

31st August 2015

‘FORM A’

(Format of covering letter of the Annual Audit Report to be filed with the stock exchanges)

1.	Name of the Company	ROLTA INDIA LIMITED
2.	Annual financial statements for the year ended	31 st March, 2015
3.	Type of Audit observation	Un-qualified / Matter of Emphasis
4.	Frequency of observation	<i>Not Applicable</i>
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 Joint Managing Director – International Operations & Group CFO

ROLTA INDIA LIMITED

Rolta Tower 'A', Rolta Technology Park, MIDC - Marol, Andheri (East), Mumbai - 400 093. INDIA.

CIN : L74999MH1989PLC052384, Tel.: +91(22) 2926 6666/3087 6543, Fax: +91(22) 2836 5992, E-mail : indsales@rolta.com, www.rolta.com



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 Fifth Annual General Meeting of Members of **ROLTA INDIA LIMITED** will be held on Saturday, September 26, 2015 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

- a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon;
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 together with the Report of the Auditors thereon.

Item no. 2 - Declaration of Dividend

To declare dividend of ₹ 3 per Equity Share of ₹ 10/- each for financial year ended March 31, 2015.

Item no. 3 - Appointment of Director

To appoint a Director in place of Mr. Hiranya Ashar (DIN 00555848), 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 himself 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 in terms of the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and pursuant to the resolution passed by the members at the 24th Annual General Meeting (AGM) held on September 27, 2014, the appointment of M/s. Walker Chandok & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 001076N) as the Statutory Auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2018 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them as may be recommended by the Audit Committee in consultation with the auditors."

SPECIAL BUSINESS:

Item no. 5 - Appointment of Mr. Hiranya Ashar as Joint Managing Director - International Operational and Group Chief Financial Officer.

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

"RESOLVED THAT subject to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, the Company hereby accords the approval to the appointment and remuneration of Mr. Hiranya Ashar, (DIN 00555848) as Whole-time Director under the

Companies Act, 2013 designated as Joint Managing Director - International Operations & Group Chief Financial Officer (JMD - International Operation & Group CFO) for a period of 5 (five) years with effect from February 7, 2015 to February 6, 2020, and concurrent termination of the earlier appointment as Whole-time Director designated as Director – Finance & Chief Financial Officer for the residual tenure due for expiry on October 31, 2017, on the terms and conditions including remuneration/emoluments, mentioned in the explanatory statement under this item.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during the period of appointment, the Company has no profits or its profits are inadequate, the remuneration payable to the said JMD - International Operations & Group CFO shall be subject to receipt of the requisite approvals including approval of Central Government, if any, to pay to the JMD - International Operations & Group CFO above remuneration as the minimum remuneration.

RESOLVED FURTHER THAT, subject to the provisions of Schedule V to the Companies Act, 2013 and the Rules made thereunder including the approval of the Shareholders, the Board of Directors and / or the Nomination & Remuneration Committee of the Board of Directors, be and are hereby authorized at their sole discretion, from time to time, to specifically modify the terms of appointment of JMD - International Operations & Group CFO, including the remuneration mentioned in the explanatory statement under this item, based on the corporate requirement, industry standard, market conditions, the individual performance of the Joint Managing Director - International Operations & Group CFO, the overall performance of the Company, without further reference to the members of the Company in the General Meeting during the tenure of this appointment.

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

Item no. 6- 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, Notes, 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) on the basis of Private Placement or by way of Public Issue through Prospectus or Offer Letter and / or Instruments of Debts, Convertible Debentures (Fully or Partly) or Non-Convertible Debentures and/or Preference Shares (Cumulative or Non-Cumulative, Redeemable and/or Non-Redeemable) and/or Secured Premium Notes or Floating Rate Notes / Bonds or any other financial instruments circular from time to time in one or more tranches as may be deemed appropriate by the Board for an aggregate amount not exceeding US\$ 150 Million or its Indian Rupee equivalent (inclusive of such premium as may be determined by the Board), such issue and allotment to be made on such occasion or occasions, in one or more tranches at such value or values, at a discount or at a premium to the market price prevailing at the time of the issue in accordance with the guidelines, if any, of the Government of India/SEBI/RBI and all concerned Authorities and in such form and manner and on such terms and conditions or such modification thereto as the Board may determine in consultation with the Lead Manager(s) and/or Underwriter(s) and/or other Advisor(s), with authority to exercise the Greenshoe Option and to retain over-subscription up to such percentage as may be permitted by the "Appropriate Authorities" but without requiring any further approval or consent from the Shareholders".

"FURTHER RESOLVED THAT, in accordance with section 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 pari-passu in all respects with the then existing equity shares of the Company".

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

By Order of the Board of Directors



August 14, 2015
Mumbai

Verinder Khashu
Company Secretary & Head
Legal / Compliance

NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from **September 24, 2015 to September 26, 2015** (both days inclusive) for annual closing and determining the entitlement of the shareholders to the dividend declared if any for financial year ended March 31, 2015.

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Business under Items Nos. 5 to 6 of the Notice, is annexed hereto. The relevant details as required under Clause 49 of the Listing Agreements entered into stock exchanges, of persons seeking appointment / re-appointment as Directors under item 3 & 5 of the notice forms an integral part of the explanatory statement. The Director(s) has furnished the requisite declaration(s) for his appointment / re-appointment.

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. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument of Proxy in order to be effective, shall be deposited at the Registered Office of the Company, either in person or through post, duly completed and signed, not later than forty-eight 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 ₹ 3 per share has been recommended by the Board of Directors for the financial year ended March 31, 2015 and subject to the approval of the shareholders at the ensuing Annual General Meeting.

The Dividend, if any declared, shall be payable to those Shareholders whose name(s) stand registered:

a) as Beneficial Owner as at the end of business hours on 23rd September, 2015 as per the statement furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and

b) as Member in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Registrar & Share Transfer Agent or Company on or before 23rd September, 2015.

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 Registrar and Transfer Agent,

M/s Link Intime India Pvt Limited
Unit, Rolta India Limited
C-3, Pannalal Silk Mills Compound,
LBS Marg, Bandup (West),
Mumbai- 400078
E-mail, rnt.helpdesk@linkintime.co.in
Tel # 022-25963838, Fax, # 022-25946969

6. Under Section 124 of the Companies Act, 2013, 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 Dividend for the Financial Year 2006-07, 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 September 27, 2014 (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.

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. Electronic copy of the Annual Report for 2014-15 and the Notice of the 25th 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 Participant(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 Annual Report for 2014-15 and the Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting /or voting thorough Ballot along with Attendance Slip, Proxy Form and Ballot Form is being sent in the permitted mode.

10. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.rolta.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. 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 or its Registrar & Transfer

Agent on e-mail id rnt.helpdesk@linkintime.co.in

11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

12. Members have been provided option of voting through electronic means (e-voting) and those members, who do not have access to e-voting facility, Ballot Form has been provided. Member can opt for only one mode of voting i.e. either through remote e-voting or by ballot. If a member cast vote by both modes, then voting done through remote e-voting shall prevail and ballot form shall be treated as invalid. Duly completed ballot form should reach not later than 25 September, 2015. Ballot Form received thereafter will strictly be treated as if not received. The facility for voting through Ballot Form shall also be made available at the venue of the meeting.

13. A Member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the meeting.

14. All documents referred to in the accompanying Notice and Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company between 3.00 P.M. to 5.00 P.M. on all working days from the date of dispatch of the Notice, up to and including the last date of voting i.e. Saturday, September 26, 2015.

15. 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 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz; "Rolta India e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Rolta India Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/

JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to bhattivirendra1945@yahoo.co.in or evoting@rolta.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
- (ii) **EVEN (E Voting Event Number) USER ID
PASSWORD/PIN**
- (iii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

III. If you are already registered with NSDL / CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

V. The e-voting period commences on **September 22, 2015 (9:00 am IST) and ends on September 25, 2015 (5:00 pm IST)**. The e-voting module shall be disabled by NSDL for voting thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **September 19, 2015**, may cast their vote electronically. Any person whose is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **September 19, 2015**

VII. Any person who acquires shares of the Company and become member of the Company after the dispatch of the notice and holding shares as of the cut-off date i.e. September 19, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rnt.helpdesk@linkintime.co.in. Any query/ grievance in relation to voting by electronic means can also be addressed to Mr. Rajiv Ranjan, Asst. Manager, NSDL, Trade world, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, Phone No. 022-24994738 or toll free no. 1800-222-990. Email: evoting@nsdl.co.in

VIII. A person, whose name is recorded in the register of members or in the beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

IX. Mr. Virendra Bhatt Practicing Company Secretary (Membership No. A1157) has been appointed as the Scrutinizer to scrutinize the e-voting/Ballot process in a fair and transparent manner.

X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and shall make, not later than 3 days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.

XI. 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 immediately after the declaration of the results by the Chairman or a person authorized by him in writing and will be communicated to the BSE Limited & NSE of India Limited.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING REAPPOINTMENT AT THE 25TH AGM

RESOLUTION AT ITEM NO. 3

In terms of Section 152 of the Companies Act, 2013, Mr. Hiranya Ashar (DIN 00555848) Director, retire by rotation at the Meeting and being eligible, offered him for reappointment. The disclosure required under Clause 49 of the Listing Agreement with the Stock Exchanges is furnished in explanatory statement to item No. 5.

The Board of Directors of the Company commend re-appointment of Mr. Hiranya Ashar as Director to retire by rotation. Except Mr. Ashar, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

RESOLUTION AT ITEM NO. 5

The Board of Directors at its meeting held on February 07, 2015 has appointed Mr. Hiranya Ashar as Whole-time Director under the Companies Act, 2013 designated as Joint Managing Director - International Operations & Group Chief Financial Officer of the Company for a period of 5 years with effect from February 07, 2015 on the terms & conditions including the remuneration/emoluments, mentioned below and subject to the approval of the members in the General Meeting. The terms of appointment and remuneration have been recommended by the Nomination and Remuneration Committee in the meeting held on February 07, 2015. The earlier appointment made on November 24, 2012 of Mr. Ashar as whole-time Director designated as Director Finance & Chief Financial Officer was valid upto October 31, 2017, has ended with mutual consent.

Other additional information as required under Clause 49 of the Listing Agreement and Secretarial Standards on General Meeting (SS-2)

Particulars	Mr. Hiranya Ashar (DIN 00555848)
Date of Birth	28 December, 1977
Date of First Appointment	November 1, 2006
Qualification	Commerce Graduate & Associate Member of the Institute of Chartered Accountants of India
Expertise in specific areas	Over 15 years of experience in managing corporate finance, project management, financial planning and analysis, funds raising, taxation, audit and investor relations
Remuneration last drawn*	₹ 2,08,93,353/-
Relationship with other Directors / Managers / KMP	Nil
Number of Meetings of the Board attended during the Financial Year 2014-15	5 (Five)
Number of Equity Shares held in the Company	Nil
Directorship held in other Companies	1) Rolta Thales Ltd., 2) Rolta International Inc., 3) Rolta Canada Ltd., 4) Rolta UK Ltd., 5) Rolta Middle East FZ-LLC, 6) Rolta LLC, 7) Rolta Global B.V. and 8) Rolta Americas LLC.
Members of Committees	1) Audit Committee 2) Management Committee and 3) Stakeholder Relationship Committee

*upto February 6, 2015 in the FY. 2014-15

The main terms and conditions of the Agreement of re-appointment including remuneration entered with Mr. Hiranya Ashar, the Joint Managing Director – International Operations & Group Chief Financial Officer, are as follows:

EMOLUMENTS

A. BASIC SALARY

- The Basic Salary shall be ₹ 1,00,000/- per month.

B. COMMISSION

- At the rate of 0.25% (zero point twenty-five percent) to 0.75% (zero point seventy-five percent) of the net profits of the Company (computed under and subject to the Companies Act, 2013) on an annual basis, and subject to all the relevant provisions of the Companies Act, 2013 and Rules made thereunder. The percentage will be decided by the Nomination and Remuneration Committee of the Board of Directors on a year-to-year basis, based on the performance of the said JMD – International Operation & Group CFO, the overall performance of the Company and the recommendation of the Chairman & Managing Director (CMD), and accordingly the Commission payable to the said Director shall be provided for in the books of accounts.
- Provided further that Commission shall be payable, on an annual basis but only after the Company's Financial Statements are placed before the Company's Annual General Meeting under Section 129 of the Companies Act, 2013 and are approved by the members thereat, subject further, to the said JMD – International Operation & Group CFO continuing to be in employment of the Company at the time of payment of the said Commission.

PERQUISITES

CATEGORY I:

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

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

CATEGORY II

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

CATEGORY III

- Car(s)/Driver(s) and telephone(s) will be provided at residence for official use. The JMD – International Operation & Group CFO, however at his option may choose for either or both of following options (1) Upto two Car(s) or

Allowance of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand only) per month in-lieu of Car(s) and (2) Upto two Driver(s) or Driver Allowance of ₹ 50,000/- (Rupees Fifty Thousand only) per month in-lieu of Drivers. The Company shall bill Personal long distance calls on telephone to the said JMD – International Operation & Group CFO. However, provision of these facilities will be subject to tax as per prevailing Income Tax Act and Rules thereunder.

- i. The contribution to Provident Fund will not be included as perquisites to the extent these are not taxable under the Income Tax Act, 1961.
- j. Leave: As per the rules of the Company. Unutilized leave can be carried forward and then encashed as per rules of the Company in force from time to time.
- k. All Emoluments and Perquisites will be taxable as per the provisions of the Income Tax Act, 1961.
- l. **Stock Options:** The JMD – International Operation & Group CFO will be granted Stock Options at sole discretion of the Company under the current Employee Stock Option Plan (ESOP) in quantities as determined by the Nomination & Remuneration Committee of the Board based upon the performance of the said JMD – International Operation & Group CFO and the performance of the Company from time to time.

Other terms of appointment:

- a) **Nature Of Duties:** The JMD – International Operation & Group CFO shall report to the Chairman & Managing Director of the Company (CMD), who shall empower him with such requisite powers (with authority to revoke and/or amend such powers) to enable the said JMD– International Operation & Group CFO to discharge his duties with full responsibility for the areas of operations under his control. The said JMD – International Operation & Group CFO shall work under the superintendence, control and direction of the CMD and through him report to the Board of Directors of the Company.
- b) The appointment may be terminated by either party by giving to the other party Six (6) calendar months' notice of such termination in writing. Resignation by JMD - International Operations & Group CFO shall be effective only after its acceptance by the Company.

Upon cessation of employment, no remuneration shall be payable for the unexpired portion of term of employment.

The Explanatory Statement together with the accompanying notice should be treated as an abstract of the terms of the Agreement and memorandum of concern or interest under Section 117 of the Companies Act, 2013.

Your directors commend passing of the resolution proposed at Item No. 5.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Hiranya Ashar is

concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

RESOLUTION AT ITEM NO. 6

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\$ 150 Million or its Indian Rupee equivalent**.

This resolution is similar to one passed last year except for the amount has been reduced from USD 250 Million to the limit of **USD 150 Million or its Indian Rupee equivalent** for this current resolution. Since the validity of the earlier resolution was for one year and hence expires on September 26, 2015, 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 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. 6 of the Notice.

The Board commend the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

By Order of the Board of Directors



August 14, 2015
Mumbai

Verinder Khashu
Company Secretary &
Head Legal / Compliance



ROLTA INDIA LIMITED

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

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.

1. Name : _____ Address : _____

Email Id : _____ Signature: _____ or failing him,

2. Name : _____ Address : _____

Email Id : _____ Signature : _____ or failing him,

3. 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 25th Annual General Meeting of the Company, to be held on Saturday, September 26, 2015 at 11.30 a.m. at Auditorium, Rolta Tower A, Rolta Technology Park, MIDC, Andheri (East), Mumbai 400 093 and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso- lution 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		
Special Business			
5	Appointment of Mr. Hiranya Ashar as Joint Managing Director - International Operational and Group Chief Financial Officer		
6	Issue of various Equity related securities – ADRs, GDRs, QIPs, Convertible Bonds, Shares, Convertible Debentures, etc.		

Signed this _____ day of _____ 2015.

Signature of Shareholder: _____ Signature of Proxy holder(s) _____

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, Andheri (East), Mumbai 400 093 not later 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

ADMISSION SLIP

Twenty-Fifth Annual General Meeting to be held on Saturday, September 26, 2015 at 11:30 a.m. at the Registered Office of the Company 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 _____

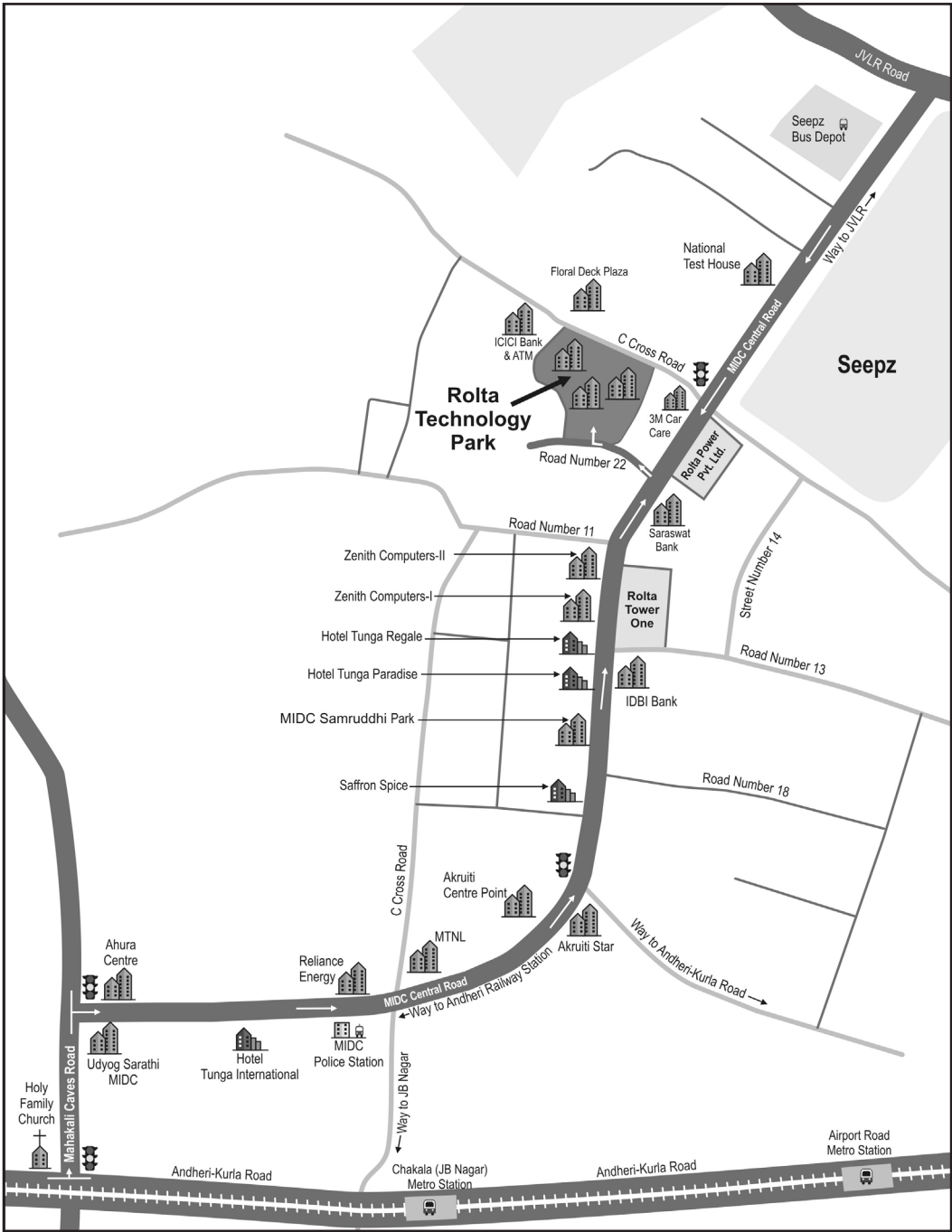
Name of the Proxy _____

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.

Route Map to the Venue of AGM of Rolta India Limited





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 25th Annual General Meeting (AGM) of the Company to be held on Saturday, September 26, 2015 by recording my / our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Reso- lution 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. Hiranya Ashar as Joint Managing Director - International Operational and Group Chief Financial Officer			
6	Issue of various Equity related securities – ADRs, GDRs, QIPs, Convertible Bonds, Shares, Convertible Debentures, etc.			

Place :

Date :

Signature

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

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PARTICULARS OF E-VOTING

During the e-voting period Tuesday September 22, 2015 at 9.00 A.M to Friday September 25, 2015 at 5.00 P.M, members of the Company holding shares as on cutoff date September 19, 2015 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 15 of the Notice of the 25th 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 25, 2015. 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 25, 2015.
 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 September 19, 2015 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 days of submission of report by scrutinitiser and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
 11. Any queries in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Mr. Virendra Bhatt, Practicing Company Secretary, at the Registered office of the Company at Rolta Tower 'A', Rolta Technology Park, MIDC Marol, Andheri (E), Mumbai - 400093.

Innovative Technology for Insightful Impact

Excellence is never an accident. It is always the result of high intention, sincere effort, and intelligent execution; it represents the wise choice of many alternatives - choice, not chance, determines your destiny

- Aristotle

Contents

Vision and Mission	01
Chairman's Statement	03
Innovation	04
Recognition	06
Collaborative Partnerships	08
Customer Satisfaction	10
Roltaites	12
Relevance	14
Rolta - Scalable & Diversified Unique Business Model	16
Rolta - Enterprise Solutions & Consulting	18
Big Data Analytics - Rolta OneView™	20
Rolta - Defence & Security Addressable Market	22
Defence & Security	24
Oil & Gas, Petrochemicals & Chemicals	32
SmartCity & Government	38
Utilities & Transportation	44
Manufacturing, Retail & Healthcare	50
BFSI	56
Shareholder Information	62
Brand & HR Valuations	66
Ratios and Ratio Analysis	68
Board's Report	70
Auditors' Report	90
Consolidated Financial Statements	92
Consolidated Balance Sheet, Statement of P & L and Cash Flow Statement (US\$)	114
Independent Auditor's Report (IFRS)	117
Consolidated Financial Statements (IFRS)	118
Auditors' Report on Abridged Financial Statements	141
Abridged Financial Statements	143
Corporate Governance	155
Risk Management	162
Management's Discussion & Analysis	164
Corporate Social Responsibility	169
Directors' Profile	170
Global Management Team	172
Corporate Information	176

Rolta Vision

To contiguously **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

Companies do not succeed by chance. Sustained success requires a business model that emboldens and enables constant value addition and differentiation. A business model that sparks excellence and makes new ways possible; and a whole workplace culture that is committed to innovating and delivering the best value for customers. In short, it is about a mindset, that pushes for excellence in everything – in every thought and in every deed.

Hence, when we set about the task of transforming and reconstructing Rolta to an Intellectual Property (IP) based business, a razor-sharp focus on and an absolute commitment to excellence was crucial. Today, we can confidently say that this has resulted in a solid IP-led business model that empowers us to win long-term, be globally competitive – and punch much above our weight.

A big example is the selection of the exclusive consortium of Bharat Electronics Limited (BEL) and Rolta, by the Ministry of Defence as a Development Agency for the Battlefield Management System (BMS) project worth over Rs 60,000 Crores (US\$ 9.5 Bn). This prestigious programme is meant to deliver Command, Control and Communications capabilities to the fighting echelons, operating at the forward edge of the Tactical Battle Area at the Battalion and Combat Group levels. As a part of its consortium with BEL, Rolta is responsible for the complete BMS application development and software licensing, GIS software and services. Rolta will also jointly work with BEL for manufacturing subsystems for the soldier system, the overall system design, integration, installation, commissioning and maintenance for the BMS Project.

It is equally important to note that, Rolta is the only IT company that has been invited to participate in all the three 'Make India' projects (each a multi-multi billion dollar opportunity) issued by the Ministry of Defence, till date. We are in the august company of 2 Indian corporate giants (both dwarfing Rolta in size) who along with Rolta are the only companies to have been invited to bid for these three 'Make India' programs.

This success has been made possible due to a variety of factors, notably our established track record of 20+ years with Indian Defence, deep domain expertise acquired in working shoulder-to-shoulder with the Indian Military and most importantly our indigenously developed and field-proven IP – for Command, Control, Intelligence, Surveillance and Reconnaissance (C2ISR), which has been deployed at hundreds of key military sites. Tailor made specifically for Indian Defence Services, these Military-of-the-Shelf C2ISR solutions incorporate the latest technology and help commanders in making crucial operational decisions.

Rolta brings together a rare combination of rich industry specific domain expertise, deep IT skills in select areas, Geospatial and Engineering knowhow, and accelerated delivery through repeatable IP led solutions. As a result, we are able to deliver exceptional value to our customers. This differentiated and unique combination has given us a significant competitive edge and permitted Rolta to establish itself as a mature global IT provider.

For example, to address "Smart City" initiatives globally, we have developed a comprehensive suite of over 30 state-of-the-art software products and solutions, which are helping cities

around the world transform how they deliver services and improve citizens lives. Their success is reflected not only in the numerous recognitions garnered by customer implementations of these solutions, but also by the continuing award of such large multi-million dollar projects to us.

Similarly, Rolta has developed rich IP based Engineering Information Management solutions that combine components of engineering models with relevant business data, to deliver very valuable insights for business decisions. In addition, our patented technology caters for real-time integration and contextual mapping of data from IT and OT systems resulting in huge benefits to users. Hence, these sophisticated Rolta IP based solutions have today become an essential feature of mainstream plant management. Satisfied customers globally are repeatedly engaging us for solving this complex requirement, resulting in projects worth many multi millions of dollars, for Rolta.

Due to our end-to-end Enterprise IT and Consultancy Practice, we remain engaged with our customers over the complete IT lifecycle – covering architecture, implementation and management of their cloud infrastructure, consolidating databases, building customized enterprise applications, and culminating in their BI and Big Data Analytics applications.

Customers are now increasingly looking for a single window solution for designing, delivering, optimizing and subsequently managing their Enterprise wide IT requirements. We have, therefore, consciously focused on delivering end-to-end solutions to our customers in the high growth segments of BI & Big Data Analytics, Cloud infrastructure, Converged systems, Mobility and Enterprise Applications.

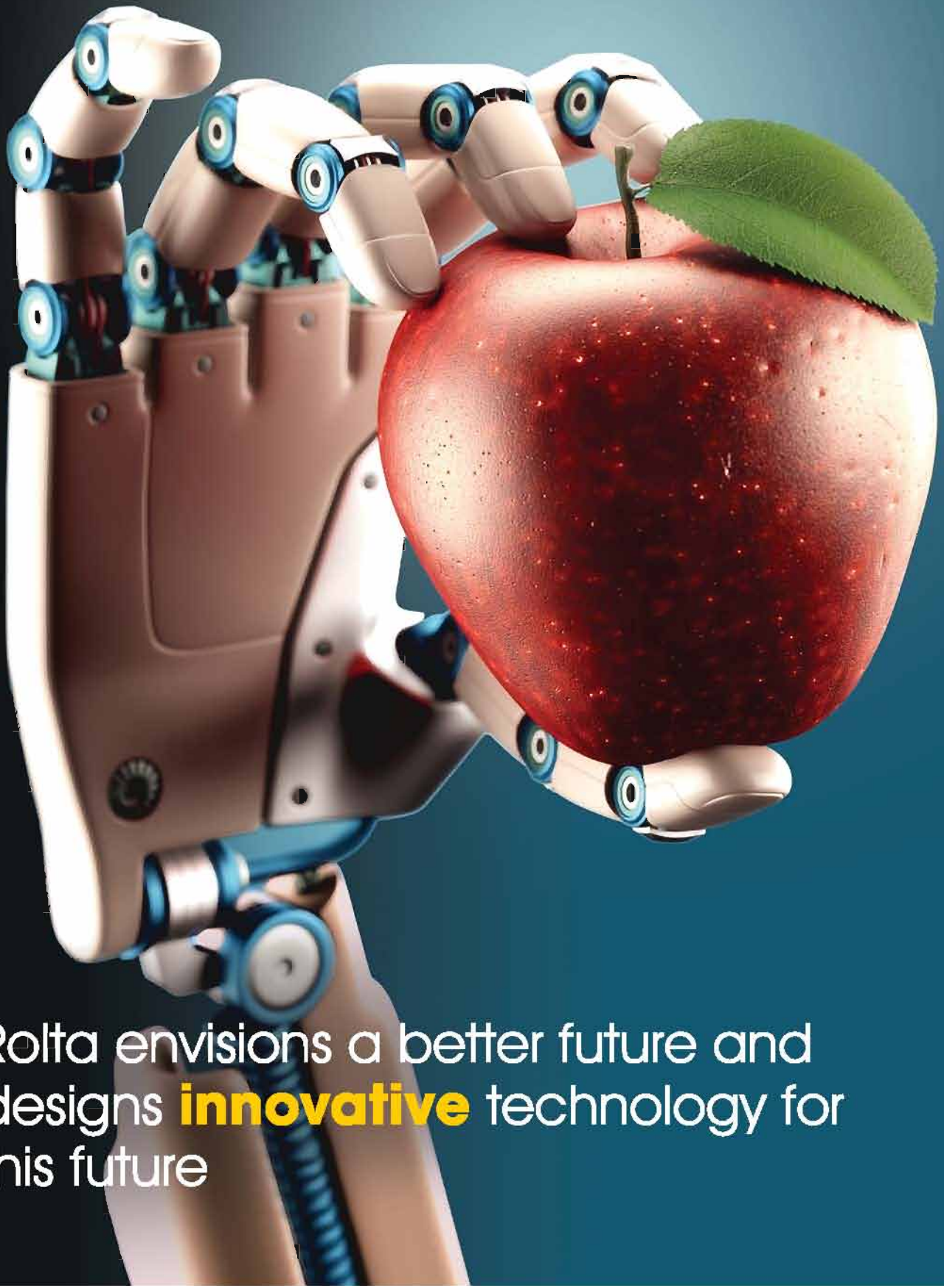
Today, more and more organizations need to exploit the huge amount of data that is being generated world over. When these organizations are able to combine data from traditional business IT systems with social media data and integrate the same with data from real time Operational Systems, they experience an exponential increase in benefits. This is how Big Data is changing today's businesses and Rolta has world class IP and technologies built around its Rolta OneView™ solutions suite, to deliver this integration and the strong resultant value. Rolta OneView™ is now delivering impactful outcomes from Big Data at some of the world's largest and industry leading companies, across a variety of segments – from Oil & Gas to Utilities to Transportation, by rapidly exploiting the business value of Big Data and IT-OT integration through diagnostic, predictive and prescriptive analytics.

We will continue to always strive for excellence and are confidently looking at the new Rolta to deliver enhanced value to all our stakeholders. This new Rolta is ready to take its rightful place amongst the best IT companies of the world, by competing and excelling to the fullest of our potential.



K. K. Singh
Chairman & Managing Director
August 14, 2015

Innovation



Rolta envisions a better future and designs **innovative** technology for this future

Rolta Today: Successful track record of 30+ years

Rolta is relentless in its quest to provide truly valuable solutions to its customers, based on its own intellectual property and market leading technologies. The Company innovatively combines streams of information structure and visualizes ways to constitute key business insights that transform decision making.

Yesteryears: 1982 – 1992

Starting as a data processing company in 1982, 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. The Company went public in 1990, with a successful IPO in India.

Formative Years: 1993 – 2006

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. Rolta established strategic joint ventures with world leaders, like Thales. The Company's GDRs were listed on the London Stock Exchange in 2006.

Business Transformation: 2007 – 2015

In 2007, Rolta began a process of introspection on its path forward so that as a company, Rolta continues to thrive for decades to come. The outcome was a strategy to transform its business, from a model that was services-centric to an IP-based one. Intellectual Property (IP) in this context includes Rolta owned and developed: source code, software design architecture and software solutions.

In the geospatial business, Rolta needed to acquire and develop IP so as to provide sophisticated solutions that would integrate disparate data from varied sources and numerous databases. This was necessary to address the large expected market for spatial analytics. Indian Defence started demanding a high level of indigenization through programs like 'Buy India' and 'Make India' and their mandate of developing software applications for their operations in a completely Indian environment / ownership, became inevitable. These software applications, like the Battlefield Management System (BMS) utilize geospatial software at their core. Hence it was critical to not only ensure that core GIS was developed indigenously, but also applications like BMS, to be successful. Accordingly, Rolta acquired and developed its indigenous IP in the Geospatial and Defence / Security domains and expanded its capabilities to address 'Buy India' and 'Make India' programs.

In the Engineering domain, it was essential that Rolta moved up the value chain and provided Big Data Analytics solutions to address the Opex lifecycle, including operations, maintenance and reliability. Leveraging its rich engineering experience, Rolta acquired and developed cutting edge technology to cater to this large market. Today,

Rolta is strongly positioned to not only provide engineering plant design, but also organize and integrate engineering information systems with real time data from operational systems through IT - OT integration. This in turn permits BI and Big Data Analytics through Rolta OneView™. This BI and Big Data analytics solution provides integrated actionable insights across the enterprise for Descriptive, Diagnostic, Predictive & Prescriptive Analytics.

While Rolta had been very successful in its niche segments, it had not done much in the pure play IT domain. Even in 2007, the IT off-shoring market from India was very large and expected to grow very well. To effectively compete with IT behemoths, Rolta built strong capabilities at the front-end in North America and in India, for market access, credibility, differentiation and IP development. Rolta differentiates its offerings in the competitive landscape by leveraging its large portfolio of IP at all stages of a client's IT journey to derive benefits from their data assets. The Company brings the rare combination of rich industry specific domain expertise, deep IT skills in select areas, Geospatial and Engineering knowhow, and accelerated delivery through repeatable IP led solutions. As a result, Rolta is able to deliver exceptional value to its customers and quickly establish its credentials. This differentiated and unique combination has given Rolta a significant competitive edge and permitted the company to establish itself as a mature global IT provider.

Shaping future through innovative technology

2015 Onwards – Transformation: Return on Investments

Today, Rolta's business is scalable and diversified. It is largely non-linear in nature and based on revenues through sales of Rolta IP based solutions.

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

Rolta now addresses diversified and high-growth industries that include: Infrastructure & Government, Utilities & Power, Oil & Gas, BFSI, Retail, Manufacturing & Healthcare, and Defence & Security.

This IP-led business model has resulted in higher margins, increased customer stickiness and improved annual revenues. Rolta expects to continue monetizing the investments made in this business model over the coming years.

Recognition

A close-up photograph of a hand holding a trophy. The hand is dirty and stained with dark marks, suggesting hard work or labor. The trophy is a shiny, metallic cup with a dark base. Bright light reflects off the top of the cup and the base, creating a starburst effect. The background is dark and out of focus.

Rolta has been **recognized** globally
and conferred with accolades worldwide

Rolta's pioneering efforts in hi-tech, knowledge-based businesses have translated into a formidable reputation and the company is recognized world over as a respected brand. Rolta has achieved this leadership position in the markets it serves through a unique ability to combine its deep vertical specific domain expertise with decades of Geospatial, Engineering and Enterprise IT experience together with innovative Rolta Intellectual Property (IP).

Various esteemed agencies, trade and industry bodies have recognized Rolta's endeavor and contribution by bestowing numerous awards on the Company.

At a corporate level, Rolta has been included in the S&P Global Challengers List by Standard & Poor's. Similarly, Forbes Global has also ranked Rolta amongst the 'Best 200 under a Billion' for four times.

Rolta's flagship, Rolta OneView™, a BI and Big Data Analytics solution, continues to grow from strength to strength and is gaining high traction amongst the world's leading organizations as well as global acclaim. Rolta recently won 'Excellence in Analytics for Innovative Business Solutions' award by NASSCOM. This award recognizes Rolta OneView™ for its unprecedented business value by combining the power of IT, Data Science & Engineering to achieve prescriptive analytics for the Power Generation Industry. Rolta OneView™ was also positioned by NASSCOM/Frost & Sullivan in the top right 'Exemplars' quadrants in both the categories of 'Strategic Excellence' as well as 'Execution Excellence' in their Product Excellence Matrix ('PEM') for Analytics products. Similarly, Frost & Sullivan recognized Rolta as 'IT Solutions Provider of the Year - Oil & Gas'. This award acknowledged Rolta's innovative BI and Big Data Analytics solution tailored to the Oil & Gas industry as a key differentiator.

In recognition of its outstanding contribution as an SAP partner, Rolta has been selected as one of the handful of companies for the prestigious SAP Pinnacle Award, and the OEM partner of the year, chosen from over 11,500 SAP partners worldwide. .

Rolta's end-to-end Enterprise IT solutions have won a plethora of awards from leading technology partners.

Rolta's prowess in Oracle technologies has been well recognized by Oracle over the years. The Company has been bestowed with the prestigious 'Oracle Excellence Award' for its work supporting the data management needs of the Council for Opportunity in Education. This is the tenth recognition Rolta has received from Oracle that includes two 'Partner Solution of the Year' awards and eight 'Titan' awards. Additionally, Rolta has also been recognized by Microsoft 'IMPACT Award' for the 'Data Management Solution of the Year' while IBM recognized Rolta for building the most innovative solution through the 'The Great Mind Challenge for Business' award.

VMware has also bestowed Rolta with the 'IT Excellence Award', for the 'Best implementation of Private Cloud Automation', as well as 'Global Software Defined Data Center

Partner of the Year' recognizing Rolta's expertise and innovative approach. Similarly, Rolta has been recognized by HP with awards for 'Enterprise Business Partner in Excellence' as well as the HP Networking CI Growth Partner Award while, EMC twice bestowed the 'ASN Velocity Quality' award on Rolta.

