63 (5.62)	- (-)	- (-)	- (-)	1.63 (5.62)
Interest on Deposit	- (-)	- (-)	- (-)	0.13 (-)	0.13 (-)
Material Purchases	0.11 (7.49)	0.01 (11.40)	-- (-)	-- (-)	0.12 (18.89)
Reimbursements	(2.63) (2.76)	(0.05) (-)	-- (-)	0.13 (-)	(2.55) (2.76)
Lease Rent & Maintenance	- (-)	- (-)	- (-)	13.53 (13.94)	13.53 (13.94)
Technical Fees	1.56 (-)	2.00 (-)	- (-)	0.34 (7.24)	3.90 (7.24)
Royalty Fees	-- (-)	-- (-)	-- (-)	5.00 (4.63)	5.00 (4.63)
Remuneration	-- (-)	-- (-)	10.95 (3.18)	-- (-)	10.95 (3.18)
Purchase of Assets	8.01 (-)	22.78 (-)	-- (-)	12.09 (-)	42.88 (-)
Security Deposit given/(taken)	- (-)	- (-)	- (-)	(2.00) (4.37)	(2.00) (4.37)
Loans & Advances	- (73.17)	- (-)	- (-)	- (-)	- (73.17)
Investments during the period	-- (300.15)	- (-)	- (-)	- (-)	-- (300.15)
Redemption/Transfer of shares during the period	- (347.39)	0.94 (-)	- (-)	- (-)	0.94 (347.39)
Advance Received	0.89 (311.34)	- (-)	- (-)	- (-)	0.89 (311.34)
Corporate Guarantees	-- (2,726.47)	- (-)	- (-)	- (-)	-- (2,726.47)
II Closing Balances					
Trade Receivable	0.03 (7.46)	1.63 (0.82)	- (-)	-- (-)	1.66 (8.28)
Security Deposits Given	- (-)	- (-)	- (-)	15.64 (17.64)	15.64 (17.64)
Trade Payable	39.27 (47.42)	65.04 (47.64)	-- (-)	13.88 (1.44)	118.19 (96.50)
Advance from customer	312.24 (311.34)	- (-)	- (-)	- (-)	312.24 (311.34)
Salary & Commission Payable	- (-)	- (-)	8.08 (0.18)	- (-)	8.08 (0.18)
Corporate Guarantee on behalf of Subsidiaries	2,904.65 (2,888.29)	- (-)	- (-)	- (-)	2,904.65 (2,888.29)

Notes to Abridged Financial Statements

For the nine months ended 31st March 2014

c. Significant Transactions during the period

(in ₹ Crore)

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
Sale of Goods/ Services					
Rolta International Inc. USA	10.74	-	-	-	10.74
Rolta U K Ltd	9.30	-	-	-	9.30
Rolta Middle East Ltd.	3.36	-	-	-	3.36
Rolta Middle East Ltd. (Oman)	3.54	-	-	-	3.54
Rolta Saudi Arabia Ltd	-	1.52	-	-	1.52
Rolta BENELUX BV	-	0.49	-	-	0.49
Advizex Technologies LLC	-	1.51	-	-	1.51
Interest Income					
Rolta International Inc. USA	1.63	-	-	-	1.63
Interest on Deposit					
Rolta Limited	-	-	-	0.13	0.13
Material Purchase					
Rolta UK Ltd	0.11	-	-	-	0.11
Rolta Canada Ontario Limited	-	0.01	-	-	0.01
Reimbursements					
Rolta Limited	-	-	-	0.13	0.13
Rolta International Inc. USA	(2.29)	-	-	-	(2.29)
Rolta Saudi Arabia Ltd	-	(0.09)	-	-	(0.09)
Rolta Canada Ontario Limited	-	0.04	-	-	0.04
Purchase of Fixed Assets					
Rolta Holding & Finance Corporation	-	-	-	12.09	12.09
Rolta International INC USA	8.01	-	-	-	8.01
Rolta Canada Ontario Limited	-	22.78	-	-	22.78
Lease/Maintenance					
Rolta Limited	-	-	-	11.73	11.73
Rolta Holding & Finance Corporation Ltd	-	-	-	1.80	1.80
Technical & Management Fees					
Rolta Limited	-	-	-	0.34	0.34
Rolta Middle East FZ LLC	0.92	-	-	-	0.92
Rolta Canada Ontario Limited	-	2.00	-	-	2.00
Rolta International Inc. USA	0.64	-	-	-	0.64
Royalty Fees					
Rolta Limited	-	-	-	5.00	5.00
Remuneration incl Commission					
Mr. K.K.Singh	-	-	6.25	-	6.25
Mr. Atul Tayal	-	-	3.02	-	3.02
Mr. Hiranya Ashar	-	-	1.68	-	1.68
Advance During the period					
Rolta International Inc. USA	(15.35)	-	-	-	(15.35)
Rolta U K Ltd	(0.86)	-	-	-	(0.86)
Rolta Middle East Ltd.	17.10	-	-	-	17.10
Redemption During the period					
Rolta Saudi Arabia Ltd	-	0.94	-	-	0.94
Security Deposit Given/(Taken)					
Rolta Holding & Finance Corporation	-	-	-	(2.00)	(2.00)
CLOSING BALANCES					
Trade Receivables					
Rolta Thales Ltd	0.03	-	-	-	0.03
Rolta Saudi Arabia	-	0.50	-	-	0.50
Rolta Europe BV	-	0.17	-	-	0.17
Rolta Canada Ontario Limited	-	0.42	-	-	0.42
Advizex Technologies LLC.	-	0.55	-	-	0.55
Trade Payable					
Rolta Limited	-	-	-	3.45	3.45

Notes to Abridged Financial Statements

For the nine months ended 31st March 2014

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
Rolta holding & Finance Corporation	-	-	-	10.43	10.43
Rolta International INC USA	36.47	-	-	-	36.47
Rolta Canada Ontario Limited	-	64.89	-	-	64.89
Advances From Customer					
Rolta International Inc	191.80	-	-	-	191.80
Rolta Middle east FZ LLC	50.01	-	-	-	50.01
Rolta UK Ltd	70.42	-	-	-	70.42
Salary & Commission Payable					
Commission					
Mr. K.K.Singh	-	-	5.65	-	5.65
Mr. A D Tayal	-	-	1.67	-	1.67
Mr. Hiranya Ashar	-	-	0.77	-	0.77
Security Deposit					
Rolta Limited (Gurgaon)	-	-	-	15.64	15.64
Corporate Guarantee on behalf of Subsidiaries	2,904.65	-	-	-	2,904.65

Notes:

- Related party relationship is as identified by the group on the basis of information available.
- No amount has been written off or written back during the period in respect of debts due from or to related parties.
- The group has entered into transactions with certain parties as listed above during the period under consideration. Full disclosures have been made and the board considers such transactions to be in normal course of business and at rates agreed between the parties.

10. Earning Per Share – EPS

EPS is calculated by dividing the profit attributable to the equity shareholders by the average number of equity shares outstanding during the period. Numbers used for calculating basic and diluted earnings per equity share are as stated below.

Before Exceptional Item

- Net Profit attributable to Equity Shareholders for Basic EPS (in ₹ Cr.)

EPS (₹) Basic

EPS (₹) Diluted

After Exceptional Item

- Net Profit attributable to Equity Shareholders for Basic EPS (in ₹ Cr.)

EPS (₹) Basic

EPS (₹) Diluted

For the Nine Months Period ended March 31, 2014	For the Year ended June 30, 2013
406.92	415.29
25.22	25.74
24.52	25.34
459.39	(737.43)
28.48	(45.71)
27.68	(45.71)

Reconciliation of weighted average Numbers of equity shares outstanding during the period.

Weighted Nos of shares for Basic Earnings per share

Adjusted on account of ESOPs

Weighted Nos of shares for Diluted Earnings per share

For the Nine Months Period ended March 31, 2014	For the Year ended June 30, 2013
161,329,096	161,329,096
4,625,073	2,563,543
165,954,169	163,892,639

11. Contingent Liabilities not provided for

- B/G & B/D given by Bankers (incl. counter guarantees issued by them)
- Letters of Credit issued by Bankers

As at 31.03.14	As at 30.06.13
3,247.35	3,121.28
--	--

12. Information pursuant to Clause 32 of the Listing Agreement with Stock Exchanges.

Loans and advances in the nature of loans to :

Wholly owned subsidiary – Rolta International Inc.
 Wholly owned subsidiary – Rolta Middle East FZ LLC
 Wholly owned subsidiary – Rolta UK Ltd.
 Subsidiary – Rolta Saudi Arabia Ltd.

Outstanding	Maximum balance
2014	2013
--	--
--	--
--	--
--	--

- Note : a. Loans and Advances shown above, to subsidiaries fall under the category of 'Loans and Advances where there is no repayment schedule'.
 b. None of the loanee has made investments in the shares of the Company.

13. Addition/Adjustments in Buildings, Computer Systems, Other Equipment and Furniture & Fixtures includes adjustments on account of Foreign Exchange Fluctuation amounting to ₹ 0.72 Cr, ₹ 0.61 Cr, ₹ 0.03 Cr and ₹ 0.08 Cr respectively.

Notes to Abridged Financial Statements

For the nine months ended 31st March 2014

14. There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

15. Segment Reporting

The Company has prepared the consolidated financial statements as per accounting standard (AS) 21 and accordingly the segment information as per AS 17 "Segment Reporting" has been presented in the consolidated financial statements

16. The figures of previous year were audited by a firm of Chartered Accountants other than Walker Chandiok & Co LLP. Previous year figures have been regrouped / rearranged wherever necessary to confirm to the classification adopted for the current period. Further, during the current period, Company decided to change the financial year from June year-end to March year-end. Accordingly, the current financial year of the Company shall be for a period of 9 months period ending March 2014 and are not comparable with the results of the previous financial year 2012-13 which was a 12 months period.

As per our report of even date


For and on behalf of Board of Directors

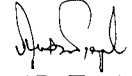
For Walker Chandiok & Co LLP .
(formerly Walker, Chandiok & Co)
Chartered Accountants
Firm Registration No.: 001076N


Amin Jassani
Partner
M. No. F-46447


K. R. Modi
Director


K. K. Singh
Chairman & Managing Director


V. K. Agarwala
Director


Atul D. Tayal
Jt. Managing Director &
Chief Operating Officer -
Domestic Operations


Verinder Khashu
Company Secretary & Head
Legal / Compliance


Hiranya Ashar
Director-Finance &
Chief Financial Officer

Mumbai,
Date: May 24, 2014

Mumbai,
Date: May 24, 2014

Rolta India Limited

Abridged Cash Flow Statement

For the nine months ended 31st March 2014

(in ₹ Crore)

A	CASH FLOW FROM OPERATING ACTIVITIES
B	CASH FLOW FROM INVESTING ACTIVITIES
C	NET CASH FROM FINANCING ACTIVITIES
	NET INCREASE IN CASH & CASH EQUIVALENTS
	CASH & CASH EQUIVALENTS(OPENING BALANCE)
	CASH & CASH EQUIVALENTS(CLOSING BALANCE)

For the Nine Months Period ended 31st March 2014	For the year ended 30th June 2013
692.86	1,623.84
(789.12)	(1,455.62)
109.03	(167.64)
12.77	0.58
9.57	8.99
<u>22.34</u>	<u>9.57</u>

As per our report of even date


For and on behalf of Board of Directors

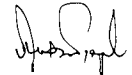
For Walker Chandiok & Co LLP .
(formerly Walker, Chandiok & Co)
Chartered Accountants
Firm Registration No.: 001076N


Amin Jassani
Partner
M. No. F-46447


K. R. Modi
Director


K. K. Singh
Chairman & Managing Director


V. K. Agarwala
Director


Atul D. Tayal
Jt. Managing Director &
Chief Operating Officer -
Domestic Operations


Verinder Khashu
Company Secretary & Head
Legal / Compliance


Hiranya Ashar
Director-Finance &
Chief Financial Officer

Mumbai,
Date: May 24, 2014

Mumbai,
Date: May 24, 2014

Corporate Governance

As at 31st March 2014

1. THE COMPANY'S PHILOSOPHY

The Company adheres to good corporate practices and is constantly striving to better them and adopt emerging best practices. It is believed that adherence to business ethics and commitment to corporate social responsibility would help the Company achieve its goal of maximizing value for all its stakeholders. The Company is committed to good corporate governance and continuously reviews various investor relationship measures with a view to enhance stakeholders' value. The Company has adopted a Code of Conduct for top three tier of management including the Whole-time Directors and Managing Directors besides Group Directors and above. The Company's Corporate Governance policy has been further strengthened through the "Rolta Directors and Designated Employees Code of Conduct for Prevention of Insider Trading" which is in line with the Securities and Exchange Board of India (SEBI) Regulations in this regard. We firmly believe that Board independence is essential to bring objectivity and transparency in the management and the dealings of the Company. As on March 31, 2014, the majority of our Board Members – five out of nine - are Independent Directors. The Company provides detailed information on various issues concerning the Company's business and financial performance to the Board.

The Company has complied with the requirements as laid down in Clause 49 of the Listing Agreement with the Stock Exchanges as set out below.

2. (A) BOARD OF DIRECTORS

(i) Composition of the Board

The Board of Directors of the Company includes individuals who are professionals in their respective areas of specialization and who have held eminent positions. The Board is broad based and comprises of individuals drawn from management, technical and financial fields. The members of the Board are individuals with leadership qualities and strategic insight. The current policy of the Company is to have an Executive Chairman who is also the Managing Director. Directors including Non-executive Directors are professionally competent. Company has an appropriate mix of Executive and Independent Directors to maintain independence of Board, at present the Board consists of nine members, of which five are Non-executive Independent Directors. None of the Non-executive Independent Directors are responsible for day-to-day affairs of the Company. The Board periodically evaluates the need for change in its composition and size. All Directors informed the Board about the Board Membership and Board Committee Membership they occupy in other companies including Chairmanship in Board / Committee of such companies. They notify Company of any change that take place in these disclosures at the Board Meetings. None of the Directors on the Board of the Company is a member of more than nine committees and Chairman of more than three committees, across all other public companies in which they are Director. The Board's role, functions, responsibilities and accountability are clearly defined.

The Board has unfettered and complete access to all information within the Company and to any of our employees. At Board Meetings, managers who can provide additional insights into the items being discussed are invited.

Regular updates provided to the Board inter-alia, include:

- Quarterly results of our operating divisions or business segments.
- Annual, Mid-Term and Long-Term operating plans and budgets and any updates.
- Minutes of meetings of Audit, Nomination & Remuneration, Stakeholder's Relationship and Management Committees.
- General Notices of Interest received from Directors.
- Dividend data.
- Information on appointment or removal and remuneration of the Key Managerial Personnel (KMP) and officers one level below KMP.

- Materially important litigations, show cause, demand, prosecution and penalty notices.
- Any materially relevant defaults in financial obligations to and by us.
- Details of joint ventures, acquisitions of companies or collaboration agreements.
- Any significant development on the human resources aspect.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Sale of material nature of investments, subsidiaries and assets, which are not in the normal course of business.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Details of foreign risk exposure and the steps taken by the management to limit risks of adverse exchange rate movement.
- Status of Compliances, Regulatory, statutory or listing requirements and shareholders service such as Non-Payment of Dividend, Investor Grievances etc.
- Company's annual Financial Results, Financial Statements, Auditors' Report and Board's Report.
- Appointment, remuneration and resignation of Directors.
- Formation/reconstitution of Board Committees.
- Terms of reference of Board Committees.
- Declaration of Independent Directors at the time of appointment/ annually.
- Disclosure of Directors' interest and their shareholding.
- Significant changes in accounting policies and internal controls.
- Internal Audit findings and External Audit Reports (through the Audit Committee).
- Making of loans and investment of surplus funds.
- Borrowing of monies, giving guarantees or providing security in respect of loans.
- Reconciliation of Share Capital Audit Report under SEBI (Depositories and Participants) Regulations, 1996.
- Compliance Certificate certifying compliance with all laws as applicable to the Company.

Information as mentioned in Annexure 1A to clause 49 of the Listing Agreements is being placed before the Board for its consideration.

(ii) Board Meetings:

During the nine months period ended March 31, 2014, **Four (4)** Board Meetings were held with a minimum of one meeting in each Quarter. The time gap between any two Board meetings did not exceed four months. The dates on which the said meetings were held were as follows:

August 29, 2013; October 24, 2013; November 23, 2013 and February 14, 2014.

The Board Meetings of the Company are prescheduled and adequate notice is given to the members of the Board. Apart from the Quarterly Board Meetings, the Company convenes additional Board Meetings if required by giving appropriate notice to the Directors to consider specific matters related to the business of the Company. Board Meetings are held generally at the Registered Office of the Company at Rolta Tower-A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai - 400093, Maharashtra.

The Non-executive Directors were paid sitting fee for attending each meeting of the Board and Committee meetings respectively. All sitting fees paid to the Non-executive Directors are fixed by the Board of Directors. The Company has not allotted any Employee Stock Option to Non-executive directors during the nine months period ended March 31, 2014 and no commission has been paid to the Non-executive Directors for the period under consideration. Details of the fees paid to the Non-executive Directors are disclosed elsewhere in this report.

Corporate Governance

As at 31st March 2014

(iii) Attendance of Directors at Board, last Annual General Meeting (AGM) and number of other directorship AND Chairmanships / Memberships of Committees of each Director in various companies:

Name of the Director	Category	Number of Board meetings during the nine months period ended March 31, 2014		Whether attended last AGM held on Nov 23, 2013	Number of Directorships in other public companies		Number of committee positions held in other public companies	
		Held	Attended		Chairman	Member	Chairman	Member
Mr. Kamal K. Singh (Chairman and Managing Director) DIN 00260977	Non-Independent, Executive	4	4	YES	4	-	3	-
Mr. R R Kumar* DIN00261227	Independent, Non-Executive	4	2	YES	-	-	-	-
Mr. K R Modi DIN 00261506	Independent, Non-Executive	4	4	YES	-	-	-	-
Mr. V K Agarwala DIN 00022153	Independent, Non-Executive	4	4	YES	-	1	-	1
Mr. V K Chopra DIN 02103940	Independent, Non-Executive	4	4	YES	-	9	3	5
Mr. T C Venkat Subramanian DIN 00040526	Independent, Non-Executive	4	3	YES	-	3	-	3
Mr. M V Nair DIN 02284165	Independent, Non-Executive	4	4	YES	-	5	-	2
Mr. A D Tayal DIN 00261332	Non-Independent, Executive	4	4	YES	-	1	-	-
Mr. A P Singh* DIN01296542	Non-Independent, Non-Executive	4	2	YES	-	-	-	-
Ms. Preettha Pulusani DIN 02085775	Non- Independent, Non-Executive	4	3	YES	-	-	-	-
Mr. Hiranya Ashar (Director-Finance and Chief Financial Officer) DIN 00555848	Non-Independent, Executive	4	4	YES	-	1	-	-

*Retired from the Office w.e.f November 23, 2013

1. The Directorships held by Directors as mentioned above, do not include Alternate Directorships and Directorships in Foreign Companies, Companies registered under Section 25 of the Companies Act, 1956 and Private Limited Companies. Includes directorships in Public Limited Companies only, excluding directorship in Rolta India Limited.
2. No Director of the Company is a member in more than nine committees or act as Chairman of more than three committees across all other public companies in which they are Director(s). The confirmation in the said regard has been obtained from the Directors. For the purpose of reckoning the limits, Chairmanships/Memberships of Board Committees include only Audit and Shareholders/Investors Grievance Committees.
3. None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.

(B) Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of clause 49 of the Listing Agreements entered into with the Stock Exchanges read with section 292A of the Companies Act, 1956 ("Act"). Members of the Audit Committee are financially literate and the Chairman is the Commerce Graduate and a Fellow Member of The Institute of Chartered Accountants of India .

Three (03) Audit Committee Meetings were held during the nine months period ended March 31, 2014 which are as follows:

August 29, 2013; October 24, 2013 and February 14, 2014.

Corporate Governance

As at 31st March 2014

Attendance of Directors at the Audit Committee Meetings during the nine months period ended March 31, 2014

Name of the Director	Designation/ Category	Meeting held during the tenure of the Directors	Meetings Attended
Mr. V K Chopra	Chairman (Independent)	3	3
Mr. K R Modi	Member (Independent)	3	3
Mr. T C Venkat Subramanian*	Member (Independent)	1	-
Mr. Hiranya Ashar	Member (Non Independent)	3	3
Mr. R R Kumar**	Member (Independent)	2	2

* Appointed w.e.f. November 23, 2013

** Retired from Office w.e.f. November 23, 2013

The Committee invited the Auditors to be present at each of these meetings. The Company Secretary acts as the Secretary of the Audit Committee.

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

a. Terms of Reference: The terms of reference/powers of the Audit Committee have been specified by the Board of Directors and includes all aspects specified under Clause 49 of the listing agreement, as under-

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

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

1. The recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
2. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
3. Examination of the financial statement and the auditors report thereon.
4. Approval or any subsequent modification of transactions of the company with related parties;
5. Scrutiny of inter-corporate loans and investments;
6. Valuation of undertakings or assets of the company, wherever it is necessary;
7. Evaluation of internal financial controls and risk management systems;
8. Monitoring the end use of funds raised if any, through public offers and related matters.
9. To call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.

10. Authority to investigate into any matter in relation to the items specified above or referred to it by the Board and for this purpose shall have the power to obtain professional advice from external sources and have full access to information contained in the records of the company.

11. Authority, powers obligation, responsibilities etc as are stated under the reference of Clause 49 (II)(A)(B)(C) (D) and (E) of the listing agreement entered by and between the company and the BSE Ltd and National Stock Exchange of India Limited

(C) Nomination and Remuneration Committee:

The Committee's constitution and terms of reference are in compliance with provisions of the Companies Act, 2013, Clause 49 of the Listing Agreement and Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time.

The Board of Directors in its meeting held on November 23, 2013 re-constituted a Nomination and Remuneration Committee which was earlier called "Compensation Committee". Mr. M V Nair, Non-executive Independent Director is the Chairman of the Nomination and Remuneration Committee. Other members of the Committee are Mr. Kamal K Singh, Chairman & Managing Director, Mr. K R Modi, Non-executive Independent Director and Mr. V K Agrawala, Non-executive Independent Director. The Company Secretary acts as the Secretary of the Nomination and Remuneration Committee.

During the nine months period ended March 31, 2014, **One (01)** meeting of the Nomination and Remuneration Committee was held on August 6, 2013. All the members except Mr. M V Nair attended the meeting.

The terms of reference of the Committee, inter alia, includes (a) formulation of policy for determining qualifications, positive attributes and independence of a director and remuneration for the directors, key managerial personnel and other employees and recommending the same to the Board and (b) identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria as per the policy approved by the Board. The policy of the Company is to remain competitive in the industry, to attract and retain the best talent and appropriately reward employees for their individual performance and contribution to the business.

The Committee also administers, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme including quantum of options, conditions, exercise period, rights of an employee, the granting, vesting and exercising of options, including any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

The Company's remuneration policy is driven by the success and performance of the individual employee and the Company. Through its compensation programme, the Company endeavors to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay and employee stock option scheme. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and commission (variable component) to its senior management. Annual increments are decided by the Nomination and Remuneration Committee within the salary scale approved by the members and are effective July 1, each year. The Nomination and Remuneration Committee decides on the commission payable to the Managing Directors and the Executive Director(s) out of the profits for the financial year and within the ceilings prescribed under the Act based on the performance of the Company as well as that of the Managing Directors and each Executive Directors.

Corporate Governance

As at 31st March 2014

The terms of remuneration of executive directors are approved by the shareholders at the Annual General Meeting. The remuneration of non-executive directors was decided by the Board of Directors as per the terms approved by the shareholders at the Annual General Meeting. Non-executive Directors are not paid any remuneration. However, Non-executive Independent Directors are entitled to sitting fees for attending meetings of the Committees thereof. The Company did not have any material pecuniary relationships or transactions with the Non-executive Directors, except to the disclosures, if any made in any other part of the Annual Report.

Details of remuneration/ sitting fees paid to Directors during the nine months period ended March 31, 2014 is given below:

(in ₹ Lakh)

Name of Directors	Service Term	No of shares held	Sitting Fee(A)	Salary and Perks (B)	Commission (C)	Total (A+B+C)
Mr. Kamal K. Singh*	01.07.2012 to 30.06.2017	6,55,000	-	0.30	625.00	625.30
Mr. R R Kumar#	-	26	1.00	-	-	1.00
Mr. K R Modi	-	2,000	1.70	-	-	1.70
Mr. V K Agarwala	-	28,000	1.10	-	-	1.10
Mr. V K Chopra	-	-	1.10	-	-	1.10
Mr. T C Venkat Subramanian	-	-	0.60	-	-	0.60
Mr. M V Nair	-	-	0.80	-	-	0.80
Mr. A D Tayal**	17.02.2012 to 16.02.2017	3,20,000	-	152.07	150.00	302.07
Mr. A P Singh#	-	25,820	-	-	-	-
Ms. Preetha Pulusani	-	-	-	-	-	-
Mr. Hiranya Ashar**	01.11.2012 to 31.10.2017	-	-	105.06	62.50	167.56

* As per the approved terms, Mr. Kamal K. Singh is entitled to fixed Commission @ 5% of the profit before tax.