Rolta has delivered many successful Geospatial projects garnering recognition and awards from prestigious customers and leading industry bodies. One such project for the General Commission Survey (GCS), Saudi received attention from the international GIS community and was awarded an Excellence Award by the Geospatial World Forum.

Further, Rolta's eGovernance solution implementation has recently been bestowed with the prestigious eGovernment Excellence Award from the Government of Bahrain. The award for the best eGovernment project was won by the Ministry of Works, Municipalities and Urban Planning ("MOW") for their Enterprise Asset Management System ("EAMS") project which was designed, developed & implemented by Rolta.

Well acclaimed in the markets Rolta addresses

Rolta's project 'Aquifer mapping in 3D' has been awarded the India Geospatial Excellence Award by Geospatial Media. Rolta also received 'Award for Excellence' for best range of municipal solutions in Municipalika and Capex events.

Various other awards bestowed in Geospatial segment include: 'Geospatial World Leadership Award' awarded by Geospatial Media & Communication; 'World Leaders in Geospatial Technology' awarded by GIS Development; 'Geospatial Solutions Company of the Year' awarded by GIS Development; 'Geospatial Leadership Award' by Geospatial Today; 'Geospatial Award of the Year' by Geospatial Today; the 'Geospatial Leadership in India' Award at Map World Forum; recognized amongst 'World-Leaders in Geospatial Technologies' during Map World Forum; 'Geospatial Entrepreneurship' Award by Geospatial World Forum and many more.

Rolta was also bestowed with FICCI's 'Excellence in Science, Technology and Technological Innovation' award. Rolta was also bestowed with 'Technology Leadership' Award by Chemtech Foundation, and many more.

Rolta always strives to provide innovative solutions to overcome customers' challenges and its efforts continue to win accolades and awards by prestigious organizations worldwide.



Collaborative Partnerships

Maximizing the full power of
partnerships with global technology
leaders

Rolta has been able to successfully differentiate itself in the market 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 partner.

The Company ensures that it provides its customers with a holistic solution by exceeding their requirements with innovative technologies, acquired either through partnerships, acquisitions or 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 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.

Bharat Electronics Limited

The exclusive consortium of BEL and Rolta India Limited has been selected by Ministry of Defence (MoD) as a Development Agency for the Battlefield Management System (BMS) project worth over Rs 60,000 crores.

This prestigious programme is meant to deliver Command, Control and Communications (C3) capabilities to the fighting echelons, operating at the forward edge of the Tactical Battle Area at the Battalion and Combat Group levels. BMS is a situational awareness and visualization system that aims to optimize the operational effectiveness of tactical units. As a part of its consortium with BEL, Rolta is responsible for the complete BMS application development and software licensing, GIS software and services. Rolta will also jointly work with BEL for manufacturing subsystems for the soldier system, the overall system design, integration, installation, commissioning and maintenance of the BMS program.

Rolta Meprolight Joint Venture

Rolta has signed definitive agreements to establish a joint venture with Meprolight, a leading international electro-optics company. Guided by a set of common values, this JV (51% Rolta, 49% Meprolight) will share best practices through transfer of technology and bring in state-of-the-art manufacturing capabilities for world class optronics devices. These equipment will address the growing demand for night fighting capabilities to cater to large requirements of the Defence forces, paramilitary forces and state police.

Rolta Thales Ltd.

Rolta has a joint venture with Thales of France (51% Rolta, 49% Thales) for Defence offerings in India, allowing Rolta access to specific Thales' Defence related technological know-how and products.

SAP: Global Strategic OEM Partnership

Rolta entered into a game changing partnership with SAP that allows the Company to take advantage of their sales organization and customer base- one of the very few partnerships of this nature, worldwide. Rolta can leverage SAP's worldwide sales engine to provide their existing and prospective customers with state-of-the-art Business Analytics and Big Data solutions from Rolta. The Company provides significant value to customers by exploiting the power of SAP technology bundled with Rolta IP, through cost-effective and high value solutions.

Exceeding customers' expectations by leveraging partnerships

Oracle: Worldwide Platinum Partner

Rolta is Oracle's worldwide platinum partner with specializations across an extended Oracle technology stack. Rolta has received Oracle's prestigious "Titan" and "Partner Excellence" awards ten times for innovative deployment of their technologies. As a Platinum Partner of Oracle, Rolta offers a comprehensive portfolio of offerings that span the complete lifecycle of Oracle enterprise solutions including advisory, transformation, and outsourcing for Hyperion and EPM, Business Intelligence, Fusion Middleware, Asset Management and E-business (ERP). Rolta addresses the challenges of complex systems while maximizing financial return on the customer's investments. Rolta's partnership enables the Company to cost-effectively combine Oracle technologies with Rolta's BI and Big Data Analytics IP, thereby ensuring that the customers get a higher and faster ROI.

Other Major Partnerships

Rolta is a global "Gold" partner in ESRI's partner network gaining early access to new ESRI technologies enabling it to seamlessly provide solutions 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.

In addition, Rolta also enjoys close relationships with many other industry leaders, including HP, EMC, VMware, Danphone, Ness Technologies, Controp, Kongsberg, Airbus Defence & Space, etc.

Rolta has recently appointed Distribution Partners in China (Pactera), Russia (SAPRUN) and Germany (Yukon) in the area of BI/Big Data Analytics. Through this ongoing program, the Company expects to significantly extend the partner network into newer territories and markets.

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 solutions to customers.

Customer Satisfaction



Rolta today has more than 3,500 satisfied **customers**

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. Time and again, Rolta has proved its mettle and earned the trust of its customers. Consequently, the customer base of Rolta keeps expanding with many prestigious names and brands being added while also building long-term relationships.

From the very 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 success in such projects has resulted in a slew of new wins across the global market and a dominating presence in the Indian market.

For example, Rolta has been working shoulder-to-shoulder with the Indian Defence Forces for over two decades now. Starting by catering to their core requirements of advanced mapping solutions, the Company has, in this period, indigenously developed and deployed field-proven Command, Control, Intelligence, Surveillance and Reconnaissance solutions at hundreds of key military sites. Tailor-made specifically for Indian Defence Services; these Military-off-the-Shelf solutions incorporate the latest technology and help commanders at forward locations, in making crucial operational decisions.

Rolta brings the rare combination of rich industry specific domain expertise, deep IT skills in select areas, Geospatial and Engineering knowhow, and accelerated delivery through repeatable IP led solutions. As a result, Rolta is able to deliver exceptional value to its customers and quickly establish its credentials. This differentiated and unique combination has given Rolta a significant competitive edge and permitted the company to establish itself as a mature global IT provider

With its end-to-end Enterprise IT and Consultancy Practice, Rolta has the ability to remain engaged with the customer over the complete lifecycle covering architecture, implementation and management of their cloud infrastructure, consolidating their databases, and building customized enterprise applications, and culminating with their BI and Big Data Analytics applications.

Having successfully deployed many custom solutions for a variety of industry verticals, Rolta has built an enviable portfolio of field-proven IP based solutions and honed its approach to help organizations through their BI maturity journey. Rolta's successful engagement with one of the world's leading integrated energy companies for multiple BI and Big Data Analytics projects was the genesis for its flagship Rolta OneView™ Enterprise Suite.

Through the Company's relentless innovation, Rolta OneView™ is now gaining customers in Oil & Gas, Refineries, Petrochemicals, Utilities, Power and Transportation many of which are world renowned in their respective sectors. These customers are thus able to get faster ROI with a lower TCO while also significantly lowering project risks through Rolta OneView's pre-built, rapidly deployable industry rich analytics.

Rolta provides sophisticated Engineering Information Management (EIM) systems, which are characterized by "intelligent" 3D models and these models are a means for easily visualizing the complex structures of process plants. Rolta has built rich IP, know-how and expertise in EIM through decades of experience. By combining components of engineering models with relevant business data, Rolta is able to provide very valuable insights for business decisions. As a result, EIM systems have become an essential feature of mainstream plant management. Satisfied customers globally repeatedly engage Rolta for this requirement. For example, at one of the largest greenfield chemical complex project in the Middle East, Rolta remains engaged in a multi-year, multi-million dollar EIM project, which is vital to the support and efficient operation of the complex, including process automation & control, asset integrity, analytical lab & standards and document management.

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

Rolta has successfully executed hundreds of projects with satisfied customers worldwide leveraging and sharpening its geospatial domain expertise. It has used this formidable experience and know-how to develop an extensive suite of over 30 software products and solutions to address "Smart City" initiatives globally. These products typically provide intuitive actionable insights in real-time through contextual integration of heterogeneous systems and a variety of sensors. As a result, Rolta is helping cities around the world transform how they deliver services and engage with citizens leveraging innovative technologies such as Big Data, Analytics, GIS, 3D Mapping, Mobility and Social Media.

**Multi-million dollar
projects in over
45 countries**

Rolta's proven and pre-built Smart City solutions significantly reduce project risks and thereby enhance customers' reputation while rapidly satisfying the growing needs of their citizens.

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

Rolta has a customer base of over 3,500 customers, acquired in the past 30+ years. This leads to many cross-selling opportunities and a fair amount of repeat business.

Roltaites



Environment of **motivated professionalism**, for enhanced employee satisfaction and retention

Employees are the most valuable resources of companies in the services sectors and more so in the knowledge-based sectors. Human capital is one of the several strengths that drive growth. At Rolta, this rich and intangible intellectual capital drives innovation and enhances profitability.

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.

Rolta protects its rich intellectual capital with low attrition. Rolta has a strong performance driven culture and employees are recognized for their commitment to performance. Rolta has a time-tested performance management system that focuses on results to ensure that good performance is tracked, nurtured and rewarded. Rolta has instituted dynamic performance incentives for higher productivity and has in place an attractive Employees Stock Option Plan.

Rolta is considered to be one of the best places in the industry for professionals to enhance their knowledge and understanding of state-of-the-art technologies and latest technological advancements. Rolta provides a vibrant multinational culture and world-class work atmosphere that fosters team spirit and encourages innovation.

Rolta was recently bestowed with 'Best Practice in Learning Transfer for Improving Business Bottom Line' at the 'Asia Training & Development Excellence Awards', 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. Additionally, Rolta received the "Innovation in HR" award from World HRD congress. Rolta has also 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.

Rolta has 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.

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.

Today, Rolta employs around 3,000 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.

According to the latest report, the Company's Human Resource is valued at Rs. 175.59 Billion (US \$ 2.76 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 ahead of competition. Rolta continues to strengthen and add people to its rich intellectual capital. The Company inducted senior managers and subject matter experts in all geographies, especially at all development and R&D centers.

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, tool-kits, utilities and products to meet varied and complex customer needs.

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

Rolta's achievements are anchored around its rich intellectual capital, derived through an inspiring workplace, enhanced employee satisfaction and people retention. Over the years, Rolta has judiciously invested in people, technology & infrastructure to exploit and serve

Rolta's performance is because of its people

emerging opportunities. Rolta shall continue to remain an excellent workplace to attract and retain the best available talent, so that it constantly meets and exceeds stakeholders' expectations.

Motivated employees are committed to give their best and at Rolta we are committed to provide growth avenues to all Roltaites. Rolta understands the importance of work-life balance, career advancement, learning and growth opportunities for all its employees.

The background of the entire image is a dense, overlapping pattern of blue butterflies. Each butterfly has a distinct blue color with darker blue or black outlines and veins. In the lower right quadrant, a single butterfly is a vibrant green color, matching the word 'evolution' in the text below. This green butterfly is positioned slightly to the right of the center, facing towards the left.

Relevance

Relevance at Rolta means
constant **evolution**

Rolta has always ensured that it moves with the times and remains at the cutting-edge of technology. The Company uniquely combines the domains of IT, Geospatial & Engineering and Defence & Security for delivering highly differentiated solutions to customers. Built around the Company's own IP, these solutions help position Rolta as a market leader in its carefully selected business segments in India and a key player worldwide.

Information Technology, Business Intelligence & Big Data Analytics

Customers are increasingly looking for a single window solution for designing, delivering, optimizing and subsequently managing their enterprise wide requirements. Rolta has, therefore, consciously focused on its ability to deliver end-to-end solutions for its customers in the high growth segments of BI & Big Data Analytics, cloud infrastructure, converged systems, mobility and enterprise applications – totaling to an addressable market of over US \$ 500 Billion.

The world generates 2.5 quintillion bytes of data every day. An organization can leverage this data to experience an exponential increase in its benefits, by combining data from traditional business IT systems with social media data and integrating the same with real-time operational systems. This is how Big Data is changing today's businesses and Rolta has the tools and technologies to deliver this integration and the resultant value.

Rolta OneView™, with over 200+ pre-built business scenarios and 3000+ KPIs, delivers impactful outcomes from Big Data for large and high growth verticals. Rolta OneView™ is unique in providing an enterprise-level solution that is cloud-ready and addresses the needs of enterprises to rapidly exploit the business value of Big Data and OT-IT integration through diagnostic, predictive and prescriptive analytics.

Geospatial

It is believed that close to 80% of the digital data being continuously generated – in excess of trillions of bytes daily – has a locational context. Businesses around the world, including the emerging markets, are realizing that adding this geospatial dimension to data provides insights far deeper than is otherwise possible. Therefore, digital map data is rapidly becoming an integral and essential part of decision support systems, especially for Smart Cities, thereby spawning a market potential estimated at \$25 B. Rolta has built a holistic approach, capable of creating 2D and 3D digital maps, seamless integration of geospatial and IT data to better visualize and contextualize the information, culminating in spatial analytics for insightful decisions, for Smart Cities. Rolta's pioneering capability of creating intelligent 3D city models as well as seamless Geospatial Fusion with business data leveraging its IP has given the Company a first mover advantage.

Engineering Information Management

An Engineering Information Management (EIM) system is fundamentally a data repository that integrates engineering & IT data and serves as a platform for fusion with operational systems and analytics. Rolta, with its expertise,

is implementing such systems for various multi-million dollar mega projects worldwide leveraging its combination of engineering strengths built over 25+ years, expertise in EIM Technologies, Rolta IP and Enterprise IT skills.

Fusion of operational data with EIM systems is the next stage of value creation. The Company uses the Rolta Engineering Fusion Platform, which incorporates patented technologies in integrating in real-time, data from operational systems like SCADA, historians, etc. with EIM systems for providing a 360 degree view of operations.

Defence & Security

The Indian Defence sector has emerged amongst the top spenders worldwide. The Indian Ministry of Defence is encouraging the 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 to participate in various multi-billion dollar programs. For example, recently, the Ministry of Defence has selected the exclusive consortium of BEL & Rolta as a Development Agency for the Battlefield Management System project, one of the largest projects being indigenously developed for the Indian Army, worth more than Rs. 60,000 Crore (US \$ 9.5 billion). As a part of its consortium, Rolta is responsible for complete BMS application development & software licensing, GIS software & services. Rolta will also jointly work with BEL for manufacturing sub-systems for the soldier system, the overall system design, integration, installation, commissioning and maintenance.

**Constantly
re-inventing to
remain relevant**

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.

The combination of Rolta's indigenously developed IP, which has been extensively field-proven in operational deployments, at forward locations; its track record of 20 years in this vertical; partnerships with world leaders in this domain and selection as a qualified bidder for the 'Make India' program have increased the size of the Company's addressable market significantly, to around US \$ 24 billion over the next 7-10 years.

Today, the Company addresses the high growth verticals with well recognized Rolta Intellectual Property (IP) led solutions by uniquely leveraging the exceptional combination of IT, Geospatial & Engineering and Defence & Security domains. Additionally, the Company has formed strategic two-way partnerships with world leaders to exploit cutting-edge technology and penetrate newer markets. Rolta is also very well placed to take advantage of large multi-billion dollar opportunities in Indian Defence.

Rolta - Scalable & Diversified Unique Business Model

Core Competencies



Enterprise IT

BI and Big Data Analytics, Integrated Enterprise Applications, Cloud, Mobility and IT Security



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



Defence & Security

Oil & Gas, Petrochemicals & Chemicals



Smart City & Government

Utilities & Transportation

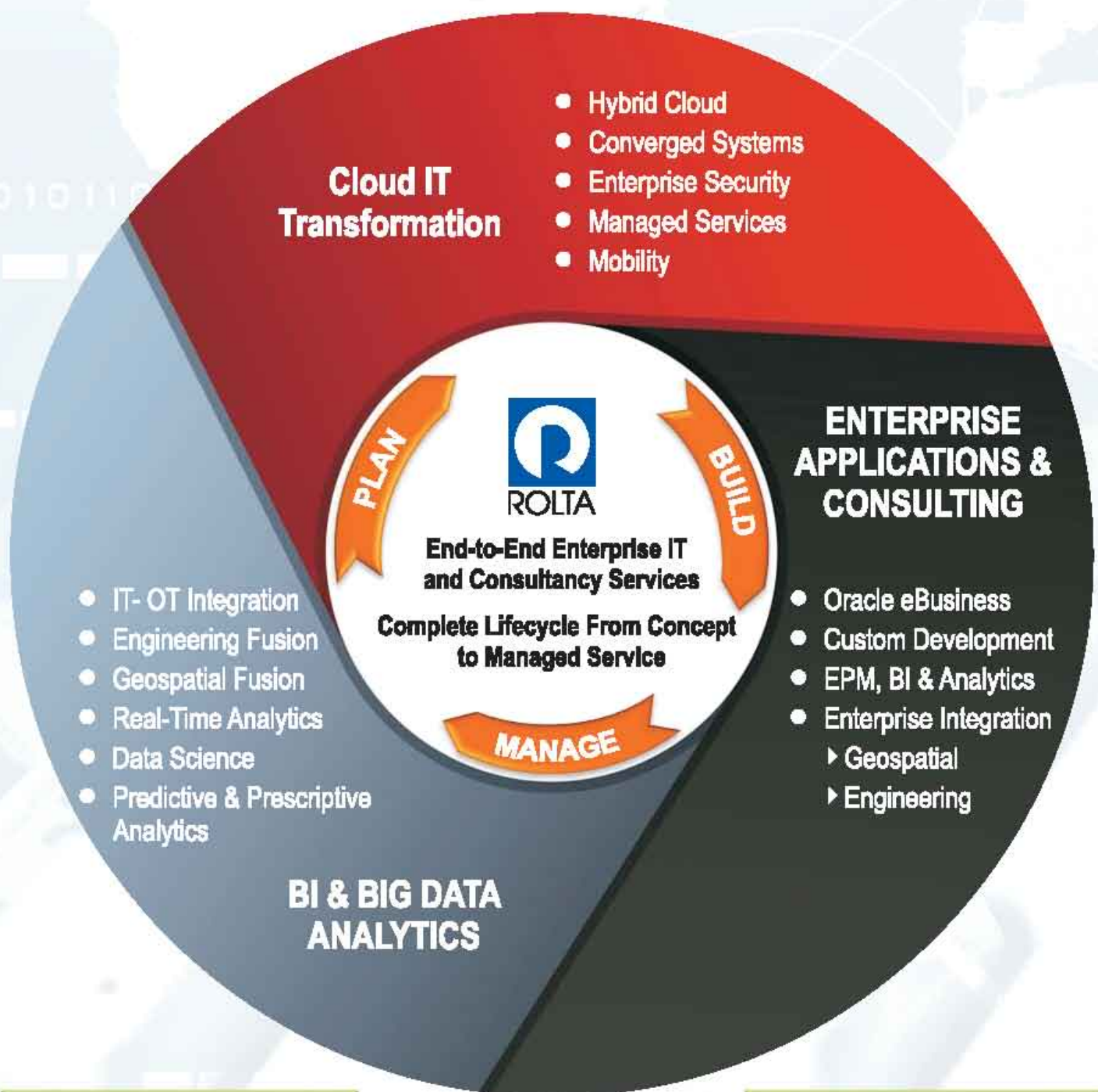


Manufacturing, Retail & Healthcare

Banking, Financial Services & Insurance



Rolta – Enterprise Solutions & Consulting



Unique combination of domain expertise, with IT, Geospatial & Engineering

Leverage India advantage

Differentiated IP-led solutions give major competitive advantage

Industry Rich Differentiated Solutions



Defence and Security



Oil & Gas



Petrochemicals
& Chemicals



Utilities



Transportation



Smart Cities



BFSI



Manufacturing



Retail & Healthcare

Domain expertise - Cutting-edge Technology - Wealth of IP

Geospatial Solutions

Spatial Analytics

Integration & Fusion of
GIS and Business
Systems

GIS and 2D/3D
Map Creation

Enterprise IT

BI & Big Data Analytics

Integrated Enterprise
Applications

IT Infrastructure,
Cloud Mobility & IT Security

Engineering Information Management

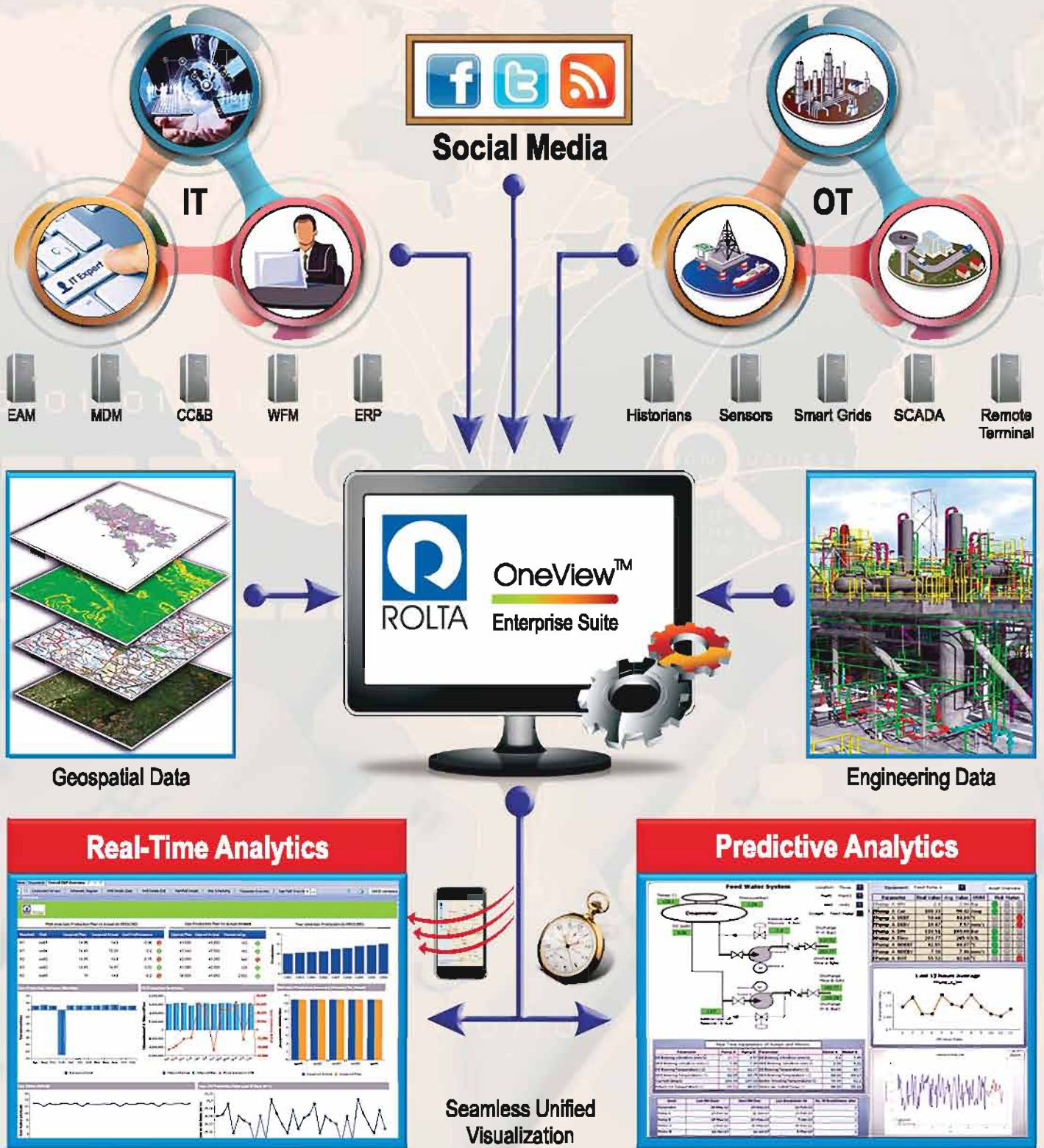
Analytics for
Operational Excellence

Fusion of IT,
Operational and
Engineering Data

Engineering Information
Management
3D As-built Modelling

Unique Combination of IT, Geospatial & Engineering

Big Data Analytics - Rolta OneView™

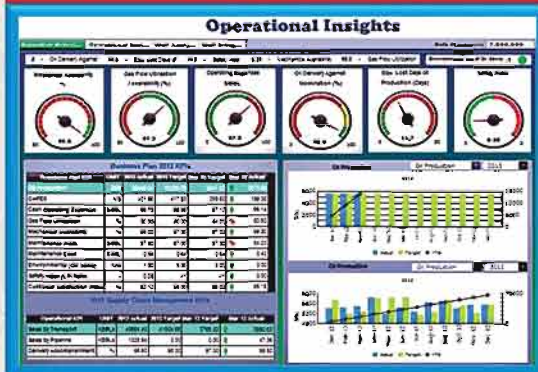


Rolta OneView™ - Unique Fusion of Big Data, IT, OT, Geospatial & Engineering Data for Deeper Analytics

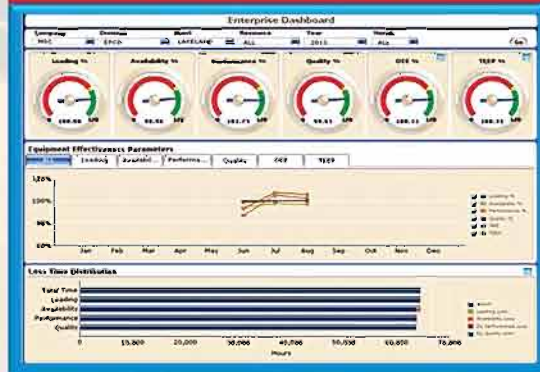
DRIVING OPERATIONAL EXCELLENCE

Through IT-OT Integration and Pre-Built Big Data Analytics

Enterprise Dashboard



Performance Analysis



Composite Risk Analysis



Traffic Congestion Analysis



Flood Prediction Analysis



Engineering Asset Analysis



Comprehensive Analytics

Descriptive
What happened

Diagnostic
Why it happened

Predictive
What is likely to happen

Prescriptive
How to make it happen

Rolta - Defence & Security Addressable Market

Rolta's opportunities in this market have increased manyfold, with numerous large programs

Battlefield Management System (BMS)



Battlefield Management System to deliver Command & Control capabilities to fighting echelons of Indian Army at Battalion & Combat Group levels

Estimated Value in US \$
9.5 Bn

Command & Control (C2)



Solutions to collect, process, display operational / intelligence / logistical information for Command & Control decisions

Estimated Value in US \$
1.0 Bn

Intelligence, Surveillance, Reconnaissance (ISR)



Solutions for Imagery Exploitation, Change Detection using both Optical & SAR Sensors for intelligence generation

Estimated Value in US \$
2.0 Bn

Digital Soldier : Comms & Optronics



Modernisation of Infantry by equipping soldiers with state-of-the-art Comms and Optronics for night fighting

Estimated Value in US \$
2.0 Bn

MII Comms & Vehicle Systems Optronics



Comms solutions for Network Centric Warfare, Optronics & FCS for Combat Vehicles

Estimated Value in US \$
5.5 Bn

Homeland Security



Smart & Safe City, Critical Infrastructure Protection, Police Modernization, Emergency Response System, Border Security, Maritime Safety & Security

Estimated Value in US \$
4.0 Bn

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

US \$
24.0 Bn

Rolta BMS - A real-time situational awareness and visualization system designed to optimize the operational effectiveness of tactical forces in the battlefield

Delivering Command & Control capabilities to the Indian Army at the forward edge of the tactical battle area at battalion and combat group levels



Rolta delivering cutting edge Command, Control, Intelligence, Surveillance and Reconnaissance (C2ISR) systems to the Indian Military for over two decades

BMS - one of the largest "Make India" programs valued @ Rs. 60,000/- Cr.

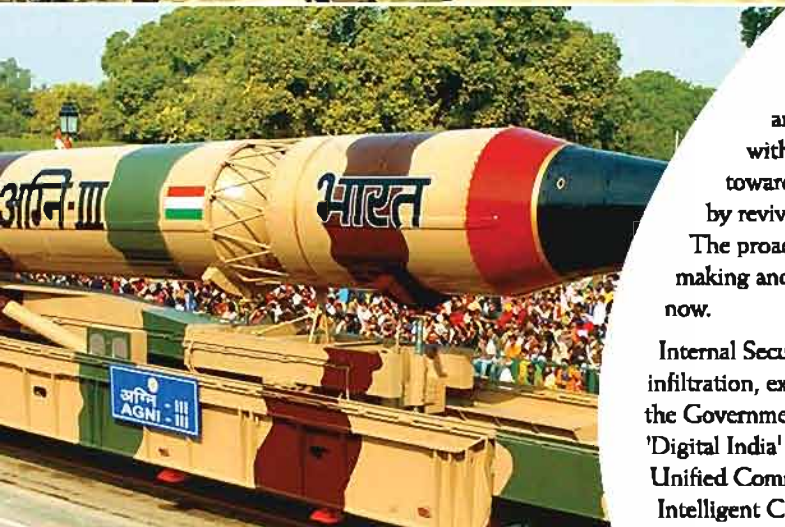
Significant investments made by Rolta in BMS technologies to create a 100% indigenous Military C2 application

MoD selects BEL-Rolta Consortium as a Development Agency for project BMS



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 & technologies including massive upgrade programs. India is likely to spend US \$ 248 Bn over the next decade in capital procurement. India has increased its defence outlay by 11% to around 2.47 trillion rupees (\$40 billion) for the fiscal year 2015-16 with 20% increase in capital expenditure budget. The thrust is towards reducing dependence on foreign military know-how & imports by reviving Indian industry in accordance with 'Make in India policy'. The proactive policies of the Government have led to faster decision making and projects which were on standstill for last 5 years are on fast track now.



Internal Security has been a major focus on account of cross border infiltration, extremism, and rising crime rate in various cities in India. This year, the Government launched various new initiatives like 'Smart cities', 'AMRUT', 'Digital India' and 'Swatch Bharat' programs. Major focus is expected to be on Unified Command & Control systems for safe-cities accompanied with Intelligent City Surveillance system, Video Analytics, Emergency Response systems and Integrated Traffic Management systems. Increased thrust is also expected to be accorded to enhance the border & coastal security.

With India looking to rapidly modernize its Defence & Security Agencies through indigenous routes, Rolta is very well positioned to address large opportunities.

Rolta is an incumbent vendor for C2ISR and is addressing projects with 100% visibility worth Rs 18,000 Cr (\$2.9 Bn) over the next 7 years. Rolta is also addressing identified opportunities in large Defence & Security modernization programs in the field of C2ISR, Optonics and Communications worth over Rs 60,000 Cr over the next 7 years.





Defence & Security

Background

Rolta had pioneered Military Digital Mapping and GIS since 1990 with a dominant market share. Realizing that maps are cornerstone for Defence forces for operations, intelligence and logistics, Rolta took the initiative and established dedicated Mapping & Cartographic Systems for Indian Military Mapping Agencies - Centre for Automated Military Survey (CAMS) and Army Digital Mapping Centre (ADMC). Rolta also established comprehensive R&D facilities for extensive COTS customization & development to meet stringent Defence requirements.

For Defence Intelligence, Rolta has implemented Intelligence, Surveillance & Reconnaissance (ISR) using its dedicated Imaging/Photogrammetry & Geospatial solutions. Rolta has achieved dominance in this field. These solutions have been deployed as Static & Mobile nodes across Indian Army at all levels of command. Today, Rolta has an installed base of 175+ Military systems for the Army and the Navy valued at more than 1000 Cr.

In 2007, Rolta transformed its Defence & Security business, to a Rolta owned MOTS IP. IP in this context reflects Rolta proprietary software & solutions developed indigenously including software code & design. The Company developed its own IPs and also acquired & customized technologies to make them fully indigenous, thus eliminating dependence on foreign technologies. In 2007, Rolta started developing solution suite for Battlefield Management System (BMS) based on RFI received. The Company also started creating various military solutions required for Defence and Security projects.

Today, Rolta is practically the only company in India to have executed diverse military projects with its own indigenous IPs and has an extensive installed base, setting the stage to address large 'Make India' projects.

Thrust on Indigenization

Indian defence procurements are made as per Defence Procurement Procedures(DPP) under one of the five categories (in order of preference) – (I) 'Buy India', in which MOTS equipment like Optronics and Radios with high indigenous content are procured from Indian vendors; (ii) 'Buy & Make India', in which Hi-Tech solutions requiring ToT are procured from Indian vendors who carry out indigenous manufacturing with technology from foreign OEM; (iii) 'Make India' for Hi-Tech Systems like TCS, BMS & FICV which are required to be designed and developed, with shared funding, by selected Indian vendors & foreign OEMs are allowed only as technology provider; (iv) 'Buy & Make' for platforms like Scorpene Submarine, MMRCA etc wherein licensed production is done by foreign OEM in India after acquiring the technology from foreign OEMs; and (v) 'Buy (Global)' for projects like Hercules aircraft which are bought from global vendors via FMS route with offset liabilities on the foreign OEM. As per DPP – 2013, out of these, 'Buy India' is the most preferred category and 'Buy (Global)' the least.

Rolta Offerings

Rolta has long been a prominent member of Indian Defence & Security industry by investing years in pioneering new technologies for providing state-of-the-art solutions for strengthening National & Homeland Security. With world-class software development facilities Rolta has the infrastructure for creating Military and Security solutions. Today Rolta addresses complete sensor-to-shooter chain, with a large repository of Rolta's own indigenous IP, forming the core of such solutions which comprise numerous software products & military-specific solution templates that are field proven and have received numerous accolades.



Today Rolta has the dominant share of the Command, Control & Intelligence Systems market. Its knowledge of how Indian army formations operate and especially the capabilities they require in such systems and technologies to be deployed for operational requirements is exceptional. Intelligence agencies are large customers and Rolta has specially developed Image Exploitation & Interpretation solutions for them, which have been deployed across hundreds of systems.

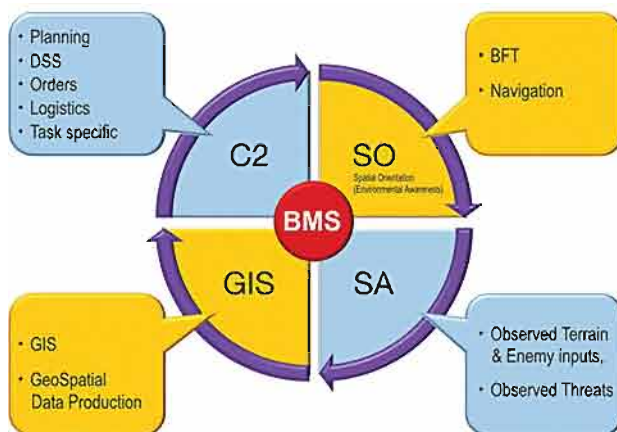
Rolta's military solutions today are designed and developed keeping in mind that these will be used by Indian soldiers in the field rather than IT professionals or scientists in a lab. This is a very strong entry barrier for competition.

The combination of Rolta IP that has been indigenously developed specifically for the Indian defence and security forces, Rolta's 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 provides significant competitive advantages to the Company.

In addition, where necessary, Rolta establishes strategic partnerships, forms consortiums and creates joint ventures, which augment the Company's technological capabilities to meet customer requirements.

BMS

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 & Combat Group levels. This will be an indigenous, state-of-the-art, lightweight, man-portable / wearable system, suitable for the combat vehicles and dismounted soldiers. With capability of functioning in highly adverse climatic & electromagnetic environments, this system will provide real time Situational Awareness, Decision Support and Battlefield Management to users. The project calls for integrated Software, Hardware and Communications (Radios & SATCOM). This system, at an expected expenditure of Rs. 60,000 crores (US \$ 9.5 Bn) is expected to be deployed across the army.



The exclusive consortium of Bharat Electronics Limited (BEL), India's leading public sector enterprise in the defence sector & Rolta, has been selected as a DA for this largest Command & Control program. As a part of the consortium, Rolta is responsible for the complete BMS application development and software licensing, GIS software and services. Rolta will also jointly work with BEL for manufacturing subsystems for the soldier system, the overall system design, integration, installation, commissioning and maintenance of the BMS programme. The project is progressing well.

Rolta's world class 100% indigenous BMS application suite meets MoD specifications and provides commanders the wherewithal to enhance Situational Awareness and provide Command & Control aids for combat & logistics planning. It provides real time information of own & enemy forces, tools for realistic situation assessment and means to disseminate the command & control instructions by integrating surveillance resources available at the unit level.

For its solution, Rolta has leveraged its extensive in-house technical expertise, world-class software development facilities, large team of domain experts and learning gained through 25 years that the Company has been delivering state-of-the-art solutions to the Indian Armed Forces. To build the fully indigenous Application Software and to maximize indigenous content, Rolta has extensively used its



existing stack of IPs and created additional IPs required for BMS through in-house R&D.

C2ISR

Rohta's C2 (Command & Control) and ISR (Intelligence, Surveillance & Reconnaissance) solutions have become the standard for Indian defence after implementations at 100s of key military sites.

Rohta recently implemented its Enterprise C2 solution for Joint Warfare at Indian Tri-Services HQ which helps planning joint operations across the Army, Navy & Air Force for synchronized joint warfare and is being used for briefing & analysis to undertake unified combat operations.. The proliferation of this solution across all Nodes of Defence Communication Network is under planning and likely to be implemented shortly.