** As per the approved terms, Mr. A D Tayal and Mr. Hiranya Ashar are entitled to Commission ranging from @ 0.25 to 0.75% and 0.15 to 0.30% respectively of the profit before tax.

Retired from the office w.e.f. November 23, 2013.

Ms. Preetha Pulusani is a Non-executive Director and is employed in the Company's overseas subsidiary-Rolta International Inc., and her remuneration is paid by the said subsidiary.

None of the Directors received any loans and advances from the Company during the nine months period ended March 31, 2014.

Gross Fees excluding Tax Deducted at Source as per applicable Tax Laws and Rules.

Service Contract, Severance Fee and Notice Period of the Executive Directors

The appointment of the Executive Directors is governed by resolutions passed by the Shareholders of the Company, which covers the terms and conditions of such appointment, read with the service rules of the Company. Services of the Managing Director(s) / Whole time Directors may be terminated by either party giving the other party six calendar months' notice or the Company paying six months' salary in lieu thereof. There is no separate provision for payment of severance fees.

(D) Stakeholders Relationship Committee

The Board of Directors in its meeting held on November 23, 2013 re-constituted Stakeholders Relationship Committee which was earlier called "Investors Grievance Committee" comprising of four Directors out of which two are Non-executive and two Executive Directors. The Stakeholders Relationship Committee is chaired by Mr. K R Modi, Non-executive Independent Director and its other members include Mr. V K Agarwala, Non-executive Independent Director, Mr. A D Tayal Executive Non-Independent Director and Mr. Hiranya Ashar, Executive Non-Independent Director. Mr. Verinder Khashu, Company Secretary & Head - Legal / Compliance, acts as the Secretary of the Stakeholder Relationship Committee.

During the nine months ended March 31, 2014, **One (01)** meeting of the Stakeholder Relationship Committee was held on March 10, 2014.

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

M/s. Link Intime India Pvt. Limited is Registrar and Share Transfer Agent of the Company. The share transfers received by the Company/ Registrar and Share Transfer Agent are generally processed and transferred within 15 days from the date of receipt if the documents are complete in all respects. No valid transfer request remains pending for transfer to the transferees as on March 31, 2014. All requests for dematerialization of shares are likewise processed and confirmation thereof is normally communicated to the concerned depository within 10 working days of receipt of all documents.

The Committee monitors the redressal of Investor Grievances. The total number of complaints received and replied to the satisfaction of

Corporate Governance

As at 31st March 2014

the shareholders during the period under review was 120. There are no complaints outstanding or pending with the regulatory authorities as on March 31, 2014 for redressal. The above complaints include 17 (Seventeen) SEBI compliant which is duly redressed by the Company.

The Company is in receipt of 'No Complaint' Certificates as on March 31, 2014 from both the Exchanges where the equity shares are listed namely BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

(E) Management Committee

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

The Management Committee comprises of five Directors out of which three are Executive Directors namely Mr. Kamal K Singh, Mr. A D Tayal and Mr. Hiranya Ashar and two Non-executive Independent Directors, namely Mr. V K Agarwala and Mr. K R Modi. Mr Kamal K Singh is the Chairman of the Management Committee. The minutes of the Management Committee and other Committee meetings are placed before the Board for its information and ratification at the immediate following Board Meeting.

Seven (07) Management Committee Meetings were held during the nine months period ended March 31, 2014.

August 6, 2013; September 17, 2013; October 16, 2013; November 15, 2013; December 18, 2013; January 23, 2014 and March 10, 2014.

Attendance of Directors at the Management Committee during the nine months period ended March 31 2014:

Name of the Director	Meetings held during the tenure of the Directors	Meetings Attended
Mr. Kamal K Singh	7	7
Mr. R R Kumar *	4	4
Mr. K R Modi	7	6
Mr. V K Agarwala	3	3
Mr. A D Tayal	7	6
Mr. Hiranya Ashar	7	6

* Retired from the office w.e.f. November 23, 2013

(F) Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility (CSR) Committee was constituted by the Board on May 24, 2014 considering requirements of the Companies Act, 2013 relating to the constitution of a Corporate Social Responsibility Committee. The Board also empowered the Committee to look into matters related to sustainability and overall governance. The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'corporate social responsibility policy', observe practices of Corporate Governance at all levels, and to suggest remedial measures wherever necessary. The Committee's constitution and terms of reference meet with the requirements of the Companies Act, 2013.

The Composition of the CSR Committee is as follows:

Name of Directors	Category	Designation
Mr. Kamal K Singh	Non- Independent	Chairman
Mr. K R Modi	Independent	Member
Mr. V K Agarwala	Independent	Member

3. SUBSIDIARY COMPANIES

As on March 31, 2014, the Company has 5 direct subsidiaries and 7 step down subsidiaries, out of which 11 of them are foreign subsidiaries and 1 is an Indian subsidiary. As on March 31, 2014, the Company does not have any material non-listed Indian subsidiary company and hence, it is not required to have an Independent Director of the Company on the Board of such subsidiary company.

Details of major subsidiaries of the Company and their business operations during the period under review are covered in the Management's Discussion and Analysis Report.

4. MANAGEMENT DISCUSSION & ANALYSIS

A detailed report on the Management Discussion and Analysis prepared in accordance with Sub-clause F (i) of Clause 49 is enclosed and forms part of this Annual Report.

5. GENERAL BODY MEETINGS

The details of the last three Annual General Meetings were following Special Resolutions passed as under:

Location	Date and time	Special resolutions passed
Rolta Tower-A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai – 400093	23.11.2013 at 11.30 AM	<ul style="list-style-type: none"> Special Resolution in respect of the approval to Increase in the Borrowing Powers to the extent of aggregate ceiling of ₹ 5,000 Crores. Special Resolution in relation to Company's Investment in its Subsidiary(ies) including its step-down subsidiary(ies) pursuant to the provisions of Section 372(A) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013. Special Resolution in relation to Grant of Stock Options to the Company's Employees under Company's ESOP Plan, as per the provisions of Section 81(1A) of the Companies Act, 1956. Special Resolution in relation to Grant of Stock Options to the Employees of the Company's Subsidiary(ies) including its step-down subsidiary(ies) under Company's ESOP Plan, as per the provisions of Section 81 (1A) of the Companies Act, 1956. Special Resolution in relation to Issue of securities other than the existing shareholders, by way of ADRs / GDRs / FCCBs etc. upto an amount of USD 200 Mn or its Indian Rupee equivalent as per the provisions of Section 81 (1A) of the Companies Act, 1956.
Rolta Tower-A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai – 400093	24.11.2012 at 11.30 AM	<ul style="list-style-type: none"> Special Resolution being enabling resolution for raising of funds upto an amount not exceeding USD 200 million or its Indian Rupee equivalent by way of GDRs and/or ADRs and/or FCCBs and/or QIPs and/or warrants and/or private placements and/or any such instrument or security convertible into equity shares . Special Resolution authorising Board of Directors of the Company to make payment of royalty/ brand fees to Rolta Limited at 0.20% of revenue of the Company for use, reproduce, publish and distribute in India and overseas the Trademark Name 'ROLTA' as a part of its corporate name, trade name and trading style and its Logo or other service marks for and in connection with its Business for a period of 10 years starting July 1, 2012.

Corporate Governance

As at 31st March 2014

Location	Date and time	Special resolutions passed
Shri Bhaidas Maganlal Sabhagriha, U -1, Juhu Development Scheme, Vile-Parle (West), Mumbai -400056	28.11.2011 at 11.30 AM	<ul style="list-style-type: none">• Special Resolution being enabling resolution for raising of funds upto an amount not exceeding USD 150 million or its Indian Rupee equivalent by way of GDRs and/or ADRs and/or FCCBs and /or QIPs and/or warrants and/or private placements and/or any such instrument or security convertible into equity shares .• Special Resolution being issue, offer and allotment of additional 30,00,000 equity shares under ESOP as per section 81(1A) of the companies act, 1956 to employees of Rolta India Limited under employee stock option plan, under the applicable SEBI guidelines.• Special Resolution being issue, offer and allotment of equity shares under ESOP as per section 81(1A) of the Companies Act, 1956 to subsidiary(ies)/ sub-subsidiaries / holding company(ies) of Rolta India Limited under employee stock option plan, under the applicable SEBI guidelines

All resolutions moved at the last Annual General Meeting were passed by show of hands by the requisite majority of members attending the meeting. There was neither a special resolution passed through postal ballot nor is it currently proposed to conduct any business through postal ballot.

During the nine months period ended March 31, 2014, No Extra – Ordinary General meeting of the Company was held.

6. DISCLOSURES

i. Related Party Transaction

Related party transactions are defined as transactions of the Company of material nature with Promoters, Directors or the management, their relatives, subsidiaries, etc. that may have potential conflict with the interest of the Company at large. Details of material and significant related party transactions are given in the Notes to the Accounts annexed to the financial statements. Besides the transactions mentioned elsewhere in the Annual Report, there were no other materially significant related party transactions that may have potential conflict with the interests of the Company at large. Necessary approvals, as required are taken before entering into any such arrangements. Register under Section 301 of the Companies Act, 1956 is maintained and particulars of transactions are entered in the register wherever applicable. Such transactions are provided to the Board and the interested Directors neither participate in the discussion, nor do they vote on such matters, where approval of the Board is sought.

ii. Compliances by the Company

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities and no penalties or strictures have been imposed on the Company by the Stock Exchange, SEBI or other statutory authorities relating to the capital markets during the last three years.

iii. Share Capital Audit

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

The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India. In the preparation of the financial statements, the Company has not adopted a treatment different from that

prescribed in any Accounting Standard. The Company also publishes its Accounts drawn under International Financial Reporting Standards (IFRS).

iv. Compliance with Mandatory and Non Mandatory requirements of Clause 49

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

The Company is also compliant with some of the non- mandatory provisions such as Nomination and Remuneration Committee and unqualified financial statements.

7. MEANS OF COMMUNICATION

Timely disclosure of consistent, relevant and up-to-date information on corporate matters, financial matters etc. are at the core of good corporate governance. Towards this end, the quarterly results of the Company were published within 45 days of the end of each quarter and the Audited Annual Results within 60 days of the end of the financial year. The Company also ensures that Press Releases are issued on significant developments and the Investors kept informed of important announcements. The Quarterly Financial Results are published in English and vernacular newspapers. These results are generally published in Mumbai Edition of Economic Times and all India editions of Business Standard, Financial Express and Hindu Business Line and other English and vernacular newspapers. The results are posted on the Company's website www.rolta.com. Investor / shareholders may directly address their queries at investor@rolta.com. The results and the various Press Releases issued by the Company are also promptly forwarded to the Stock Exchanges whereat the equity shares of the Company are listed and to London Stock Exchange where GDRs are listed. The Company frequently organizes facilities visits for representatives of institutional investors. These visits are generally accompanied by presentations by the Company's Strategic Business Units and a briefing on the Company's products and services both in the international markets and in India. The entire Annual Report of the Company as well as the Quarterly Results are also available on the Company's website. The Management's Discussion and Analysis (MDA) giving an overview of the Company's business and its financials etc., Risk Management, Shareholders' Information, Ratio and Ratio Analysis, Directors' Profile, are provided separately in this Annual Report.

In terms of the green initiative launched by the Ministry of Corporate Affairs, to allow service of documents to the members through electronic mode, the Company would send the copy of Annual Report for the nine months period ended March 31 2014 along with the Notice convening the Annual General Meeting in electronic form to those shareholders who have registered their email id with the DPs/ R&T Agents, and have opted not to receive Annual Reports in physical form.

8. REPORT ON CORPORATE GOVERNANCE

The Corporate Governance Report forms part of the Annual Report. The Company is fully compliant with the provisions of clause 49 of the Listing Agreement of the Stock Exchanges in India. The Company has submitted the quarterly compliance status report to the stock exchanges within the prescribed time limit.

9. CEO/CFO CERTIFICATION

A certificate from Chairman and Managing Director and Director Finance and Chief Financial Officer on the financial statements of the company and on the matters which were required to be certified according to the clause 49(v) was placed before the Board and accordingly confirmed to the Board that to the best of their knowledge and belief, the financial statements and cash flow statements present a true and fair view of the Company's affairs.