Rohta has been providing integrated solutions which can process high resolution imagery and assist image interpreters to identify potential targets. These specialized solutions cater to the domain of Photogrammetry, Imaging, GIS and are deployed at operational sites for monitoring trans-border activities. Rohta's solutions produce Intelligence products to fit mission critical requirements, provide on-site imagery intelligence fusion & analysis, create Map boards with Terrain & Tactical Overlays, provide 3D Terrain Analysis, and Visualization of Area of Operations and create updated "going maps" for mechanized forces.



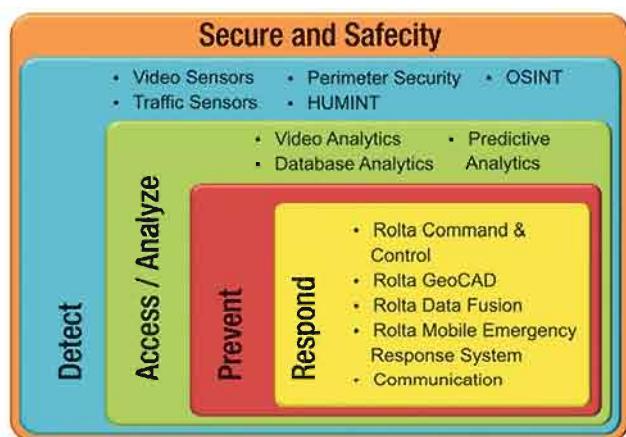
With a network of 65+ support sites, Rohta's engineers stay in close proximity of the Armed Forces in operational areas to provide critical support resulting in significant repeat businesses. Unique Rohta battle labs have been setup at Delhi and Mumbai, showcasing all its solutions in an integrated manner.

Leveraging on its rich indigenous IPR to build vertical solutions in Security domain, Rohta has focused on specific markets that includes Safe-city, Police Modernization, Critical Infrastructure Protection, Emergency Response Management (Dial 100), Disaster Management, Border Management, Maritime Safety & Security and Critical Infrastructure Protection.

Rohta C2 solution framework for internal security is the backbone of Safe-city solutions by enabling sensor integration, data fusion, visualization and response management. It is able to integrate sensor systems like CCTV based Surveillance systems, Variable Message Sign boards, Mobile Surveillance Vehicles, Access Control System, License Plate Recognition, Radar, AIS, 2D & 3D maps etc. and provides real time Situational Awareness to multiple operators who get to view an integrated Common Operating Picture for managing safety & security environment. This solution with add-on modules also forms an essential component of advanced Border Management System and Critical Infrastructure Protection.



From internal security perspective, another hallmark Rolta IP based solution is the multi-agency Integrated Distress Call Response Management & Vehicle Tracking Management System - Rolta GeoCAD. Rolta GeoCAD is available as both desktop application and Mobile application. The application ensures real time status updates of incidents with exchange of information between control room and field units.



Rolta has developed applications to track the Police vehicles using GPS data of the Digital Mobile Radio (DMR) sets and direct these to the scene of crime. Rolta has already deployed the Geo CADS solution in various states wherein the command and control works over the GSM network which is a public network. With the development of GPS tracking software and its integration with Geo CADS, Rolta provides an innovative solution to the Police to exercise effective real-time command and control through DMR network.

Optronics

Modernization of Indian Armed Forces is triggering a rapid growth in the use of Optronics devices to address the vital need of removing 'night-blindness'. Realizing the urgent need, Rolta is in the process of establishing manufacturing facilities for Optronics devices in a JV with Meprolight.

Rolta recently announced the signing of definitive agreements for establishing a JV with Meprolight, a leading international electro-optics company. This is an important event for Rolta's defence business and the next step to address complete sensor-to-shooter chain, through indigenous solutions. Guided by a set of common values, this JV will share best practices and bring in state-of-the-art optronics manufacturing capabilities into the country.

Comms

Rolta has successfully expanded its business into Military & Security Comms domain and offers a variety of world-class Communication products leveraging the capabilities of many of its global OEM partners. Rolta has won large number of communications projects, some of which are NAVTEX (Navigational Text Transmission) of Director General of Lighthouse & Lightships (DGLL); Digital Mobile Radio (DMR) projects for Maharashtra Police, West Bengal Police, Delhi Metro Rail Corporation (DMRC); TETRA for Opal Dahej, ONGC project etc. In Defence communication domain, Rolta has offered its solutions for many high value projects and is under consideration for prestigious projects like Software Defined Radio (SDR), IP Radios, EW Systems and ASCON Phase 4. Rolta is in the process of establishing research & manufacturing facilities for Soldier SDR.

In the defence domain, there is a huge requirement of Software Defined Radios (SDR). The major and immediate demand of the SDRs exists for meeting the requirements of BMS Comms. Besides, all tactical radios in the defence forces will be replaced by SDRs in a phased manner. Rolta is in discussions with Kongsberg, a global OEM of repute, for Transfer of Technology and setting up of state-of-the-art manufacturing facilities for Software Defined Radios starting with Soldier SDR meeting the requirements of BMS. In view of the Government of India's push for 'Make India' and the criticality of the technology, Rolta has set up modern facilities for development of indigenous waveforms for the SDRs. Rolta has plans to enhance the indigenous contents in its solutions by porting indigenously developed waveforms on the SDRs manufactured by Rolta.



Rolta Case Studies

Counter Insurgency / Counter Terrorism (CI/CT) Operations – Wargaming Solution

Armed forces the world over conduct regular field exercises by way of imparting effective training to the fighting soldiers. However, there is a constant need for smart solutions that can provide dynamic and cost effective training by simulating operational and strategic scenarios.

In this context, Rolta is implementing a state of the art CI/CT Ops Wargaming solution for Indian Army. The solution has been developed indigenously, using Rolta Geospatial and Wargaming IPs which provide military specific simulation on one hand and accurate terrain visualization and interpretation on the other hand.

The solution incorporates intricate algorithms for automatically executing rule based behaviour of entities in operational environs while 'playing out' scenarios, which will enable the forces to train in highly realistic simulated environments, through advanced and easy-to-use tools for exploitation of military terrain and tactical data. A highly user-friendly, browser based environment with rich Military symbology and graphics offers a wide array of tools to the Exercise Controller and Players for preparation of operational plans and mission execution.

Comprehensive modeling of weapons and equipment enables the players to optimally utilize the resources available to them. Crucial operational activities like Detection, Recognition and Engagement between Blue Force and Red Force take place based on complex sets of combat rules.

On termination of a particular game, the final outcome is displayed in terms of casualty generation which is based on an advanced Land Combat Attrition Module (LCAM). An operational planning tool forms integral part of the system and facilitates inclusive Database Management for Terrain, Operational and Intelligence Data.

It is amply evident that a soldier needs regular training to anticipate and respond to the complexities of counter terrorism operations. Accordingly, Rolta is implementing a complete solution up to Operational Team level in Operational Planning and Wargaming. The solution will be a boon to commanders while training sub-unit commanders in planning and executing operations in a Counter Terrorism environment.

Next Generation Rolta GeoCAD Solution at Greater Mumbai Control Room

Rolta GeoCAD is an advanced, Next Generation, real time command and control solution, which provides an integrated, geospatially-enabled environment to emergency response agencies like Police, Fire & Medical services to ensure coordinated and timely response to an incident. This solution empowers responding agencies by providing mission critical information and situational awareness through an intuitive common operating picture. It is a world class Computer Aided Dispatch solution developed indigenously as per International Public Safety standards like NG911 to create a faster, more flexible, resilient, and scalable system.

Rolta has recently implemented the Rolta GeoCAD for Maharashtra Police Commissionaires in Greater Mumbai. This implementation ensures seamless integration of Control Rooms for coordinated responses to distress calls. Citizens can select any medium like PSTN/Cellphone/ SMS/ e-mail to seek assistance or register complaint. There is a provision to continuously monitor the status of complaints registered through Rolta GeoCAD till its closure. Also, the registrants of complaints can be periodically informed of the status through SMS.

While citizens are greatly benefited by getting quicker and improved response to emergency calls, this solution is designed to provide locational awareness of incident enabling control rooms to locate nearest response vehicles and dispatch suitable response teams by shortest path. The system has built-in GIS/GPS based Automatic Vehicle Location System ensuring real time status update between the response teams and the control rooms. The response teams are now enabled to send video, text and snapshots of the incident-scene to the control room in real time using MDTs. This digitally captured data can be stored for use as evidence related to the incident and for further audit & analysis of response efforts. The analysis such as "hotspot mapping" & "what is nearby" facilitates police to identify sensitive/hyper sensitive areas and plan their resources for preventive measures such as Naka Bandi, patrolling, route planning etc.

Implementation of Rolta GeoCAD is a step in the direction of achieving larger objectives of Safe and Smart cities in India.



Rolta Military-Off-The-Shelf (MOTS) IP

Command & Control (C2) Suite

- Rolta Enterprise GIS Portal
- Rolta Geomatica Web Server
- Rolta Geospatial Military SDK
- Rolta Wargaming SDK
- Rolta GIS Framework
- Rolta 2D/ 3D Map Viewer
- Rolta Offline Map Client
- Rolta e-GIS
- Rolta Minefield Recording System
- Rolta Mine Burer System

Intelligence, Surveillance & Reconnaissance (ISR) Suite

- Rolta Photogrammetry System
- Rolta Advance Image Analysis
- Rolta SAR Processing
- Rolta Hyperspectral Processing
- Rolta Automated Change Detection
- Rolta Advance GIS
- Rolta Map Finishing
- Rolta Network Analysis
- Rolta Grid Analysis
- Rolta Terrain Analyst
- Rolta Software for Walkthrough
- Rolta Aerial Reconnaissance Photo Interpretation & Analysis (RAIRS)
- Rolta Geomatica
- Rolta GXL

Battlefield Management System Solution (BMS) Suite

- Rolta BMS Command
- Rolta BMS Platoon
- Rolta BMS Section
- Rolta BMS Soldier
- Rolta Mil GIS
- Rolta Mission Planning GIS

Safety & Security Suite

- Rolta GeoCAD
- Rolta GeoCAD Web
- Rolta GeoCAD Mobile
- Rolta Crime Analytics
- Rolta Suraksha
- Rolta Multi Agency Gateway
- Rolta Security Administration
- Rolta Security Operator / Dispatcher
- Rolta Security Mobile
- Rolta Vessel Traffic Management
- Rolta Security Video Management
- Rolta Security Sensor Integration

Extensive & Indigenous IP that has been deployed & well proven operationally



Rolta Military–Off–The–Shelf (MOTS) Solutions

Command & Control (C2)

- Joint Warfare Management Solution
- Strategic Information & Decision Support Solution
- Operational Information & Decision Support Solution
- Ops Room Briefing Solution
- CIICT Ops Planning & Wargaming Solution
- Tactical Battlefield Management System
- Minefield Laying & Recoding Solution
- Digital Soldier System

Intelligence, Surveillance & Reconnaissance (ISR)

- Photogrammetry & Geo-Imaging Solution
- SAR & Hyperspectral Analysis Solution
- Automatic Change Detection & Monitoring Solution
- Geo-Imaging Accelerator (GXL) Solution
- Terrain Analysis & Visualization Solution
- Aerial Imagery Reconnaissance Solution
- Static Imagery Interpretation System
- Mobile Imagery Exploitation System

Comms & EW

- Wideband IP Radios
- Software Defined Radios (SDR)
- Routing & Switching
- Electronic Warfare & Intelligence Systems
- Satellite Communication Systems
- Fiber Optic Communication Systems
- Network Management Systems
- TETRA & DMR

Optronics

- Monocular & Binocular
- Night Vision Devices
- Image Intensifier (II) Devices
- Thermal Imaging (TI) Devices
- Integrated Weapon Sights
- Periscope & Self-Illuminated Solutions
- Surveillance & Target Acquisition System
- Laser Range Finder

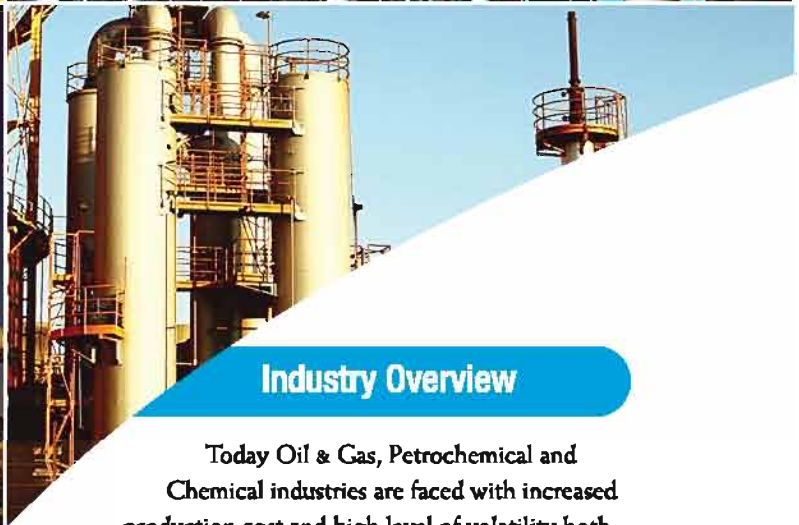
Vehicle Systems

- Fire Control System
- Commander Sights
- Gunner Sights
- Driver Sights
- Digital Control Harness
- Mobile Surveillance Vehicle System

Safety & Security

- Public Safety Solution
- Emergency Response Solution
- Perimeter Intrusion Detection Solution
- Integrated Video Surveillance Solution
- Border Management Solution
- Tactical C4I solution
- Coastal Security Solution
- Integrated Combat Management Solution

Extensive MOTS solutions that have been deployed & well proven operationally



Industry Overview

Today Oil & Gas, Petrochemical and Chemical industries are faced with increased production cost and high level of volatility both in the demand as well as supply side. There is also the problem of ageing plant and workforce which these industries have to contend with while keeping pace with the strict environmental norms within which they have to operate. The changing geo-political climate is also impacting these industries more than most others. Optimizing challenges, driven by high energy costs and alternate feedstock development have far reaching impact on these industries. Consequently these industries are in search of value engineering levers to increase reliability, control costs, manage environmental as well as business risks to achieve and sustain higher margins.

One of the biggest technological barriers which impedes the agility of these industries is the data silos that are present in the organization which hinders fast decision making. Today, there is a growing emphasis on asset planning and optimization as well as integration of data with processes. The shift towards real-time, data-driven operating models enables seamless integration of functional silos and cross functional insights replacing manual spreadsheet based metrics. 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. Actionable insights from these integrated IT and OT systems drive agility to respond to the business challenges that these industries are facing.



An aerial view of a large offshore oil and gas platform in the middle of a blue sea. The platform has a complex network of steel structures, including a central processing unit and several long, elevated walkways or bridges extending to other parts of the platform. The water is a deep blue, and the sky is a lighter blue.

Oil & Gas Petrochemicals & Chemicals

Rolta Offerings

Plants in the process manufacturing industries, such as Oil & Gas, Petrochemicals and Chemicals are very complex and require sophisticated know-how and tools for optimizing design and operations. The top priority for CXOs in these industries is how to adopt new business optimization practices that are enabled by real-time information and analysis. They will focus on overall business performance improvement by orchestrating changes across business and vendor silos. Additionally, integrating real-time operating data with other business information will be of high importance. This is to optimize business performance of major assets through IT - OT Integration to enable descriptive, diagnostic and predictive analytics.

Rolta is uniquely positioned to address the needs of these industries. 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 (O/Os) 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 and on a backdrop of the plant design, to analyze excursions from design parameters.

Rolta continues to build and expand its IP through the Rolta OneView™ Enterprise Suite for diverse asset intensive

vertical segments. This BI and Big Data analytics solution provides integrated actionable insights across the enterprise for Diagnostic, Predictive & Prescriptive Analytics to support a variety of initiatives such as Operational Integrity, Asset Integrity, Operational Excellence, Change Management & Risk Mitigation, etc. by delivering cross-functional visibility and situation awareness.

Engineering Services & Solutions

An increasing investment is being seen in Engineering Information Management (EIM). 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). They are aggressively looking for comprehensive and integrated solutions to take advantage of their information assets through Big Data Analytics applications.

Rolta has executed several prestigious contracts for the creation of As-Built Intelligent 3D Model including 19 refinery units of Mina-Al-Ahmadi (MAA) refinery in Kuwait. More recently, Rolta successfully delivered laser scanning and 3D modeling of an offshore platform of India's foremost Oil & Gas exploration and production company. Rolta deployed state-of-the-art techniques of laser scanning to capture the vital data of these refinery units.

Another interesting example of Rolta's Engineering Information Management solution is a multi-million dollar contract from Sadara Chemical Company to implement a comprehensive engineering system which will be the world's largest petrochemical facility ever built in a single



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

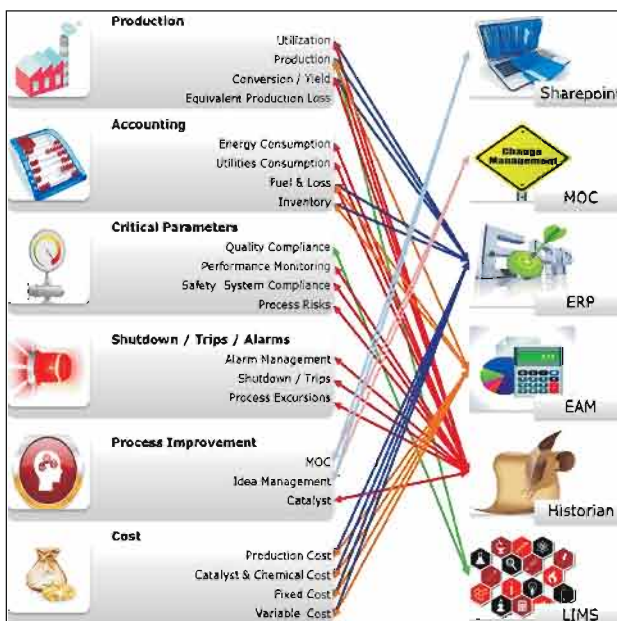
Rolta OneView™ - Cloud Ready Big Data Analytics for Operational Excellence

Rolta OneView™ Enterprise Suite is a comprehensive solution that brings unique business value through role-based actionable insights and correlated operational and business intelligence. This helps drive organizational strategy across the value chain, through informed decisions resulting in desired business transformation.

Rolta OneView™ breaks down the fundamental barriers to achieving operational and business excellence, such as silos across operational networks, business networks, safety and sustainability networks and enterprise social networks. It provides a 360-degree view of the enterprise and touches the nerve center of all critical functions, quickly adapting to existing systems, instilling best practices and accelerating process improvement.

The enterprise solution provides role based KPIs and actionable insights to empower every role to achieve its individual and organizational objectives while ensuring that there is a 'single version of truth' across all the levels. Rolta OneView™ simplifies the information complexity in the enterprise by providing loosely coupled, yet comprehensive integration across the operational and business systems with "Integrate-Analyze-Deliver" approach built by leveraging best of breed platforms.

Rolta OneView™ rich knowledge model provides enterprise wide multi-site as well as cross function visibility across areas such as Operations, Assets, Maintenance,



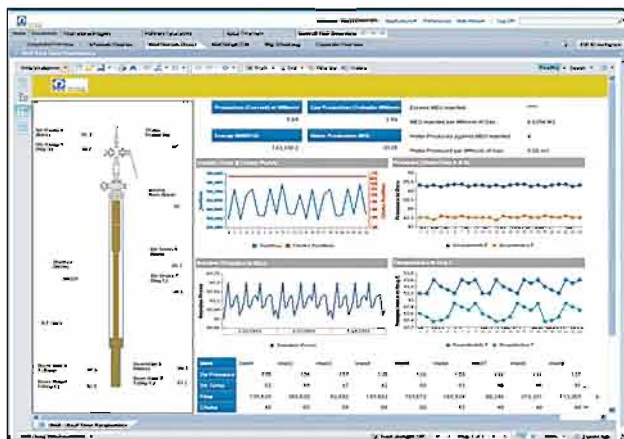
Reliability, Supply Chain, Health Safety & Environment, Projects and Business for effective decision making. Each of these modules is fine-tuned for the specific industry suite that it caters to, providing domain-specific KPIs. Different modules focus on industry-specific key processes across the value chain, allowing seamless integration and cross-functional visibility. Rolta OneView™ thereby effectively delivers deep insights to facilitate tactical, operational and strategic decision-making and in turn effectively supports a variety of enterprise initiatives such as Operational Integrity, Asset Integrity, Operational Excellence, Change Management, Risk Mitigation, etc. Rolta OneView™ is perhaps unique in the industry with its combination of comprehensive IT and OT integration for real-time analytics together with Geospatial and Engineering fusion.

The solution has been architected and designed for multi-site, multi-tenancy operations and can be deployed as a



single server instance either in an organization's private, hybrid or a public cloud environment to support multiple, geographically dispersed sites across the globe. Rolta OneView™ on cloud helps the LOBs to see the benefits without any CAPEX investments.

Rolta OneView™ offers more than 3000+ prebuilt industry specific analytics providing Descriptive, Diagnostic, Real Time, Predictive and Prescriptive analytics. It has a deep and broad coverage across all key business functions for each industry. This ensures high ROI and lowest TCO to the organization in Oil & Gas, Petrochemicals and Chemicals Industries.



A few of the following examples illustrate the effective use of Rolta OneView™ by customers in these industries.

Statoil is an international energy company, headquartered in Norway, and present in more than 37 countries around the world. As a part of initiatives focused on raising efficiencies in operations and maintenance of their global operations, the company chose Rolta OneView™. Rolta's engagement is to initially carry out a project to provide key insights to help identify areas that offer potential for

improvement, and then configure Rolta OneView™ for an enterprise implementation, to help Statoil achieve their operational excellence goals. This selection recognizes some unique capabilities of Rolta OneView™ that are of specific relevance to Statoil's business.

Another success story of Rolta OneView™ is the engagement with Salalah Methanol Company (SMC), a leading petrochemical company in the Middle East and part of the Oman Oil group. SMC, in their pursuit of excellence and promoting transparency within the organization, desired to automate the performance management and empower people with analytics. The objective was to achieve a single source of truth through IT-OT integration, standardize the definition of Key Performance Indicators (KPIs) across the organization and bring visibility in all facets of performance. The expectation was to bring cross-functional visibility in and across the different functions. Rolta implemented a comprehensive Enterprise Wide Manufacturing Intelligence Solution leveraging Rolta OneView™ Suite. 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. The solution is helping drive proactive culture aimed at achieving excellence. Having commissioned the solution in a short span of 5 months covering all major functional areas, they continue to engage with Rolta for their evolving and growing requirements.

Industry Accolades

Frost & Sullivan India - Rolta named "IT Solutions Provider of the Year for Oil & Gas for 2015".



Rolta Case Studies

Exploration and Production Analytics

One of the largest multi-national oil and gas exploration and production companies with a market capital of around US \$ 7 billion engaged Rolta with a prime focus to improve capacity utilization of their assets, reduce risks by improving compliance to maintenance practices and to improve energy utilization and compliance to dispatch commitments. Their challenge was that 20% of wells reported downtime on a daily basis, an equivalent of 60,000 barrels of production loss. In such a scenario, an improvement of even 1% would result in equivalent revenue of US\$ 17.5M.

The solution ideally suited to overcome these business challenges was Rolta OneView™ Enterprise Suite for Upstream Oil and Gas. Its pre-built, cross-functional analytical capabilities were able to provide the much needed multi-site visibility to take corrective actions. During a short discovery workshop followed by a pilot implementation, Rolta OneView™'s real-time, predictive and locational analytics capability could successfully predict the likely downtime of a production well. This evidence was sufficient to trigger their decision to implement the full solution.

Some of the benefits seen by the customer were early planning and decision-making which resulted in significant savings. They also saw enhanced cross-function visibility between planning, operations and maintenance. Pre-packaged industry rich business scenarios had resulted in minimal involvement of functional team during deployment. The system went live within months compared to their internal estimation of 2 years for bespoke development.

Achieving Operational Excellence with Rolta OneView™

A large Fortune 500 company, refinery and distributor of petroleum products was looking for a solution to overcome some of the business challenges that they were facing. Their multiple sites required a method of presenting disparate information to site staff in near real-time. Also, to embark on operational improvement they needed a system with inbuilt workflows for shift handover which could later be mined for best practices. Their inability to holistically view assets, combined with operational limits and lack of automated collaboration without having to manually extract data, were some of the other major business problems.

Rolta provided them with Rolta OneView™ solution with its in-built ability to integrate data from production, quality, business planning and reliability, together with cross functional visibility across different roles covering multiple sites.

As a result of this deployment of Rolta One View™ the customer started seeing immediate benefits. Pre-built business value scenarios and KPI's required minimal business user inputs to configure the system. As a result, the customer not only benefited from enterprise-level governance of information, but also achieved smoother and efficient collaboration between shifts due to inbuilt collaboration workflows. They are now able to closely monitor Key Process Tags for better understanding of performance and risks with the ability to perform Root Cause Analysis.



Rolta Products, Solutions & Services

Enterprise BI & Big Data Analytics

- Rolta OneView™ for Oil & Gas
- Rolta OneView™ for Petrochemicals
- Rolta OneView™ for Chemicals
- Rolta OneView™ for Power
- Rolta IT/OT Fusion™
- Rolta iPerspective™
- Performance Management
- Performance Analytics
- Real Time Intelligence
- Operational Insights
- Asset Insights
- Maintenance & Reliability Insights
- Supply Chain Insights
- HSE Insights
- Project Insights
- Sustainability Insights
- Business Insights
- Strategy Management
- Sentiment Analysis
- Descriptive Analytics
- Diagnostic Analytics
- Predictive Analytics
- Prescriptive Analytics
- Forecasting
- What-if Scenario Analysis
- Semantic Analysis
- Spatial Analysis

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
- Work-share Consulting and Set-up

Enterprise IT Applications

- Rolta SmartMigrate™
- Oracle eBusiness Suite
- Financials
- Human Resources
- Asset Management
- Projects Management
- Supply Chain Management
- Value Chain Planning
- Discrete and Process Manufacturing
- P2 Energy Solutions
- Database and BI Platform Consolidation
- Enterprise Performance Management
- Enterprise Application Integration
- Rolta Advizer™ Suite
- Data Center Architecture and Design
- Converged Systems and Software Defined Infrastructure
- Cloud Enablement
- Mobility
- Platform & Process Integration
- Managed Services
- Database Management & Administration
- Managed Enterprise Applications
- Project Portfolio Management
- Enterprise Security
- Service Management



Industry Overview

Throughout the world governments face the challenge of having to become leaner and more effective, having to do more with less.

Migration from the rural areas to the cities is now a global phenomenon. According to some statistics, the trend has accelerated to such an extent that we may witness about 70% of the global population residing in cities by the year 2050.

India is no stranger to this global phenomenon. A growing economy with an increasing middle class will propel urbanization like never before. According to some research reports, India is expected to witness 3X increase in its urban population by 2031. This translates into multiple challenges for city planners as they need to plan and upgrade the city infrastructure in proportion with the population influx to meet the rising demands. This situation demands a growing need to embrace innovative approaches to new city development and city management.

Smart Cities are conceptualized with a view to effectively deliver public services to citizens and businesses by modernizing the existing city infrastructure and leveraging technology to improve efficiency and capacity of city services.

Smart cities are garnering increasing mindshare on account of the promise to deliver better quality of life to citizens across socio-economic strata. Policy makers and thought-leaders across the globe are exploring Information Communication Technology (ICT) interfaces to definitively guide and drive emergence of smart cities from existing coordinated chaos.



SmartCity & Government

Rolta Offerings

Rolta – a pioneer in the fields of Geospatial, Engineering and Enterprise IT Consulting, has been working for more than two decades with governments across the globe to provide better services to citizens, facilitating sustainable environment to create social and economic impact. Rolta is perhaps one of the few companies globally capable of undertaking the end-to-end requirements of Smart City projects. Starting with the creation of 2D and 3D City models which forms the foundation for variety of requirements such as city planning, simulation of disasters, emergency response planning, critical asset surveillance and protection, carbon footprint analysis and management, natural resource management, asset management etc., and culminating with uniquely tailored innovative Smart City solutions. Rolta leverages its rich domain experience gained across hundreds of e-Governance projects, and latest technology skills to deliver IP-based Smart and Safe City solutions. These solutions feature machine to machine (M2M) communication networks, IT/OT middleware integration, Internet of Things (IoT), Mobility, Social Media, Cloud, Geospatially enabled integrated systems, Master Data Management and secure role-based Big Data Analytics capabilities covering the entire gamut of technology enablers for Smart City initiatives.

Rolta has successfully implemented hundreds of sophisticated solutions globally and now has a formidable array of Smart City solutions to comprehensively cover all aspects of Safe and Smart Cities as depicted in the following diagram.



Rolta recognizes that each solution it delivers needs to be uniquely tailored to meet the demographic needs, growth and existing socio economic ambitions as well as the existing investments.

Rather than re-inventing the wheel, Rolta innovatively combines its niche IPs, rich library of project accelerators and its proven Smart City frameworks to rapidly deliver solutions tailored to the unique requirements. Rolta Smart City solutions portfolio spans across Urban Planning, Economic Development, Public Works, e-Governance, Sewerage and Waste Management, Environment, Transportation, Utilities, Safety and Security as well as Disaster Management.

Urban Planning

Urban planning controls the development and organization of urban and rural areas. Factors like demographic



distribution, landscape dimensions, transportation and utilities, infrastructure, environment protection play a key part in urban planning. Rolta has always focused on developing solutions that contribute towards responsible and effective use of organization's geospatial resources. For example, National Land Agency in Africa was looking for revenue generation by simplifying the land purchase transactions for citizens. They engaged Rolta to build a common web portal that provided complete land information including financial reports for finance department and subscribers. The portal also provided property search based on map and other parameters.

Economic Development

One of the prime objectives of a smart city is to attract investment from different industries thus creating sustainable economic development. Rolta's Economic Development solution enables organizations to visualize demographics, infrastructure and land to select the suitable location for a business, as well as strategize how to bring new investments into the city. An illustrative example is the Ministry of Economic Development & Trade of a Canadian city required a platform which could provide complete information about various industrial data to help investors in their decision making process.

Public Works

A Federal Government Ministry, in the Kingdom of Bahrain needed to build a platform to avoid redundancy while maintaining assets in the public works department. Rolta delivered a comprehensive solution, leveraging Rolta GeoAssets™. Similarly, Ministry of Works in Bahrain needed to secure an Enterprise Wide Asset Management System. The solution provided by Rolta addressed the

management of the full life cycle of an asset covering planning, design, construction, operation, maintenance, and retirement. This e-Governance solution implementation received the prestigious e-Government Excellence Award 2015 from the Government of Bahrain.

Smart Governance

Civic administration is dependent on a variety of public and private agencies to deliver services to its citizens. Rolta's mobile enabled Smart Governance solution enhances two way communication between the government and citizens. Rolta's offerings for smart governance are Election Management, Encroachment Management, Facility & Asset Management, Parking Meter Monitoring, Citizen Grievance Management and has successfully delivered these to governments across the globe.

Waste & Sewerage Management

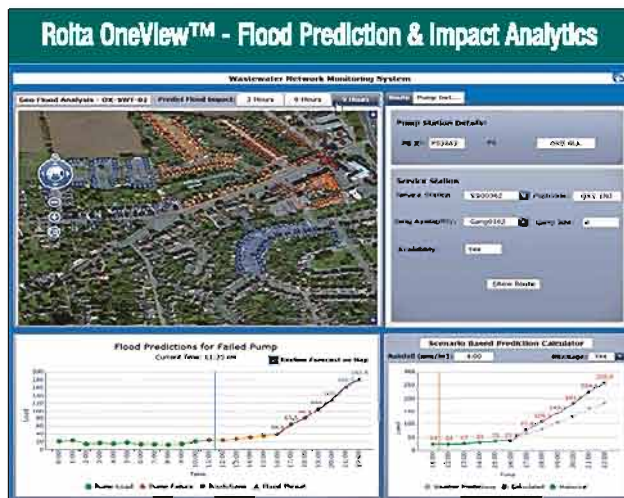
Rolta provides a spatially enabled platform to monitor solid waste data and the environmental impact of waste disposal. It also provides a solution for fleet management for garbage collection as well as a platform for sewerage assets management. One such example is of a public organization in Middle East wanting to protect the environment, public health and customer interests by regulating the activities of waste water collection and treatment as well as the safe and sustainable disposal of end products. They needed a web based clearance management system with enhanced tools and functionalities to automate workflows. Rolta provided them with a custom business application with GIS capabilities which could handle online data management, including backlog and operational data. This streamlined



the clearance process and reduced the time taken to process clearance application for a customer.

Environment Monitoring

Rolta's solutions provide a platform to organize, analyze and present accurate information about natural resources as well as environmental impact data within and around cities, which helps authorities to meet compliance and operating targets. In this context a good example is the Ground Water Authority where Rolta provided a solution for



effective decision support enhanced with hydrological data modeling and analysis. For the city of Nanjing, Rolta developed a solution that 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.

Utilities

Majority of smart city initiatives are oriented towards enabling Smart Utilities for the citizens. For these

organizations operations data, information and workforce needs to be constantly in motion behind the scenes to keep services functioning at the highest performance possible. Rolta offers advanced Big Data Analytics solutions that are, by design, integrated within the larger flow of the business information of these organizations. One such example is of a large power distribution company in Europe that needed to overhaul their two-decade old legacy asset management systems. Rolta built a geospatially enabled unified model on Oracle EAM for effective management of their geographically spread assets as well as locational analytics.

Disaster Management

Rolta offers disaster planning and management systems that enable a real-time, common operational picture across the entire enterprise. The solutions not only provide a single point of access to a wide range of disparate data, but also encourage collaborative and effective communication and intelligent information sharing between stakeholders and the key parties helping them, to enable disaster preparedness. A good success story of disaster management is of a utility company in the UK which required an integrated smart city water management system. They needed systems such as flooding alarms, dig analyses and resource utilization. Rolta provided Rolta OneView™ with integrated unified geospatial visualizations and predictive analytics. This enabled the company with real-time flood tracking, flood predictions and potential impact analysis.



Rolta Case Studies

The Emirate of Dubai, UAE

The Dubai Government has recognized the potential for Smart City technologies, providing web based interfaces for all their "e-Services". This has been an ongoing effort in recent years, and is one for which they have called upon the services of Rolta to make that happen. Rolta has provided web-based technology services to Dubai Municipality (DM) and the Dubai Road and Transportation Authority (RTA).

Rolta's OnPoint™ is at the heart of their Amakin web-GIS viewer and forms part of numerous processes calling for a geospatial data viewer, such as Cadastral Workflow, Data Maintenance, Pest Control Requests, etc. Rolta's development team has developed RTA's eNOC (electronic No Objection Certificate) system to process applications for works within transportation corridors, streamlining a complicated process of securing agreements from multiple agencies before works could begin in the right-of-way.

The challenge often lies in the difficulty to process an application where input from other departments and agencies is required, such as RTA's eNOC. Another example of this is Rolta's development of Inshaat for DM. Inshaat facilitates the building permit process by allowing up-to-date sewer, irrigation and surface drainage infrastructure to be immediately accessible to the building permit process. This capability will soon expand with Rolta services to include immediate access to up-to-date content from:

- Dubai Road and Transportation Authority (RTA) eNOCs
- Dubai Electricity and Water Authority (DEWA)
- Etisalat (Telecommunications)
- Du (Telecommunications)

Over the many years Rolta has worked for Dubai's local government agencies, they have prospered from the successful deployments provided by Rolta. Dubai continues to be seen as one of the world's premier "Smart Cities". Web based technologies such as those provided by Rolta have played a significant role in helping build that reputation for Dubai.

General Commission for Survey (GCS) GeoPortal, Saudi Arabia

GCS is Saudi Arabia's independent agency for all civilian topographic, geodetic and hydrographic surveys & mapping in the Kingdom. GCS recognized the need to revitalize how that spatial data would be disseminated to users.

With an extensive amount of data generated through its activities, the organization was faced with a daunting task of ensuring its valuable spatial data resources are effectively shared with a broad range of users. Hence, GCS set out to find a suitable vendor that could deploy an online GeoPortal, where users could view, search, interrogate, generate reports, create maps, all using GCS data, their own data and any other agency's data that is published online. The GCS GeoPortal would revitalize demand for spatial data resources, and do so among internal GCS users as well as external ones.

GCS selected Rolta, given its long history of managing large spatial data repositories similar to those managed by GCS and its impressive credentials in deploying tailored integrated geospatial solutions.

The first was implementation of core infrastructure and some basic functionality such as data discovery, download and translation. This included Rolta's OnPoint™ atop GCS's existing ArcGIS Server installation. The second phase extended the initial configuration, adding numerous new capabilities, including a CAD component, emergency management component, an executive spatial dashboard and geo-collaboration capabilities.

Some additional highlights from this deployment include modern user interface, providing rich look and feel.

The project was received extremely well and has become the focus for primary dissemination of GCS content, integrated with content from external agencies. This project has attracted attention from the international GIS community and received the Excellence Award from the GeoSpatial World Forum in May 2015.