Corporate Governance

As at 31st March 2014

10. CODE OF INSIDER TRADING

The Company has adopted the Code of Conduct for Prevention of Insider Trading in the equity shares of the Company. This code is known as the "Rolta Directors and Designated Employees Code of Conduct for Prevention of Insider Trading". The aforesaid Code, inter-alia prohibits purchase / sale of equity shares of the Company by the Directors and Designated Employees in management position (at the level of Group Directors and above) while in possession of unpublished price sensitive information in relation to the Company. The Company makes disclosures to the Stock Exchanges of transactions covered under the "Rolta Directors and Designated Employees Code of Conduct for Prevention of Insider Trading". This code meets with the regulations stipulated by the Securities and Exchange Board of India (SEBI), on Prohibition of Insider Trading. During the period, there has been no violation of the provision of the said code.

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

11. DECLARATION OF COMPLIANCE OF CODE OF CONDUCT

Declaration of Compliance with the Code of Conduct for Board of Directors and Senior Management Personnel

I, Kamal K Singh, Chairman and Managing Director of the Company, hereby declare that pursuant to Clause 49 I (D) of the Listing Agreement, the Board members and Senior Management personnel have given affirmation about their compliance with their respective Code of Conduct of the Company for the nine months period ended March 31, 2014.

Date: May 24, 2014
Place: Mumbai

Kamal K Singh
Chairman and Managing Director

12. CERTIFICATE ON CORPORATE GOVERNANCE

As required under clause 49 of the Listing Agreement, the certificate on compliance of the Corporate Governance norms issued by Practicing Company Secretary is attached with this report.

Certificate on Corporate Governance

To
The Members of
Rolta India Limited

We have examined the compliance of conditions of Corporate Governance by **Rolta India Limited** for the year ended March 31, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us and the representations made by Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company, as per the records maintained by the 'Stakeholders Relationship Committee'.

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

Place: Mumbai
Date: August 9, 2014


VIRENDRA BHATT
Practicing Company Secretary
ACS No. 1157 / CP No: 124

Risk Management

The management cautions the readers that the risks outlined below are not exhaustive and are for information purpose only. This report also contains statements which are forward looking in nature and readers are requested to exercise their own judgment in assessing various risks associated with the Company and referring to the discussions of risks in the Company's earlier Annual Reports.

BUSINESS RISK

Rapid changes in business and customer preferences demands innovative solutions and services to retain and improve market share.

In the changing global economic environment, every business organization faces the inherent risk of contraction in business due to rapid technological change, evolving industry standards, varying client preferences and new product and service introductions. Also any change in central and state governments, adverse changes in public or defence policies and /or insufficiency in governmental funds could adversely affect the business. The Company's business may also be affected if it can not continue or license or enforce the Intellectual Property Rights on which a part of its business depends.

Rolta believes that its strong domain expertise, diverse technological skills, its IP driven strategy and its ability to provide integrated end-to-end solutions across the varied platforms shall enable the Company to maintain a steady growth over the years. Rolta's ability to provide innovative solutions combining its Enterprise Geospatial and Engineering Solutions ("EGES") and System Integration & Enterprise IT Solutions ("EITS") domain expertise uniquely positions it as a preferred choice with the customers. Rolta is strengthening and expanding its product and services portfolio through acquisitions, long-term alliances with world leaders adopting the latest technologies. This has enabled the Company to create a singularly unique business mix and high entry barriers, which competitors find difficult to emulate.

TECHNOLOGY RISK

Achieving and Sustaining constant growth depends on seamless adoption of emerging technologies.

Due to rapid changes in Information Technology, it is important for every Company to keep itself upgraded with the latest technology solutions. The IT Services market is characterized by rapid technological changes, evolving industry standards, changing client preferences and new product and service introductions. Future success will depend on the Company's ability to anticipate these advances, to adapt to rapidly changing technologies, to adapt our solutions and services in line with evolving industry standards and to improve the performance, features and reliability of our solutions and services in response to competitive product and service offerings and evolving demands of the marketplace. This requires redundant technologies to be discarded and replaced by emerging technologies.

Rolta's partnership with the world's leading IT companies for its various services, allows it to remain updated with the latest in technology. Rolta assimilates changes in technology on an on-going basis. Rolta is apprised of changes in technology faster due to ongoing technology transfer from its partners and is better equipped to adapt to new environments. The Company customizes the acquired technology to suit customer requirements by enhancing it through applied R&D.

Today the Company has transformed its business from being service centric to one that is increasingly Rolta-IP centric by launching innovative solutions enabling us to address much larger markets worldwide. Rolta's approach to acquisitions has been of acquiring

companies, business divisions or technologies that are at cutting-edge, which enables it to stay ahead in the technology front. The Company keeps itself upgraded with the latest technologies solutions and assimilates changes to be successful in anticipating or responding to technological advances on a timely basis.

Rolta has constantly expanded its infrastructure, technology and people skills to address the specialized markets in which it is present. Rolta uses this comprehensive infrastructure with state-of-the-art facilities to provide its customers ground-breaking solutions through latest technology. The Company has made various strategic acquisitions of technologies, companies and business division from various parts of the world over last few years, which has enhanced the Company's capabilities to provide innovative and state-of-the-art products and services in its business segments.

The Company has benchmarked its quality processes with the world's best quality standards. The Company is accredited with the prestigious ISO 9001: 2008, the ultimate standard for establishing Quality Management Systems for its all business areas, BSI ISO/IEC 270001:2005 certification, the ultimate benchmark for Information Security Management Standard, BSI ISO /IEC 20000-1:2005 IT Services Management Standard, ISO 14001:2004 for Environment Management System and OHSAS 18001:2007 for Occupational Health and Safety Management. The Company's software development group has been assessed at CMMI Level 5, version 1.3 in application development and maintenance operation, currently the highest possible rating. On June 18, 2013, The Company has received a Certified Practice in Usability 'Level 5' rating by Human Factors International, a global leader in user-experience design consulting, training and certification.

COMPETITION RISK

Inability of companies to guard against competition could result in shrinkage of revenues.

Whilst we believe that we have a significant share of the market in India for geospatial information systems and engineering / design solutions and services, we encounter competition from local and international companies with regard to our operations in both the domestic and overseas markets. The competition in Indian market is expected to increase and maintaining the market share may prove to be difficult and this may have an adverse effect on our business, results, operations and financial conditions. Industry consolidation also may affect competition by creating larger, more homogeneous and potentially stronger competitors in the market in which the Company operates. The Company's ability to compete also depends on factors outside its control such as the price at which the Company's competitors offer comparable products and services and the extent of our competitors' response.

Rolta believes it is adequately insulated against competition. Rolta continues to be a market leader in its chosen segments in India and a major player worldwide on account of its ability to create a deep impact by providing innovative solutions. The Company continues to maintain its leadership in the Indian defence and security markets with its "Operations" 'Intelligence' and 'Logistics' solutions. These solutions are fundamentally based on Rolta IPR being used by thousands of users in active operations, thereby making any competition redundant. Rolta continues to lead the Indian market in the Geospatial domain with a major share across sectors. Rolta is also one of the major providers of Geospatial services globally.

The Company's strength comes from a combination of culture, technology skills, strategic alliances and management resources. The Company continues to develop best practices and methodologies for development and customization of solutions to ensure that projects are completed with speed, optimal resources and meet, or exceed, customer requirements. Rolta has over the years has cemented strong customer relationships, established utilities, tools and business procedures that competitors find it impossible to follow. Rolta's domain expertise in providing end-to-end total IT solutions by using Intellectual Property Rights and by combining advantageously its three SBCs de-risk its business from competition.

SKILLS RISK

Lack of ability of a knowledge intensive company to source and retain people with right skills may lead to business attrition.

Human resources function has emerged as a key function in every Company in the current environment and People constitute the vital resource for growth of a Company. The Company's performance depends on its ability to identify, attract, hire, train, retain and motivate highly skilled technical, managerial, marketing and customer service personnel. Competition for such personnel is intense and the company may encounter problems in attracting, retaining the necessary personnel. Also there is the risk of other companies targeting the professionals trained by the Company.

Rolta with its years of experience is successful in building a strong employee culture and is able to provide a judicious balance of secure and yet challenging work environment. The Company's innovative HR practices are oriented towards instilling a sense of ownership among Roltaites. Rolta operates in the high tech business area of geospatial, Enterprise Design and Operations and Enterprises IT Solutions and Services business and as a result, the business model is focused towards technically skilled manpower. Rolta's selective recruitment policy is supplemented by continuous training and upgradation of skills, which coupled with the excellent technical infrastructure, provides a unique working atmosphere to its employees.

Rolta has continuously evolved its workplace to ensure that it remains the employer of choice and attracts the best available talent. People are at the heart of Rolta and the Company has evolved along with its people, its core strength and the cornerstone of its success. Rolta protects its intellectual capital with a low attrition, incentivized through a compensation structure that is at par with industry standards and benchmarked to needs of a dynamic market place. The Company believes in encouraging and nurturing a homogenous culture based on the principles of learning, sharing and caring.

Rolta continually invests in providing domain specific and technology training to its engineers based on IPRs that have been developed internally or acquired from its partners around the world. Rolta continues its endeavor to motivate every employee through a work environment that fosters creativity and innovation. Rolta has instituted dynamic performance incentives for augmenting productivity and has in place an attractive employee Stock Option Plan. Overall Rolta has an environment of motivated professionalism resulting in enhanced employee satisfaction and retention. Consequently Rolta has been continuously ranked very high as a "Preferred Employer" and in most of the other critical parameters in the Dataquest –IDC IT Best Employers Surveys across the years.

CUSTOMER RISK

In today's fiercely competitive business environment, ability to retain and increase the customer base is very critical.

Customer risk emanates from large exposure to a few clients which entails increased credit risk besides the averse effect on the profitability in case of any variation in revenue from these clients. Rolta has constantly strived to mitigate this risk by adding new clients besides entering into new vertical business domains. Rolta distinguishes between customers and acknowledges that there is no one single technology or solution that meets requirements of all. Rolta uses its domain knowledge to address the specific needs of customers, providing them with a sound, unique comprehensive solution.

Rolta foresees the requirements of its customers and accordingly creates and provides customized solutions to meet their requirements. Rolta provides catalysts for raising productivity within its customers' environments, thereby transforming their business. Rolta's deep insight into the customers' needs have enabled it to recommend solutions and services that represent attractive long-term value as opposed to temporary, quick fix alternatives. As a result Rolta provides tremendous value and enjoys long term relationship with its customers.

Rolta understands the unique requirement of each customer and also that there is no one single technology or solution that meets requirements of all. Rolta uses its domain knowledge to offer customized and insightful solutions to its customers and as a result customers work with Rolta over the long term so that the company is an extension of the business of its customers. Rolta brings value to its customer's business by leveraging its domain expertise, diverse technology portfolio, IPRs and industry experience.

GEOGRAPHY RISK

Mitigation of over dependence on any one geographic market enables evasion of risk of downward spiral in the economy because of political and economic factors.

A substantial proportion of the Company's operations is in India which is generally considered by international investors to be an emerging market. Although the Company in recent years has increased its focus on export sales by acquiring and operating overseas subsidiaries located in developed markets, the majority of Company's sales continue to be generated in India. Even though it is believed that India shall not be severally affected in any economic downturn, any adverse political or economic development in India or in other Asian countries could have a negative impact on India's GDP, foreign trade and economy in general.

Rolta's simultaneous and dominating presence both in the domestic market and in all major geographies provides it an opportunity to refine its offerings in domestic as well as international markets, thereby mitigating any risk that may arise from over dependence on any one region. The Company's well honed skills tested in Indian markets enable it to spread efficiently its business across various geographies. The company is progressively expanding its presence in global markets and today it operates, besides India, from US, Canada, Europe (U.K., Netherlands & Germany), Middle East (Saudi Arabia & UAE) and Australia. The Company's domestic-international spread and combination of its various solutions and services insulates the overall performance from the impact of downturns in any specific market. Even in India, the Company's customers are increasingly spread across Government agencies, such as defence, leading private and public sector companies, etc. Lower IT spending by any one segment has been effectively countered by increased spending by another segment.

Management's Discussion and Analysis

The following discussion should be read in conjunction with the Company's audited consolidated financial statements as per Indian GAAP as at and for the financial year ended 30th June, 2013 and as of and for the nine month period ended 31st March 2014 and the related notes thereto, and the unaudited consolidated financial statements as of and for the nine-month period ended March 31, 2013.

The Company has changed its financial year to March in order to comply with new Companies Act, 2013, and is for a period of nine months, therefore the audited results for the nine month period ended 31st March 2014 are not strictly comparable with the year ended 30th June 2013. However, to give meaningful comparison of statement of profit and loss, we have compared unaudited results of previous nine month period 1st July 2012 to 31st March 2013 with current nine month period 1st July 2013 to 31st March 2014.

Company Overview

Rolta India Limited (referred to as "The Company" in this section) is an Indian Information Technology ("IT") company with its corporate headquarters in Mumbai. In addition to its headquarters, the Company operates through a network of 40 global offices including India combined with its 11 overseas subsidiaries located in the USA, Canada, the UK, the Netherlands, Germany, Saudi Arabia the United Arab Emirates and Australia. The company has also established a 51:49 Joint Venture Company, Rolta Thales Limited with Thales Group of France.

In the Geospatial segment, the Company continues to build and deploy innovative solutions on its IPs for a variety of applications. The Company now delivers solutions that drive Business Intelligence and Enterprise Integration for far greater value-addition, built around the owned IP. Geospatial enablement of mainstream applications is now being seen as an essential feature to fully exploit the power of Big Data Analytics and technologies such as Cloud computing, and Mobility. Leading Analysts have recognized the Company for its ability to provide Geospatially enabled ERP solutions. The Company won some very prestigious multi-million dollar contracts because it was able to uniquely demonstrate its ability to combine spatial and non-spatial attributes, especially with the help of its IP like Rolta Geospatial Fusion™, Rolta GeoAssets™, Rolta GeoCloud™ and Rolta OnPoint™. In the emerging markets such as MENA (Middle East & North Africa) the Company has seen success and has implemented many solutions for integration of spatial and business systems, implement geocentric Asset Management Solution, sophisticated National Spatial Data Infrastructure web-portal, the Company has won multi-million dollar projects for establishing 3D digital models for Dubai, the Sultanate of Oman, the path-breaking project for Abu Dhabi, and recently another large contract in Saudi Arabia. With these significant wins, the Company has established an enviable track-record for creating 3D City Models, and has developed a library of its own software tools, work-flows and specialized skills to effectively address this rapidly evolving multi-billion dollar market for e-governance and security.

In the Engineering Information Solutions & Services segment, the Company offers services and solutions for the complete lifecycle to implement Engineering Information Management solutions by leveraging its unique combination of engineering know-how, IT expertise and IP to win multi-million dollar contracts. The Company

won a large project from Sadara, an Joint Venture between the Saudi Arabian Oil Company and The Dow Chemical Company for implementation and integration of 30 engineering applications to support all aspects of engineering work processes in all 26 plants of Sadara. The Company has now won a multi-million dollar follow-on order for additional scope. This has opened a large market for the Company, and Rolta is working with several major companies to define the scope for similar upcoming projects.

In the Enterprise IT Consultancy, BI and Big Data Analytics segment, Rolta has established itself in the BI and Big Data Analytics space by leveraging its large repository of sophisticated IP, notably Rolta OneView™, and industry expertise. The Company has worked on numerous ambitious projects in all markets. For a US Healthcare company, Rolta is implementing an enterprise-level BI solution, which analyses operational, financial and product data to provide actionable insights. Rolta delivered a comprehensive solution to a Middle East company for upstream O&G operations covering parameters for operational and asset integrity, planning and maintenance effectiveness, to provide predictive risk analysis. Rolta developed a solution using Predictive Analytics for a Utility company to analyze historical parameters and predict future consumption and capacity utilization. Rolta has also won projects in North America and Dubai in the Transportation segment. For example, in Canada, an analytics solution to provide congestion analysis, network capacity planning, and asset maintenance is being deployed. Many companies around the world have engaged Rolta to define their strategies for enterprise-level BI and Big Data Analytics, which are expected to yield large orders for the Company.

The Company's Enterprise IT consultancy continued to grow with several multi-million dollar projects, including multi-year contracts for Managed Services. For example, Rolta designed the infrastructure configuration for a global automotive supplier to support the upgrade of their SAP environment, with responsibility for ongoing managed services. In the BFSI sector, a major Bank engaged Rolta for effecting financial transformation by unifying ALM, Financials and Risk Management Systems, bringing together accounting, finance and risk data to comply with regulatory requirements.

In the Defence sector, the Company continues to strengthen its leadership position in India. This is an outcome of the Company's continued investments in developing world-class and customer centric solutions, in this segment. We are one of the very few companies, to have been selected for the indigenous production of Defence solutions, in the country, under the "Make" category. The Company continues to further develop and enhance Rolta's C2 (Command & Control) solutions which are becoming the standard for Indian defense after wins and implementations at various key military organizations. Rolta and Bharat Electronics Limited (BEL), India's leading public sector enterprise in the defence sector, have formed an exclusive consortium and have bid the largest Command & Control program estimated to be worth over Rs. 50,000 crores (\$8.3 B). Rolta is one of the very few companies in the world and the only one in India to have developed and released highly sophisticated 64-bit ISR (Intelligence, Surveillance and Reconnaissance) software solutions to fully exploit the latest advances in satellite and aerial imaging, and cutting edge computing platforms. The Company's ISR solutions are deployed across hundreds of users in the Indian Army and Rolta continues

to actively support and maintain its solutions. The Company's war gaming solutions have gained even higher traction and its user base is expanding, with Rolta in the process of being awarded a contract by the apex Indian war gaming agency.

In the Homeland Security sector, the Company continues to maintain a leadership position, Rolta's cutting-edge technologies and deep domain expertise in the Home Land Security Domain have enabled it to field unique solutions for a number of large and high value national and state level programs such as, CCTNS, Safe City, Critical Infrastructure Protection and Phase II of the CCTNS. Major police forces across the country (Maharashtra, Andhra Pradesh, Kerala) have awarded contracts for mission-critical communications, while the Company's traditional C2 & CCTNS solutions are being implemented at Mumbai Police, UP Police and police forces of various North Eastern states.

The Company has organised its business into two business groups (each, a "BG") : Enterprise Geospatial and Engineering Solutions (EGES); and Enterprise IT and Security Solutions (EITS). Detailed overview of each Business Group forms part of Business Group section in this Annual Report. For the nine month period ended 31st March, 2014, the Enterprise Geospatial and Engineering Solutions (EGES); and Enterprise IT and Security Solutions (EITS) segment respectively, accounted for 28.2% and 71.8% of the Company's consolidated revenues, as compared to 31.4% and 68.6% for the nine month period ended 31st March, 2013.

Industry Overview

¹With the global economy showing signs of a gradual recovery, Technology researcher Gartner Inc. has forecast that global IT spending will touch \$3.8 trillion in 2014, up 3% from last year.

²Nasscom has stated that IT sector exports will grow 13-15% in FY15, and are forecast to rise to as much as \$99 billion on increased spending and further, the Indian IT industry would add incremental revenues of \$13-14 billion in 2014-15. Incremental revenue is a measure of market share growth that has evolved as the new benchmark for the IT sector. Nasscom recently projected that the Indian IT industry would grow to about \$300 billion by 2020, and created different verticals that would focus on specific areas such as the domestic IT market, software products and e-commerce.

Internal Control System and their adequacy

The internal control systems adopted by the Company are adequate and appropriate to its operations. The system has been designed to ensure that assets and interest of the Company are protected and dependability of accounting data and its accuracy are ensured with proper checks and balances.

The Company has internal audit to examine and evaluate the adequacy and effectiveness of Internal Control System. The internal audit ensures that the systems designed and implemented, provides adequate internal control commensurate with the size and operations of the Company. The Company has appointed Ernest & Young (EY) as Internal Auditors for all International Subsidiaries. World-class ERP systems has been implemented across the organization to serve as its information backbone.

The Audit Committee of the Board, Statutory Auditors and the top management executives are periodically apprised of its activities and internal audit finding. The Audit Committee of the Company chaired by an independent director and consisting of other non-executive independent directors periodically reviews and commends the quarterly, half yearly and annual financial statements of the Company. A detailed note on the functioning of the audit committee forms part of the chapter on Corporate Governance in this Annual Report. The annual statements of the Company drawn under both Generally Accepted Accounting Standards in India (Indian GAAP) and under International Financial Reporting Standards (IFRS) and the same are audited and certified by two separate independent auditors.

Revenues

The Company's revenues are generated principally from IT-based Solutions & Services. Revenue from sale of IT solutions and services is recognized in accordance with the sales contract and when significant risks and rewards in respect of ownership are transferred to the customers. Revenue from customer-related long-term contracts is recognised by reference to the percentage of completion of the contract at the balance sheet date. Company's long term contracts specify a fixed price for the sale of license and installation of software solutions & services and the related revenue is determined using the percentage of completion method. The percentage of completion is calculated by comparing cost incurred to that with the total estimated cost of the contract. If the contract is considered profitable, it is valued at cost plus attributable profit by reference to the percentage of completion. Any expected loss on individual contracts is recognized immediately as expense in the Profit and Loss Account. Income from maintenance contract is recognized proportionately over the period of the contract.

For the nine month period ended 31st March, 2014 and 31st March, 2013, consolidated revenues amounted to Rs. 2,501.72 crore and Rs. 1,566.58 crore, respectively. This represented a growth of 59.7% for the nine month period ended 31st March, 2014, as compared to the nine month period ended 31st March, 2013.

Revenues by Business Segment

The table below gives the consolidated revenue analysis by business segment for the periods indicated:

Segment wise Revenue	(Rs. in Crore)		
	Nine Month Period Ended March 31, 2014	Nine Month Period Ended March 31, 2013	Financial year Year ended June 30, 2013
Enterprise Geospatial and Engineering Solutions (EGES)	706.27	491.90	668.34
Enterprise IT and Security Solutions (EITS)	1,795.45	1,074.68	1,510.44
Total	2,501.72	1,566.58	2,178.78
Segment wise Profit [EBIDTA]			
Enterprise Geospatial and Engineering Solutions (EGES)	353.78	276.29	366.49
Enterprise IT and Security Solutions (EITS)	451.99	370.41	507.50
Total	805.77	646.70	873.99

¹ <http://www.gartner.com/newsroom/id/2698017>

² <http://www.livemint.com/Industry/BrMXBnGtlewsRoN99KqKCM/IT-sector-exports-to-grow-1315-in-FY15-Nasscom.html>

For nine months period ended 31st March, 2014 and 31st March, 2013, consolidated revenues from Enterprise Geospatial and Engineering Solutions (EGES) amounted to Rs. 706.27 crore and Rs. 491.90 crore, respectively. This represented a growth of 43.6% for nine month period ended 31st March, 2014, as compared to the nine month period ended 31st March, 2013. The consolidated revenues from Enterprise IT and Security Solutions (EITS) amounted to Rs. 1,795.45 crore and Rs. 1,074.68 crore respectively for these two financial years. This represented a growth of 67.1% for the nine month period ended 31st March, 2014, as compared to the nine month period ended 31st March, 2013. Revenues from EGES groups has been increased as we shifted our focus from some of the lower value added services that have historically formed a significant component of our EGES revenue to higher end solutions and services that we provide to clients in certain targeted sectors, such as oil, gas and petrochemicals, power, infrastructure and government. Revenues from our EITS business continued to increase because of our strong focus on defense and homeland security. The increase in revenues was driven by increased sales of products incorporating technology for cloud computing, and products that employ Big Data Analytics and business intelligence software. Acquisition of AdvizeX in November 2012, was also a key element in the growth of our EITS revenues.

Other Income

Other income comprises of dividend income, interest income, and other miscellaneous income. For the nine month period ended 31st March 2014 and 31st March 2013, other income amounted to Rs. 5.68 crore and Rs. 23.01 crore respectively. The decrease in other income was due to reductions in dividend income and foreign exchange gains. During the nine month period ended 31st March, 2014, we disposed of certain debt mutual fund investments from which we had previously received dividend income. In addition, we recorded foreign exchange gains in the nine month period ended 31st March, 2013 that did not recur in the nine-month period ended 31st March, 2014, which also reduced our other income versus the prior period.

Expenses

The Company's expenditure principally consists of cost of materials and technical subcontractors, employee costs, administrative and selling expenses, as well as financial and depreciation charges.

For the nine month period ended 31st March, 2014 and 31st March, 2013, consolidated expenses amounted to Rs. 2,307.53 crore and Rs. 1,356.87 crore. This represented an increase of 70.1% for the nine month period ended 31st March, 2014, as compared to the nine month period ended 31st March, 2013. For the nine month period ended 31st March, 2014 and 31st March, 2013, consolidated expenses, as a percentage of sales were 92.2% and 86.6 %, respectively.

The table below shows the principal components of the Company's costs for the periods indicated:

(Rs. in Crore)

	Nine Month Period Ended March 31, 2014	% to Sales	Nine Month Period Ended March 31, 2013	% to Sales	Financial year ended June 30, 2013	% to Sales
Cost of Materials & Technical Subcontractors	826.48	33.0	301.90	19.3	457.71	21.0
Employee benefit expenses	629.06	25.2	463.16	29.5	618.65	28.4
Other Expenses	240.41	9.6	154.82	9.9	228.42	10.5
Depreciation and Amortisation	363.64	14.5	283.71	18.1	372.61	17.1
Finance Cost	247.94	9.9	153.28	9.8	221.76	10.2
Total	2,307.53	92.2	1,356.87	86.6	1,899.15	87.2

Cost of Materials & Technical Subcontractors

Cost of Materials & Technical Subcontractors principally comprise of packaged software, software toolkits, hardware, peripherals, parts/spares and cost of third party sub-contracting of services needed to execute the contracts & projects awarded to the Company.