Rolta Products, Solutions & Services

Smart City Solutions

- Rolta Geospatial Fusion™
- Rolta OnPoint™
- Rolta GeoWorkflow Manager™
- Rolta GeoBI™
- Rolta Unified Mobility™
- Rolta 2D/3D City Model
- Rolta Building Permit Approval
- Rolta Land Management
- Rolta Property Management
- Rolta Flood Simulation
- Rolta Disaster Impact Analytics
- Rolta Disaster Response Management
- Rolta Investor Portal
- Rolta Industrial Land
- Development
- Rolta Safe to Dig
- Rolta Single Window Clearance
- Rolta Solid Waste Disposal
- Rolta Waste Management System
- Rolta Environment Portal
- Rolta Air Quality Monitoring
- Rolta Land Scar Monitoring
- Rolta Ground Water Monitoring
- Rolta Forest Reservoir Monitoring
- Rolta Traffic Portal
- Rolta Road Safety Audit System
- Rolta Road Permit System
- Rolta Election Information
- Rolta Encroachment Management
- Rolta Facility Management
- Rolta Fleet Management
- Rolta Parking Meter Monitoring
- Rolta Citizen Grievance Management
- Rolta City Performance Portal
- Rolta Citizen Mobi-Connect
- Rolta Citizen Portal
- Rolta State Residential Data Hub (SRDH)
- Rolta Geomatics Imaging™ Suite
- Rolta Photogrammetry™ Suite
- Digital Elevation Modeling
- Digital Terrain Modeling

BI & Big Data Analytics

- Rolta OneView™ Utilities
- Rolta IT/OT Fusion™
- Rolta iPerspective™
- Performance Management
- Performance Analytics
- Real-Time Intelligence
- Operational Insights
- Asset Insights
- Maintenance & Reliability Insights
- Supply Chain Insights
- Project Insights
- Business Insights
- Strategy Management
- Descriptive Analytics
- Diagnostic Analytics
- Predictive Analytics
- Prescriptive Analytics
- Traffic & Congestion Analytics
- Meter Billing Analytics
- Forecasting
- What-if Scenario Analysis
- Semantic Analysis
- Social Media Analysis
- Sentiment Analysis
- Human Resources Analysis
- Financial Analysis
- Procure & Spend Analysis
- Project Analysis
- Spatial and Terrain Analysis

Enterprise IT Applications

- Rolta SmartMigrate™
- Oracle eBusiness Suite
- Financials
- Human Resources
- Asset Management
- Projects Management
- Database and BI Platform Consolidation
- Enterprise Performance Management
- e-Governance Portals
- Document Management & Workflows
- Enterprise Application Integration
- Rolta Advizer™ Suite
- Data Center Architecture and Design
- Converged Systems and Software Defined Infrastructure
- Cloud Enablement
- Mobility
- Platform & Process Integration
- Managed Services
- Database Management & Administration
- Managed Enterprise Applications
- Project Portfolio Management
- Enterprise Security
- Service Management

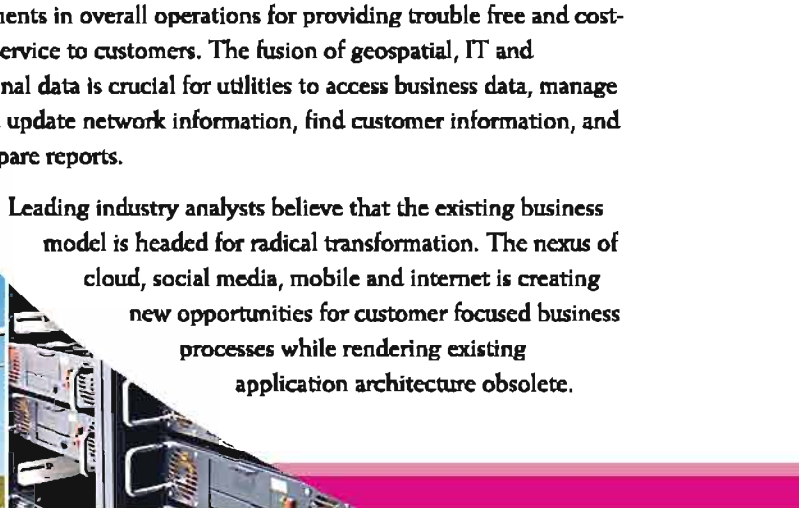
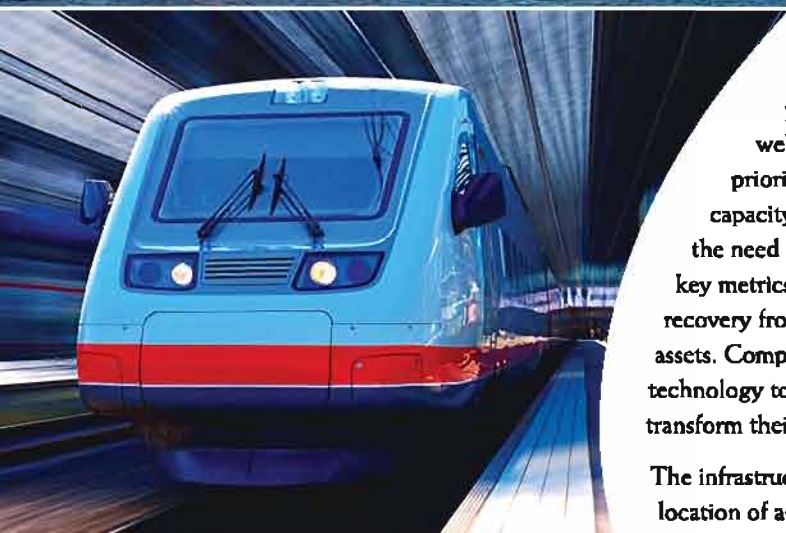


Industry Overview

The industry is facing a host of new challenges that are driving the evolution of new business models. The changes span renewable energy sources, security and increasingly stringent regulatory and environmental mandates. They add to the prevailing ones of customer demands for reducing costs, as well as, aging infrastructure and workforce. With conflicting priorities and isolated technology standards that undermine the capacity to discover and implement improved operating practices, the need of the hour is to have a seamless system for monitoring the key metrics. This would help in reducing downtime and improving recovery from unplanned events while unlocking value from the existing assets. Companies operating in global markets continue to leverage technology to address business improvement needs to run, grow and transform their operations.

The infrastructure that delivers these services is linked directly to the location of assets combined with network management; these form the crucial elements in overall operations for providing trouble free and cost-effective service to customers. The fusion of geospatial, IT and operational data is crucial for utilities to access business data, manage assets, update network information, find customer information, and prepare reports.

Leading 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.





Utilities & Transportation

Rolta Offerings

With decades of experience and deep domain understanding of the utilities and transportation Industry, Rolta has developed the ability to address the end-to-end requirements. Starting from the architecture, design and implementation of high availability datacenters with sophisticated converged infrastructure, cloud enablement and mobility, integrated geospatially enabled enterprise applications for effective asset and network management and culminating with advanced Big Data Analytics solutions to unlock the value of vast information gathered by the industry.

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 the true potential of geospatial information for improving the productivity and efficiency of the utilities and transportation industries.

An excellent example of this is MLGW (Memphis Light, Gas and Water) in Memphis the largest tri-utility municipality in US, where Rolta developed a sophisticated approach for the supply of the IT infrastructure and integration of numerous IT systems including geospatial technologies for a comprehensive end-to-end solution. They were looking for a vendor who had a demonstrable track record on developing and implementing spatially enabled ERP applications. Rolta won this multi-million 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.

Rolta OneView™ Enterprise Suite is a comprehensive solution that brings unique business value through role-based actionable insights and correlated operational and business intelligence. This helps drive organizational strategy across the value chain, through informed decisions resulting in the desired business transformation. It provides a 360-degree view of the enterprise and touches the nerve center of all critical functions, quickly adapting to existing systems, instilling best practices and accelerating process improvement.

The rich knowledge model of Rolta OneView™ provides enterprise wide multi-site as well as cross function visibility across areas such as Operations, Assets, Maintenance and Reliability, Supply Chain, Health Safety & Environment, Projects & Business for effective decision making. Each of these modules is fine-tuned for the specific industry suite that it caters to, providing domain-specific KPIs. Different modules focus on industry-specific key processes across the value chain, allowing seamless integration and cross-functional visibility.

One of the key distinguishing features is that Rolta OneView™ is built on a platform agnostic architecture for supporting Big Data including streaming data from OT systems and sensors etc. and is supported on leading technology providers like SAP, Oracle, Microsoft and IBM. It exploits the power of SAP HANA / Oracle Exalytics and provides in-memory computing, high performance, real-time and predictive analytics capabilities. Rolta OneView™ Enterprise Suite has been architected and designed for multi-site, multi-tenancy operations and can be deployed as a single server instance either in an organization's private,



hybrid or a public cloud environment to support multiple geographically dispersed sites across the globe. Rolta OneView™ on the cloud helps the LOBs to see the benefits without any CapEx investments.

Power Transmission

For example, a power transmission company in USA had embarked on a program for operational intelligence to enhance the way it monitors and responds to operational functions that impact their Key Performance Indicators (KPIs). Some of the challenges they faced included: lack of access and visibility into key financial performance data, safety and incident reporting, maintenance and reliability data for cross functional analytics, numerous operational systems lacking integration making cross-subject area analysis difficult, heavy reliance on manual data collection and analysis processes. In order to address these challenges Rolta implemented the solution based on Rolta OneView™ framework covering - safety, financial insights, reliability, maintenance & infrastructure, encroachment management, and customer impact of outages. This enabled aggregation, correlation and contextualizing of key operation data, achieved through the pre-configured data model and connectors to source systems.

Power Generation

Another example of Rolta OneView™ is the engagement with one of the largest power generation companies in Asia, with a total capacity of 45000+ MW from 24 power plants. The organization wanted an end-to-end cross functional view of their power generation value chain, by integrating with heterogeneous OT/IT/Engineering/Geospatial-historical and real-time data systems. Further, they intended to leverage this data to predict incipient failures, that, in turn, enables prevent forced outages, thereby resulting in increased productivity, safety and substantial cost savings. They engaged with Rolta in order to break silos across multiple networks and provide a holistic "single version" of asset performance. Additionally the objective was to drive



operational excellence through actionable insights with fact based and data centric decision making. They also needed to optimize asset performance to increase availability, minimize costs and reduce operational risks. Rolta OneView™ empowered users with self-service predictive and prescriptive analytics for informed decisions real-time.

Water

Another interesting example of success of the company's strategy of combining BI and its geospatial domain expertise with its IP is in evidence at a water utility company in the 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.

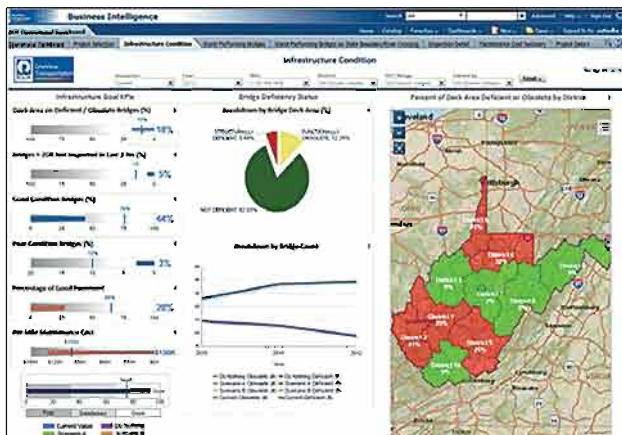
Transportation

For the transportation industry, Rolta's smart transportation platform provides a complete and comprehensive set of capabilities that address the urban transportation needs of smart cities covering traffic safety, parking solutions, infrastructure, congestion monitoring and management, emissions monitoring, predictive congestion analytics,



automatic computer-aided dispatch systems, and more. For example, Rolta has been successful in the transportation sector with its geospatial integration approach at Dubai RTA. Rolta designed and implemented a web-enabled planning and map-publishing system for direct access by various stakeholders, including the public, through a secure portal. They have now engaged Rolta for a GIS based workflow solution for traffic impact analysis and study.

Moving ahead for progress in the 21st Century Act (MAP-21) is a federal transportation law that was enacted in 2012, and is the first long-term highway authorization enacted since 2005. MAP-21 represents a milestone for the U.S. economy. It provides needed funds and, more importantly, it transforms the policy and programmatic framework for investments to guide the growth and development of the country's vital transportation infrastructure.



MAP-21 creates a streamlined, performance-based, and multimodal program to address the many challenges facing the U.S. transportation system. These challenges include improving safety, maintaining infrastructure condition, reducing traffic congestion, improving efficiency of the system and freight movement, protecting the environment, and reducing delays in project delivery. MAP 21 lists the above 7 areas as goals that need to be targeted by State

Department of Transportations (DOTs). The Federal Highway Administration (FHWA) has been in process of finalizing the final rule making in the 7 selected outcome areas listed above in consultation with state and metropolitan transportation agencies and requires the states to report on performance measures and progress towards targets for each of the above, going forward.

Rolta has acquired a wealth of experience and an impressive track record in implementing sophisticated systems for the transportation organizations in India and globally. One such example is of The Utah Department of Transportation (UDOT). They selected Rolta to deliver the next generation enterprise data warehouse for the organization. Rolta has delivered the first two phases of the project till date and is embarking on Phase 3 of the project.

A significant enhancement to UDOT's legacy system, the new UGate 2.0 Data Warehouse supports current and future query and reporting requirements as well as provide spatial capabilities to track project statuses, locations and metrics, and provides consistent responses on roadway construction project-related questions to users at all levels of the department.

Ugate 2.0 will compile and assemble detailed information about roadway construction projects across the entire job-delivery lifecycle to support informed decision making at each step of the process. The data warehouse will pull in project definitions, amendments, funding information, actual expenditures and tie the information spatially and based on linear referencing to allow UDOT to better assess project delivery performance as well as their investments in the state's highway system. It will also allow UDOT to meet the requirements of Federal Highways MAP 21 program.

Industry Accolades

Rolta won the "Excellence in Analytics 2015 for Innovative Business Solutions" for the power generation industry awarded by NASSCOM.



Rolta Case Studies

Electric Utility In Middle East

A large national electricity provider in the Middle East committed to provide customers with safe and reliable electric services, meet expectations of shareholders, care for its employees and ensure optimum utilization of resources. In the initial phase, Rolta was engaged with the objective of creating an electric distribution network solution catering to spatially distributed features for improved network management, help analyze electric current flow through network of connected electric lines and devices. The motivation was to closely monitor cross-functional responsibilities across departments like planning, engineering & design and field operations & maintenance. By leveraging its extensive experience, domain expertise, technology prowess and skills, Rolta provided GIS-enabled solution to implement conduit and feeder manager for better control and management of transmission network.

Following successful delivery of the complex project, the company leadership recognized the additional need for further transforming their information ecosystem. Improvements were sought in the area of distribution (Reliability, Outages, Assets Network, Customer Services and Billing). The management was seeking a comprehensive Business Analytics system to manage their reporting and analytics requirements. After a brief discovery with the team, Rolta OneView™ was the chosen solution for the requirement.

Rolta OneView™ solution leverages the already developed electric distribution network solution and with its pre-built industry knowledge model, pre-built connectors to heterogeneous source data systems – including operational & information technologies, delivers powerful key performance indicators like SAIDI, SAIFI, MAIFI, ASAI to help the company benchmark their performance. Besides operations and outage analysis, the solution caters to a wide spectrum of analytics in the areas of metering, billing, assets maintenance and reliability. It has helped the company improve their reliability indices, customer satisfaction, drive better regulatory compliances, optimize costs and increase profitability.

The Ministry of Transportation, Ontario

The Ministry of Transportation Ontario (MTO) manages Canada's largest network of transit, road, highway, border & bridge infrastructure and plays a vital role in Ontario's economic well-being. 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. As part of the overarching Highway Infrastructure Business Solutions project, the Provincial Highways Management Team of MTO selected Rolta to deliver a Mapping Services Solution based on Rolta's Geospatial Fusion framework. The current project that is being implemented, consists of a transportation mapping interface, control survey information system, video logging, Ontario Road Mapping Service and Title Records application. It also includes integration with MTO's existing location management and Bridge Management System (BMS), Traffic Volume Information System (TVIS) and central region mapping services.

Rolta has delivered an internet/intranet web-mapping solution that queries business data across divisions. The users are able to quickly & efficiently view their business data on a map – this enables them to have an informative and integrated system for their analysis and decision making process.

Rolta is continuing to work with MTO to enhance the functionality to other parts of the organization as users have experienced the ease and value the tool. New implementations of the solution include oversize / overweight permits that are based on road restrictions – height of bridges, maximum load on a given route etc. Also, TVIS has enhanced their new desktop tool with a map visualization, searching and route editing functionality via the embeddable map extension. Additionally, the BMS has enhanced their web tool with map visualization, searching and document link functionality via the embeddable map extension.



Rolta Products, Solutions & Services

BI & Big Data Analytics

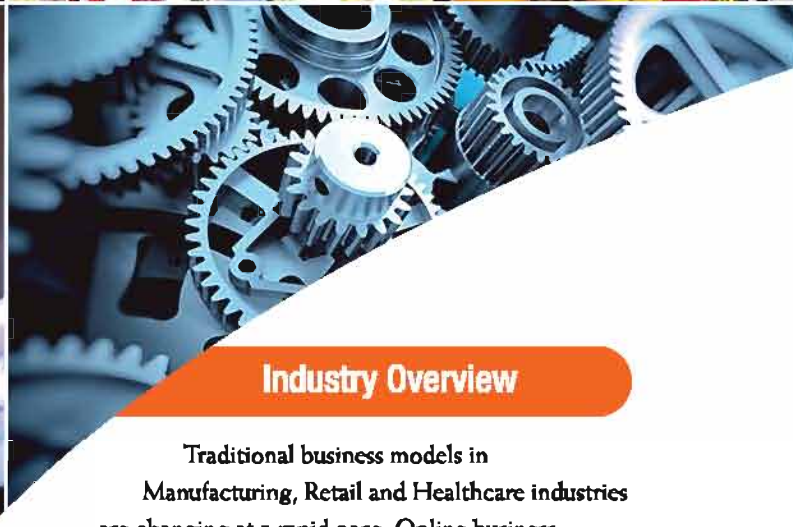
- Rolta OneView™ for Utilities
- Rolta OneView™ for Transportation
- Rolta OneView™ for Power
- Rolta IT/OT Fusion™
- Rolta iPerspective™
- Performance Management
- Performance Analytics
- Real Time Intelligence
- Operational Insights
- Asset Insights
- Maintenance & Reliability Insights
- Supply Chain Insights
- HSE Insights
- Project Insights
- Customer Insights
- Traffic & Congestion Insights
- Business Insights
- Strategy Management
- Social Media Analysis
- Sentiment Analysis
- Descriptive Analytics
- Diagnostic Analytics
- Predictive Analytics
- Prescriptive Analytics
- Forecasting
- What-If Scenario Analysis
- Semantic Analysis
- Spatial Analysis

Enterprise IT Applications

- Rolta SmartMigrate™
- Oracle eBusiness Suite
- Financials
- Human Resources
- Asset Management
- Projects Management
- Database and BI Platform consolidation
- Enterprise Performance Management
- Enterprise Application Integration
- Rolta Advizer™ Suite
- Data Center Architecture and Design
- Converged Systems and Software Defined Infrastructure
- Cloud Enablement
- Mobility
- Platform & Process Integration
- Managed Services
- Database Management & Administration
- Managed Enterprise Applications
- Project Portfolio Management
- Enterprise Security
- Service Management

Geospatial Applications

- Rolta Geospatial Fusion™
- Rolta OnPoint™
- Rolta OnPoint™ Mobile
- Geospatially enabled Enterprise Asset Management
- Outage Monitoring
- Work Order Management
- Mobile Field Inspection
- Safe to Dig
- Customer Complaint Management
- Smart Metering and Meter Billing Analytics
- Utilities Asset Tagging
- Sewerage Flooding Analysis
- Optical Fiber Network Management
- Gas Distribution Management
- Facilities Management

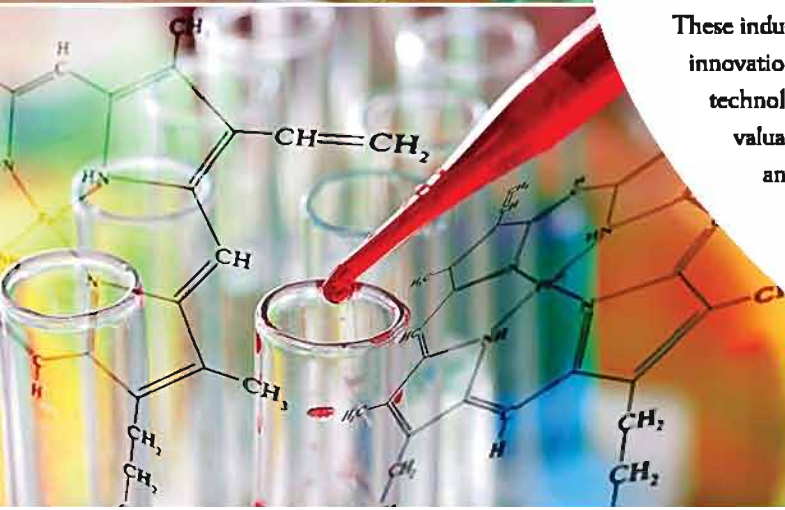
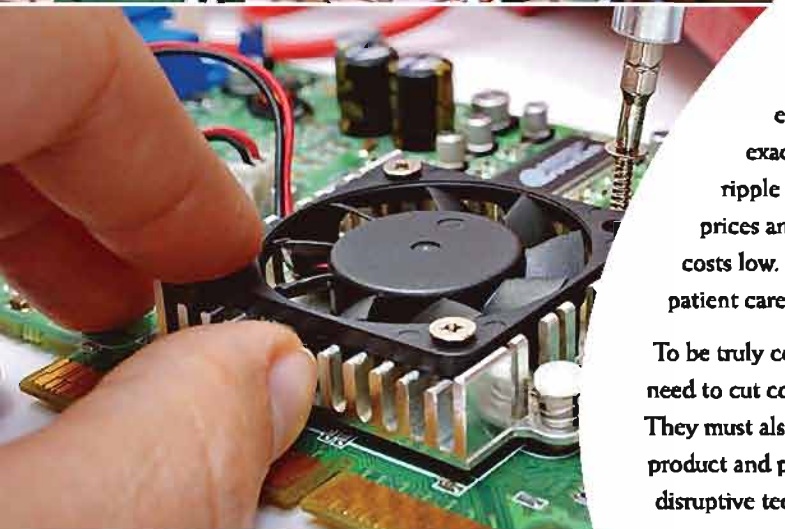


Industry Overview

Traditional business models in Manufacturing, Retail and Healthcare industries are changing at a rapid pace. Online business models have brought the customer closer to the manufacturer, putting pressure on the retailer. Consumer expectations have shifted and global competition is exacerbated by the internet and mobile economies, creating a ripple affect requiring stores to sell products faster and at lower prices and manufacturers to speed up production cycles while keeping costs low. In the healthcare industry, reducing cost whilst improving patient care continues to be the top priority.

To be truly competitive, manufacturing, retail and healthcare companies need to cut costs, drive efficiencies and combine processes and assets. They must also satisfy shifting customer and regulatory requirements, drive product and process innovation and anticipate the impact of potentially disruptive technologies on their business and operating models.

These industries recognize the importance of creating value through innovation and they are now increasing spend for upgrading technologies that can provide a competitive edge. Analytics provide valuable insights, allowing administrators to better revise, improve and streamline processes that reduce costs while maintaining high levels of patient care. Big Data Analytics, supported by powerful applications and platforms, have become essential to these industries. Individualized customer relationships are being achieved using advanced technology to empower customer data.





Manufacturing & Retail Healthcare

Rolta Offerings

Rolta has been serving these markets by combining its domain expertise and 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.

Today, at the IT infrastructure layer these industries are looking at doing 'more for less' by rationalizing their data centers and adopting converged systems for their elastic computing needs, moving to the cloud to transition from CAPEX to OPEX based spending and embracing mobility to drive efficiencies. For their enterprise applications they are looking for highly integrated solutions which then become the backbone for deeper analytics to gain a competitive edge. Rolta has the capabilities as well as the expertise to address the entire spectrum.

For example, a global manufacturing giant, headquartered in Europe, chose Rolta initially for advisory services for their IT infrastructure roadmap. 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.

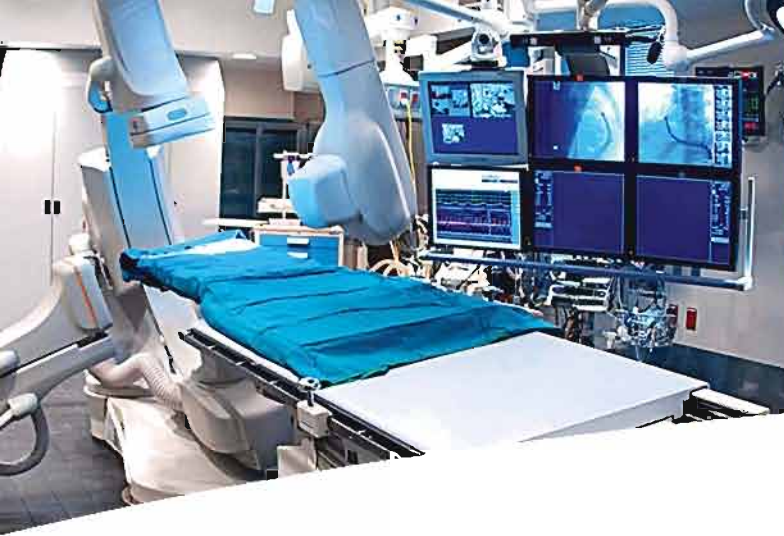
In the mobility area, a worldwide food processing company which spans 21 countries across 5 continents needed a global mobility strategy to drive unnecessary costs out of the organization. They chose Rolta to define and deliver a vendor agnostic strategy. Rolta leveraged Rolta Mobility Advizer™ to define 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%.

Rolta's manufacturing industry experience and deep enterprise solution expertise helps enterprises achieve bottom line improvements by driving costs down and productivity up, easing compliance management and gaining a competitive advantage through operational excellence. The Company excels at enabling manufacturing organizations to achieve mission critical results, such as:

- Streamline capabilities: smooth information transfer and collaboration by achieving visibility into a single, comprehensive data set
- Capitalize on new opportunities: make better informed decision about best resource use across the supply chain
- Drive operational excellence: manufacturing applications maximize operating efficiency and flexibility and allow companies to track a variety of business processes in different plants or locations
- Improve flexibility and responsiveness

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



ERP solution that Rolta implemented, enabled them to effectively and efficiently manage IT resources in a shared services environment, resulting in standardized, consistent global processes that position them for future global growth. Rolta's differentiating value to this and all clients is a long term, trusting relationship along with the Company's ability to develop a co-existence strategy and implementation approach that allows customers to maintain some of their critical applications while still migrating to Cloud based applications.



Rolta's strong team of professionals has years of industry experience dedicated to guiding the implementation of solutions specifically tailored for manufacturing, such as Predictive Maintenance Analytics (PMA). This solution enables manufacturers to recognize problems before they arise and to better prepare for planned disruptions. Instead of simply reporting past events, managers can now predict future events and fix critical assets before they break, reducing downtime, cost and labor. But a truly beneficial PMA program takes a great deal more than off-the-shelf

data analytics. It requires a solid understanding of the equipment issues, challenges, regulatory requirements and operational models in the manufacturing industry.

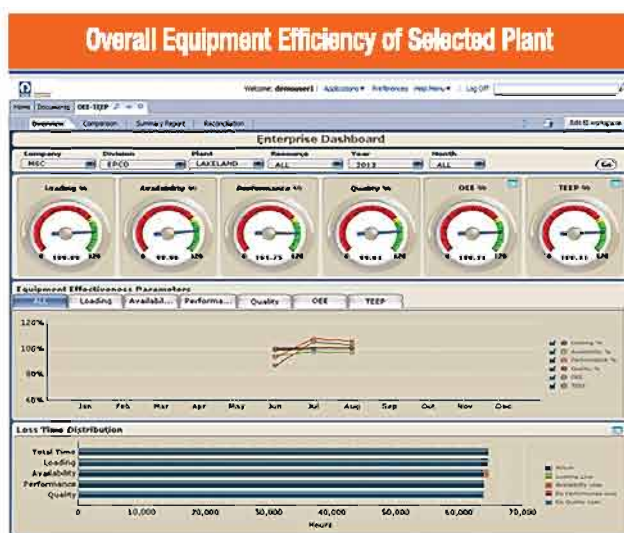
Rolta applies deep technological expertise and manufacturing industry insights to clients' specific priorities that help drive reliability, efficiency and cost control. By coupling consultant's hands-on manufacturing experience with recognized excellence in Business Intelligence applications, Rolta delivers proven methodologies and best practices to develop a comprehensive approach that aligns with the client's people, assets, processes and technology. Rolta's proactive approach enables the Company to leverage advanced tools to design a roadmap to better manage and help mitigate overall risk. Rolta's specialized manufacturing consultants bring both discrete and process manufacturing-specific experience and best-practice advice to ensure the client's unique requirements are met quickly, cost-effectively and efficiently.

A North American specialty chemicals manufacturer wanted to automate their analytics for Overall Equipment Effectiveness as they were facing several challenges with their existing manual processes. Rolta successfully demonstrated the power of Rolta OneView™ as an ideal enterprise-wide solution to cover all their plants with its ability to provide near real-time production, consumption (material and energy), productivity, and quality data with extensive drill down capability to plant, asset, or production batch.

Business Intelligence and Analytics continues to remain a top spend priority for CIOs. Companies have deployed a variety of Data Warehouses, BI reporting, analytics, and self-service tools over the years, often driven by departmental considerations rather than a corporate-wide initiative. This has led to the proliferation of several platforms and tools performing the similar functions within the same organization. The spiraling costs associated with



multiple platforms and tools are substantial and include license fees, support and upgrade costs, administrative, training, hardware as well as maintenance costs.



Rolta SmartMigrate™ is a unique comprehensive migration solution powered by the highest degree of automation. It provides an end-to-end program for Technology Consolidation – Migration – Application transformation. It brings significant automated migration across the Database / Data warehouse migration, BI and Analytics platform migration, application rewiring and optimization for custom analytical, transactional and SAP ECC applications on SAP HANA®. Rolta SmartMigrate™ thereby accelerates organizations on their business transformation journey to SAP S/4 HANA.

For example, when a leading hi-tech company wanted to migrate its flagship product, from a relational database to SAP HANA®, they turned to Rolta for a complete, automation enabled, fast migration. Rolta was able to complete the entire migration from initiation to migration, remediation, testing and validation and performance

optimization, in just three weeks because of the high degree of automation combined with a systematic migration process.

Many retailers as well as manufacturing operations and healthcare companies use Microsoft Excel to document revenue and analyze results, often leading to frequent errors in reporting. Additionally, when data across the enterprise is not integrated, any needed changes take a substantial amount of time and effort to implement.

Rolta also has strong relationships with major global retailers. The Company's successful delivery of many projects that maximize technology effectiveness and its incorporation of best practices has helped clients move from dated, legacy applications and dramatically improve operations.

Rolta consultants have developed a comprehensive planning application leveraging Oracle's Hyperion Planning and Financial Reporting application, taking it to the next level by customizing the planning application in a non-traditional way that would better meet the needs of global retailers. The solution automates the entire process of reporting daily store sales and eliminates excessive manual effort. The management team receives more detailed and accurate standardized financial reports that leads to faster and more accurate business decisions.

For example, in the retail segment, a large apparel chain 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.



Rolta Case Studies

A Global Provider of Blood and Plasma Supplies

This healthcare manufacturing company sought a consulting partner who would be able to provide advice and support for the implementation of new business processes and reporting needs. Migration of data to Oracle 11i was needed for an acquired company and migration of all the consolidated entities to Oracle EBS R12. Rolta was selected because of its in-depth expertise in:

- R11 Oracle EBS - Finance, Manufacturing (Process and Discrete), Inventory, Purchasing, OM, Field Service
- Migration of SAP and MAPICS at acquired entities
- BI Implementation
- Upgrade of EPM/BI instances
- Upgrade of Hyperion/Brio reporting for R12

Rolta worked with the client to document and understand all the requirements and develop a multi-year transition plan for the acquisition and upgrade. Rolta laid out a phased and collaborative approach, leveraging the Company's R13 methodology of "Insights, Innovation and Impact" solutions to develop project strategy and planning. Significant use of Rolta's global delivery capability ensured a low TCO.

To meet tight timelines, four factories migrated to parallel ERP instances, with sales and financials migrated to Oracle for Day 1 readiness. After 90 days, two additional Oracle operating units went live and in nine months migration to Oracle was complete. The R12 upgrade, customization, remediation and initial technical upgrades were completed in parallel with the Oracle migration.

Today, the client's many divisions use the Oracle EBS R12 solution to run the business. The migration and upgrade project resulted in the successful achievement of business and IT goals. R12's efficient new modules streamline and reduce existing customizations. EBS R12 delivers the most long-term value and the technical support to achieve aggressive business goals. Companies with acquisitions and mergers benefit from consolidating multiple software instances into a global single instance.

Global Restaurant Chain with more than 1,800 Locations

A large casual dining restaurant chain, with plans for double locations in the next two years, was looking for the "right" consulting partner to manage its migration to Oracle E-Business Suite Release 12.1.3. The company sought a partner that demonstrated an understanding of the retail/hospitality business, recognized the importance of maintaining the delicate balance of keeping the IT system standard while ensuring flexibility and scalability and one that demonstrated excellence and leadership. They chose Rolta.

Central to Rolta's approach to R12 upgrades is the Company's extensive experience in successfully delivering mission-critical complex projects and programs. Through Rolta's experience with numerous Oracle implementation/upgrades, consultants and technicians manage clients through several critical aspects of an R12 upgrade necessary to achieving success.

Rolta works to:

- Obtain a full understanding and cross-functional agreement around the strategic business initiatives leading to the upgrade
- Identify needed changes in business processes to align with application functionality, thereby maximizing benefits of the upgrade and improving productivity
- Deliver methodology, tools and accelerators that ensure smooth upgrades in a timely manner
- Provide strong project governance through Rolta's comprehensive and consistent program and project management approaches

There is no "one size fits all" upgrade. Rolta has developed a specific methodology called R13 to manage projects with a tailored approach that leads to highly beneficial business transformations. Rolta recognizes that clients have key differentiating business practices that enable them to maintain a competitive advantage. In designing the upgrade project plan, Rolta consultants take care to ensure these mission-critical processes are supported to achieve desired business goals. Rolta utilizes accelerators, tools, the Oracle Solution Center and offshore capabilities to drive project completion on time and within budget.



Rolta Products, Solutions & Services

Enterprise IT Applications

- Rolta SmartMigrate™
- Oracle eBusiness Suite
- Financials
- Human Resources
- Customer Relationship Management
- Asset Management
- Projects Management
- Customer Relationship Management
- Supply Chain Management
- Value Chain Planning
- Discrete and Process Manufacturing
- Database and BI Platform Consolidation
- Enterprise Performance Management
- Enterprise Application Integration
- Rolta Advizer™ Suite
- Data Center Architecture and Design
- Converged Systems and Software Defined Infrastructure
- Cloud Enablement
- Mobility
- Platform & Process Integration
- Managed Services
- Database Management & Administration
- Managed Enterprise Applications
- Project Portfolio Management
- Enterprise Security
- Service Management

Enterprise BI & Big Data Analytics

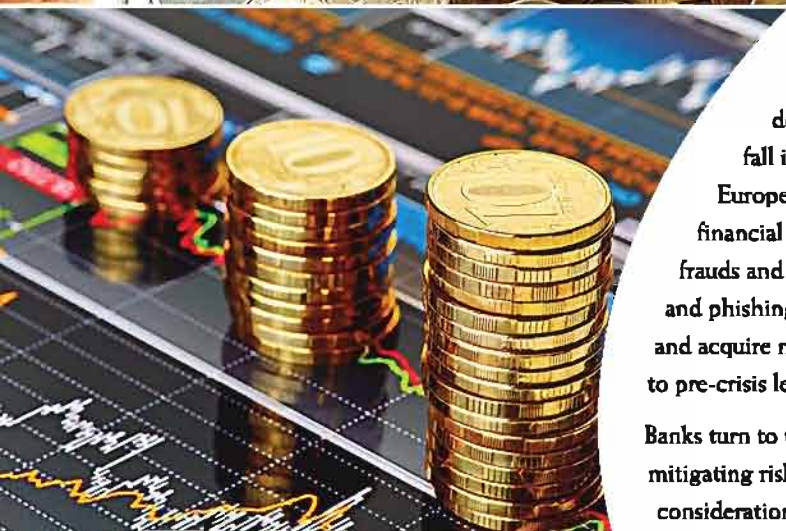
- Rolta OneView™ for Manufacturing
- Rolta IT/OT Fusion™
- Rolta IPerspective™
- Performance Management
- Performance Analytics
- Real-Time Intelligence
- Operational Insights
- Asset Insights
- Maintenance & Reliability Insights
- Supply Chain Insights
- HSE Insights
- Project Insights
- Sustainability Insights
- Business Insights
- Strategy Management
- Sentiment Analysis
- Descriptive Analytics
- Diagnostic Analytics
- Predictive Analytics
- Prescriptive Analytics
- Forecasting
- What-if Scenario Analysis
- Semantic Analysis
- Profitability Analysis
- Human Resources Analysis
- Financial Analysis
- Procure and Spend Analysis
- Project Analysis
- EAM Analysis



Industry Overview

The world economy is slowly coming out of the last decade's global financial crisis which was ignited by the subprime mortgage crisis.

However, the challenges to the world economy still remain, with uncertainties over the Greece debt, the EU debt, the Ukraine geo-political scenario, volatile crude prices, fall in quality of assets financed, slow job growth in the US and Europe, etc. Besides the political and economic factors, banks and financial institutions also face newer challenges in the form of rise in frauds and monetary losses through cyber threats, data breach, hacking and phishing activities, etc. One of the constant fights is also to retain, and acquire new customers. But while bank profits have generally returned to pre-crisis levels, revenue growth continues to be challenging.



Banks turn to technology for help with managing operations efficiently and mitigating risks. Innovation, flexibility and IT risk management are key considerations for banks when selecting solutions to meet their growing needs. In terms of priorities, analytics remains the top technology priority for financial services, followed closely by infrastructure and data center, mobile and cloud capabilities.

Cost reduction, agility and reliability are drivers for banks and insurance companies making infrastructure investments.

Topping the list of infrastructure initiatives are the consolidation of data centers through high performance converged systems and transitioning to cloud to leverage its cost effective and elastic compute capabilities for Big Data Analytics.





Banking & Financial Services Insurance

Rolta Offerings

Rolta's ability to deliver value to financial services organizations boils down to three things- knowledge, planning and speed. A key to Rolta's success in serving banks is that before becoming consultants, Rolta's experts were bankers. They understand the industry. Rolta consultants recognize that each bank is different and they use their long and deep experiences in financial services to work effectively with each client to plan, build and deliver solutions that really work for them. Using a tailored roadmap approach, Rolta effectively allocates resources for fast time-to-value, linking outcomes to corporate goals.

Based on more than 20 years of financial services industry experience, Rolta adopts a holistic approach to address the end-to-end requirements of banks and insurance companies to address their converged infrastructure, cloud and mobility requirements, creation of cloud enabled enterprise applications as well as building advanced analytics solutions to unlock the value of information.

At the IT infrastructure layer, Rolta is in a position to architect, deliver, implement and subsequently manage highly optimized converged systems to cost effectively revamp data centers. For example, a leading bank in North America engaged Rolta to architect their ambitious roadmap for their highly elastic converged infrastructure requirements in their high availability data center. As a result they now have a cost effective scalable solution to meet their growing IT requirements. Such engagements provides Rolta with the early insights into its clients IT roadmap and allows it to expand its footprint across its BFSI portfolio.

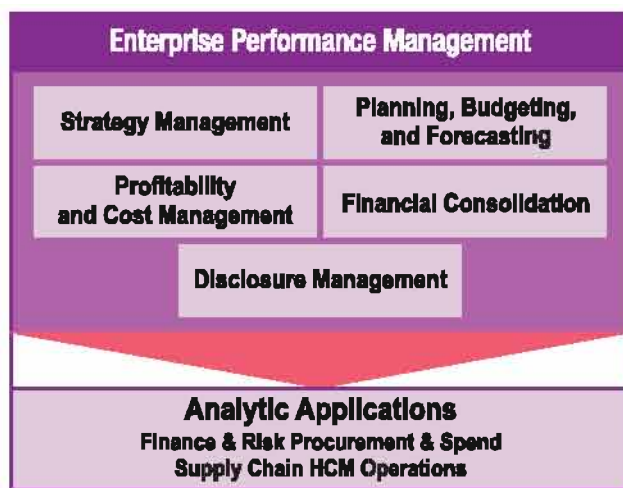
Mobility offers a myriad of opportunities for banking and insurance institutions to provide on-time and on-the-go services to their customers while also enhancing field force productivity with anytime anywhere access to information. Rolta provides a comprehensive set of solutions covering mobile devices and data management, security and its policy and compliance to help organizations to securely adopt mobility. One of the top 25 commercial banks in the US chose Rolta for its strong advisory capabilities to build a mobile strategy. With more than 750 locations, they wanted their mobile workforce to easily and securely access business applications and data. Rolta delivered a roadmap and solution 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.

As more organizations consider moving applications to the cloud, Rolta helps to ensure the optimization of ERP cloud applications and competitive-edge implementations by providing both technology expertise and an insider understanding of financial services business needs combined with an understanding of industry regulations. Rolta has the necessary combination of world-class business experts, on-the-ground industry-specific experience and dedicated, technical expertise to guide clients through an ERP cloud implementation. The



company's proven methodology helps reduce complexity, mitigate risk and increase the business value delivered from applications on the cloud.

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, predominantly from the banking, financial services and insurance segment.



Creating meaningful plans, budgets and forecasts has always been challenging for banks. Historically, insights for forecasts and budgets has come from average balance and income. But these numbers represent results, not a plan to achieve them. To achieve true banking intelligence, Rolta

helps banks look at the drivers behind these numbers, reviewing critical factors like anticipated new business, the interest spread on that new business, funding credits & charges and the expected interest rate for each of their many product offerings. Rolta's financial services consultants help banks use these constantly changing dynamics to understand how profitable the enterprise is and how each department and product contributes to earnings.

A leading bank engaged with Rolta to automate and integrate budgeting/forecasting and balance sheet management with the ability to do detailed line of business level forecasting at a granular level. Rolta provided an integrated Oracle 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.

Another good example is that of PNC Bank, they were 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.

Business intelligence and advanced analytics is another area where Rolta's team of highly experienced BI professionals have assisted countless organizations to improve the use of their data throughout the enterprise to drive truly sustainable competitive advantage. Whether these requirements are for



packaged analytics solutions such as Oracle Financial Services Analytical Applications (OFSAA) suite, in which the company specializes, or for the company's own growing list of packaged analytics solutions specifically designed to address the banking and financial segment.

A good example includes a leading bank in Southeast Asia that engaged Rolta for its financial transformation program leveraging OFSAA. Their mandate was to build a solution for multi-dimensional profitability management integrated with funds transfer pricing and activity based costing to measure and manage profitability at the lowest level of detail. By developing a complex data integration architecture and using OBIEE (Oracle Business Intelligence Enterprise Edition) as a flexible and user intuitive reporting system, the bank was able to analyze performance across various dimensions with a budgetary variance analysis and DRM (Data Relationship Management) to maintain uniform data / dimension relationship management.

Rolta's Big Data Analytics Suite for BFSI now Includes

Rolta Customer Engagement Analytics	For customer retention, market share growth and increasing customer satisfaction
Rolta Early Warning System	For NPAs to identify distressed assets at its nascent stage
Rolta Fraud and Crime Prevention Analytics	To manage risk across a financial institution's business lines and customer accounts
Rolta Integrated Asset Liability and Liquidity Management Analytics	To provide unique business value through integrated insights and correlated operational & business intelligence

Spurred by the success of its flagship Rolta OneView™ Enterprise Suite for BI and Big Data Analytics targeted at

the process manufacturing industries, as well as its deep experience through numerous analytics projects in BFSI, Rolta took the bold step to develop its own IP for Big Data Analytics. These products rely heavily on Rolta OneView™ analytics framework and combine its data science driven predictive and prescriptive analytics algorithms to provide deeper insights.



For example, a leading bank in India had witnessed an exponential growth in its credit card business. However, after the economic recession they witnessed increased defaults and were struggling to effectively manage delinquencies which negatively impacted their otherwise profitable credit card business. They engaged Rolta to implement a Credit Card & Delinquencies Analytics to address this issue. The final solution involved interfacing credit card data starting from card origination, to invoicing and payments, thereby touching upon all data points on the card life cycle. This data was correlated and analyzed using advanced algorithms to mine through for distress signals, payment behavior, usage behavior, recovery efficiency etc. and further integrated with core transaction systems to generate cross selling opportunities.



Rolta Case Studies

One of the largest Diversified Financial Services Organizations In the U.S.

This financial services firm faced numerous challenges from its old planning system and processes. Data was stored manually in hundreds of excel spreadsheets and the organization was restricted to only a single year view. Executives were extremely limited in their ability to perform what-if scenario analysis. They had limited ability to support driver-based planning and balance sheet disconnects occurred between ALM and LOBs.

Rolta worked closely with the bank to implement Oracle Hyperion Planning as the firm's budget & forecast solution, which also included the use of Oracle's FS Balance Sheet Planning module to model the Balance Sheet & Net Interest Income accounts. While many financial services organizations have implemented Hyperion Planning, only a few have implemented BSP.

Rolta implemented a complete solution, delivering an integrated suite of applications that share a common instrument-level relational data model. These applications enable the financial institution to measure and manage risk-adjusted performance, cultivate a risk management culture through transparency and lower the costs of compliance and regulation.

The bank now has a vital connection between the bank's budgeting process and its day-to-day performance drivers. Managers can accurately plan business unit level margin and profit with a common cash flow engine shared with Oracle ALM & FTP applications. Executives are able to determine accurate current position projections based on customer instrument-level details and can develop regulatory capital requirements and capital plans based on budgeted balance sheet data.

U.S. Commercial Bank Holding Companies

One of the 20 largest U.S. commercial bank holding companies was faced with the need for financial systems transformation as a result of an acquisition resulting in total assets of approximately \$110 billion, over 870 branches and 13,000+ employees. The bank faced dual stresses of growth through acquisitions and increasing regulatory reporting requirements, pressing systems and processes closer to the breaking point and resulting in employee dissatisfaction and attrition. Bank leaders recognized the need to rethink and streamline planning and forecasting approaches, including level of organizational account and product planning, costing approach and FTP methodology.

Rolta provided a 'best practices' based design for an integrated financial systems architecture and partnered with the client to identify implementation initiatives to realize future state goals and lay out a tailored implementation roadmap.

Solutions were developed to provide:

- Hyperion Planning including driver based NII/NIE planning, cash flow-based balance sheet modeling, Workforce & CAPEX planning
- Financial Close Management and Consolidations, including account reconciliation and disclosure management
- Implementation of a Hierarchy Management System, including rationalization of dimensions and definition of a Data Governance Policy and accompanying procedures
- Financial Data Mart and Profitability Reporting, including data integration strategy, standardized reporting, development of FDM models and mappings, integrated profitability reporting, and addressing data quality issues

Rolta worked closely with the client's IT department to provide clear and concise communication, project expectations and timelines that resulted in a smooth and successful implementation process. Through the integration of financial processes and systems, software applications and technology infrastructure, the organization is now better positioned for future growth.



Rolta Products, Solutions & Services

Enterprise BI & Big Data Analytics

- Rolta Early Warning Analytics
- Rolta Customer Engagement Analytics
- Rolta Asset Liability and Risk management Analytics
- Rolta Fraud Prevention Analytics
- BI & Big Data Assessment, Strategy and Roadmap
- Social Media Analysis
- Sentiment Analysis
- Semantic Analysis
- Enterprise Data Warehousing
- Master Data Management
- Human Resources Analysis
- Financial Analysis
- Project Analysis
- What-if Scenario Analysis
- Actionable Intelligence
- Budgeting, Planning and Forecasting
- Financial Consolidation & Planning
- Profitability Analysis
- Hyperion Planning
- Operational Risk & Compliance Management
- Capital Management
- Anti-Money Laundering
- Oracle Financial Services Analytical Applications

Enterprise IT Applications

- Rolta SmartMigrate™
- Oracle eBusiness Suite
- Financials
- Human Resources
- Customer Relationship Management
- Asset Management
- Database and BI Platform consolidation
- Enterprise Performance Management
- Enterprise Application Integration
- Rolta Advizer™ Suite
- Data Center Architecture and Design
- Converged Systems and Software Defined Infrastructure
- Cloud Enablement
- Mobility
- Platform & Process Integration
- Managed Services
- Database Management & Administration
- Managed Enterprise Applications
- Project Portfolio Management
- Enterprise Security
- Service Management

Shareholder Information

Annual General Meeting:

Date : September 26, 2015

Time : 11.30 a.m.

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

Financial year: April 01 to March 31

Financial Calendar for the Year 2015-16 (tentative and subject to change)

Board Meetings - Financial reporting:

2nd Quarter ending September 2015 – On or before 14th November, 2015

3rd Quarter ending December 2015 – On or before 14th February, 2016

Financial year ending March 2016 (Audited) – On or before 30th May, 2016

General Meeting:

Annual General Meeting for the year ending March 31,
2016 - August / September 2016

Date of Book Closure:

Book Closure dates Thursday, September 24, 2015 to
Saturday, September 26, 2015 (both days inclusive)

Dividend:

₹ 3/- per equity share of ₹ 10/- each (proposed) (i.e. 30%)

Dividend Payment Date:

N-ECS Credit / Dispatch of dividend warrant on or after
[October 8, 2015] 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 500

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

The Annual listing fees for the year 2015-16 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, 2015, there were 8,59,548 GDRs (equivalent to 8,59,548 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

98.31% of the equity share capital of the Company is in 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. The transfers received by the Company/ Registrar & Share Transfer Agent are generally processed and transferred within 10 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 Registrar & Transfer Agent (R&T Agent) M/s. Link Intime India Pvt. Ltd. or to 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 / Corporate 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 : mt.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.

Registered Office:

Company Secretary, Rolta India Limited
Rolta Tower A,
Rolta Technology Park,
MIDC, Andheri (East),
Mumbai 400 093.

Tel No.: 292 66666

Fax No.: 022 2836 5992

Email : investor@rolta.com

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)

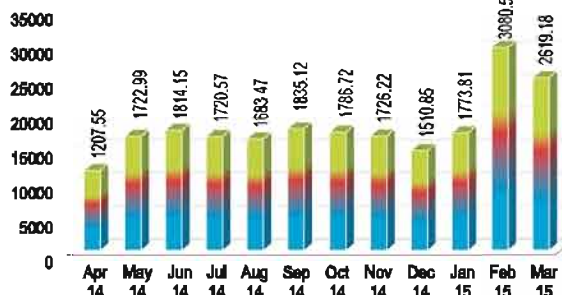
b) Central Depository Services (India) Ltd. (CDSL)

Volume as percentage of Equity

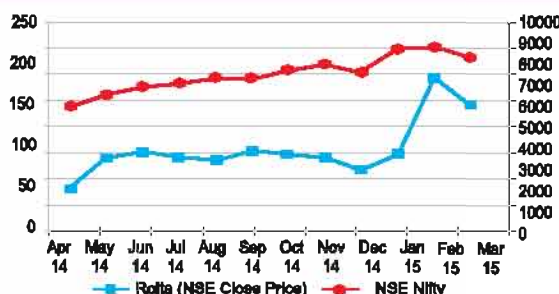
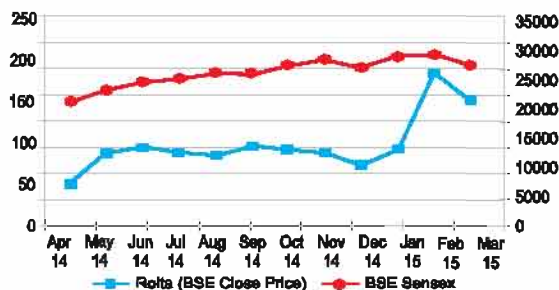
The Company's scrip continues to enjoy high trading volumes in relevant stock exchanges offering high liquidity. Over 77.80% of the trading volume is on the NSE. The total number of shares traded on National Stock Exchange and Bombay Stock Exchange Limited between April 01, 2014 and March 31, 2015 was 53,91,58,657 which represents 334.20% of the Share Capital of the Company as on March 31, 2015.

Market Capitalization

₹ In Cr.

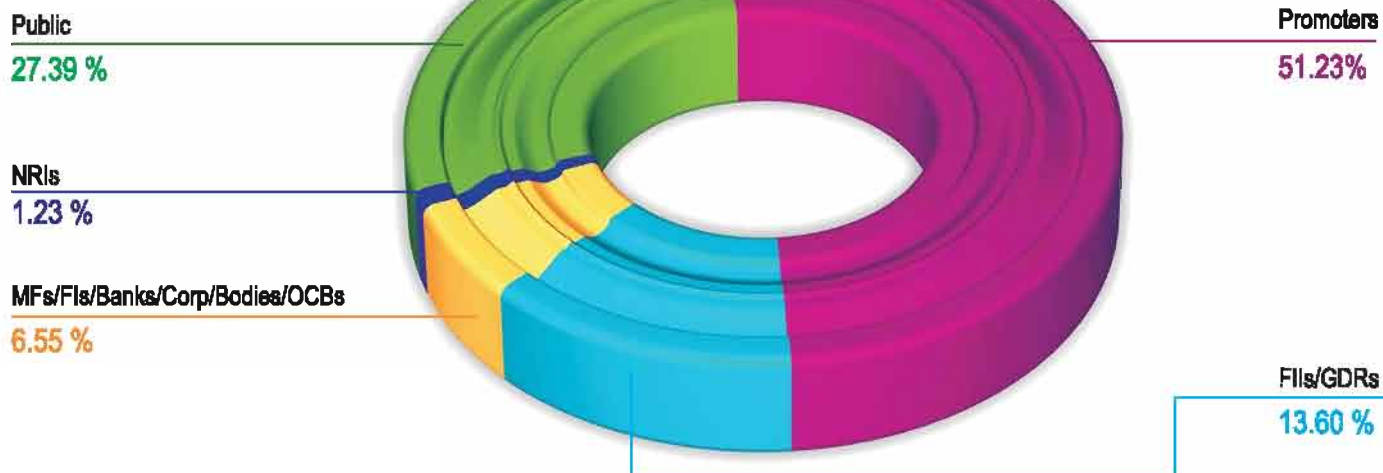


PERFORMANCE OF ROLTA IN COMPARISON TO BSE / NIFTY



Shareholder Information

Shareholding Pattern as on March 31, 2015



Distribution Schedule as on 31st March, 2015:

Range (in ₹)	Total Holders	% of Total Holders	Total Holding	% of Total Capital
1-5000	115648	88.5737	15936278	9.8781
5001-10000	8573	6.5660	6644754	4.1188
10001 - 20000	3303	2.5297	5025216	3.1149
20001 - 30000	1080	0.8272	2795308	1.7327
30001 - 40000	510	0.3908	1834231	1.1389
40001 - 50000	348	0.2685	1636483	1.0144
50001 - 100000	582	0.4457	4262222	2.6419
100001 - 999999999	523	0.4006	123194604	76.3623
Total	130587	100.0000	161329096	100.0000

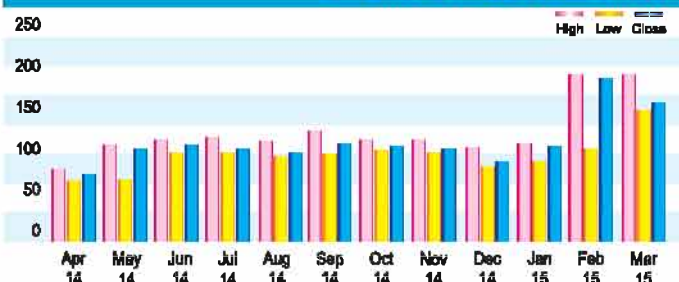
Due dates for proposed seven years' Transfer of Unclaimed Dividend to IEPF as per provisions of the Section 205C of the Companies Act, 1956 / Section 124 of the Companies Act, 2013:

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 31-03-2015)
1	24-11-2008	2007-08	3.00	05-01-2016	56,35,530.00
2	24-11-2009	2008-09	3.00	05-01-2017	61,14,534.00
3	24-11-2010	2009-10	3.25	05-01-2018	72,09,851.50
4	28-11-2011	2010-11	3.50	09-01-2019	75,68,340.50
5	24-11-2012	2011-12	3.00	05-01-2020	68,09,286.00
6	23-11-2013	2012-13	3.00	04-01-2021	75,42,745.00
7	27-09-2014	2013-14	2.25	07-11-2021	46,50,804.66

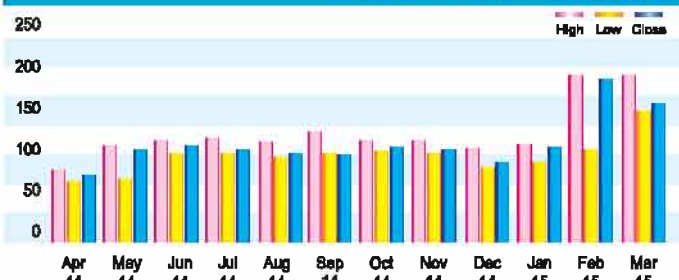
Distribution of shareholding by ownership as on March 31, 2015

Sr. No.	Category of shareholder	Total Number of Shares	Total shareholding as a percentage of total number of shares
1	Shareholding of Promoter and Promoter Group	82645298	51.23
2	FII / GDRS	21935200	13.60
3	MFs / FI / Banks / Corp. Bodies / OCBs	10570473	6.55
4	NRIs	1977274	1.23
5	Public	44200851	27.39
	TOTAL	161329096	100.00

BSE STOCK MARKET PRICE DATA



NSE STOCK MARKET PRICE DATA



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 communicated 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 now / immediately. In case of physical shareholding, in order to provide protection against fraudulent encashment of dividend warrants, members are requested to provide, if they have not already done, 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.

Rohta Monthly Price (BSE) April 01, 2014 to March 31, 2015

Month	High (₹)	Low (₹)	Close (₹)	Avg. Close (₹)	Daily Avg. Volume
Apr. 2014	77.85	73.80	74.80	77.27	313136
May 2014	109.90	103.75	106.70	84.12	516263
Jun. 2014	113.80	109.10	112.35	108.74	525147
Jul. 2014	109.00	105.00	106.75	109.63	473309
Aug. 2014	106.50	103.80	104.15	105.80	261373
Sept. 2014	116.90	112.80	113.80	113.92	630425
Oct. 2014	111.70	109.85	110.50	110.73	258727
Nov. 2014	108.70	108.55	106.90	110.24	350902
Dec. 2014	94.70	93.00	93.80	98.85	197847
Jan. 2015	113.80	108.55	110.05	103.32	277761
Feb. 2015	196.80	182.00	191.10	132.25	1275114
Mar. 2015	166.85	161.75	162.40	166.84	775093

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 its shareholders.

Shareholders' queries & grievances are replied promptly.

Dividend Warrants are normally mailed within a week 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.

Rohta Monthly Price (NSE) April 01, 2014 to March 31, 2015

Month	High (₹)	Low (₹)	Close (₹)	Avg. Close (₹)	Daily Avg. Volume
Apr.2014	77.75	73.50	74.85	77.36	850473
May 2014	109.70	104.00	106.80	84.23	1568858
Jun. 2014	113.90	109.00	112.45	108.74	1669195
Jul. 2014	109.10	104.30	106.65	109.49	1709150
Aug. 2014	108.40	104.00	104.35	105.81	883262
Sept. 2014	116.80	112.70	113.75	113.84	2173652
Oct. 2014	111.50	109.80	110.75	110.76	832057
Nov. 2014	108.60	108.50	107.00	110.23	1177448
Dec. 2014	94.50	92.75	93.85	98.80	802400
Jan. 2015	113.90	108.50	109.95	103.45	841080
Feb. 2015	196.80	181.20	190.95	132.30	5548186
Mar. 2015	166.80	161.55	162.35	166.62	2664236



Brand Valuation

₹ 48.81 billion

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 14.95 has been arrived at for Rolta by assigning scores for various market parameters. The profit before interest and taxes of the Company is 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	2014-15	2013-14	2012-13
Profit before Interest, Exceptional Item and Taxes	7,467	6,142*	6,096
Less: Non Brand Income	174	80	345
Adjusted PBIT	7,293	6,062	5,751
Profit for the brand and associated intangibles	7,293	6,062	5,751
Average Capital Employed	46,938	45,341	40,018
Remuneration of Capital %	5%	5%	5%
Remuneration of Capital	2,347	2,267	2,001
Profit after tax attributable to Brand and associated intangibles	4,946	3,795	3,750
Income Tax	1,681	1,290	1,275
Profit after tax attributable to Brand and associated intangibles	3,265	2,505	2,475
Brand Multiple Applied	14.95	16.73	16.03
Brand Value	48,810	41,908	39,674

* 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

₹ 175.59 billion



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.

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 treat 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 ₹ 175,594/- Million. This is summarized in the table below.

Particulars	(₹ in Millions)		
	2014-15	2013-14	2012-13
Total value of Human Resources	175,594	208,124	165,673
Revenues per employee	12.16	7.88	7.51
Net Profit (excluding exceptional item) per employee	0.81	0.89	1.08
Value of Human Resources per employee	58.03	65.53	57.13
Total Revenue / Total Value of Human Resources (Ratio)	0.21	0.12	0.13

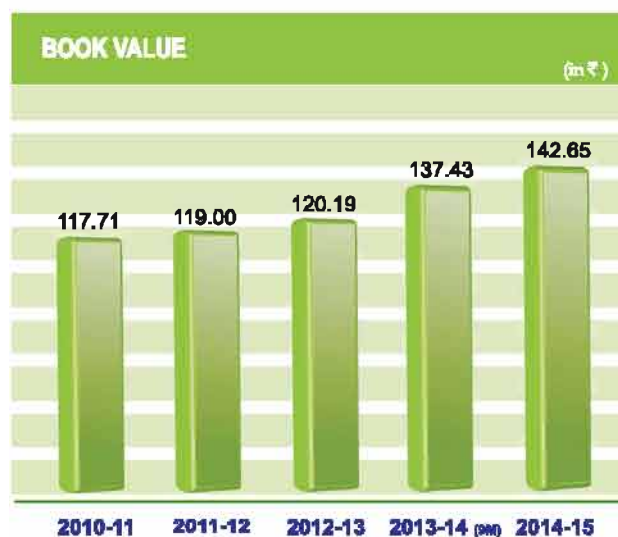
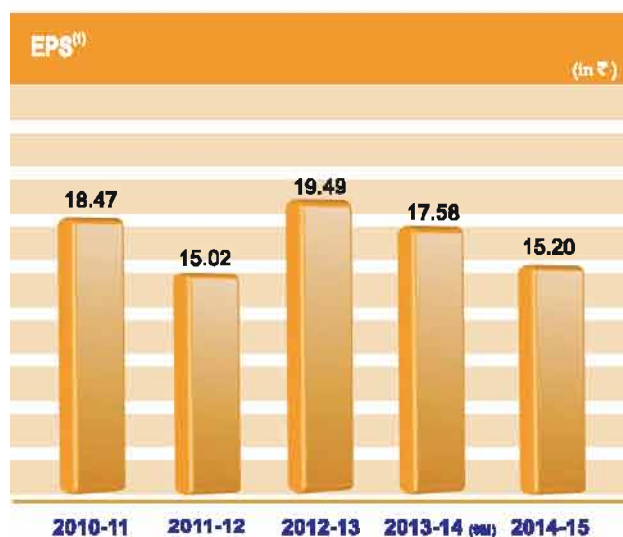
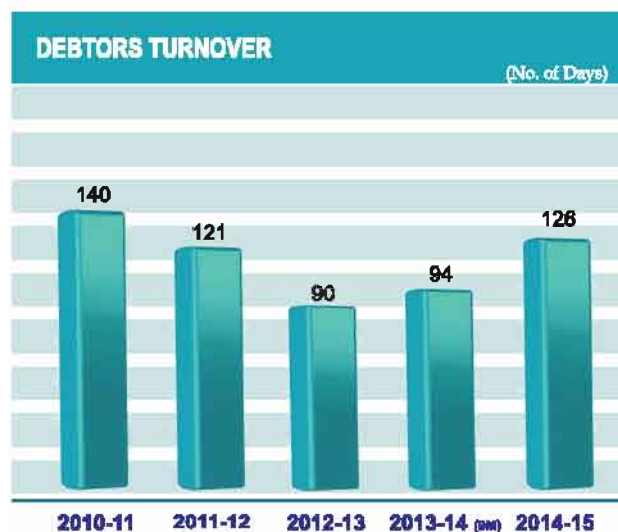
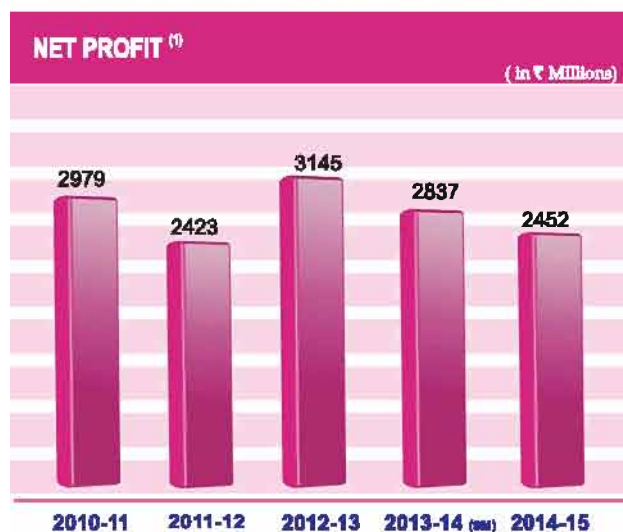
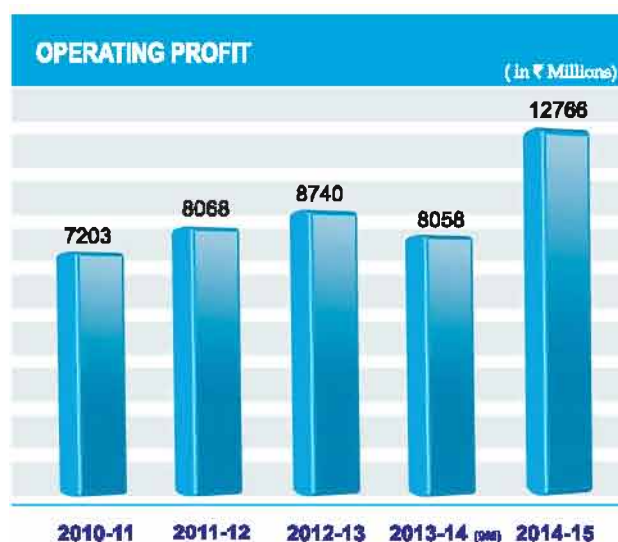
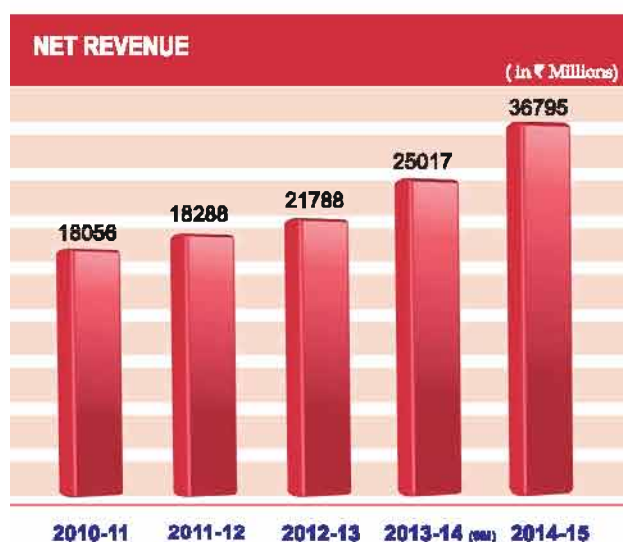
Assumptions

The key assumptions used are:

- Employee compensation includes all direct and indirect benefits, earnings both in India and abroad.

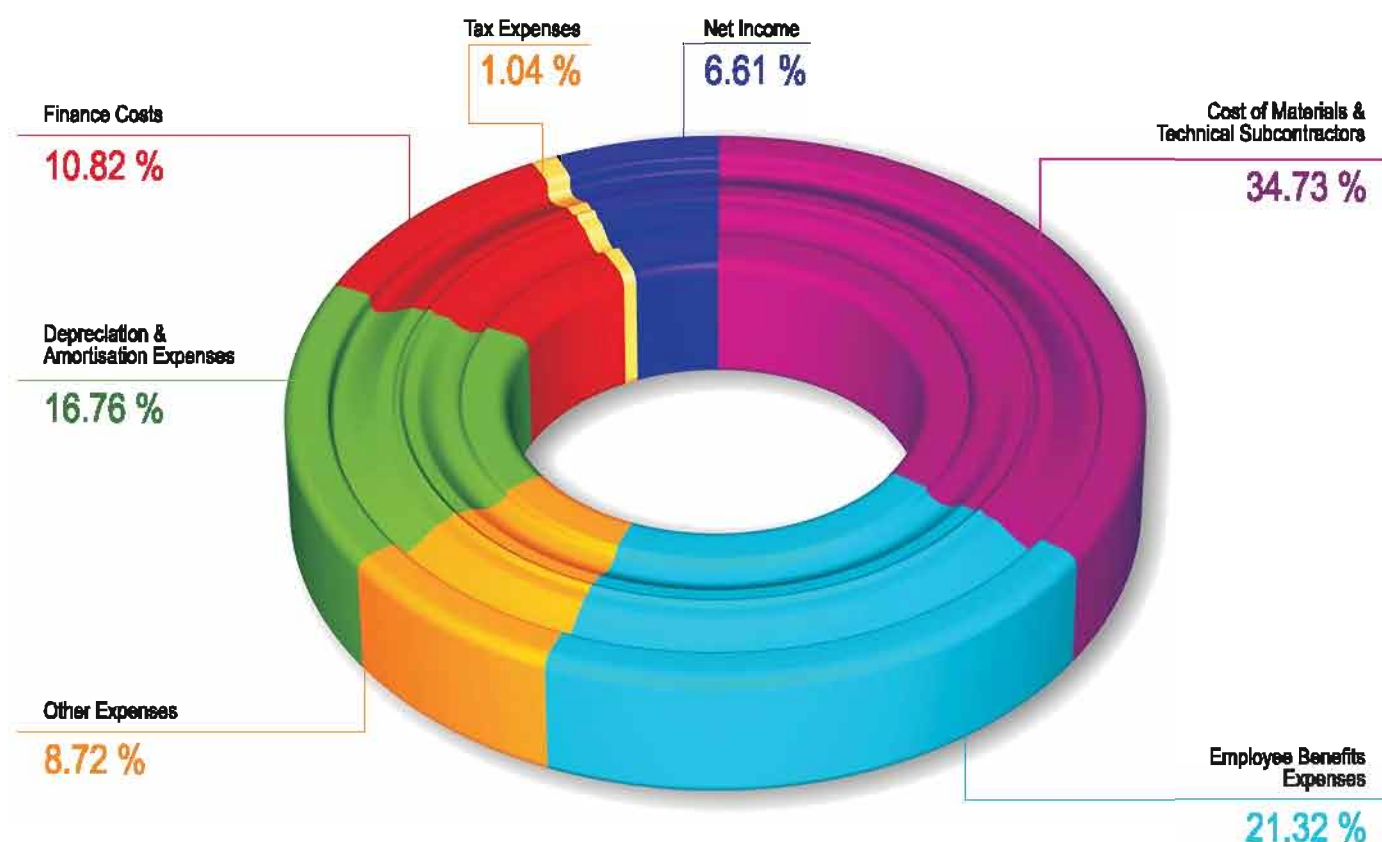
- The average annual increment is based on the increment paid during the last 3 years
- Retirement age is as per Company policy.

Ratio & Ratio Analysis

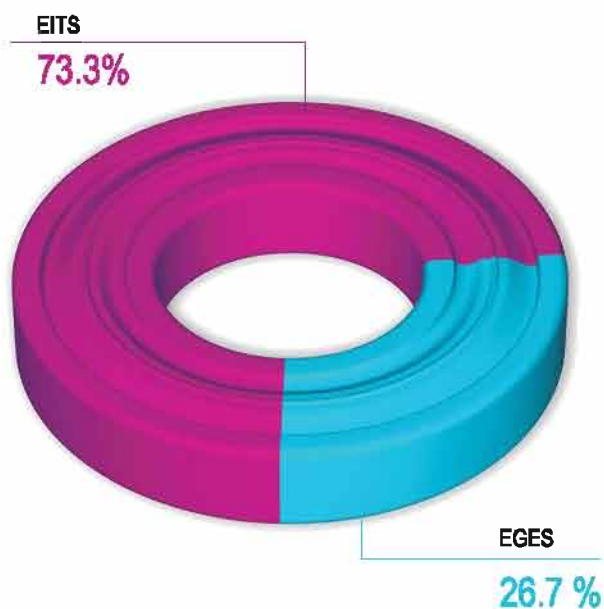


^(*) Excluding exceptional items

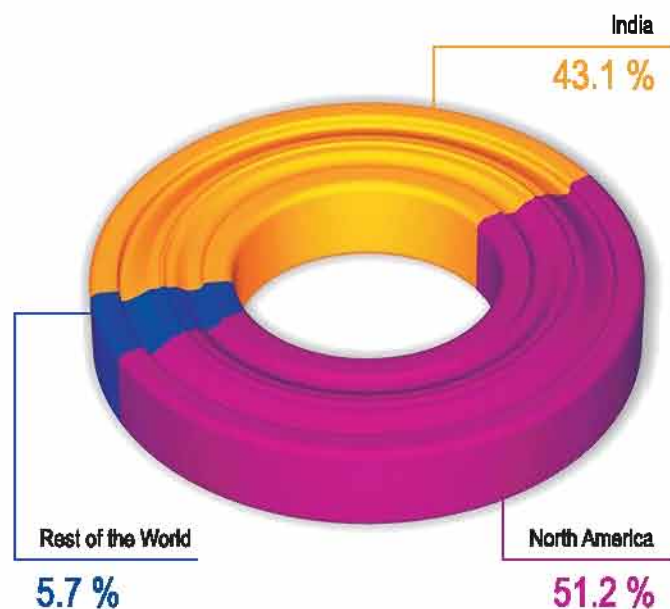
Distribution of Revenue 2014-15



Revenue Mix SBGs



Revenue Mix Geography



BOARD'S REPORT

To,
The Members
Rolta India Limited

Dear Members,

Your Directors are pleased to present the 25th Annual Report on the business & operations of your Company together with Audited Accounts & Auditor's Report for the Financial Year ended 31st March, 2015.