In the nine month period ended 31st March, 2014 and 31st March, 2013, material and technical subcontractors amounted to Rs. 826.48 crore and Rs. 301.90 crore. This represented an increase of 173.8% in the nine month period ended 31st March, 2014, as compared to the nine month period ended 31st March, 2013. For the nine month period ended 31st March, 2014, material and technical subcontractors as percentage of sales increase to 33.0% from 19.3 % for the nine month period ended 31st March, 2013. The increase in material and subcontracting cost was primarily attributable to higher share of the turnkey projects in the Company's revenue, where we provided end-to-end solutions that required us to procure materials externally and also which entailed outsourcing of services to third party vendors. The change in the level of material consumption as a percentage of sales was attributable to the change in the business mix of solutions and services undertaken by the Company in the relevant periods, the provision of such solutions and services being dependent on the orders that the Company receives and the needs of the Company in order to be able to execute those orders. Higher material costs was also attributable to material costs associated with AdvizeX during the full nine-month period ended 31st March, 2014, versus five months of material cost in the nine-month period ended 31st March, 2013 following the AdvizeX acquisition in November 2012. AdvizeX provides end-to-end IT infrastructure solutions that requires us to procure materials from third partners, which results in higher cost of materials compared to other services and solutions that we provide to other clients.

Employee Benefits Expense

Employee benefits expenses comprise salaries, wages, bonuses, provident fund contributions and welfare expenses. Employee benefit expenses increased in the nine month period ended 31st March, 2014 to Rs. 629.06 crore from Rs. 463.16 crore in the nine month period ended 31st March, 2013. This represented an increase of 35.8% for the nine month period ended 31st March, 2014, as compared to the nine month period ended 31st March, 2013. Employee costs for the financial year ended 31st March 2014 as percentage of sales decreased to 25.2 % from 29.5 % for the nine month period ended 31st March, 2013. The increase in employee costs was mainly due to the full impact of the AdvizeX acquisition and also because we changed the sales mix of our overseas subsidiaries that are increasingly moving towards service contracts that require higher manpower costs. The increase in the cost was also a result of increased utilization of skilled manpower including highly qualified and experienced subject-matter experts, software engineers, testing specialists and intellectual property management teams involved in Research & Development (R&D) activity to focus on development of intellectual property to enable us to provide high value services.

Other Expenses

Other expenses include electricity expenses, repairs and maintenance, sales promotion expenses, legal and other miscellaneous expenses. In the nine month period ended 31st March, 2014 and 31st March, 2013, other expenses amounted to Rs. 240.41 crore and Rs. 154.82 crore respectively. This represented an increase of 55.3 % for the nine month period ended 31st March, 2014, as compared to the nine month period ended 31st March, 2013. Other expense as a percentage of sales was at 9.6% in the nine month period ended 31st March, 2014 as compared to 9.9% in the nine month period ended 31st March, 2013. This increase in other expenses was attributable primarily to expenses associated with consolidated expenses of the AdvizeX for all of the nine-month period ending March 31, 2014 compared to five months of consolidating such expenses in the nine month period ended 31st March, 2013. The Company has been able to manage & control these costs within reasonable limits through focused efforts.

Depreciation and Amortisation

Depreciation and amortisation is applied to the Company's property, plant and equipment at the rates set out in the notes to the financial statements. The principal depreciation costs relate to the Company's computer systems and, increasingly, the Company's buildings. The Company has made extensive investment in development facilities both in its SEZ and other units in India on account of the fact that the Company's business model is oriented towards an offshore model. Almost 75 percent of the engineers / software professionals are located in India, which in turn requires continuous addition to specialized computer systems and solutions. This offshore business model entails large investment in gross block. The Company's increased focus on developing new products and upgrading the Company's IP to enhance its value proposition to customers has led to increased investment in Research and Development centers in the last three years.

Depreciation and amortisation expenses for the nine month period ended 31st March, 2014 and 31st March, 2013 were Rs. 363.64 crore and Rs. 283.71 crore. This represented an increase of 28.2% for the nine month period ended 31st March, 2014, as compared to the nine month period ended 31st March, 2013. With effect from 30th June, 2013, we revised the estimated useful life of all assets, in many cases to a shorter period. Consequently, there was a higher depreciation charge during the nine-month period ended 31st March, 2014 compared to the nine month period ended 31st March, 2013.

Finance Cost

Finance cost reflects the interest payable by the Company on its borrowings. Interest cost for the nine month period ended 31st March, 2014 and 31st March, 2013 was Rs. 247.94 crore and Rs. 153.28 crore respectively. This represented an increase of 61.8% for the nine month period ended 31st March, 2014, as compared to the nine month period ended 31st March, 2013. Changes in exchange rates influence the interest cost of our borrowings denominated in currencies other than Rupees and the Indian Rupee value of such borrowings in our balance sheet and increase in interest cost of such debts. During the nine-month period ended 31st March, 2014 interest expenses increased significantly because of additional borrowings, particularly in respect of the 2013 senior notes.

Profit before tax.

For the reasons discussed above, profit before tax in the nine month period ended 31st March, 2014 was Rs. 199.87 crore as against Rs. 232.72 crore in the nine month period 31st March, 2013. This represents decrease of 14.1%.

Tax expenses

Tax expense includes current income tax expense, provision for deferred tax expenses and other tax charges. In the nine month period ended 31st March, 2014 and 31st March, 2013, income tax expense including wealth tax and deferred tax liabilities amounted to (Rs. 83.80) crore and Rs. 26.02 crore respectively. This decrease was including Rs. 54.32 crore towards reversal of provision recorded earlier periods, which were no longer required. The change in our depreciation policy also led us to record a reversal of deferred tax liability attributable to tangible and intangible assets and recognition of deferred tax assets on carry forward losses in India, which resulted in a net deferred tax benefit of Rs. 32.11 crore.

Profit after tax

Profit after tax in the nine month period ended 31st March, 2014 was Rs. 283.69 crore as against Rs. 206.74 crore in the nine month period ended 31st March, 2013. This represents growth of 37.2%.

Share Capital

As at 31st March 2014, the Company's authorised share capital was Rs. 2,500,000,000 (two and half billion rupees), comprising 250,000,000 (two hundred fifty million) equity shares of Rs. 10 each, of which 161,329,096 equity shares of Rs. 10 each, amounting to Rs. 161.33 crore were issued and fully-paid.

The company did not have any preference shares on its books as on 31st March, 2014 nor had issued any share warrants except for stock options granted to employees under the Company's Employee Stock Option Plan (in line with the guidelines issued by SEBI). The details as required by SEBI regulations in regard to grant of options are given in Annexure to the Directors' Report. Outstanding stock options as on 31st March 2014 were 9,206,100 options & which is 5.7% of current paid up capital.

Reserves & Surplus

Reserves & Surplus as on 31st March, 2014 was Rs. 2,055.88 crore as compared to Rs. 1,777.68 crore as on 30th June, 2013. An amount of Rs. 25.29 crore was transferred to Securities premium account towards premium on redemption of bond, Rs. 45.94 crore was transferred to General Reserve from Surplus in the statement of Profit and Loss, the Company has revalued its Freehold & Leasehold Land assets by Rs. 1,046.74 crore. and an equivalent amount has been credited to Revaluation Reserve Account, Reserves also include Foreign Currency Monetary Item Translation Difference Account (FCMITDA) Rs. (134.61) crore. Balance in share option account outstanding of Rs. 10.41 crore and Cash flow reserve Rs. (6.24) crore. Net of dividends and dividend tax, Rs. 402.65 crore was retained in the Profit & Loss account.

Borrowings

	2014 (Rs. in Crore)	2013 (Rs. in Crore)
Long Term Borrowings	3,475.88	3,314.00
Short Term Borrowings	358.92	140.59
Current Maturities of Long Term Borrowings	221.21	196.37
Total	4,056.01	3,650.96

The company has total borrowings in its books amounting to Rs. 4,056.01 crore representing Long Term Borrowings of Rs. 3,475.88 crore, Short Term Borrowings of Rs. 358.92 crore and Current Maturities of Long Term Borrowings of Rs. 221.21 Crore respectively. As of 31st March, 2014 our total borrowing denominated in foreign currencies was US\$ 515.78 million, or approximately 76.5% of our total borrowings.

Other Long Term Liabilities

The Company's Other Long term Liabilities as at 31st March, 2014 and 30th June, 2013 were Rs. 29.39 crore and Rs. 18.66 crore respectively.

Trade Payables

Trade Payables were Rs. 272.36 crore as on 31st March, 2014 as against Rs. 218.11 crore in June 2013. This is because AdvizeX relies heavily on third party products and services to deliver its solutions. These are considered necessary to carry out normal business transactions.

Other Current Liabilities

The Company's Other Current Liabilities as at 31st March, 2014 amounted to Rs. 508.39 crore as compared to Rs. 440.49 crore as at 30th June, 2013.

Provisions (current and non-current)

Provisions are towards warranty, employee benefits schemes, proposed dividend and provision for Income tax. The details are as follows.

	2014 (Rs. in Crore)	2013 (Rs. in Crore)
Long Term Provisions	26.60	15.65
Short Term Provisions	46.36	101.49
Total	72.96	117.14

Fixed Assets

The Company's net fixed assets for the year ended 31st March, 2014 amounted to Rs. 5,005.36 crore towards buildings, computer systems / acquisitions / intangibles including software, other equipments, furniture and capital work-in-progress for 30th June 2013 the same were Rs. 4,536.60 crore. The Company's business model has been in the process of transformation by moving up the value chain and focusing on solution sales based on Company's own IP. This has led to increased investment in Research & Development activities for developing new products and upgrading the Company's IP. The Company also is required to make substantial investment in specialized systems to render this workforce productive.

Loans and Advances

	2014 (Rs. in Crore)	2013 (Rs. in Crore)
Long Term Loans and Advances	80.96	67.66
Short Term Loans and Advances	85.21	44.33
Total	166.17	111.99

Loans and Advances were Rs. 166.17 crore as on 31st March, 2014 as against Rs. 111.99 crore in June 2013. These are considered necessary to carry out normal business transactions.

Current Assets

Current Assets consist of Current Investments, Trade Receivables and Short-term Loans and Advances like unbilled revenue, Security Deposits, Prepaid expenses etc which stood at Rs. 1,160.78 crore as on 31st March, 2014 as against Rs. 901.12 crore as on 30th June, 2013.

Current Investments

The Company's investment in liquid mutual funds was Rs. 10.88 crore as on 31st March, 2014 as compared to Rs. 1.20 crore as on 30th June, 2013.

Trade Receivable

The Company's Trade Receivables as at 31st March, 2014 and 30th June, 2013 were Rs. 862.59 crore and Rs. 621.87 crore. The Company's projects in the domestic and overseas markets are spread over a period of a year to three years with payments linked to individual milestones and/or completion of each project. Depending on the nature and internal policies of the relevant counter party, up to 20 percent of the project value is held back as retention and is realised by the Company only after expiry of the project warranty period. This process, together with the fact that the payment cycles of Government agencies tend generally to be longer than those in the private sector, leads to an extended receivables cycle. During the period there was an increase in trade receivables resulting from our substantially increased revenues and an increase in our credit period from 90 days (after annualizing the revenue of subsidiary acquired during the year) to 94 days.

Cash Flow

The following table sets out the Company's consolidated and summarized cash flows for each of the periods indicated:

	(Rs. in Crore)	
	Financial year (Nine Month) 31st March 2014	Financial year ended 30th June 2013
Cash inflow/(outflow) from operating activities	592.67	1,071.46
Cash inflow/(outflow) from investment activities	(839.85)	(1,810.66)
Cash inflow/(outflow) from financing	133.12	877.22
Cash and cash equivalents at the end of year	42.73	156.79

Net cash generated from operating activities of Rs. 592.67 crore for the nine-month period ended March 31, 2014 consisted of net profit after tax of Rs. 283.67 crore, a net upward adjustment of Rs. 567.40 crore relating to various items, principally depreciation of Rs. 363.64 crore, finance costs of Rs. 247.94 and exchange difference adjustments of Rs. 28.23 crore, a net downward working capital adjustment of Rs. 251.45 crore, less direct taxes paid of Rs. 6.95 crore. Working capital adjustments were primarily attributable to an increase in trade receivables, loans and advances and other assets of Rs. 332.98 crore, offset in part by an increase in trade payables, other liabilities and provision of Rs. 81.53 crore.