FINANCIAL HIGHLIGHTS & REVIEW OF PERFORMANCE

The Company's financial performance, for the year ended 31st March, 2015 is summarised below:

(₹ In Crore)

	Consolidated	
	Financial year ended March 31, 2015	Financial year (Nine Months Period) ended March 31, 2014
Revenue		
Sales of IT Solutions and Services	3,679.46	2,501.72
Other Income	30.72	5.68
Total Revenue	3,710.18	2,507.40
Expenses		
Cost of Materials & Technical Subcontractors	1,288.50	826.48
Employee Benefit Expenses	790.99	629.06
Finance Costs	401.34	247.94
Depreciation and Amortization Expenses	622.00	363.64
Other Expenses	323.35	240.41
Total Expenses	3,426.18	2,307.53
Profit / (Loss) Before Exceptional Items and Tax	284.00	199.87
Exceptional Items		
Less : Additional Depreciation due to change in Estimates	--	--
Profit / (Loss) before tax	284.00	199.87
Tax expense / benefit	38.83	(83.80)
Profit for the year before minority Interest	245.17	283.67
Minority Interest	-	0.02
Profit / (Loss) for the year	245.17	283.69

Financial Performance

In the year 2013-14, the Company changed its financial year starting April 1 to March 31 in order to comply with new Companies Act, 2013, hence the previous financial year was for a period of nine months beginning 1st July 2013 to 31st March 2014, therefore the audited results are for the nine month period ended 31st March 2014, which are not strictly comparable with audited results for the year ended 31st March 2015. However, to give meaningful comparison of statement of profit and loss, we have compared the previous 12 months period comprising of unaudited 3 months period 1st April 2013 to 30th June 2013 and audited results of nine months period 1st July 2013 to 31st March 2014 with audited results of current twelve month period 1st April 2014 to 31st March 2015.

During the year under review, Your Company has registered consolidated revenue for financial year ended March 31, 2015 at ₹ 3,679.46 Crore against ₹ 3,113.92 Crore in previous year, registering a Year -on-Year growth of 18.20%. The total Consolidated Earnings before interest, tax,

depreciation and amortization (EBITDA) for financial year ended March 31, 2015 is ₹ 1,276.62 Crore against ₹ 1,033.06 Crore in previous year, registering a Year -on-Year growth of 23.60%. Consolidated profit after tax for the financial year ended March 31, 2015 is ₹ 245.17 Crore as against previous period is not comparable due to exceptional item.

The Basic Earnings Per Share after exceptional item and tax for the financial year ended 31st March, 2015 was ₹ 15.20 as against previous period ₹ (47.25) is not comparable due to exceptional item. The Basic Earnings Per Share was computed by considering the weighted average number of shares outstanding during the period is as per the provisions of 'Accounting Standard 20' notified under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rule, 2014.

The Company's net worth increased to ₹ 2,301.43 Crores as on 31st March, 2015 from ₹ 2,217.21 Crore in March 31, 2014, reflecting the inherent strength of the Company. The book value per share as on 31st March, 2015 is ₹ 142.65 as against ₹ 137.43 at the end of March 31, 2014.

The Financial performance on Standalone basis is as follows:

(₹ In Crore)

	Standalone	
	Financial year ended March 31, 2015	Financial year (Nine Months Period) ended March 31, 2014
Revenue		
Sales of IT Solutions and Services	1,871.50	1,142.89
Other Income	17.42	6.02
Total Revenue	1,888.92	1,148.91
Expenses		
Cost of Materials & Technical Subcontractors	103.46	37.30
Employee Benefit Expenses	243.06	171.42
Finance Costs	133.20	142.33
Depreciation and Amortization Expenses	614.26	354.21
Other Expenses	181.46	125.32
Total Expenses	1,275.44	830.58
Profit / (Loss) Before Exceptional Items and Tax	613.48	318.33
Exceptional Items		
Add : Profit on sale of investments in subsidiaries	134.10	52.47
Less : Additional Depreciation due to change in Estimates	--	--
Profit / (Loss) Before Tax	747.58	370.80
Tax Expenses	31.06	(88.59)
Profit / (Loss) for the year	716.52	459.39

The Company's standalone revenue was ₹ 1,871.50 Crore for the financial year ended March 31, 2015 as against ₹ 1,495.42 Crore for the previous twelve months period ended 31st March, 2014 representing 25.1% increase.

The Profit after tax for the financial year ended March 31, 2015 is ₹ 716.52 Crore as against ₹ (549.55) Crore in the previous twelve month period ended 31st March, 2014.

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 financial year ended 31st March, 2015 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 ₹ 3,679.46 Crore for the financial year ended March 31, 2015, whilst the net profit/(loss) after tax for the financial year ended March 31, 2015 was ₹ 252.90 Crore.

The difference in the net profit as arrived under the Generally Accepted Accounting Practices in India, and net profit under IFRS was ₹ 7.73 Crore mainly on account of the following factors: variation in the method of accounting for depreciation/ amortization amounting to ₹ (5.96) Crore; share based payments to employees ₹ 0.97 Crore; Reversal of Exchange Difference Capitalised as per Accounting Standard 11 ₹ 15.50 Crore; taxation ₹ (0.40) Crore and others ₹ (2.38) 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 ₹ 3/- per equity share for the financial year ended March 31, 2015. The dividend payout is subject to approval of members at the ensuing Annual General Meeting of the Company. The dividend will sum up to a total of ₹ 58.25 Crore including dividend distribution tax, as compared to ₹ 42.47 Crore in the previous year.

The dividend will be paid to members whose names appear in the Register of Members as on September 26, 2015. 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

Business Overview

Rolta has made major strides in transforming its business model to effectively respond to changing business scenarios in Indian and international markets.

In the domestic market, there is a major push for "make in India" initiatives, especially in the vast defence and security sector. On the other hand, the international marketplace is increasingly demanding enterprise-level IT solutions that provide business insights for effective decision-making by operations and executive management.

The Company has consciously focused on building a large portfolio of its own intellectual property (IP) that is at the core of its world-class solutions. Its strategy has met with significant success and has placed the Company in a strong position for even greater success in the years ahead.

Defense and Security

Rolta continues to sustain and strengthen its leading position in the Indian Defence & Security markets as a provider of indigenous Command, Control, Communications, Intelligence, Surveillance and Reconnaissance (C²ISR) solutions by continually enhancing its portfolio.

- **Battlefield Management System (BMS):** Ministry of Defence (MoD) has selected the exclusive consortium of BEL and Rolta

as one of the two Development Agencies for the Battlefield Management System (BMS) project worth over ₹ 60,000 Crore.

- The BMS is categorized as a "Make" programme under the DPP, and is one of the largest projects being indigenously developed and manufactured for the Indian Army. This prestigious programme is meant to deliver Command, Control and Communications (C³) capabilities to the fighting echelons, operating at the forward edge of the Tactical Battle Area at the Battalion and Combat Group levels. BMS is a situational awareness and visualization system that aims to optimize the operational effectiveness of tactical units.
- As a part of its consortium with BEL, Rolta is responsible for the complete BMS application development and software licensing, GIS software and services. Rolta will also jointly work with BEL for manufacturing subsystems for the soldier system, the overall system design, integration, installation, commissioning and maintenance of the BMS programme.
- **Intelligence, Surveillance and Reconnaissance (ISR):** The Company's indigenous ISR solutions are being exploited by hundreds of users in Indian Defence. These high-tech Image Exploitation Systems are deployed at field formations and utilized to serve critical operational needs of providing essential inputs for operational planning, intelligence acquisition and surveillance.
- Rolta is the only Company in India to have developed and released highly sophisticated indigenous ISR software solutions that are used for assessing and interpreting troop movements and enemy build up at forward locations to counter threats like insurgency, infiltration, etc. With the latest 64-bit release of this software suite, Rolta has now joined just a handful of companies worldwide that have this sophisticated technology to fully exploit the latest advances in satellite and aerial imaging, and cutting edge computing platforms.
- **Optronics:** To further strengthen its indigenous ISR portfolio, the Company has signed definitive agreements to establish a Joint Venture with Meprolight, a leading International Electro-Optics Company. To be owned 51% by Rolta and 49% by Meprolight, the JV will take advantage of technology transfer from Meprolight for developing and manufacturing state-of-the-art Optronics devices based on Image Intensifier and Thermal Imaging technologies in India, for addressing the growing demand for night fighting capabilities by the Indian defence and security forces.
- **Communications:** In the mission critical communications area, the Company has won sizeable orders from West Bengal, Maharashtra, Kerala and AP police forces. Very recently, the Company also successfully implemented the nationwide high power radio communication system based NAVTEX solution for the Directorate General of Light Houses and Light ships (DGLL). The system provides automated messaging for delivery of navigational, meteorological warnings and forecasts, as well as urgent marine safety information to ships. Designed to provide a minimum assured coverage of 250 Nautical Miles from the Indian coastline of over 7,000 kms, this state-of-the-art system has been established over 20 sites.
- **Homeland Security:** Rolta's indigenous safety solutions, which include world-class software like Rolta GeoCAD™, Rolta Command and Control™ and Rolta Crime Analytics™ have been recognized for the significant value they bring to "Safe City" programs across the nation. These solutions have been implemented for numerous police forces in many states and are being used to speedily respond to citizens.

Geospatial Solutions

Rolta has executed hundreds of projects world-wide leveraging and sharpening its domain expertise. It has used this experience and know-how to develop an extensive suite of over 30 software products and solutions to address "Smart City" initiatives globally. These products typically provide intuitive actionable insights in real time through contextual integration of heterogeneous systems and a variety of sensors. The latest release of its spatial integration platform Rolta Geospatial Fusion OnPoint™ includes 64-bit support that helps deployments for managing massive data and is, therefore, uniquely suited to address diverse Smart

City segments. Rolta and Hitachi India Pvt. Ltd. entered into a MoU for jointly addressing significant market opportunities in high-growth business segments in India, and to explore establishing a JV for strategic business collaborations for infrastructure systems in large verticals, including Smart City initiatives such as City Planning, Citizen Services, eGovernance, Smart Utilities and Transportation. Rolta is winning large projects for City Planning applications and being selected for multi-million dollar contracts entailing implementation of Web-enabled GIS with 2D/3D 'intelligent maps' has often garnered recognition and awards from prestigious customers as well as leading Industry bodies.

Engineering Information Management

Rolta is positioned strongly due to its unique ability to integrate its portfolio of engineering solutions with enterprise-level IT applications, thereby raising the value proposition much beyond traditional applications and services. As a result, Rolta not only continues to address multi-million dollar contracts to implement comprehensive Engineering Information System during the CapEx phase, but now extends throughout the OpEx phase to build enduring relationships with its customers. Rolta is in a position to design and develop enterprise-wide global engineering data management standards and work-flows and providing a platform for integration of Operations Technology (OT) with business systems (IT). This in turn, can then culminate with implementation of the Company's flagship Rolta OneView™, BI and Big Data Analytics solution, for ongoing enterprise wide operations and decision making.

Enterprise IT Consulting Services

Rolta's Enterprise IT Consulting group's world-class expertise in Oracle technologies is well recognized and Rolta is a worldwide Platinum Partner with specializations across an extended Oracle Technology stack. Rolta has successfully completed numerous projects for EBS upgrades, BI consolidations, EPM, and Fusion Middleware. The Company continues to build upon its enviable track-record in BFSI for designing and implementing sophisticated applications, including Hyperion-based EPM solutions.

Driven by recognition of the Company's IP and the unique benefits of Rolta SmartMigrate™, the automated solution for migration of applications and databases from one technology platform to another, Rolta is being increasingly sought by customers wanting to consolidate technologies.

On the IT Infrastructure side of the business, the Company is also looked up to for providing cutting-edge solutions for deployment of sophisticated Converged Systems, Cloud-enablement, Mobility and Enterprise Security, with multi-year Managed Services engagements. Rolta received an IT Excellence Award from VMware in India, for the "Best implementation of Private Cloud Automation", recognizing Rolta's expertise and innovative approach to implementing such cutting edge technologies.

Business Intelligence and Big Data Analytics

During the year, the Company continued to gain significant traction in BI/Big Data Analytics area with new opportunities for Rolta OneView™ and major extension of scope of existing engagements. The Company was engaged by clients in Transportation, Chemicals, and Utilities, besides Oil & Gas. The release of Rolta OneView™ 6.0 has positioned the solution platform even higher in the competitive landscape by significantly enhancing its features and pre-built functionality. It is now Cloud-ready and supports multi-tenancy and multi-site implementations. This release brings significant innovations in predictive and prescriptive analytics and supports various languages such as Chinese, Japanese, Russian, Spanish, German and Arabic. Rolta is now able to gain much wider access to the large SAP customer base through its strategic OEM partnership.

Building upon its BI/Big Data and Data Science expertise, Rolta has added several products to its portfolio for predictive analytics to address 'Asset Liability & Liquidity Management', 'Fraud & Crime Prevention', and 'Early Warning for Stressed Assets' for the BFSI vertical.

International Presence

Rolta continues to expand its worldwide footprint in the key markets that it serves. It has successfully executed projects in over 45 countries in all

continents. In addition to its direct presence through 25+ international offices, Rolta has appointed value added distributors to extend its geographic reach in Europe, China and Russia.

TRANSFER TO RESERVES

During the financial year 2014-15, Your Company has transferred ₹ 71.65 Crore to the General Reserve Account. An accumulated balance of ₹ 517.38 Crore is carried forward to Profit and Loss Account.

SHARE CAPITAL

The paid up equity share capital of the Company as on March 31, 2015 was ₹ 161,32,90,960 divided into 16,13,29,096 equity shares of ₹ 10/- each. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. The Company has neither issued shares under employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

EXTRACT OF THE ANNUAL RETURN

In terms of provisions of Section 92 (3) of the Companies Act, 2013 (Act), read with Rule 12 (1) of Companies (Management and Administration) Rules, 2014, as amended, extract of the Annual Return in Form no. MGT – 9 are set out in Annexure D to the Board's Report.

NUMBER OF MEETINGS OF THE BOARD

A calendar of meetings is prepared and circulated in advance to the Directors. During the financial year ended March 31, 2015, Five (5) meetings of the Board were held with a minimum of one meeting in each quarter in a year and not more than one hundred and twenty days had intervened between two consecutive meetings of the Board. For details of the meetings of the Board, please refer to the corporate governance report, which forms part of this report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, the Company has established a Vigil Mechanism named Whistle Blower Policy (WBP) to provide a formal mechanism to the directors and employees to report their genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct, if any. The details of the WBP is explained in the Corporate Governance report and also posted on the website of the Company.

RISK MANAGEMENT POLICY

The Company has adopted a Risk Management Policy in accordance with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Company reviews the execution of risk management plan and ensures its effectiveness including identification, evaluating, monitoring, and minimizing identifiable risks.

At present the Company has not identified any element of risk which may threaten the existence of the Company.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Board has carried out an annual evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committee(s) after seeking inputs from all the Directors excluding the Director being evaluated. The details of the Board evaluation is explained in the Corporate Governance report which forms part of this report.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Company's remuneration policy is driven by the success and performance of the individual employee and the Company.

The key objective of this policy is to:

- guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.

b) evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.

c) recommend to the Board on remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

COMPOSITION OF 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 erstwhile Companies Act, 1956. The Audit Committee which comprises of Mr. V K Chopra (Chairman), Mr. K R Modi, Mr. T C Venkat Subramanian and Mr. Hiranya Ashar as members. More details of the Audit Committee are given in the Corporate Governance Report.

EMPLOYEES STOCK OPTION SCHEME

In accordance with the Employee Stock Option Scheme 2014 of the Company, a total number of 42,00,000 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 as Annexure F. 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.

PREVENTION OF INSIDER TRADING

The Company has formulated a Code of Conduct for Prevention of Insider Trading with a view to regulate, monitor and report trading by its employees and other connected persons in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 and the same has been posted on the website of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the annual accounts on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

AUDITORS

(i) Statutory Auditors

In the last Annual General Meeting held on September 27, 2014, M/s. Walker Chandio & Co. LLP, Chartered Accountants, have been appointed Statutory Auditors of the Company for a period of Four (4) years. M/s. Walker Chandio & Co. LLP, Statutory Auditor of the Company holds office until the conclusion of the ensuing Annual General Meeting (AGM) and is eligible for re-appointment. Ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.

The Company has received letters from M/s. Walker Chandio & Co. LLP, Chartered Accountants, to the effect that they are eligible to hold office as Auditors and have not incurred any disqualification under the

Companies Act, 2013, and Chartered Accountants Act, 1949 and the Rules and Regulations made therein. Further the Auditors have confirmed that the proposed ratification is in accordance and within limits laid down by or under the authority of the Companies Act, 2013.

The Auditor's Report for the Financial Year ended March 31, 2015 does not contain any qualification, reservation or adverse remark or disclaimer on the financials / operations of the Company. 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 134 of Companies Act, 2013 and Rules made thereunder.

(ii) Secretarial Audit Report

In terms of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company have appointed M/s. Virendra Bhatt, Practicing Company Secretary as Secretarial Auditor to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2015. The report of the Secretarial Auditor is enclosed as Annexure E to this report in Form MR-3. The report is self-explanatory and do not call for any further comments.

SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company and its subsidiaries, prepared in accordance with Accounting Standard 21 notified under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rule 2014, forms part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company.

As on March 31, 2015, Your Company has 2 Indian subsidiaries and 13 overseas wholly owned subsidiaries. During the year, M/s. Rolta Americas LLC and M/s. Rolta Meprolight Pvt. Limited have become subsidiary w.e.f July 01, 2014 and July 03, 2014 respectively. Subject to required regulatory and other approvals, the Company will ultimately hold 51% shares and Meprolight Ltd. will hold 49% shares of Rolta Meprolight Pvt. Limited.

Section 136 of the Companies Act, 2013 has exempted companies from attaching the annual reports and other particulars of its subsidiary Companies along with the Annual Report of the Company. Accordingly, the Annual Reports of the subsidiaries are not attached with this Annual Report. However, statement containing salient features of financial statements of subsidiaries / joint venture as per 129 (3) of the Act, is also included in the Annual Report in Form AOC-1 as Annexure A. The financial statements of the subsidiary companies are kept for inspection by the shareholders at the Registered Office of the Company during the working hours.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

None of the transactions with related parties falls under the scope of Section 188(1) of the Act. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure B in Form AOC-2 and the same forms part of this report.

MATERIAL CHANGES AND COMMITMENTS, IF ANY

Your Company does not have any material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

DEPOSITS

During the Financial Year ended March 31, 2015, the Company has not accepted any deposits falling within the ambit of Section 73 of the Act and The (Companies Acceptance of Deposits) Rules, 2014.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

Your Company has an adequate system of internal financial control commensurate with its size and nature of business. Your Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Corporate Harmony Committee (CHC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. This policy has been uploaded on the website of the Company. The Company has not received any complaint of sexual harassment during the financial year 2014-2015.

DIRECTORS

(i) Retirement by Rotation

In accordance with the provisions of the Companies Act, 2013, Mr. Hiranya Ashar, Director, is retiring at the ensuing Annual General Meeting. Mr. Ashar offered himself for re-appointment, being eligible, Board recommends for his appointment.

(ii) Appointment

Mr. Hiranya Ashar was appointed as Whole-time Director designated as Director Finance & Chief Financial Officer of the Company for a period of five years with effect from November 01, 2012. In recognition of his talent and commendable performance, the Board approved his elevation to play a key role in growing the international business, apart from continuing as the Group CFO. Accordingly, the Board Members at its meeting held on February 7, 2015, have appointed Mr. Hiranya Ashar as Joint Managing Director – International Operations & Group Chief Financial Officer of the Company for a period of five years w.e.f. February 7, 2015. His appointment and remuneration is subject to the shareholders' approval in the ensuing Annual General Meeting of the Company.

(iii) Independent Director

Mr. V K Agarwala, Mr. K R Modi, Mr. V K Chopra, Mr. T C Venkat Subramanian and Mr. M V Nair are Independent Directors on the Board of your Company. The Board of Directors have appointed all the existing Independent Directors as Independent Directors under Companies Act, 2013 for three consecutive years. The members at their Annual General Meeting held on September 27, 2014, approved their appointment.

The Independent Directors have submitted the declaration of independence under Section 149(7) of the Act, stating that they meet the criteria of independence as provided under sub-section(6). In the opinion of the Board and as confirmed by these Directors, they fulfill the conditions specified in Section 149(6) of the Act and the Rules made thereunder about their status as Independent Directors of the Company.

CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in Annexure H of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The policy is available on the website of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo prescribed under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is Annexed as Annexure G to this report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is forming part of this report as Annexure C.

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said Rules are provided in the Annexure forming part of the Annual Report. However, having regard to the provisions of Section 136(1) read with its relevant proviso of the Companies Act, 2013, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished without any fee and free of cost.

ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the Financial Year ended March 31, 2015, no regulator or court or tribunal has passed any significant and material order which is impacting the going concern status and Company's operations in future.

CORPORATE GOVERNANCE REPORT

The report on Corporate Governance as stipulated under the Listing Agreement forms an integral part of this Report. The requisite certificate from the Secretarial Auditor of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

HUMAN RESOURCES

Employees are the most valuable resources of companies in the services sectors and more so in the knowledge-based sectors. Human capital is one of the several strengths that drive growth. At Rolta, this rich and intangible intellectual capital drives innovation and enhances profitability. Rolta's HR strategy enables it to hire, develop and retain best talent from across the industry. Strong HR processes at Rolta enable Company to stay relevant in changing times. Motivated employees are committed to give their best and the Company is committed to provide growth avenues to all ROLTAites. Your Company understands the importance of work-life balance, career advancement, learning and growth opportunities for all its employees. Your Company has a strong performance driven culture and employees are recognized for their commitment to performance. Rolta has well devised performance management system that focuses on results to ensure that good performance is tracked, nurtured and rewarded.

ACKNOWLEDGMENTS

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 an on behalf of the Board of Directors



Kamal K Singh
Chairman & Managing Director

Mumbai,
August 14, 2015

FORM AOC.1

Annexure A

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]

Part "A": Subsidiaries

(In ₹ crore except % of shareholding)

Sr no	Name of the subsidiary	Financial period Ended	Reporting currency	Exchange Rate	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover (1)	Profit before taxation (1)	Provision for taxation (1)	Profit after taxation (1)	Proposed Dividend (1)	% of Shareholding
1	Rolta International Inc.	March 31, 2015	USD	1 USD = INR 62.5908	377.32	(525.80)	2,431.97	2,580.45	-	293.06	(168.12)	3.38	(171.49)	-	100%
2	Rolta Canada Limited	March 31, 2015	CAD	1 CAD = INR 49.4523	138.21	(52.04)	93.94	7.77	-	27.27	7.42	-	7.42	-	100%
3	Rolta Americas LLC	March 31, 2015	USD	1 USD = INR 62.5908	-	(33.97)	2,374.96	2,408.92	-	107.10	(33.45)	-	(33.45)	-	100%
4	Rolta LLC.	March 31, 2015	USD	1 USD = INR 62.5908	-	(41.92)	805.91	847.83	-	94.42	(18.86)	-	(18.86)	-	100%
5	Rolta Asia Pacific Pty. Limited	March 31, 2015	AUD	1 AUD = INR 48.0793	0.22	(11.00)	1.34	12.12	-	3.91	1.65	-	1.65	-	100%
6	Advizex Technologies LLC	March 31, 2015	USD	1 USD = INR 62.5908	1.30	78.80	371.12	291.02	-	1,584.69	35.13	-	35.13	* 41.92	100%
7	Rolta Middle East FZ. LLC	March 31, 2015	AED	1 AED = INR 17.0218	0.85	(199.89)	414.36	613.40	-	56.78	(48.76)	0.04	(48.80)	-	100%
8	Rolta Saudi Arabia Limited	March 31, 2015	SAR	1 SAR = INR 16.6624	2.50	(22.20)	31.69	51.39	-	29.77	0.60	0.09	0.52	-	100%
9	Rolta UK Limited	March 31, 2015	GBP	1 GBP = INR 92.4591	97.39	(201.84)	327.81	432.25	-	45.35	(79.39)	0.25	(79.64)	-	100%
10	Rolta Benelux B.V	March 31, 2015	EUR	1 EUR = INR 67.5104	9.19	(46.26)	18.94	56.01	-	6.22	(3.73)	-	(3.73)	-	100%
11	Rolta Deutschland GmbH	March 31, 2015	EUR	1 EUR = INR 67.5104	0.34	(20.92)	0.81	21.40	-	-	(0.02)	-	(0.02)	-	100%
12	Rolta Hungary Kft.	March 31, 2015	HUF	1 HUF = INR 0.2266	-	(0.06)	0.07	0.12	-	-	(0.06)	-	(0.06)	-	100%
13	Rolta Global BV.	March 31, 2015	USD	1 USD = INR 62.5908	0.01	(19.07)	416.10	435.16	-	-	(18.63)	-	(18.63)	-	100%
14	Rolta Thales Limited	March 31, 2015	INR	-	5.00	(5.05)	0.03	0.08	-	-	(0.06)	-	(0.06)	-	51%
15	Rolta Meprolight Private Limited	March 31, 2015	INR	-	0.01	(0.00)	0.12	0.11	-	-	(0.00)	-	(0.00)	-	100%

Note:

- Investments exclude investment in subsidiaries
- Companies is yet to commence the operation : - Rolta Hungary Kft, Rolta Meprolight Pvt. Ltd.
- Companies liquidated or sold
 - AT Solution is been merged with Rolta International Inc.

- Converted at weighted average exchange rate for the period
* This dividend has been paid before March-2015

For and on behalf of Board of Directors

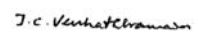
Part "B": Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associated Companies and Joint Ventures

Not Applicable


V K Chopra
Director


K. K. Singh
Chairman & Managing Director


T C Venkat Subramanian
Director


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


Verinder Khashu
Company Secretary & Head
Legal / Compliance


Hiranya Ashar
Jt. Managing Director-
International Operations &
Group Chief Financial Officer
Mumbai
August 14, 2015

FORM NO. AOC – 2

Annexure B

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the Company with the related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

Company has not entered into any contract or arrangement or transactions with its related parties which is not at arm's length during financial year ended March 31, 2015.

2. Details of material contracts or arrangements or transactions at arm's length basis:

(a) Name of the related party and nature of relationship

Name of the related party	Nature of relationship	Duration of contract	Silent terms
Rolta International Inc.	Subsidiary	April 01, 2014 to March 31, 2015	Based on transfer pricing guidelines
Rolta UK Ltd	Subsidiary	April 01, 2014 to March 31, 2015	Based on transfer pricing guidelines
Rolta Middle East FZ LLC	Subsidiary	April 01, 2014 to March 31, 2015	Based on transfer pricing guidelines
Rolta Saudi Arabia Ltd	Subsidiary	April 01, 2014 to March 31, 2015	Based on transfer pricing guidelines
Rolta Benelux BV	Subsidiary	April 01, 2014 to March 31, 2015	Based on transfer pricing guidelines
Advizex Technologies LLC	Subsidiary	April 01, 2014 to March 31, 2015	Based on transfer pricing guidelines
Rolta Canada Ontario Ltd.	Subsidiary	April 01, 2014 to March 31, 2015	Based on transfer pricing guidelines
Rolta Meprolight Pvt. Ltd.	Subsidiary	July 03, 2014 to March 31, 2015	Reimbursement of Expenses
Rolta Power Pvt. Ltd.	Common Director	June 01, 2014 - on going	(i) Rental Income including security deposit received (ii) Reimbursement of Expenses
Rolta Limited	Common Director	July 01, 2013- on going	(i) Reimbursement of Expenses (ii) Lease / Maintenance (iii) Royalty fees

(b) Aggregate value of the above contracts or arrangements or transactions is ₹ 144.01 Cr during the year.

For and on behalf of Board of Directors

Mumbai
August 14, 2015

Kamal K Singh
Chairman & Managing Director

Disclosures as per Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The information required pursuant to Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given below:

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Executive Directors	Title	Ratio to median remuneration
Mr. Kamal K Singh	Chairman & Managing Director	85.81
Mr. Atul Dev Tayal	Joint Managing Director & Chief Operating Officer - Domestic Operations	54.05
Mr. Hiranya Ashar	Joint Managing Director - International Operations & Group Chief Financial Officer	33.93

(ii) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	Title	% increase in remuneration in the financial year
Mr. Kamal K Singh	Chairman & Managing Director	-
Mr. Atul Dev Tayal	Joint Managing Director & Chief Operating Officer- Domestic Operations	9.91
Mr. Hiranya Ashar	Joint Managing Director – International Operations & Group Chief Financial Officer	21.36
Mr. Verinder Khashu	Company Secretary & Head Legal / Compliance	12.11

(iii) The percentage increase in the median remuneration of employees in the financial year: 10.50% (Range of increase 7.5%-17.5%)

(iv) The number of permanent employees on the rolls of the Company (as on 31.03.2015): 1954 (For standalone entity, Rolta India Ltd. - does not include employees on subsidiary payroll).

(v) The explanation on the relationship between average increase in remuneration and Company performance:

The average increase in median remuneration is in line with the performance of the Company, individual performance and in line with the market trends. Company Performance has a higher weightage for senior positions and lower weightage for junior positions.

(vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

₹ in Cr.

Aggregate remuneration of key managerial personnel (KMPs) in FY 2014-15.	13.14
Revenue	1,871.50
Remuneration of KMPs (as % of revenue)	0.70
PBT(before exceptional items)	613.48
Remuneration of KMPs (as % of PBT)	2.14

(vii) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;

Particulars	March 31, 2015	March 31, 2014	% Change
Market Capitalisation (₹ In Crore)	2,619.18	1,182.54	121.48
Price Earnings Ratio	11.38	4.29	165.26

Company's stock price as at 31st March 2015 has increased by 1523.50 % to ₹ 162.35 over the last public offering i.e. IPO in the year 1990 at the price of ₹ 10/- per share, adjusted for (1:1) bonus to date.

(viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Particulars	March 31, 2015
Average percentage increase in the salaries of employees (other than the managerial personnel) who were in employment for the full financial year (12 months).	17.13
Average increase in the salary of the Managerial Personnel for the full financial year.	6.06

(ix) Comparison of each remuneration of the key managerial personnel against the performance of the Company:

Directors / KMP	Title	Remuneration – FY 2014-15 (% PBT)
Mr. Kamal K Singh	Chairman & Managing Director	1.00
Mr. Atul Dev Tayal	Joint Managing Director & Chief Operating Officer - Domestic Operations	0.63
Mr. Hiranya Ashar	Joint Managing Director - International Operations & Group Chief Financial Officer	0.40
Mr. Verinder Khashu	Company Secretary & Head Legal / Compliance	0.11

(x) The key parameters for any variable component of remuneration availed by the directors:

Executive Directors are entitled for payment of commission. The said commission is approved each year by the Nomination & Remuneration Committee within the overall parameters approved by members at the general meeting/s.

(xi) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; and

None

(xii) Affirmation that the remuneration is as per the remuneration policy of the Company.

The Company affirms remuneration is as per the remuneration policy of the Company.

Form No. MGT-9 EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN:-	L74999MH1989PLC052384
ii) Registration Date:	27 June 1989
iii) Name of the Company:	Rolta India Limited
iv) Category / Sub-Category of the Company:	Company Limited by shares / Indian Non-Government Company
v) Address of the Registered office and contact details:	Rolta Tower - A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai – 400093.
vi) Whether listed company Yes / No:	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:	M/s.Link Intime India Pvt Ltd C-13 Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400078. Tel. No: - 022-25963838, Fax No: - 022-25946969 E-Mail-Id: rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No.	Name & Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1.	Enterprise Geospatial & Engineering Solutions (EGES)	998314	26.73
2.	System Integration & Enterprise IT Solutions (EITS)	998316	73.27

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sl. No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1	Rolta Thales Limited Rolta Tower A, Rolta Technology Park, MIDC, Andheri (East), Mumbai - 400 093.	U72900MH2007PLC173286	Subsidiary	51	2(87)
2	Rolta Meprolight Pvt. Ltd. Rolta Tower A, Rolta Technology Park, MIDC, Andheri (East), Mumbai - 400 093.	U29253MH2014PTC255827	Subsidiary	100	2(87)
3	Rolta International Inc. Rolta Center, 5865 North Point Parkway, Alpharetta, GA 30022.	Not Applicable	Subsidiary	100	2(87)
4	Rolta Canada Ltd. 140 Allstate Parkway, Suite 503, Markham, Ontario L3R 5Y8, Canada.	-do-	Subsidiary	100	2(87)
5	Rolta Asia Pacific Pty Ltd. Grant Thornton Level 17, 383 Kent Street Sydney NSW 2000.	-do-	Subsidiary	100	2(87)
6	Rolta LLC 10007 Orange Street, 9th Floor, Wilmington, County of New Castle, Delaware 19801, USA	-do-	Subsidiary	100	2(87)
7	Rolta Americas LLC 10007 Orange Street, 9th Floor, Wilmington, County of New Castle, Delaware 19801, USA	-do-	Subsidiary	100	2(87)
8	Advizex Technologies LLC 6480 Rockside Woods Blvd N, Independence, OH 44131, USA	-do-	Subsidiary	100	2(87)
9	Rolta Saudi Arabia Ltd. Office Nos. 200-201, Wardat Al Salam Bldg. P.O. Box 68371, Riyadh (11527), Kingdom of Saudi Arabia.	-do-	Subsidiary	100	2(87)
10	Rolta Middle East FZ –LLC. Office No. 209-214, Building No. 9, P.O. Box 500106, Dubai Internet City, Dubai, United Arab Emirates.	-do-	Subsidiary	100	2(87)
11	Rolta UK Ltd 100 Longwater Avenue, Green Park, Reading RG2 6GP, United Kingdom.	-do-	Subsidiary	100	2(87)
12	Rolta Benelux B V Jupiterstraat 96, Bldg. Pluspoint No. 2, 2132 HE, Hoofddorp, Postbus 190, 2130 AD, Hoofddorp, Netherlands.	-do-	Subsidiary	100	2(87)
13	Rolta Deutschland GmbH Dornhofstrasse 34, 63263 Neu-Isenburg, Germany.	-do-	Subsidiary	100	2(87)
14	Rolta Hungary Kft 1093 Budapest Vamhaz Korut 13, Hungary.	-do-	Subsidiary	100	2(87)
15	Rolta Global B. V. Jupiterstraat 96, Bldg. Pluspoint No. 2, 2132 HE, Hoofddorp, Postbus 190, 2130 AD, Hoofddorp, Netherlands.	-do-	Subsidiary	100	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year April 01, 2014				No. of Shares held at the end of the year March 31, 2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters (1) Indian									
a) Individual/ HUF	708928	-	708928	0.44	708928	-	708928	0.44	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	80824370	-	80824370	50.10	81936370	-	81936370	50.79	0.69
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1) (2)	81533298	-	81533298	50.54	82645298	-	82645298	51.23	0.69
Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
Total Share- holding of Promoter (A) = (A) (1)+(A)(2)	81533298	-	81533298	50.54	82645298	-	82645298	51.23	0.69
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	700	-	700	0.00	800	-	800	0.00	0.00
b) Banks / FI	4018655	1000	4019655	2.49	4041114	1000	4042114	2.51	0.02
c) Central Govt	100	-	100	0.00	102	-	102	0.00	0.00
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	27046953	-	27046953	16.76	20870958	-	20870958	12.94	-3.83
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	31066408	1000	31067408	19.25	24912974	1000	24913974	15.44	-3.81
2. Non-Institutions									
a) Bodies Corp.	4589992	25612	4615604	2.86	6501847	25512	6527359	4.05	1.19
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	200	-	200	0.00	200	-	200	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	31257423	2451377	33708800	20.89	32294171	2349134	34643305	21.47	0.58
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	5920966	-	5920966	3.67	7963578	-	7963578	4.94	1.27
c) Others									
i) Clearing Member	801960	-	801960	0.50	1317730	-	1317730	0.82	0.32
ii) Foreign Nationals	5000	51250	56250	0.03	5000	51250	56250	0.03	-
iii) Non resident Indian	1691575	303011	1994586	1.24	1675932	301342	1977274	1.22	-0.02
iii) Trust	1100	-	1100	0.00	219886	-	219886	0.14	0.14
Sub-total (B)(2)	44268216	2831250	47099466	29.19	50183038	2727238	52910276	32.80	3.61
Total Public Shareholding (B)=(B)(1)+(B)(2)	75334624	2832250	78166874	48.45	75096012	2728238	77824250	48.24	-0.21
C. Shares held by Custodian for GDRs & ADRs	1628924	-	1628924	1.01	859548	-	859548	0.53	0.48
Grand Total (A+B+C)	158496846	2832250	161329096	100.00	158600858	2728238	161329096	100.00	0

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year April 01, 2014			Shareholding at the end of the year March 31, 2015			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Rolta Limited	65022370	40.30	0	65022370	40.30	0	0
2	Rolta Shares and Stocks Pvt Ltd	15000000	9.30	12500000	16112000	9.99	10000000	0.69
3	Kamal K Singh A/c Singh Family Foundation	600000	0.37	0	600000	0.37	0	0
4	Rolta Properties Pvt Ltd	401000	0.25	0	401000	0.25	0	0
5	Rolta Resources Pvt Ltd	401000	0.25	0	401000	0.25	0	0
6	Kamal K Singh A/c AIFC	55000	0.03	0	55000	0.03	0	0
7	Aruna K Singh A/c AIFC	50000	0.03	0	50000	0.03	0	0
8	Aditya Kamal Singh A/c AIFC	3928	0.00	0	3928	0.00	0	0