Net cash outflow from investment activities for the financial year ended 31st March, 2014 amounted to Rs. 839.85 crore. primarily comprising purchases of fixed assets and intangibles, principally for our new facility in our headquarters in Mumbai, as well as expenditures of Rs. 837.91 crore. on the development of prototypes for defence, homeland security and other sectors. This represents utilization of funds mainly for Capital expenditure. The Company's business model has been in the process of transformation by moving up the value chain and focusing on solution sales based on Company's own IP. This has led to increased investment in

Research & Development activities for developing new products and upgrading the Company's IP.

Net cash inflow from financing activities for the financial year ended 31st March, 2014 amounted to Rs. 133.12 crore comprising borrowing from financial institutions in the amount of Rs. 386.40 crore, primarily attributable to us drawing down Rs. 218.33 in short-term working capital funds, offset in part by payment of interest of Rs. 196.66 crore. and dividend payments of Rs. 56.62 crore.

Consolidated Financial Results under International Financial Reporting Standards (IFRS).

In compliance with the regulation of the London Stock Exchange wherein Company's GDRs have been listed, the Company also prepared its consolidated accounts for the nine month period ended 31st March, 2014 drawn under the International Financial Reporting Standards (IFRS), duly audited in accordance with International Standards on Auditing by M/s Grant Thornton, a leading International Accounting firm.

As per the consolidated accounts drawn under IFRS, the Company recorded revenues of Rs. 2,501.72 crore for the nine month period ended 31st March, 2014, whilst the net profit/(loss) after tax for the year was Rs. 346.48 crore. The difference in the net profit as arrived under the Generally Accepted Accounting Practices in India, and net profit under IFRS was Rs. 62.81 crore mainly on account of the following factors: variation in the method of accounting for depreciation/amortization amounting to Rs. (13.37) crore.; share based payments to employees Rs. 1.61 crore.; Reversal of Exchange Difference Capitalised as per AS 11 Rs. 53.18 crore; Interest swaps Rs. 0.94 crore; taxation Rs. 18.69 crore and others Rs. 1.76 crore.

Forward Looking Statement

In the Company's report we have disclosed forward looking information so that investors can better understand a company's future prospects and make informed investment decisions. This annual report and other written and oral statements that we make from time to time contain such forward looking statements that set out anticipated results based on management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words and terms of similar substance in connection with any discussion of future operating or financial performance. We cannot guarantee that any forward-looking statement will be realized, although we believe we have been prudent in our plans and assumptions. Achievement of future results is subject to risks, uncertainties and inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Investors should bear this in mind as they consider forward-looking statements. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Directors' Profile



Mr. Kamal K Singh
Chairman and Managing Director

Mr. Singh is the founder Chairman of the Rolta group of companies. He is a first-generation entrepreneur and has promoted the Rolta group in the 1970s. He is recognised as a pioneer in the CAD/CAM/GIS field in India and has over 44 years of experience in all aspects of corporate management including finance, technology and international business. Mr. Singh is a Mechanical Engineer with a Master's degree in Business Administration. Mr. Singh's tenure as the Company's Managing Director contractually ends on 30th June 2017.

Mr. Singh is a director in 22 Companies which include directorship in 12 overseas group companies. Mr. Singh is the Honorary Consul-General of Ukraine in Mumbai for the territory of certain Indian States. He is a Member of National GIS Advisory Board. He is also a Member of Board of Governors of NITIE Mumbai. He is also a Member of National Executive Committee of FICCI, and other premier trade organizations. He is also the Honorary Chairman of Association of Geospatial Industries (AGI). He is also a Member of the National Committee of Spatial Data Infrastructure (NSDI). 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 "Oceantex 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 conferred with Geospatial World Leadership Award by Honorable 11th President of India, Dr. APJ Abdul Kalam, at Geospatial World Forum 2012.



Mr. K R Modi - Independent Director

Mr. Modi is an advocate and solicitor by profession with over 42 years of experience in legal profession at Mumbai. His academic qualifications include Bachelor's degree in Arts and Law and has been enrolled as a Solicitor with Bombay High Court. He was senior partner with Kanga and Co., advocates and solicitors. Mr. Modi has been a director of the Company since 1989.



Mr. V K Agarwala - Independent Director

Mr. Agarwala has experience in various businesses, especially in the field of exports. Mr. Agarwala's academic qualifications include a Master's degree in Arts, a degree in law and a Diploma in Business Management. Mr. Agarwala has over 39 years of experience in corporate management and is a Director in Banswara Global Limited, Prakriti Exports Private Limited and Shanker Kapda Niryat Private Limited, Partner as Karta of HUF namely V & K Associates, Managing Committee Member in 'The All India Exporters' Chamber' and also a Governing Council in ICL Education Society.



Mr. V K Chopra - Independent Director

Mr. Chopra is a Commerce Graduate from Shriram College of Commerce, New Delhi and a Fellow Member of The Institute of Chartered Accountants of India (ICAI). He has held various top positions during his 37 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 as General Manager, Central Bank of India, Mumbai, his last assignment being as a Whole Time Member in SEBI for about two year. Mr. Chopra is a director in Dewan Housing Finance Corporation Limited, Havells India Limited, Pegasus Asset Reconstruction Private Limited, PNB MetLife India Insurance Company Limited, Reliance Capital Pension Fund Limited, Milestone Capital Advisors Limited, Responsive Industries Limited, India Infoline Finance Limited, Future Retail Limited, Bandhan Financial Services Private Limited, Jaiprakash Associates Limited and Religare Invesco Asset Management Co. Private Limited.



Mr. T C Venkat Subramanian - Independent Director

Mr. Venkat Subramanian holds a Bachelor's degree in Engineering and is a certified associate of Indian Institute of Bankers. He has over 40 years of professional experience in commercial banking, industrial and export financing having worked in Bank of India (one of the largest Indian commercial banks) and Industrial Development Bank of India before joining Exim Bank of India in 1982 at the time of inception of the Bank. Mr. Venkat Subramanian retired in October 2009 after eight and a half years as the Chairman and Managing Director of Export-Import Bank of India (Exim Bank of India). Currently, he is an independent Director on the Board of Jyoti Structures Limited, LIC Nomura MF Trustee Co. Private Limited, Investec Capital Services (India) Private Limited, STCI Finance Limited and AFC India Limited and he is also a Trustee in Foundation for Organizational Research & Education (Trust).



Mr. M V Nair - Independent Director

Mr. Nair is currently Chairman of Credit Information Bureau (India) Limited, India's largest credit bureau and Chairman of SWIFT Domestic Services Pvt Ltd. Mr. Nair was the former Chairman and Managing Director of Union Bank of India and Dena Bank. He was one of the longest serving Chairman of Indian Public Sector Banking and retired in March 2012 after serving Indian Banking Industry for nearly four decades. Mr. Nair graduated from St. Aloysius College Mangalore and attended workshops at Harvard and Kellogg. He was the Chairman of the Indian Banks Association. He was the Chairman of the Governing Board of Institute of Banking Personnel Selection, a member of the Governing Council of Institute for Development and Research in Banking Technology, as well as a member of the Governing Board of the National Institute of Bank Management. Mr. Nair was also the Chairman of the Executive Committee and Vice President of the Indian Institute of Banking and Finance and a member of the Advisory Committee of the College of Agricultural Banking, Pune. Mr. Nair won the Dale Carnegie award for Human Resources Management (2010), the Life Time Achievement award from Talent, Leadership and HR Award (2012) by Star News, SKOCH Challenger Award for Financial Inclusion (2009, 2010 & 2011). He was also a finalist at the E&Y Entrepreneur of the Year 2008. His other directorships also includes Credit Information Bureau (India) Limited, SWIFT India Domestic Services Private Ltd., Gujarat International Finance Tec-City Company Ltd. Birla Sun Life Insurance Company Ltd., Stock Holding Corporation of India Ltd. and L&T Investment Management Ltd.



Mr. Atul D Tayal - Joint Managing Director & Chief Operating Officer (Domestic Operations)

Mr. Atul D Tayal has been with Rolta for 28 years and has served in various managerial capacities in the IT industry. Mr. Tayal's corporate management experience includes marketing, technology and international business prior to his appointment on the Board, he was the Executive Director - Sales of the Company. His academic qualifications include a Bachelors degree in Commerce and an MBA. His tenure as Joint Managing Director of Rolta India Ltd., contractually ends on 16th February, 2017. He is the Managing Director of Rolta Thales Limited. Mr. Tayal is also a member of HUF named 'Gyan Dev Tayal, HUF' and also Trustee Member of Uma Education Society (Trust).



Ms. Preetha Pulusani - Director & President - Americas

Ms. Preetha Pulusani holds M.S. degree in Computer Science and Business Administration from the University of Alabama at Huntsville and B.S. in Accounting and Computer Science. In February 2006, Ms. Pulusani culminated a 25 year career with Intergraph Corporation, where she had begun her career as an entry-level software developer and at the time of her retirement, she was President of their largest division, Security, Government and Infrastructure, with annual revenues of over US \$ 400 million. She was earlier on the Board of the Company as Joint Managing Director and also served as Chief Strategy Officer of Rolta India Limited, focusing on technology and go-to-market strategies that fueled the Company's growth and transformation into an IP- based solutions company. In her current position as President International (Americas), Ms. Pulusani is responsible for all operations in North America including Rolta's most recent acquisition, AdvizeX. In this role, she is chartered to lead the region with profitable growth from the integrated synergies of the businesses in that region. She was appointed to the Board of the Company on February 12, 2013.



Mr. Hiranya Ashar - Director Finance & Chief Financial Officer

Mr. Hiranya Ashar is Director-Finance and Chief Financial Officer of the Company. He is a Commerce Graduate and an Associate Member of The Institute of Chartered Accountants of India. He has over 15 years of experience in managing corporate finance, project management, financial planning and analysis, funds raising, taxation, audit and investor relations. He is a Director in Rolta Thales Limited, Rolta International Inc., Rolta Canada Limited and Rolta Asia Pacific (Pty) Limited, Rolta UK Limited, Rolta Middle East FZ-LLC, Rolta LLC and Rolta Global B.V. His tenure as Director-Finance and Chief Financial Officer ends on 31st October 2017.

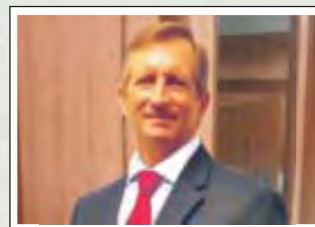
Global Management Team



Mr. Pankit Navnitrai Desai
President - Business Operations-EMEA



Mr. John Senatore
EVP - Oracle Consulting, Americas



Mr. David Kingsbury
SVP - IP Solutions Sales, Americas



Mr. Rajesh Ramachandran
President & CTO-GPTS



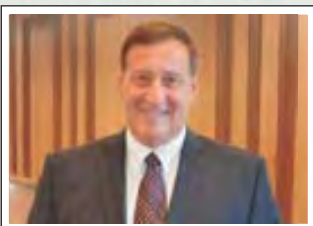
Mr. Shafik Jiwani
EVP - Global GIS Business Development



Mr. Marc Sarazin
EVP & GM North East - Rolta AdvizeX



Mr. S K Shirguppi
SVP - Engineering & GeoSpatial Business



Mr. Fred Traversi
President - Rolta AdvizeX, Americas



Mr. Dale Costantino
EVP - Managed Services, Americas



Mr. CR Howdyshe
EVP & GM Midwest - Rolta AdvizeX



Mr. Vinay K Sawarkar
SVP - Human Resources



Mr. Reida Elwannas
President - Rolta Middle East & Africa



Mr. Satinath Sarkar
EVP - Rolta IP Solutions, Americas



Mr. Patrick Fettuccia
SVP & GM Mid Market - Rolta AdvizeX



Dr. S R Bhot
SVP - Business Operations-EMEA



Mr. Ravi Pandey
President - Rolta Europe



Mr. Mark Woelke
EVP - Finance & CFO, Americas



Mr. John Brier
CTO & SVP Infrastructure Services, Rolta AdvizeX



Mr. Laxmidhar V Gaopande
SVP - Defence & Safety Solutions



Mr. Blane Schertz
EVP - GIS and Engineering IT, Americas



Mr. Joe Morgan
SVP - Consulting Sales, Americas



Mr. Parveen Malhotra
SVP - Enterprise Applications & Financial Services



Mr. Shyamakrishna M Kattepur
SVP - BI & Big Data Analytics Solutions



Mr. Amit Patel
SVP - EBS Consulting, Americas



Ms. Janeen Coyle
SVP - Consulting Business Development, Americas



Mr. Dan Dosmann
SVP - EPM Consulting, Americas



Mr. Richard Martin
SVP - Oil & Gas Business Development, Americas



Mr. Jimmy Rushing
SVP - Engineering IT, Americas



Mr. Matt Metrik
SVP - BI & Big Data Analytics, Americas



Mr. Gopal Ramasamy
SVP - Application Outsourcing, Americas



Mr. Riley Wilson
SVP - Oil & Gas Solutions, Americas



Mr. Tim Dyson
SVP - Europe Sales



Brig Ashok Kumar Gakhar (Retd.)
Group Director - Defence and Security



Mr. R K Varma
Group Director - Corp. Infra. Procurement & Administration



Mr. Nick Colagiovanni
VP & CFO, Rolta AdvizeX



Mr. Rajbir Singh Rathi
Sr. Divisional Director - BD Defence



Dr. C R Bannur
Sr. Divisional Director - BD Homeland Security



Mr. Umesh Kumar Panthula
Sr. Divisional Director - BD Homeland Security Solutions