(iii) Change in Promoters' Shareholding

Sl. No.	Change in Promoters' Shareholding	Shareholding at the beginning of the year April 01, 2014		Cumulative Shareholding during the year March 31, 2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year Rolta Limited Rolta Shares and Stocks Pvt Ltd Kamal K Singh A/c Singh Family Foundation Rolta Properties Pvt Ltd Rolta Resources Pvt Ltd Kamal K Singh A/c AIFC Aruna K Singh A/c AIFC Aditya Kamal Singh A/c AIFC	65022370 15000000 600000 401000 401000 55000 50000 3928	40.30 9.30 0.37 0.25 0.25 0.03 0.03 0.00	65022370 16112000 600000 401000 401000 55000 50000 3928	40.30 9.99 0.37 0.25 0.25 0.03 0.03 0.00
2	Date wise Increase / Decrease in Promoters Shareholding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity/etc): Rolta Shares and Stocks Pvt. Ltd (Open Market Purchase) 25.04.2014 30.04.2014 05.05.2014 07.05.2014 09.05.2014 12.05.2014 12.08.2014 [A/c AIFC] 13.08.2014 14.08.2014 [A/c AIFC] 22.08.2014 [A/c AIFC] 26.08.2014 [A/c AIFC] 23.10.2014 17.12.2014 [A/c AIFC] 24.12.2014 [A/c AIFC] 06.01.2015 [A/c AIFC] 14.01.2015 [A/c AIFC] 21.01.2015 [A/c AIFC] 22.01.2015 [A/c AIFC] 23.01.2015 [A/c AIFC]	50000 35000 25000 25000 25000 50000 25000 375000 75000 60000 25000 22000 75000 25000 50000 35000 30000 25000 80000	0.03 0.02 0.02 0.02 0.02 0.03 0.02 0.23 0.05 0.04 0.02 0.01 0.05 0.02 0.03 0.02 0.02 0.02 0.05	15050000 15085000 15110000 15135000 15160000 15210000 15235000 15610000 15685000 15745000 15770000 15792000 15867000 15892000 15942000 15977000 16007000 16032000 16112000	9.33 9.35 9.37 9.38 9.40 9.43 9.44 9.68 9.72 9.76 9.78 9.79 9.84 9.85 9.88 9.90 9.92 9.94 9.99
3	At the End of the year Rolta Limited Rolta Shares and Stocks Pvt Ltd Kamal K Singh A/c Singh Family Foundation Rolta Properties Pvt Ltd Rolta Resources Pvt Ltd Kamal K Singh A/c AIFC Aruna K Singh A/c AIFC Aditya Kamal Singh A/c AIFC	65022370 16112000 600000 401000 401000 55000 50000 3928	40.30 9.99 0.37 0.25 0.25 0.03 0.03 0.00	- 16112000 - - - - - -	- 9.99 - - - - - -

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Top 10 Shareholders*	Shareholding at the beginning of the year 01-04-2014		Increase / Decrease in shareholding	Reason	Cumulative Shareholding at the end of the year 31-03-2015	
		No. of Shares	% of the total shares of the Company			No. of Shares	% of the total shares of the Company
1	Life Insurance Corporation of India P & CS Fund	3908242	2.42	0	Nil Movement during the year	3908242	2.42
2	BNY Mellon Emerging Markets Fund	3307690	2.05	-2012759	Transfer	1294931	0.80
3	TBC Pooled Employee Funds-Emerging Markets Equity Fund	2797530	1.73	-1344361	Transfer	1453169	0.90
4	Dreyfus International Funds Inc - Dreyfus Emerging Markets Fund	2776356	1.72	-1388261	Transfer	1388095	0.86
5	Fidelity Puritan Trust-Fidelity Low-Priced Stock Fund	2699942	1.67	0	Nil Movement during the year	2699942	1.67
6	Dimensional Emerging Markets Value Fund	1841830	1.14	-119667	Transfer	1722163	1.07
7	Hirtle Callaghan Emerging Markets Portfolio - The Boston Company Asset Management LLC	1788289	1.11	-302000	Transfer	1486289	0.92
8	The TBC Private Trust	1633489	1.01	-682916	Transfer	950573	0.59
9	EM Resurgent Fund	0	0.00	1085141	Transfer	1085141	0.67
10	MV SCIF Mauritius	1041168	0.65	-80834	Transfer	960334	0.60

* The Shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year April 01, 2014		Cumulative Shareholding during the year March 31, 2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year Mr. Kamal K Singh Mr. K R Modi Mr. V K Agarwala Mr. V K Chopra Mr. T C Venkat Subramanian Mr. M V Nair Mr. Atul Dev Tayal Mr. Hiranya Ashar Ms. Preetha Pulusani Mr. Verinder Khashu	- 2000 28000 - - - - 320000 - - - -	- 0.00 0.02 - - - - 0.20 - - - -	- 2000 28000 - - - - 320000 - - - -	- 0.00 0.02 - - - - 0.20 - - - -
2	Date wise Increase / Decrease in Promoters Shareholding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No change during the year			
3	At the End of the year Mr. Kamal K Singh Mr. K R Modi Mr. V K Agarwala Mr. V K Chopra Mr. T C Venkat Subramanian Mr. M V Nair Mr. Atul Dev Tayal Mr. Hiranya Ashar Ms. Preetha Pulusani Mr. Verinder Khashu	- 2000 28000 - - - - 320000 - - - -	- 0.00 0.02 - - - - 0.20 - - - -	- 2000 28000 - - - - 320000 - - - -	- 0.00 0.02 - - - - 0.20 - - - -

V. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ In Crore)

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2,678.33	-	-	2,678.33
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	29.41	-	-	29.41
Total (i+ii+iii)	2,707.74	-	-	2,707.74
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	1,586.69	-	-	1,586.69
Net Change	(1,586.69)	-	-	(1,586.69)
Indebtedness at the end of the financial year				
i) Principal Amount	1,091.64	-	-	1,091.64
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3.05	-	-	3.05
Total (i+ii+iii)	1,094.69	-	-	1,094.69

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ In Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD/WT/ Manager			Total Amount
		Kamal K Singh (CMD)	Atul Dev Tayal (WTD designated as Joint MD & COO - Domestic Operations)	Hiranya Ashar (WTD designated as Joint MD - International Operations & Group CFO)	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	199.44	153.45	352.89
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	0.40	3.67	-	4.07
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of profit	615.00	184.50	89.87	889.37
	- others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total (A)	615.40	387.61	243.32	1,246.33
	Ceiling as per the Act (@10 % of profits calculated under Section 198 of the Companies Act, 2013)				6,288.97

B. Remuneration to other directors:

(₹ In Lakhs)

Sl. no.	Particulars of Remuneration	Name of Directors					Total Amount
		K R Modi	V K Agarwala	V K Chopra	T C Venkat Subramanian	M V Nair	
	Independent Directors						
	• Fee for attending board / committee meetings	9.40	6.80	4.85	5.10	5.75	31.90
	• Commission	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-
	Total (B)	9.40	6.80	4.85	5.10	5.75	31.90
	Ceiling as per the Act (@1% of profits calculated under Section 198 of the Companies Act, 2013)						628.89

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(₹ In Lakhs)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel	
		Company Secretary	Total
1.	Gross salary		
	(a) Salary as per Provisions contained in section 17(1) of the Income-tax Act, 1961	67.51	67.51
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission		
	- as % of profit	-	-
	- others, specify	-	-
5.	Others, please Specify	-	-
	Total (C)	67.51	67.51

VII. Penalties / Punishment / Compounding of offences:

Type	Section of The Companies Act, 2013	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / Court]	Appeal made, if any (give Details)
A. COMPANY			-----NIL-----		
Penalty					
Punishment					
Compounding					
B. DIRECTORS			-----NIL-----		
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT			-----NIL-----		
Penalty					
Punishment					
Compounding					

Form No. MR-3
SECRETARIAL AUDIT REPORT

for the financial year ended March 31, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Rolta India Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Rolta India Limited (Hereinafter called the Company). Secretarial Audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Rolta India Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 generally complied with the statutory provisions listed hereunder:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Rolta India Limited ("the Company") for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;
- (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
- (vi) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (vii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (viii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit period);
- (ix) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (x) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit period);
- (xi) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (xii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit period); and
- (xiii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit period);
- (xiv) For the other applicable laws our audit was limited to
 - (a) Factories Act, 1948
 - (b) Industrial Disputes Act, 1947

- (c) The Payment of Wages Act, 1936
- (d) The Minimum Wages Act, 1948
- (e) Employees State Insurance Act, 1948
- (f) The Employees Provident Fund & Miscellaneous Provisions Act, 1952
- (g) The Payment Of Bonus Act, 1965
- (h) The Payment of Gratuity Act, 1972
- (i) The Contract Labour (Regulations & Abolition) Act, 1970
- (j) The Maternity Benefit Act, 1961
- (xv) I have also examined compliance with the applicable clauses of the following:
 - (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not Applicable for the Company during the Audit period)
 - (ii) The listing agreements entered into by the Company with the stock exchanges.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations.

I further report that I rely on statutory auditor's reports in relation to the financial statements and accuracy of the financial figures for, Sales Tax, Wealth Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC etc. as disclosed under financial statements, Accounting Standard 18 & note on foreign currency transactions during our audit period.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

I further report that as per the information provided generally adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.


I further report that as per the information provided majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are generally adequate systems & processes in the Company commensurate with the size & operations of the Company to monitor & ensure compliance with applicable laws, rules, regulations & guidelines.

I further report that the management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/records required by the concerned authorities and internal control of the concerned department.

I further report that during the audit period the Company has no specific events like Public/Right/Preferential issue of shares/debentures/sweat equity, etc.

Mumbai
May 23, 2015


Virendra Bhatt
ACS No – 1157 / COP No – 124

Statement as at March 31, 2015, pursuant to Clause 12 (Disclosure in the Directors' Report) of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

	Description	ESOP Grant FY 2009 - 10	ESOP Grant FY 2010 - 11	ESOP Grant FY 2011 - 12	ESOP Grant FY 2012-13	ESOP Grant FY 2014-15
a)	Options granted	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 1 st January 2013	24,50,000 options at ₹ 10/- per share on 3 rd April 2014, 5,00,000 options at ₹ 10/- per share on 27 th September 2014 and 12,50,000 options at ₹ 10/- per share on 7 th February 2015.
b)	Pricing formula	Options have been granted at the closing market price of the Equity shares of the Company on National Stock Exchange of India Ltd., 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 of India Ltd., 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 of India Ltd., on the date of grant.	Options have been granted at ₹ 10/-.	Options have been granted at ₹ 10/-.
c)	Options vested	47,12,625 options vested since the grant of options.	1,47,500 Options vested since the grant of options.	1,62,500 Options vested since the grant of Options	NIL	NIL
d)	Options exercised	22,400	Nil	NIL	NIL	NIL
e)	Total number of Ordinary shares arising out of the Options	NIL	Nil	NIL	NIL	NIL
f)	Options lapsed / Surrendered	29,72,000 out of grants made on 10/08/2009 have lapsed consequent upon the cessation of employment by the grantees.	2,75,000 out of grant made on 08/12/2010 and 20/04/2011 have lapsed consequent upon the cessation of employment of the grantees.	110,000 out of grant made on 01/11/2011 have lapsed consequent upon the cessation of employment of the grantees.	12,75,000 out of grant made on 01/01/2013 have lapsed consequent upon the cessation of employment of the grantees.	5,00,000 out of grant made on 3 rd April 2014 and 1,00,000 out of grant made on 27 th September 2014 have lapsed consequent upon the cessation of employment of the grantees.
g)	Variations of terms of Options	NIL	Nil	NIL	NIL	NIL
h)	Money realized by exercise of the Options	32,51,360.00	Nil	NIL	NIL	NIL
i)	Total number of Options in force	29,95,100	30,000	1,10,000	48,25,000	36,00,000
j)	i) Details of Options granted to senior managerial personnel during the Financial Year	NIL	Nil	NIL	NIL	42,00,000 (List Attached)
	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 March 31, 2015.	₹ 42.54				
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 2009, 2010, 2011, 2012, 2013, 2014 and 2015. The stock based compensation cost as per the intrinsic value method for the year ended March 31, 2015 is ₹ 1121.80 lacs.				
	ii) Difference between the employee compensation cost so computed at (i) above and the employee compensation cost that shall have been recognized if fair value of options had been used	₹ 83.51 lacs				
	iii) The impact of the difference on profits and EPS of the Company for the Nine months ended March 31, 2014 had fair value of options had been used for accounting Employee Options.	<div>₹ in lacs</div> <div>Profit After Tax As reported 71,651.88</div> <div>Add: Diff between Intrinsic and Fair value 83.51</div> <div>Adjusted Profit After Tax 71,735.39</div> <div>Earning per Share in ₹</div> <div>Basic</div> <div>As reported 44.41</div> <div>As adjusted 44.47</div> <div>Diluted</div> <div>As reported 42.54</div> <div>As adjusted 42.59</div>				

List of Options granted to Senior Managerial Personnel FY 2014-15

Sr. No.	Name	Designation	ESOP GRANT 2014-2015	Region
1	Mr. Hiranya Ashar	Joint Managing Director - International Operations & Group CFO	500,000	Indian
2	Lt. Gen. K T Parnaik (Retd.)	President-Defence and Security	250,000	Indian
3	Mr. Srinivasa Raghavan	Senior Vice President-Data Science and Value Engineering	100,000	Indian
4	Mr. Rajesh Ramachandran	President & CTO-GPTS	50,000	Indian
5	Mr. Pankit Navnitrai Desai	President (Business Operations)-EMEA	50,000	Indian
6	Mr. Sudhindra K Shirguppi	Senior Vice President-Engineering & GeoSpatial Services	50,000	Indian
7	Mr. Vinay K. Sawarkar	Senior Vice President-Human Resources	50,000	Indian
8	Dr. Sohrab R. Bhot	Senior Vice President-Business Operations EMEA	50,000	Indian
9	Mr. Laxmidhar V Gaopande	Senior Vice President-Defence & Safety Solution	50,000	Indian
10	Mr. Rajendra K Varma	Group Director	25,000	Indian
11	Mr. Ashok Kumar Gakhar	Group Director	25,000	Indian
12	Mr. Verinder Khashu	Company Secretary and Head-Legal / Compliance	25,000	Indian
13	Mr. Rajesh Garg	Divisional Director	25,000	Indian
14	Mr. Jigar Suresh Thakkar	Divisional Director	25,000	Indian
15	Mr. Siva Pardhiva	Divisional Director	25,000	Indian
16	Mr. Selvapandian Thiruvengadam	Divisional Director	25,000	Indian
17	Mr. Sushil Sham Kulkarni	Divisional Director	25,000	Indian
18	Mr. Saurabh Bagaria	Divisional Director	25,000	Indian
19	Mr. Fred Traversi	President	300,000	Overseas
20	Mr. Rich Niemiec	President - Consulting Business	300,000	Overseas
21	Mr. C R Howdyshell	EVP and GM, & Managed Services, Midwest	200,000	Overseas
22	Mr. Marc Sarazin	EVP and GM & MS, Northeast	150,000	Overseas
23	Mr. Satinath Sarker	EVP, IP Solutions Group	100,000	Overseas
24	Mr. Joe Morgan	SVP, Oracle Consulting Sales - FS	100,000	Overseas
25	Mr. David Kingsbury	SVP, IP Solutions Sales	100,000	Overseas
26	Mr. Daniel Dosmann	SVP, Oracle EPM	100,000	Overseas
27	Mr. Matt Metrik	SVP, BI and Big Data Oracle Solutions	100,000	Overseas
28	Mr. Richard Martin	SVP, OneView Business Development	100,000	Overseas
29	Mr. Jack Leahey	EVP, OneView and Engr IT Bus Dev	100,000	Overseas
30	Mr. John Brier	SVP, Services and Technology	100,000	Overseas
31	Mr. Patrick Fettuccia	SVP and GM, Midmarket	100,000	Overseas
32	Mr. Jimmy Rushing	SVP - Engg. IT Americas	100,000	Overseas
33	Mr. Nick Colagiovanni	VP& CFO Rolta Advizex	100,000	Overseas
34	Mr. Jonathan Vivar	Senior Vice President – Oracle Consulting Sales	100,000	Overseas
35	Mr. Joseph Ung	Senior Vice President – AMS & IP Sales	100,000	Overseas
36	Mr. Tim Barnes	Senior Vice President – EPM and BI, Oracle Consulting	100,000	Overseas
37	Mr. Mike Armbrust	VP & Regional Sales Manager MM Midwest & North Coast	75,000	Overseas
38	Mr. Mark Woelke	CFO and EVP, Finance	50,000	Overseas
39	Ms. Janeen Coyle	SVP, Oracle Demand Generation	50,000	Overseas
40	Mr. Ashim Das	VP - Upstream Oil and Gas	50,000	Overseas
41	Mr. Paul Timmerman	VP, Technology	50,000	Overseas
42	Mr. Scott Rhyam	VP, Midwest Services	50,000	Overseas
43	Mr. Tim Igo	VP, East Services	50,000	Overseas
44	Mr. Dave Gibbons	VP, Sales - Ohio Valley	50,000	Overseas
45	Mr. Matt Gaudio	VP, Sales - North Coast	50,000	Overseas
		TOTAL	42,00,000	

Information required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 pertaining to Conservation of Energy, Technology Absorption, Foreign Exchange earning and outgo.

A. CONSERVATION OF ENERGY

In view of the nature of activities that are being carried on by the Company, particulars relating to conservation of energy and technology absorption stipulated in the Companies (Accounts) Rules, 2014 are not applicable. 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 is a pioneer in 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, Smart and Safe City Solutions, 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 80 innovative products and hundreds of field proven solutions deployed globally across 40+ countries, Rolta leads the IT wave from India to global markets. An IP-based approach helps ensure innovative solutions delivery that exceeds customer expectations while protecting margins from competitive pressures. Based on its relentless R&D efforts, Rolta now has more than 250+ copyrights and patents applications for its IP and products.

Rolta's Centers of Excellence 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 strong 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 enrich 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 locally 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 has 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™ provides a 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 a customized solution for advanced 3D visualization and analysis of all types of terrain. It facilitates the 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 a 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:

- Deeper and broader coverage across all the key business functions for each industry vertical - Oil & Gas Upstream/Midstream, Refineries, Petrochemicals, Chemicals & Utilities
- 200+ Pre-built business value scenarios which are rapidly deployable & customizable
- Pre-built predictive analytics scenarios across areas including Assets, Operations, Maintenance, Supply Chain and Projects

- Pre-built work processes for event based alerts and capturing remediation
- Industry taxonomy based semantic model with 8000+ objects & 1300 classes to provide self-service BI
- Cloud ready enterprise intelligence solution with multi-site / multi-tenant support

In order to facilitate this, Rolta iPerspective Suite™ continues to undergo significant enhancements and innovations to support new Big Data and in-memory data platform. Similarly a new innovation of this year, was the enhancement of Rolta IT-OT Fusion™ Suite to support IoT and streaming data. 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™. Another significant addition during the year was incorporating the Data Science Workbench in Rolta OneView™ to facilitate additional predictive and prescriptive data models being created by the newly formed data science team.

Rolta SmartMigrate™ Enterprise Suite has undergone a complete revamp and now supports the end-to-end program for Technology Consolidation, Migration and Application transformation. Starting with the initial advisory services powered by Rolta Advizer™ to define a comprehensive migration strategy along with a roadmap for delivery across the IT tiers comprising of Databases, Data Warehouses including SAP BW, BI and Reporting as well as application refactoring and application performance optimization for SAP ECC and custom applications to leverage the latest SAP S4HANA enterprise suite.

Rolta Advizer™ provides a systematic approach to define the roadmap 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 a tailored roadmap for individual customers and continues to evolve to keep pace with the rapidly changing IT landscape.

ROLTA IPR/Copyright

Software Product	Reference Number
Rolta Photogrammetry Suite	SW-7640/2014
Rolta Automatic Elevation (RAE)	SW-7497/2013
Rolta DTM collection (RDC)	SW-7504/2013
Rolta Base Rectify (RBR)	SW-7503/2013
Rolta Digital Mensuration (RDM)	SW-7505/2013
Rolta IRS Sensor	SW-7506/2013
Rolta Photogrammetric Nucleus (RPN)	SW-7502/2013
Rolta Terrain Analyst (RTA)	SW-7501/2013
Rolta Software for Walkthrough (RSW)	SW-7500/2013
Rolta Walkthrough -Stereo	49255/2014-CO/SW
Rolta Basic Image Process (RBIP)	SW-7729/2014
Rolta Advanced Image Analysis	49256/2014-CO/SW
Rolta Aerial Reconnaissance Photo Interpretation & Analysis (RAIRS)	SW-7499/2013
Rolta Basic Nucleus Module (RBN)	SW-7498/2013
Rolta Projection Management (RPM)	SW-7215/2013
Rolta Analyst (RA)	SW-7220/2013
Rolta GIS Set-up Tool (RGIS)	SW-7219/2013
Rolta Advanced GIS (RAG)	SW-7218/2013
Rolta Base GIS (RBC)	SW-8028/2014
Rolta Grid Analysis (RGA)	SW-7217/2013
Rolta Network Analysis (RNA)	SW-8027/2014
Rolta Map Finishing	SW-8141/2014
Rolta Automatic Line Following Raster To Vector	49257/2014-CO/SW
Rolta Automated Image Pre Process (RAIPP)	52425/2014-CO/SW
Rolta Automated Change Detection	3806/2013-CO/SW
Rolta Enterprise GIS Portal (REGISP)	SW-7695/2014
Rolta e-GIS (Engineering GIS)	SW-7259/2013
Rolta Minefield Burial System (RMBS)	SW-7260/2013
Rolta Minefield Recording System	SW-7261/213
Rolta Geomatica Core	SW-7262/2013
Rolta Geomatica Prime	SW-7263/2013
Rolta GXL	SW-7264/2013
Rolta DEM Editor (RDE)	6709/2015-CO/SW
Rolta Automated Photogrammetry and Terrain Display (RAPID)	6666/2015-CO/SW

Software Product	Reference Number
Rolta Terrain TIN	6696/2015-CO/SW
Rolta Terrain GRID	6671/2015-CO/SW
Rolta Walkthrough	6672/2015-CO/SW
Rolta Walkthrough Viewer	6689/2015-CO/SW
Rolta SAR Processing	6809/2015-CO/SW
Rolta Radar Analysis	6739/2015-CO/SW
Rolta Radargrammetry	6742/2015-CO/SW
Rolta SAR Polarimetry	7200/2015-CO/SW
Rolta Hyperspectral Processing	6805/2015-CO/SW
Rolta Hyperspectral Data Calibration & Preprocessing	6717/2015-CO/SW
Rolta Hyperspectral Atmospheric Correction	6716/2015-CO/SW
Rolta Hyperspectral Analysis	6715/2015-CO/SW
Rolta Change Detection Preprocessing	6782/2015-CO/SW
Rolta Optical Change Detection	6693/2015-CO/SW
Rolta SAR Change Detection	6698/2015-CO/SW
Rolta Object Detection	6682/2015-CO/SW
Rolta IMINT Generator	6704/2015-CO/SW
Rolta Enterprise GIS Web Server	6664/2015-CO/SW
Rolta 2D Map Viewer	6665/2015-CO/SW
Rolta 3D Map Viewer	6694/2015-CO/SW
Rolta Geospatial Military SDK	6686/2015-CO/SW
Rolta Analysis ProSDK	6792/2015-CO/SW
Rolta Offline Map Client	6691/2015-CO/SW
Rolta Joint Services Orbat	6726/2015-CO/SW
Rolta Joint Services Ops Planner	6725/2015-CO/SW
Rolta Joint Services Decision Support System	6722/2015-CO/SW
Rolta Wargaming SDK	6703/2015-CO/SW
Rolta Logistics Management	6727/2015-CO/SW
Rolta Ops and Int Planner	6730/2015-CO/SW
Rolta Dynamic Wargaming	6711/2015-CO/SW
Rolta Atmospheric Correction	6705/2015-CO/SW
Rolta Pan Sharpening	6736/2015-CO/SW
Rolta SAR Polarimetry Workstation	6745/2015-CO/SW
Rolta Airphoto Ortho Suite	6706/2015-CO/SW
Rolta Satellite Ortho Suite	6751/2015-CO/SW
Rolta Radar Ortho Suite	6741/2015-CO/SW
Rolta Ortho Production Toolkit	6733/2015-CO/SW

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, Utilities, Government, Transportation, Oil and Gas, Process Manufacturing, Defence and Homeland Security etc. Rolta Geospatial Fusion™ Suite is now comprised of a rich set of Rolta IPs / Products which includes Rolta OnPoint™, Rolta GeoBi™, Rolta Enterprise Asset Manager™, Rolta GeoSecure™, Rolta Unified Mobility™ 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 gives a status of this initiative.

Patent Title	Reference number
Dynamic Query Services and Methods	US 8,725,857 B2
A modified wallis filter improving the local contrast of GIS related images	14272529
A user interface structure (UIS) for Geographic Information System Applications	14272530
Use of style sets to assist a user in digitizing GIS layers	14277824
Method and system for automating data processing in satellite photogrammetry systems	14291014
Improving the contrast for RGB Images in a GIS applications	14291078

Since the mid-nineties, the Ministry of Science & Technology of the Government of India has accorded the recognition to Rolta's in-house R&D facilities. Rolta is the first to get certified with HFI level 5 Usability Engineering in addition to the 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

Software Product	Reference Number
Rolta Auto DEM	6804/2015-CO/SW
Rolta Satellite Base System	6810/2015-CO/SW
Rolta Aerial Base System	6803/2015-CO/SW
Rolta Satellite Ortho Rectification	6750/2015-CO/SW
Rolta Aerial Ortho Rectification	6708/2015-CO/SW
Rolta GXL PAN Sharp	6714/2015-CO/SW
Rolta Cloud Detection and Haze Removal	6707/2015-CO/SW
Rolta DEM Extraction	6710/2015-CO/SW
Rolta Mosaic	6729/2015-CO/SW
Rolta Geomatica Discover	6712/2015-CO/SW
Rolta GIS Framework (RGISF)	6684/2015-CO/SW
Rolta BMS Command	SW-8311/2015
Spatial Orientation Command	SW-8310/2015
Situational Awareness Command	SW-8154/2014
C2 Command	SW-8309/2015
GIS Command	SW-8313/2015
Rolta BMS Platoon	SW-8149/2014
Spatial Orientation Platoon	SW-8150/2014
Situational Awareness Platoon	SW-8152/2014
C2 Platoon	SW-8151/2014
GIS Platoon	SW-8153/2014
Rolta BMS Section	SW-8155/2014
Spatial Orientation Section	SW-8137/2014
Situational Awareness Section	SW-8136/2014
C2 Section	SW-8135/2014
GIS Section	SW-8302/2015
Rolta BMS Soldier	SW-8303/2015
Spatial Orientation Soldier	SW-8304/2015
Situational Awareness Soldier	SW-8138/2014
C2 Soldier	SW-8157/2014
GIS Soldier	SW-8156/2014
Rolta Mil GIS	SW-8312/2015
Rolta Mil Web Server	SW-8308/2015
Rolta Mil Map Viewer	SW-8307/2015
Rolta Mil SDK	SW-8306/2015
Rolta Mission Planning GIS	SW-8305/2015
Rolta Mission Orientation	SW-8139/2014
Rolta Mission Preparation	SW-8142/2014
Rolta Mission Discovery	SW-8143/2014

Software Product	Reference Number	Software Product	Reference Number	Software Product	Reference Number
Rolta GeoCAD	SW-7635/2014	Rolta Optical Fiber Network Management	6949/2015-CO/SW	Rolta Cloud Advisor	3826/2013-CO/SW
Rolta GeoCAD Web	SW-7636/2014	Rolta Gas Distribution Management	7019/2015-CO/SW	Rolta OneView Core	8080/2015-CO/SW
Rolta GeoCAD Mobile	SW-7730/2014	Rolta Solid Waste disposal	6988/2015-CO/SW	Rolta Industry Knowledge Model	8050/2015-CO/SW
Rolta GeoCAD-MDT (Mobile Data Terminal)	SW-8116/2014	Rolta Waste Management System	7031/2015-CO/SW	Rolta Industry Semantic Model	8085/2015-CO/SW
Rolta GeoCAD Emergency Medical System (REMS)	SW-7333/2013	Rolta Environment Portal	6963/2015-CO/SW	Rolta Predictive Analytics Manager	6883/2015-CO/SW
Rolta Vessel Traffic Management System	SW-7733/2014	Rolta Air quality monitoring	6960/2015-CO/SW	Rolta Prescriptive Analytics Manager	6891/2015-CO/SW
Rolta Call Taker	6673/2015-CO/SW	Rolta Land Scar monitoring	7015/2015-CO/SW	Rolta Realtime Analytical Server	6879/2015-CO/SW
Rolta Dispatcher	6676/2015-CO/SW	Rolta Ground water monitoring	6946/2015-CO/SW	Rolta Geospatial Analytics	7486/2015-CO/SW
Rolta Supervisor	6793/2015-CO/SW	Rolta Forest reservoir monitoring	7022/2015-CO/SW	Rolta IT-OT Asset Junction	6886/2015-CO/SW
Rolta Resource Manager	6674/2015-CO/SW	Rolta Traffic portal	7034/2015-CO/SW	Rolta DataBridge	6878/2015-CO/SW
Rolta Unified Communication	6699/2015-CO/SW	Rolta Road safety audit system	6966/2015-CO/SW	Rolta Audit Manager	6875/2015-CO/SW
Rolta Multi Agency Gateway	6675/2015-CO/SW	Rolta Traffic Congestion Analytics	6991/2015-CO/SW	Rolta Process Manager	6872/2015-CO/SW
Rolta Multi Site Manager	6690/2015-CO/SW	Rolta Road Permit System	6992/2015-CO/SW	Rolta IT - OT Fusion for Hadoop	8037/2015-CO/SW
Rolta Crime Analytics	6695/2015-CO/SW	Rolta Election Information	7036/2015-CO/SW	Rolta Engineering Fusion	7522/2015-CO/SW
Rolta Suraksha	6683/2015-CO/SW	Rolta Encroachment Management	6961/2015-CO/SW	Rolta Threshold Manager	6888/2015-CO/SW
Rolta GeoCAD Fire Emergency Response System	6787/2015-CO/SW	Rolta Facility Management	6962/2015-CO/SW	Rolta e-Log Book	6877/2015-CO/SW
Rolta Command & Control - Coastal Security	6677/2015-CO/SW	Rolta Fleet Management	6965/2015-CO/SW	Rolta Opportunity Loss Analytics	6884/2015-CO/SW
Rolta Security Administration	6688/2015-CO/SW	Rolta Parking Meter Monitoring	6943/2015-CO/SW	Rolta Greenhouse Gas Emission Management	7487/2015-CO/SW
Rolta Security Operator Console	6670/2015-CO/SW	Rolta Citizen Grievance Management	7029/2015-CO/SW	Rolta Worst Actor Performance Analytics	7450/2015-CO/SW
Rolta Security Mobile	6680/2015-CO/SW	Rolta City Performance Portal	6958/2015-CO/SW	Rolta Data Science Workbench	7068/2015-CO/SW
Rolta Security Dispatcher	6687/2015-CO/SW	Rolta Citizen Mobi-Connect	7025/2015-CO/SW	Rolta Predictive Asset Performance Analytics	7066/2015-CO/SW
Rolta Security Video Management	6679/2015-CO/SW	Rolta Citizen Portal	7028/2015-CO/SW	Rolta OneView Asset Insights	7490/2015-CO/SW
Rolta Security Sensor Integration	6681/2015-CO/SW	Rolta State Residential Data Hub (SRDH)	6753/2015-CO/SW	Rolta OneView Operations Insights	7489/2015-CO/SW
Rolta Command & Control - Critical Infrastructure	6697/2015-CO/SW	Rolta OnPoint	SW-7641/2014	Rolta OneView Maintenance & Reliability Insights	7483/2015-CO/SW
Rolta 2D/3D City Model	6758/2015-CO/SW	Rolta GeoBI	3817/2013-CO/SW	Rolta OneView Health Safety and Environment Insights	7488/2015-CO/SW
Rolta Building Permit Approval	6950/2015-CO/SW	Rolta Map Navigator	6855/2015-CO/SW	Rolta OneView Supply Chain Insights	7492/2015-CO/SW
Rolta Land Management	6765/2015-CO/SW	Rolta Spatial Query Engine	6863/2015-CO/SW	Rolta OneView Sustainability Insights	7537/2015-CO/SW
Rolta Property Management	6944/2015-CO/SW	Rolta Location Services	6849/2015-CO/SW	Rolta OneView Projects Insights	7494/2015-CO/SW
Rolta Flood Simulation	6951/2015-CO/SW	Rolta Spatial Routing	6869/2015CO/SW	Rolta OneView Business Insights	7531/2015-CO/SW
Rolta Disaster Impact Analytics	6948/2015-CO/SW	Rolta Spatial Security	6880/2015-CO/SW	Rolta OneView Customer Insights	7495/2015-CO/SW
Rolta Disaster Response Management	6957/2015-CO/SW	Rolta Spatial Editing	6860/2015-CO/SW	Rolta Shutdown and Turnaround Analytics	8145/2015-CO/SW
Rolta Investor Portal	6978/2015-CO/SW	Rolta Metadata Manager	6850/2015-CO/SW	Rolta Terminal Performance Analytics	7491/2015-CO/SW
Rolta Industrial Land Development	6964/2015-CO/SW	Rolta Cartographer	6755/2015-CO/SW	Rolta iPerspective	6882/2015-CO/SW
Rolta Single Window Clearance	6983/2015-CO/SW	Rolta Localizer	6764/2015-CO/SW	Rolta Security Manager	6889/2015-CO/SW
Rolta Enterprise Asset Management System	7033/2015-CO/SW	Rolta Larto Print	6756/2015-CO/SW	Rolta Service Builder	6876/2015-CO/SW
Rolta Outage Monitoring	6979/2015-CO/SW	Rolta Spatial Admin Console	6890/2015-CO/SW	Rolta SmartMigrate for BI	6887/2015-CO/SW
Rolta Work Order Management	7012/2015-CO/SW	Rolta OnPoint SDK	6851/2015-CO/SW	Rolta SmartMigrate for Data Platform	7435/2015-CO/SW
Rolta Mobile Field Inspection	6762/2015-CO/SW	Rolta Unified Mobility	6870/2015-CO/SW	Rolta SmartMigrate for application	7436/2015-CO/SW
Rolta Safe to Dig	6942/2015-CO/SW	Rolta 3D Visualisation and Analytics	6868/2015-CO/SW	Rolta EBS Implementation Manager	3827/2013-CO/SW
Rolta Customer Complaint Analysis	7026/2015-CO/SW	Rolta Map Server	6892/2015-CO/SW	Rolta Early warning Analytics	6760/2015-CO/SW
Rolta Billing Management	7037/2015-CO/SW	Rolta Spatial workflow analyser	7069/2015-CO-SW	Rolta Customer engagement Analytics	6761/2015-CO/SW
Rolta Meter Billing Analytics	6763/2015-CO/SW	Rolta Embeddable Maps	6766/2015-CO/SW	Rolta Asset Liability and Risk management Analytics	6757/2015-CO/SW
Rolta Utilities Asset Tagging	6981/2015-CO/SW	Rolta GeoWorkflow Manager	6847/2015-CO/SW	Rolta Fraud Prevention Analytics	6759/2015-CO/SW
Rolta Sewerage Flooding Analysis	6982/2015-co/sw	Rolta Soil Analytics	6865/2015-CO/SW		
		Rolta Linear Referencing System (LRS)	6867/2015-CO/SW		
		Rolta iPerspective Cloud Platform	3825/2013-CO/SW		
		Rolta Data Advisor	3823/2013-CO/SW		
		Rolta Security Advisor	3824/2013-CO/SW		

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 as the OEM Partner of the year chosen from over 11,500 SAP partners worldwide. Rolta OneView™ has been positioned by NASSCOM in the top right "Exemplars" quadrant in their Product Excellence Matrix ("PEM") for analytics products in their report published in November 2013 and this year won the "Excellence in Analytics 2015 for Innovative Business Solutions" award. Additionally in 2015, Frost & Sullivan India named Rolta as the "IT Solutions Provider of the Year - Oil & Gas" primarily for its flagship Rolta OneView™ product suite.

Expenditure on R&D:

Particulars	Financial Year Ended 31st March 2015	Financial Year (Nine Months Period ended) 31st March 2014
Capital expenditure	121.98	162.55
Revenue Expenditure		
-In India	69.39	48.77
Overseas	13.24	6.49
	82.63	55.26
Total	204.61	217.81
Total R&D expenditure as percentage of total turnover	5.6%	8.7%

C. FOREIGN EXCHANGE EARNING & OUTGOING

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows:

Particulars	Financial Year Ended 31st March 2015	Financial Year (Nine Months Period ended) 31st March
a. Foreign exchange earnings	167.56	216.90
b. Dividend remittance in foreign currency	0.02	0.02
c. CIF Value of imports	73.10	8.08
d. Expenditure in foreign currency	123.84	59.46

THE ANNUAL REPORT ON CSR ACTIVITIES FORMING PART OF BOARD'S REPORT

1	A brief outline of the Company's CSR Policy including over view of projects or programmes proposed to be undertaken and a reference to a web link to the CSR policy and projects or programmes.	a) Education b) Health c) Social Upliftment Link: http://www.rolta.com/about-rolta/corporate-social-responsibility/
2	Composition of the CSR Committee	1. Mr. Kamal K Singh - Chairman 2. Mr. K R Modi - Member 3. Mr. V K Agarwala - Member
3	Average net profit of the Company for last three financial years	₹ 42321 Lakhs
4	Prescribed CSR Expenditure (2 % of the amount as in item 3 above)	₹ 846 Lakhs
5	Details of CSR spent during the financial year a. Total amount to be spent for the financial year b. Amount unspent, if any	₹ 846 Lakhs ₹ 425 Lakhs

c. Manner in which the amount spent during the financial year: As below

6. **Reason for not spending the balance amount**

In respect of CSR project at Sr. No. 1 (below), contribution to IIIT Kalyani, the Implementing Agency has entered into an Memorandum of Understanding (MoU) under reference of which funds upto ₹ 640 Lacs was projected to be contributed for setting up the Institute, however the demand raised was to the extent of ₹ 320 Lacs only as the entire project got delayed hence the balance ₹ 320 Lacs will be released in the next year. In respect of CSR project at Sr. No. 4 & 5 (below), out of the budget allocation, the balance of the unspent amount will be spent with the progressive achievement of the projects implementation by the respective agencies.