Dr. C D Murthy
Sr. Divisional Director - GeoSpatial Defence Solutions & Projects



Mr. Sushil Dattatray Kulkarni
Sr. Divisional Director - Engineering Systems & Integration



Mr. Ashis Kumar Basu
Sr. Divisional Director - Engineering & Projects



Mr. Rupam Kiritkumar Vakil
Sr. Divisional Director - Engineering Sales



Mr. Ravindra Kondekar
Sr. Divisional Director - Product Development, Geospatial

Global Management Team



Mr. Sateesh Dasari
Sr. Divisional Director - Quality & Release Engineering



Mr. Tim Igo
VP - Services (East Region), Rolta AdvizeX



Mr. Michael Cochran
VP - EPM Business Development, Americas



Mr. Scott Rhyan
VP - Services (Midwest), Rolta AdvizeX



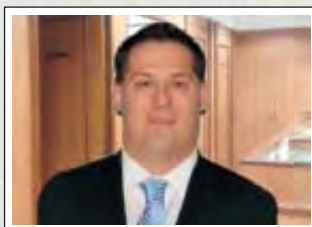
Mr. M K Govind
Sr. Divisional Director - Corporate Marketing, Sales and Commercials



Mr. Abhinav Agarwal
Sr. Divisional Director - Product Management, Big Data



Mr. Shourya Shukla
VP - Business Solutions Architecture



Mr. Paul Timmerman
VP - Technology Solutions, Rolta AdvizeX



Mr. Tariq Farooqui
Sr. Divisional Director - Enterprise IT Solutions



Mr. Rajesh Garg
Sr. Divisional Director - IT Transformation Solutions



Mr. Wayne Atkinson
VP - GIS Services, Americas



Mr. Mike Armbrust
VP - Regional Sales Manager (Midwest), Rolta AdvizeX



Mr. Anindya Chatterjee
Sr. Divisional Director - Product Management, OneView



Mr. Abdullah Albalushi
General Manager - Oman



Ms. Priti Shah
VP - Public Sector Solutions, Americas



Mr. Louis Remedios
Sr. Divisional Director - GeoSpatial Projects



Mr. Sanjay Bellara
Sr. Divisional Director - Product Development, OneView



Mr. Nour Eltanbouli
General Manager - Saudi Arabia



Mr. Don Aubert
VP - Business Management, Rolta AdvizeX



Dr. Ibrahim Levent Topaktas
Sr. Divisional Director - Product Development, Homeland Security



Mr. Paul DeWoolf
Head - Rolta Benelux



Mr. Laxman Khade
VP - Presales Europe



Mr. Ashok Singh
Divisional Director - GeoSpatial Projects



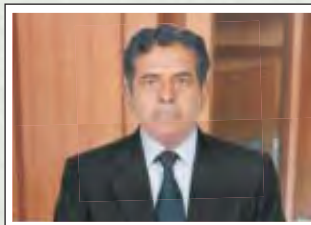
Maj Gen Sanjeev Loomba
Divisional Director - Defence Sales



Ms. Gwen Coyle
VP - EPM, Americas



Mr. Sunil Mone
Divisional Director - Customer Support & Order Execution



Maj Gen A K Srivastava (Retd)
Divisional Director - Business Development, Defence



Mr. Siva Pardhiva
Divisional Director - BI & Big Data Analytics Solutions



Mr. Mallik Manem
VP - Engineering IT Services, Americas



Mr. S G Mukund
Divisional Director - Sales



Mr. Verinder Khashu
Company Secretary and Head-Legal / Compliance



Mr. Selvapandian Thiruvengadam
Divisional Director - Geospatial Project



Ms. Lisa Bieling
VP - Oracle Channel Management, Americas



Mr. Dineshkumar Kapadia
Divisional Director - Accounts & Taxation



Mr. Sushil Kulkarni
Divisional Director - Solution Delivery



Mr. Mathew Joseph
Director - Oil & Gas MEA



Mr. Shiva Mathur
VP - Managed Services Business Development, Americas



Mr. Bala Gangadhara P. R. C.
Divisional Director - Engineering Projects



Mr. Saurabh Bagaria
Divisional Director - Product Development, Geospatial Fusion



Mr. Ganesan Ramamoorthy
Director - UAE



Mr. Izy Macadar
VP - Energy, Europe



Mr. Jigar Suresh Thakkar
Divisional Director - Accounts & Audit

CENTRAL AND REGISTERED OFFICE

Rolta Tower A,
Rolta Technology Park,
MIDC, Andheri (East),
Mumbai - 400 093.
CIN No. L74999MH1989PLC052384
Tel : +91 (22) 2926 6666,
3087 6543
Fax : +91 (22) 2836 5992
Email : indsales@rolta.com

CORPORATE OFFICE

21st Floor,
Maker Tower F,
Cuffe Parade,
Mumbai - 400 005.
Tel : +91 (22) 2215 3984
Fax : +91 (22) 2215 3994
Email : roltacorp@rolta.com

JOINT VENTURE COMPANIES

Rolta Thales Ltd.
Rolta Tower C,
Rolta Technology Park,
MIDC, Andheri (East),
Mumbai - 400 093.
Tel : +91 (22) 2926 6666,
3087 6543

OVERSEAS SUBSIDIARIES

ROLTA INTERNATIONAL INC.
Atlanta
Rolta Center,
5865 North Point Parkway,
Alpharetta, GA 30022
Tel : +1 (678) 942-5000

Chicago
333 E. Butterfield Road
Suite 900,
Lombard, IL 60148
Tel : +1 (630) 960-2909

Columbus
8720 Orion Place Suite 100
Columbus, OH 43240
Tel : +1 (614) 436-9382
1103 Schrock Rd.
Suite 100, Columbus,
OH 43229
Tel : +1 (614) 318-0386

Denver
225 Union Blvd., Suite 150
Lakewood, CO 80228
Tel : +1 (303) 974-6720

Houston
2020 S Dairy Ashford Drive
Suite 140,
Houston, TX 77077
Tel : +1 (281) 829-4832

Boston
164 Middlesex Turnpike
Burlington, MA 01803
Tel : +1 (978) 468-0079

Cincinnati
10260 Alliance Road,
Suite 125,
Cincinnati, OH 45242
Tel : +1 (513) 229-8400

Charleston
803 Quarrier Street
Suite 300,
Charleston, WV 24301
Tel : +1 (216) 901-1818

Cleveland
6480 Rockside Wood Blvd.,
Suite 190,
Independence, OH 44131
Tel : +1 (216) 901-1818

5005 Rockside Road
Suite 600,
Independence, OH 44131
Tel : +1 (440) 725-4851

Detroit
801 West Ann Arbor Trail
Suite 239,
Plymouth, MI 48170
Tel : +1 (734) 416-1640
Nashville
341 Cool Springs Road
Suite 120,
Franklin, TN 37067

New York
632 Crosskeys Office Park
Fairport, NY 14450
Tel : +1 (585) 223-4020

Pittsburgh
875 Greentree Road
Building 7, Suite 805
Pittsburgh, PA 15220
Tel : +1 (412) 920-2341

Tampa
2701 North Rocky Point Drive
Suite 105,
Tampa, FL 33607
Tel : +1 (813) 288-8305

ROLTA CANADA LTD.
140 Allstate Parkway,
Suite 503, Markham,
Ontario L3R 5Y8,
Canada.
Tel : +1 (905) 754-8100

ROLTA UK LTD.
100 Longwater Avenue,
Green Park, Reading RG2 6GP,
United Kingdom
Tel : +44 (0)118 945 0450

ROLTA BENELUX BV
Jupiterstraat 96,
Bldg. Pluspoint No. 2, 2132 HE,
Hoofddorp, Postbus 190,
2130 AD, Hoofddorp,
Netherlands
Tel : +31 (23) 557 1916

ROLTA GLOBAL BV
Jupiterstraat 96,
Bldg. Pluspoint No. 2, 2132 HE,
Hoofddorp, Postbus 190,
2130 AD, Hoofddorp,
Netherlands
Tel : +31 (23) 557 1916

ROLTA MIDDLE EAST FZ-LLC
Dubai
Office No. 209-214,
Building No. 9, P.O. Box 500106,
Dubai Internet City, Dubai,
United Arab Emirates.
Tel : +971 (4) 391 5212

Bahrain
Gate 342, Road 3307, Block 333,
Um Al Hassam,
Manama, Bahrain.
Tel : +973 (1) 774 0290

Oman
KOM 4, Knowledge Oasis
Muscat, P.O. Box 3360,
PC :111,
Muscat, Oman.
Tel : +968 (2) 417 0014
Abu Dhabi
Commercial Reg. No. 1139538
Office No. 202, Al Dhaheri Bldg.
Salam Street P.O. Box 130939
Abu Dhabi, U.A.E.
Tel : +971 (2) 673 8970

ROLTA SAUDI ARABIA LTD.
Riyadh
Office Nos. 200-201,
Wardat Al Salam Bldg.
P.O. Box 68371, Riyadh (11527),
Kingdom of Saudi Arabia.
Tel : +966 (1) 4460 1818

Dammam
Office No. 40, M-Floor
Dammam Tower (Jaffali Building)
First Street, Dammam,
Kingdom of Saudi Arabia.
Tel : +966 (3) 834 5074

INDIA BRANCH / REGIONAL OFFICES

Delhi NCR
Rolta Technology Park,
Plot #187, Phase I, Udyog Vihar,
Gurgaon - 122 016.
Tel : +91 (124) 439 7000

Chandigarh
SCO - 840, 2nd Floor,
Shivalik Enclave, NAC,
Manimajra,
Chandigarh - 160 101.
Tel : +91 (172) 273 0254 / 3728

Vadodara
303 / 304 Concorde, 3rd Floor,
R. C. Dutt Road, Alkapuri,
Vadodara - 390 005.
Tel : +91 (265) 235 2612,
232 2949

Chennai
Century Plaza, 6th Floor,
561 / 562 Mount Road,
Chennai - 600 018.
Tel : +91 (44) 2432 9107,
2434 9634

Bangalore
Mittal Towers,
'C' Wing, 8th Floor,
47 / 6, M. G. Road,
Bangalore - 560 001.
Tel : +91 (80) 2558 1614 / 1623

Hyderabad
White House, Block III, 2nd floor,
No. 6-3-1192/1/1
Kundanbagh, Begumpet,
Hyderabad - 500 016.
Tel : +91 (40) 2330 6806,
2339 1083

Kolkata
501, Lords, 5th Floor,
7/1 Lord Sinha Road,
Kolkata - 700 071.
Tel : +91 (33) 2282 5756 / 7092

Guwahati
Kanaklata Path,
Bye Lane I, Bharalupar,
House No. 5, 2nd Floor,
Bhangagarh,
Guwahati - 781 005.
Assam District : Kamrup.

CONSORTIUM BANKS

Union Bank of India
Bank of India
Bank of Baroda
Central Bank of India

SOLICITORS

Kanga & Co.

STATUTORY AUDITORS

Walker Chandiok & Co. LLP

IFRS AUDITORS

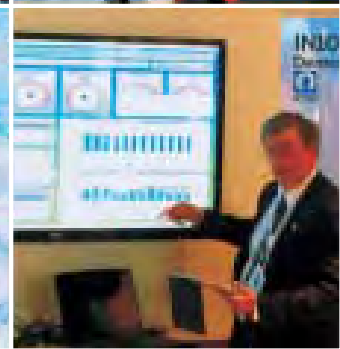
Grant Thornton India LLP

SHARE REGISTRAR

Link Intime India Pvt. Ltd.

COMPANY SECRETARY

Verinder Khashu





ROLTA

Rolta Tower A, Rolta Technology Park, MIDC, Andheri (East), Mumbai 400 093.
CIN No. L74999MH1989PLC052384 Tel : +91 (22) 2926 6666/ 3087 6543 Fax : +91 (22) 2836 5992 email : investor@rolta.com
www.rolta.com