7. **A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with the CSR Objectives and Policy of the Company**

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with the CSR Objectives and Policy of the Company.



Kamal K Singh
Chairman & Managing Director
Chairman CSR Committee

Amount Spent (Refer 5(c) above)							Amount ₹. in Lacs
Sr. No.	CSR Project or Activity Identified	Sector in Which the Project is covered	Projects or programs (1) Local Area or Other (2) Specify the State and district where projects or programs was undertaken	Amount Outlay (Budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs, (2) Overheads	Cumulative expenditure up to the reporting period	Amount Spent, Direct or through Implementing agency
1	Contribution to Capex Fund at IIIT- Kalyani	Promoting Education	Kalyani, West Bengal.	640.00	320.00	320.00	Implementing agency
2	Setting up Digital Library and Reading Room at Shree Siddhivinayak Ganapati Temple Trust (SGTT) complex, Mumbai,	Promoting Education	Mumbai, Maharashtra.	60.00	60.00	60.00	Implementing agency
3	Innovation & Incubation Centre at Maulana Azad National Institute of Technology (MANIT) Campus, Bhopal.	Promoting Education	Bhopal, Madhya Pradesh	15.00	15.00	15.00	Implementing agency
4	Medical equipment's and facility for needy and poor Cancer patients.	Promoting Health care & Sanitation	Tirupati, Andhra Pradesh.	106.00	26.00	26.00	Implementing agency
5	Contributing for establishing cancer hospital	Promoting Health care & Sanitation	Bengaluru, Karnataka	25.00	-	-	-
TOTAL				846.00	421.00	421.00	

Independent Auditor's Report

To the
Members of Rolta India Limited

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of Rolta India Limited, ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") 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 the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The Holding Company's Board of Directors and the respective Board of Directors/management of the subsidiaries included in the Group are responsible for 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. Further, in terms with the provisions of the Act, the respective Board of Directors of the Holding Company and its subsidiary, are responsible for maintenance of adequate accounting records; safeguarding the assets; preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements, which have been used for the purpose of preparation of the consolidated financial statements by the directors of the Holding Company, as aforesaid.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
4. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the auditor's report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the 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 financial controls relevant to the Holding Company's preparation 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 whether the Holding Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
7. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 9(a) of the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

8. 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 branch, the aforesaid consolidated 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, of the consolidated state of affairs of the Group as at 31 March 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

9. (a) We did not audit the financial statements of four subsidiaries and one branch included in the consolidated financial statements, whose financial statements reflect total assets (after eliminating intra-group transactions) of ₹ 1,443,744,921 as at 31 March 2015, total revenues (after eliminating intra-group transactions) of ₹ 1,306,473,210 and net cash flows amounting to ₹ 99,931,296 for the year ended on that date. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.
 - (b) We did not audit the financial statements of two subsidiaries included in the consolidated financial statements, whose financial statements reflect total assets (after eliminating intra-group transactions) of ₹ 25,210,139 as at 31 March 2015, total revenues (after eliminating intra-group transactions) of ₹ 62,215,179 and net cash flows amounting to ₹ 2,573,226 for the year ended on that date. These financial statements are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) and (11) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.
- Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

10. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order. As reported by the auditors of subsidiary companies incorporated in India, the Order is not applicable to any of such subsidiaries.
11. As required by Section 143(3) of the Act, and based on the auditor's reports of the Holding Company and subsidiaries, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
 - c) The reports on the accounts of the branch offices of the Holding Company audited under Section 143 (8) of the Act by branch auditors have been sent to us, as applicable, and have been properly dealt with in preparing this report;
 - d) The consolidated financial statements dealt with by this Report are in agreement with the relevant books of

Independent Auditor's Report

- account maintained for the purpose of preparation of the consolidated financial statements;
- e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2015 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies, none of the directors of the Group companies, is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) There were no pending litigations which would impact the consolidated financial position of the Group, its associates and jointly controlled entities;
 - (ii) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies incorporated in India.

Walker Chandio & Co

For Walker Chandio & Co LLP
(Formerly Walker, Chandio & Co)
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Vinod Chandio

per Vinod Chandio
Partner
Membership No.: 10093
Place: Mumbai
Date: 23 May 2015

ANNEXURE TO INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF ROLTA INDIA LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENT AS AT AND FOR THE YEAR ENDED 31ST MARCH 2015.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the consolidated financial statements of the Holding 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 Holding 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 year 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.
- (ii) The Holding Company does not have any tangible inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) The Holding Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a) and 3(iii)(b) 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 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) The Holding Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Holding Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, 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 year-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, duty of customs, duty of excise, value added tax and cess that have not been deposited with the appropriate authorities on account of any dispute.
- (c) The Company has transferred the amount required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder within the specified time.
- (viii) In our opinion, the Holding Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and the immediately preceding financial year.
- (ix) In our opinion, the Holding Company has not defaulted in repayment of dues to any financial institution or a bank or to debenture-holders during the year.
- (x) The Holding Company has not given any guarantees for loans taken by others from banks or financial institutions. Accordingly, the provisions of clause 3(x) of the Order are not applicable.
- (xi) In our opinion, the Holding Company has applied the term loans for the purpose for which these loans were obtained.
- (xii) No fraud on or by the Holding Company has been noticed or reported during the period covered by our audit.

Walker Chandio & Co

For Walker Chandio & Co LLP
(Formerly Walker, Chandio & Co)
Chartered Accountants
Firm's Registration No.: 001076N/ N500013

Vinod Chandio

per Vinod Chandio
Partner
Membership No.: 10093
Place: Mumbai
Date: 23 May 2015

Rolta India Limited

Consolidated Balance Sheet

As at 31st MARCH 2015

(in ₹ Crore)

EQUITY AND LIABILITIES

Shareholders' Funds

Share Capital	3	161.33	161.33
Reserves and Surplus	4	2,140.10	2,055.88
		<u>2,301.43</u>	<u>2,217.21</u>

Minority Interest

Non-Current Liabilities

Long-term Borrowings	5	4,806.76	3,475.88
Deferred Tax Liabilities (Net)	6	55.05	23.69
Other Long-term Liabilities	7	--	29.39
Long-term Provisions	8	20.67	26.60
		<u>4,882.48</u>	<u>3,555.56</u>

Current Liabilities

Short-term Borrowings	9	42.15	358.92
Trade Payables	10	269.03	272.36
Other Current Liabilities	11	499.89	508.39
Short-term Provisions	12	72.61	46.36
		<u>883.68</u>	<u>1,186.03</u>

Total

8,067.59 6,958.80

ASSETS

Non-Current Assets

Fixed Assets	13		
i) Tangible Assets		4,390.00	4,458.10
ii) Intangible Assets		420.74	393.58
iii) Capital Work-in-Progress		96.66	153.68
Goodwill		567.09	544.62
Long-term Loans and Advances	14	83.99	80.96
Other Non-current Assets	15	106.30	167.08
		<u>5,664.78</u>	<u>5,798.02</u>

Current Assets

Current Investments	16	0.18	10.88
Trade Receivables	17	1,274.73	862.59
Cash and Bank Balances	18	546.96	61.55
Short-term Loans and Advances	19	97.39	85.21
Other Current Assets	20	483.55	140.55
		<u>2,402.81</u>	<u>1,160.78</u>

Total

8,067.59 6,958.80

Notes to the Financial Statement 1 –35

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

For and on behalf of Board of Directors

Walker Chandio & Co

For Walker Chandio & Co LLP
(formerly Walker, Chandio & Co)
Chartered Accountants
Firm Registration
No.: 001076N/ N500013

V K Chopra
V K Chopra
Director

K. K. Singh
K. K. Singh
Chairman & Managing Director

T. C. Venkat Subramanian
T C Venkat Subramanian
Director

Vinod Chandio
Vinod Chandio
Partner
Membership No. 10093

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

Verinder Khashu
Verinder Khashu
Company Secretary & Head
Legal / Compliance

Hiranya Ashar
Hiranya Ashar
Jt. Managing Director-
International Operations &
Group Chief Financial
Officer

Mumbai
May 23, 2015

Mumbai
May 23, 2015

Rolta India Limited

Consolidated Statement Of Profit And Loss

For the Year ended 31st MARCH 2015

(in ₹ Crore)

	Notes	For the Year ended 31 st March 2015	For the Nine Months Period ended 31 st March 2014
Revenue			
Sales of IT Solutions and Services		3,679.46	2,501.72
Other Income	21	30.72	5.68
Total Revenue		3,710.18	2,507.40
Expenses			
Cost of Materials & Technical Subcontractors	22	1,288.50	826.48
Employee Benefits Expense	23	790.99	629.06
Finance Costs	24	401.34	247.94
Depreciation and Amortization Expenses	13	622.00	363.64
Other Expenses	25	323.35	240.41
Total Expenses		3,426.18	2,307.53
Profit Before Tax		284.00	199.87
Tax expenses /(benefit)	26	38.83	(83.80)
Profit for the year before Minority Interest		245.17	283.67
Minority Interest		--	0.02
Profit for the period		245.17	283.69
Earnings per Equity Shares			
Basic	30	15.20	17.58
Diluted		14.26	17.09
(Nominal Value ₹ 10 each)			

Notes to the Financial Statement 1 –35

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

For and on behalf of Board of Directors

Walker Chandiok & Co LLP

For Walker Chandiok & Co LLP
(formerly Walker, Chandiok & Co)
Chartered Accountants
Firm Registration
No.: 001076N/ N500013

Vinod Chandiok

Vinod Chandiok
Partner
Membership No. 10093

Mumbai
May 23, 2015

V K Chopra

V K Chopra
Director

Atul D. Tayal

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

Mumbai
May 23, 2015

K. K. Singh

K. K. Singh
Chairman & Managing Director

Verinder Khashu

Verinder Khashu
Company Secretary & Head
Legal / Compliance

T. C. Venkat Subramanian

T C Venkat Subramanian
Director

Hiranya Ashar

Hiranya Ashar
Jt. Managing Director-
International Operations &
Group Chief Financial
Officer

Summary of Significant Accounting Policies and Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2015

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

- i) The financial statements of the Company and its subsidiary companies have been consolidated on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances/ transactions and elimination of resulting unrealized profits in accordance with Accounting Standard ('AS') - 21 'Consolidated Financial Statements' notified by the Companies (Accounting Standards) Rules, 2006 read with Rule 7 to the Companies (Accounts) Rules 2014 in respect of Section 133 of the Companies Act, 2013.
- ii) The Consolidated Financial Statements (CFS) includes the financial statements of Rolta India Limited and all its Subsidiaries.
- iii) 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% *	01.04.2014 to 31.03.2015
2	Rolta Canada Ltd.	Canada	100% Subsidiary of RUS	01.04.2014 to 31.03.2015
3	Rolta Asia Pacific Pty Ltd.	Australia	100% Subsidiary of RUS	01.04.2014 to 31.03.2015
4	AT Solutions Group LLC	U.S.A	100% Subsidiary of RUS	01.04.2014 to 31.03.2015
5	Rolta LLC	U.S.A	100% Subsidiary of RUS	01.04.2014 to 31.03.2015
6	Rolta Americas LLC	U.S.A	100% Subsidiary of RUS	01.07.2014 to 31.03.2015
7	Rolta Hungary KFT	Hungary	100% Subsidiary of RUS	16.12.2014 to 31.03.2015
8	Rolta Saudi Arabia Ltd	Saudi Arabia	100% Subsidiary of RME	01.04.2014 to 31.03.2015
9	Rolta Middle East FZ-LLC (RME)	U.A.E	100% Subsidiary of RGB	01.04.2014 to 31.03.2015
10	Rolta U. K. Ltd. (RUK)	U.K.	100% Subsidiary of RGB	01.04.2014 to 31.03.2015
11	Rolta Benelux B. V.	Netherlands	100% Subsidiary of RUK	01.04.2014 to 31.03.2015
12	Rolta Deutschland GmbH	Germany	100% Subsidiary of RUK	01.04.2014 to 31.03.2015
13	Rolta Thales Limited	India	51%	01.04.2014 to 31.03.2015
14	Rolta Global BV (RGB)	U.K.	100%	01.04.2014 to 31.03.2015
15	Rolta Meprolight Pvt. Ltd	India	100%	03.07.2014 to 31.03.2015

*48.22% held through Rolta Global BV

- iv) 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:

- i) 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.

Summary of Significant Accounting Policies and Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2015

- ii) 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.
- iii) 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.
- iv) 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.
- v) 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 of Rolta India Limited ("the Company" or "Rolta") have been prepared to comply in all material respects with the accounting standards notified by the Companies (Accounting Standards) Rules, read with Rule 7 to the Companies (Accounts) Rules 2014 in respect of Section 133 to the Companies Act, 2013. The financial statements are prepared under the historical cost convention, on an accrual basis of accounting. The accounting policies applied are consistent with those used in the previous year. 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 by the Companies (Accounting Standards) Rules, read with Rule 7 to the Companies (Accounts) Rules 2014 in respect of Section 133 to the Companies Act, 2013.

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.

c. Revenue Recognition

- i. Revenue from providing of solutions and services is recognized in accordance with the customer contract and when there are no unfulfilled company obligations or any obligations that 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. Unbilled revenues included in other current assets/ other non-current assets represent cost and earnings in excess of billings as at the Balance Sheet date.

Summary of Significant Accounting Policies and Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2015

- 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.
- vi. Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

d. Tangible Assets, Intangibles, Depreciation, Amortization 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 (except in case of entities incorporated outside India, depreciation/amortization is charged as per the respective law of that country). 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 – Servers & Networks	6 Years
Computer Systems – End user devices	3 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.

Summary of Significant Accounting Policies and Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2015

- 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.

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 Subsidiaries.

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

Summary of Significant Accounting Policies and Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2015

the cost of that assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its 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 Subsidiaries.

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.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income during the specified period. Accordingly, MAT is recognised as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with it will fructify. Such asset is reviewed at each Balance Sheet date and the carrying amount of MAT Credit asset is written down to the extent there is no longer a convincing evidence for the effect that the company will pay normal income tax during the specified period.

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. 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.

p. 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.

Summary of Significant Accounting Policies and Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2015

q. Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with bank, other short term highly liquid investments with original maturities of 3 months or less.

3. Share Capital

(in ₹ Crore)

	As at 31 st March 2015	As at 31 st March 2014
a. Authorised :		
250,000,000 (P. Y. 250,000,000) Equity Shares of ₹ 10 each	250.00	250.00
Total	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	161.33	161.33
Total	161.33	161.33

c. Reconciliation of share capital

	As at 31 st March 2015		As at 31 st March 2014	
	Number of Shares	Amount	Number of Shares	Amount
Balance at the beginning of the period	161,329,096	161.33	161,329,096	161.33
Balance at the end of the period	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

	As at 31 st March 2015		As at 31 st March 2014	
	No. of Shares	%	No. of Shares	%
Rolta Limited	65,022,370	40.30	65,022,370	40.30
Rolta Shares and Stocks Pvt. Ltd.	16,112,000	9.98	15,000,000	9.30

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 2009

On 10th August 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

Summary of Significant Accounting Policies and Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2015

the closing market price on the date of the grant of options. The first 25% of these options has become available for exercise on 10th August 2010, Second 25% of the options are available for exercise on 10th August, 2011, third 25% of the options have become available for exercise on 10th August 2012 and balance 25% of the options have become available for exercise on 10th August 2013. Out of these options a total of 22,400 number of options were exercised by eligible employees. 2,972,000 options lapsed on account of cessation of employment. The Outstanding options as on 31st March 2015 are 2,995,100 (Previous year 3,420,600).

On 8th December 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 8th December 2011, second 25% of the options became available for exercise on 8th December 2012, third 25% options became available for exercise on 8th December 2013 and fourth 25% options became available for exercise on 8th December 2014 and one option if exercised is convertible into one-equity share. Out of the options granted 275,000 options lapsed on account of cessation of employment. The outstanding options as on 31st March 2015 are 30,000 (Previous year 80,000).

On 1st November 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 1st November 2012, second 25% of the options have become available for exercise on 1st November 2013 and third 25% options have become available for exercise on 1st November 2014 and one option if exercised is convertible into one-equity share. Out of the options granted 110,000 options lapsed on account of cessation of employment. The outstanding options as on 31st March 2015 are 110,000 (Previous year 220,000).

ESOP 2013

On 1st January 2013, the Company further granted 6,100,000 stock options out of the balance, lapsed and surrendered stock options available under the Employee Stock Options Plan 2007, 2008, 2009. These options were granted at an exercise price of ₹ 10/-, at a discount of ₹ 52.15 which was the closing price as on the date of the grant of options. The first 50% of these options shall become available for exercise on 1st January 2016 and one option if exercised is convertible into one-equity share at the exercise price mentioned above. 1,275,000 options have lapsed on account of cessation of employment. The outstanding options as on 31st March 2015 are 4,825,000 (Previous year 5,475,000).

ESOP 2014

On 3rd April 2014, the Company further granted 2,450,000 stock options out of the balance, lapsed and surrendered stock options available under the Employee Stock Options Plan 2007, 2008, 2009, 2013. These options were granted at an exercise price of ₹ 10/-, at a discount of ₹ 67.00 which was the closing price as on the date of the grant of options. The first 50% of these options shall become available for exercise on 3rd April 2017 and one option if exercised is convertible into one-equity share at the exercise price mentioned above. 500,000 options have lapsed on account of cessation of employment. The outstanding options as on 31st March 2015 are 1,950,000 (Previous year Nil).

On 27th September 2014, the Company further granted 5,00,000 stock options out of the balance, lapsed and surrendered stock options available under the Employee Stock Options Plan 2007, 2008, 2009, 2013. These options were granted at an exercise price of ₹ 10/-, at a discount of ₹ 103.65 which was the closing price as on the date of the grant of options. The first 50% of these options shall become available for exercise on 27th September 2017 and one option if exercised is convertible into one-equity share at the exercise price mentioned above. 100,000 options have lapsed on account of cessation of employment. The outstanding options as on 31st March 2015 are 400,000 (Previous year Nil).

On 7th February 2015, the Company further granted 1,250,000 stock options out of the balance, lapsed and surrendered stock options available under the Employee Stock Options Plan 2007, 2008, 2009, 2013. These options were granted at an exercise price of ₹ 10/-, at a discount of ₹ 98.55 which was the closing price as on the date of the grant of options. The first 50% of these options shall become available for exercise on 7th February 2018 and one option if exercised is convertible into one-equity share at the exercise price mentioned above. The outstanding options as on 31st March 2015 are 1,250,000 (Previous year Nil).

Summary of Significant Accounting Policies and Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2015

4. Reserves & surplus

(in ₹ Crore)

	As at 31 st March 2015	As at 31 st March 2014
a. Securities Premium Reserve		
Balance at the beginning of the period	121.32	96.03
Add : Premium on Redemption of Bonds	--	25.29
Balance at the end of the period	<u>121.32</u>	<u>121.32</u>
b. General Reserve		
Balance at the beginning of the period	661.97	616.03
Add : Transfer from Surplus in Profit & Loss	71.65	45.94
Balance at the end of the period	<u>733.62</u>	<u>661.97</u>
c. Revaluation Reserve		
Balance at the beginning of the period	1,046.74	1,057.09
Addition during the period	--	--
Less transfer to Statement of Profit & Loss	--	(10.35)
Balance at the end of the period	<u>1,046.74</u>	<u>1,046.74</u>
(cumulative amount withdrawn ₹ 11.50 Cr. [P.Y. ₹11.50 Cr.])		
d. Foreign Currency Monetary Item Translation Difference Account (FCMITDA)		
Balance at the beginning of the period	(134.61)	(188.62)
Additions during the period	(97.26)	8.69
Less Amortised during the period	114.06	45.32
Balance at the end of the period	<u>(117.81)</u>	<u>(134.61)</u>
e. Share Options Outstanding Account		
Balance at the beginning of the period	10.41	4.64
ESOP cost during the period	11.22	5.77
Balance at the end of the period	<u>21.63</u>	<u>10.41</u>
f. Cash-flow Reserve		
Balance at the beginning of the period	(6.24)	--
Movement during the period	6.24	(6.24)
Balance at the end of the period	<u>--</u>	<u>(6.24)</u>
g. Statutory Reserves *	1.25	1.20
h. Merger Reserves	0.70	0.74
i. Currency Translation Reserve	(184.72)	(48.30)
j. Surplus in the Statement of Profit and Loss		
Balance at the beginning of the period	402.65	207.37
Add : Transferred from Statement of Profit and Loss	245.17	283.69
Less : Dividend tax paid	(0.54)	--
Less : Dividend proposed	(48.40)	(36.30)
Less : Tax on Dividends	(9.85)	(6.17)
Less : Transfer to General Reserve	(71.65)	(45.94)
Balance at the end of the period	<u>517.38</u>	<u>402.65</u>
Total	<u>2,140.10</u>	<u>2,055.88</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.

Summary of Significant Accounting Policies and Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2015

5. Long-term Borrowings

(in ₹ Crore)

	As at 31 st March 2015			As at 31 st March 2014		
	Non-Current	Current	Total	Non-Current	Current	Total
a. Secured						
External Commercial Borrowings (ECB) / Foreign Currency Loans (FCL) from Banks	1,647.33	248.08	1,895.41	1,710.43	104.42	1,814.85
Rupee Term Loans from Banks	--	--	--	562.50	115.00	677.50
Finance Lease Obligation	0.67	0.30	0.97	0.95	1.77	2.72
Total	1,648.00	248.38	1,896.38	2,273.88	221.19	2,495.07
b. Unsecured						
Senior Notes	3,158.76	--	3,158.76	1,202.00	--	1,202.00
Total	3,158.76	--	3,158.76	1,202.00	--	1,202.00
Total	4,806.76	248.38	5,055.14	3,475.88	221.19	3,697.07
Less : Current Maturities	--	248.38	248.38	--	221.19	221.19
Total	4,806.76	--	4,806.76	3,475.88	--	3,475.88

c. Details of Security & Interest Rates

ECB of USD 10 million (₹ 62.59 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 6 million (₹ 37.55 Crores) from ICICI Bank Ltd is secured by residual charge over moveable fixed assets to the extent of 0.25 times of the outstanding amount and by way of third party cash collateral equivalent to USD 6 million. ECB of USD 135 million (₹ 844.98 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 paripassu hypothecation charge on the movable fixed asset of the Company and exclusive charge over DSRA of the Company with respective banks. ECB of USD 4.60 million (₹ 28.79 Crores) from Bank of India is secured by first charge over current assets of the Company. ECB of USD 14.73 million (₹ 92.17 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. Foreign Currency Loan (FCL) of USD 12.5 million (₹ 78.24 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. FCL of USD 120 million (₹ 751.09 Crores) from Syndicate Bank is secured by way of SBLC from Union Bank of India which is secured by extension of equitable mortgage over Rolta Tower A and second paripassu charge over movable assets, and Central Bank of India & Syndicate Bank is secured by equitable mortgage by way of paripassu charge over Rolta Tower C & second paripassu charge over movable assets.

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

d. Maturity Profile of Secured Loan

ECBs are payable as FY 2015-16 ₹ 248.08 Crores, FY 2016-17 ₹ 355.52 Crores, FY 2017-18 ₹ 412.21, FY 2018-19 ₹ 45.48 Crores FY 2019-20 ₹ 270.81 Crores, FY 2020-21 ₹ 187.77 Crores, and FY 2021-22 ₹ 375.54 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 :

(in ₹ Crore)

Particulars	As at 31 st March 2015		As at 31 st March 2014	
	Minimum Payments	Present value of MLP	Minimum Payments	Present value of MLP
Payable not later than 1 year	0.35	0.30	1.77	1.35
Payable later than 1 year not later than five years	0.62	0.56	0.53	0.48
Payable later than five years	--	0.11	0.42	0.38
	0.97	0.97	2.72	2.21
Less : Amounts representing interest	(0.17)	--	(0.23)	--
Total	0.80	0.97	2.49	2.21

Summary of Significant Accounting Policies and Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2015

- f. The group on 16th May 2013 had issued 10.75% Senior Notes aggregating to USD 200 million redeemable at principle value on May 16 2018.
- g. The group on 24th July 2014 issued 8.875% Senior Notes aggregating to USD 300 million redeemable at principle value on July 24 2019.
- h. The group on 30th October 2014, exchanged 36.67% of its 10.75% Senior Notes (the "Notes") against 8.875% Senior Notes, in the proportion of 1.035 times 8.875% Senior Notes for 1.065 times 10.75% Senior Notes.

6. Deferred Tax Liabilities (Net)

(in ₹ Crore)

	As at 31 st March 2015	As at 31 st March 2014
Deferred Tax Liability on Fixed Assets	455.04	350.42
Deferred Tax Asset on Carry Forward Business losses & Unabsorbed Depreciation and Others	(399.99)	(326.73)
	<u>55.05</u>	<u>23.69</u>

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 31 st March 2015	As at 31 st March 2014
Mark-to Market Loss on Interest Rate Swap	--	10.60
Acquisition Liabilities	--	18.79
Total	<u>--</u>	<u>29.39</u>

8. Long-term Provisions

(in ₹ Crore)

	As at 31 st March 2015	As at 31 st March 2014
Provision for Employee Benefits		
Provision for Gratuity (Refer Note 12c)	8.47	7.41
Provision for Leave Encashment(Refer Note 12c)	7.51	7.57
Provision for other benefits to employees	4.69	11.62
Total	<u>20.67</u>	<u>26.60</u>

9. Short-term Borrowings

(in ₹ Crore)

	As at 31 st March 2015	As at 31 st March 2014
a. Secured		
Working Capital Borrowings from Banks	42.15	358.92
Total	<u>42.15</u>	<u>358.92</u>
b. Security		
Working Capital Loans from Consortium of Banks are secured by first paripassu charge on current assets of the Company.		

10. Trade Payable

(in ₹ Crore)

	As at 31 st March 2015	As at 31 st March 2014
Others	269.03	272.36
Total	<u>269.03</u>	<u>272.36</u>

Summary of Significant Accounting Policies and Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2015

11. Other Current Liabilities

(in ₹ Crore)

	As at 31 st March 2015	As at 31 st March 2014
Current maturities of Long-term Debt (Refer Note 5)	248.08	219.42
Current maturities of Finance Lease Obligations (Refer Note 5)	0.30	1.77
Interest accrued but not due on Borrowings	80.07	77.91
Income received in advance	6.35	5.74
Deferred Revenue	8.82	39.92
Unpaid Dividends	4.55	4.60
Provision for Expenses	48.52	60.42
Acquisition Liabilities	20.41	10.12
Salary & Commission Payable	62.38	53.36
Creditors for Capital Goods	8.81	8.62
Duties and Taxes	8.54	22.19
Advances from Customers	1.72	2.82
Employee related Statutory Dues	1.34	1.50
Total	499.89	508.39

12. Short Term Provisions

(in ₹ Crore)

a.	As at 31 st March 2015	As at 31 st March 2014
Provision for Gratuity (Refer Note c. below)	2.82	1.71
Provision for Leave Encashment (Refer Note c. below)	10.94	1.96
Provision for Warranty (Refer Note b. below)	0.60	0.22
Proposed Dividend to Equity Shareholders	48.40	36.30
Dividend Tax on Proposed Dividend	9.85	6.17
Total	72.61	46.36

- 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)

	31 st March 2015	31 st March 2014
i. Amount at the beginning of the period	0.22	0.12
ii. Additional provision made during the period	0.60	0.22
iii. Amount utilised	0.00	0.01
iv. Unused amount reversed during the period	0.22	0.11
v. Amount at the end of the period	0.60	0.22

- 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 year ended March 31, 2015

(in ₹ Crore)

Particulars	Gratuity	Leave Encashment
Current Service Cost	1.19 (0.97)	1.37 (1.34)
Interest Cost	0.82 (0.54)	0.86 (0.71)
Net actuarial (gain) loss recognised in the period	1.72 (0.94)	0.22 1.72
Expenses Recognised in the income statement	3.73 (2.45)	2.45 (0.33)

Summary of Significant Accounting Policies and Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2015

ii. Net Receipt / Liability recognised in the Balance Sheet

(in ₹ Crore)

Particulars	Gratuity	Leave Encashment
Opening net liability	9.12 (8.93)	9.53 (11.78)
Expense as above	3.73 (2.45)	2.45 (0.33)
Contribution paid	1.55 (2.26)	1.83 (2.58)
Closing net Liability	11.30 (9.12)	10.15 (9.53)

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

(in ₹ Crore)

Particulars	Gratuity	Leave Encashment
Liability at the beginning of the period	9.12 (8.93)	9.53 (11.78)
Interest Cost	0.82 (0.54)	0.86 (0.71)
Current Service Cost	1.19 (0.97)	1.37 (1.34)
Benefit Paid	1.55 (2.26)	1.83 (2.58)
Actuarial (Gain / Loss on Obligations)	1.72 (0.94)	0.22 1.72
Liability at the end of the period	11.30 (9.12)	10.15 (9.53)

iv. Actuarial assumption

Particulars	31 st March 15	31 st March 14
Discount Rate	8.00%	9.00%
Rate of increase in Salary	5.00%	5.00%
Rate of Attrition	24.00%	18.30%

13. Fixed Assets

(in ₹ Crore)

	Description	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK	
		Opening Balance 01.04.2014	Additions / Adjust- ments	Sale / Ad- justments	Closing Balance 31.03.2015	Up-to 31.03.2014	For the year	On Deduction / Adjustment	Up-to 31.03.2015	As-at 31.03.2015	As-at 31.03.2014
i)	Tangible Assets										
	Free-hold Land	294.33	--	(0.26)	294.59	--	--	--	--	294.59	294.33
	Lease-hold Land	783.80	--	(0.62)	784.42	13.11	14.11	(0.01)	27.23	757.19	770.69
	Buildings	1,450.19	2.52	8.63	1,444.08	92.79	23.78	0.97	115.60	1,328.48	1,357.40
	Computer Systems	2,168.10	463.73	59.67	2,572.16	549.05	458.42	59.60	947.87	1,624.29	1,619.05
	Other Equipment	331.11	33.05	(0.80)	364.96	89.97	39.65	(0.83)	130.45	234.51	241.14
	Furniture & Fixtures	240.78	3.96	0.13	244.61	68.07	27.82	0.03	95.86	148.75	172.71
	Vehicles	3.42	--	--	3.42	0.64	0.59	--	1.23	2.19	2.78
	Total	5,271.73	503.26	66.75	5,708.24	813.63	564.37	59.76	1,318.24	4,390.00	4,458.10
	Previous Year	4,717.50	620.22	65.99	5,271.73	540.41	339.29	66.07	813.63	4,458.10	4,177.09
ii)	Intangible Assets										
	Intellectual Property Rights	485.33	84.78	--	570.11	91.74	57.63	--	149.37	420.74	393.58
	Total	485.33	84.78	--	570.11	91.75	57.63	--	149.37	420.74	393.58
	Previous Year	434.33	90.89	39.89	485.33	94.42	34.70	37.37	91.75	393.58	339.91
iii)	Capital Work-in-progress										
										96.66	153.68
	Grand Total	5,757.06	588.04	66.75	6,278.35	905.38	622.00	59.76	1,467.61	4,907.40	5,005.36

Summary of Significant Accounting Policies and Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2015

14. Long-term Loans and Advances

(Unsecured, Considered Good)

(in ₹ Crore)

	As at 31 st March 2015	As at 31 st March 2014
Security Deposits	2.14	2.99
Prepaid Expenses	7.34	11.21
Advance Income Tax, net of Provision for Tax	4.42	11.55
MAT Credit Entitlement	43.12	25.11
Other Loans & Advances	26.97	30.10
Total	83.99	80.96

15. Other Non-current Assets

(in ₹ Crore)

	As at 31 st March 2015	As at 31 st March 2014
Long-term Bank Deposits :		
-Debt Services Reserve Account	9.37	21.66
-Interest Reserve Account of Bonds	--	64.61
-Other Deposits	12.32	6.92
Interest accrued on Long-term Bank Deposits	0.34	0.65
Unamortised Expenses	49.69	--
Unbilled Revenues	34.58	73.24
Total	106.30	167.08

16. Current Investments (valued at cost or market value whichever is lower)

(Non Trade, Unquoted)

(in ₹ Crore)

	As at 31 st March 2015	As at 31 st March 2014
Investments in Mutual Funds	0.18	10.88
Total	0.18	10.88
Aggregate amount of		
Quoted investments	NA	NA
Market value of Quoted Investments	NA	NA
Unquoted Investments	0.18	10.88

17. Trade Receivables (Unsecured)

(in ₹ Crore)

	As at 31 st March 2015	As at 31 st March 2014
Outstanding for a period exceeding six months from the date they are due for payment	7.73	45.09
Considered Doubtful	(7.73)	(45.09)
Less : Provision for Bad and Doubtful Debts	--	--
Considered Good	105.38	11.52
Others (Considered Good)	1,169.35	851.07
Total	1,274.73	862.59

18. Cash and bank balances

(in ₹ Crore)

	As at 31 st March 2015	As at 31 st March 2014
a. Cash and Cash Equivalents		
- Cash on Hand	0.49	0.39
- Balance with Banks in Current / Deposit Accounts	455.57	42.34
b. Other Bank Balances		
- Dividend Account	4.55	4.60
- Short-term Bank Deposits	86.35	14.22
Total	546.96	61.55

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

Summary of Significant Accounting Policies and Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2015

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

(in ₹ Crore)

	As at 31 st March 2015	As at 31 st March 2014
Security Deposits	22.48	18.27
Prepaid Expenses	68.43	49.89
Advances to Suppliers	6.48	17.05
Total	97.39	85.21

20. Other Current Assets

(in ₹ Crore)

	As at 31 st March 2015	As at 31 st March 2014
Interest Accrued	1.88	1.13
Unamortised Expenses	9.01	--
Unbilled Revenues	452.61	94.06
Other Receivables	20.05	45.36
Total	483.55	140.55

21. Other Income

(in ₹ Crore)

	For the Year ended 31 st March 2015	For the Nine Months ended 31 st March 2014
Interest Income	8.55	3.65
License Fees	1.70	--
Dividend income from current investments	0.43	0.08
Miscellaneous Income	20.04	1.95
Total	30.72	5.68

22. Cost of Materials and Technical Subcontractors

(in ₹ Crore)

	For the Year ended 31 st March 2015	For the Nine Months ended 31 st March 2014
Material & Subcontracting Cost	1,288.50	826.48
Total	1,288.50	826.48

23. Employee Benefit Expense

(in ₹ Crore)

	For the Year ended 31 st March 2015	For the Nine Months ended 31 st March 2014
Salaries, Wages and Bonus	753.67	595.49
Contribution to Gratuity	3.73	2.45
Contribution to Provident and other Defined Contribution Funds	21.49	24.72
Employee Stock Option Scheme	11.22	5.77
Staff Welfare Expenses	0.88	0.63
Total	790.99	629.06

24. Finance Costs

(in ₹ Crore)

	For the Year ended 31 st March 2015	For the Nine Months ended 31 st March 2014
On Fixed loans	385.46	227.44
Others	15.88	20.50
Total	401.34	247.94

Summary of Significant Accounting Policies and Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2015

25. Other Expenses

(in ₹ Crore)

	For the Year ended 31 st March 2015	For the Nine Months ended 31 st March 2014
Repairs & Maintenance	20.74	12.75
Utilities & Communication	27.65	22.04
Rent, Rates & Taxes and Insurance	37.92	35.65
Advertisement & Sales Promotion	26.11	22.70
Travelling & Conveyance	48.05	41.98
Printing & Stationery	1.65	1.26
Bank & Other Charges	15.02	13.49
Auditors' Remuneration	2.07	1.96
Directors' Sitting Fees	0.33	0.07
Legal & Professional Fees	27.02	34.43
Loss on Sale of Fixed Assets (net)	2.62	0.29
Provision for Bad & Doubtful Debts	1.59	9.06
Donation (includes expenditure on CSR ₹ 4.21 Cr. P.Y. ₹ 0.50 Cr.) [Refer Note27]	4.23	0.51
Exchange difference loss (including amortisation of translation difference on Foreign Currency Monetary Items amounting to ₹ 114.06 Cr. P.Y. 45.32 Cr.)	96.48	36.09
Miscellaneous Expenses	11.87	8.13
Total	323.35	240.41

26. Income Taxes

Following is the break-up of current tax and deferred tax:

(in ₹ Crore)

Current tax	For the Year ended 31 st March 2015	For the Nine Months ended 31 st March 2014
Wealth tax	0.15	0.03
Current Tax (Minimum Alternate Tax - MAT)	24.17	2.60
MAT Credit	(18.01)	--
Reversal of provisions recorded earlier periods, which are no longer required	--	(54.32)
Total	6.31	(51.69)

Deferred tax	For the Year ended 31 st March 2015	For the Nine Months ended 31 st March 2014
Incremental deferred tax liability (net) on Fixed Assets	105.78	284.90
Deferred tax assets recorded on carried forward business losses and unabsorbed depreciation and others(see note below)	(73.26)	(317.01)
Total	32.52	(32.11)

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.

Summary of Significant Accounting Policies and Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2015

27. Corporate Social Responsibility Activities

- Gross Amount required to be spent by the company during the year ₹ 8.46 Cr.
- Amount spent during the year on

(in ₹ Crore)

	In cash	Yet to be paid in cash	Total
i. Construction / acquisition of any asset	--	--	--
ii. On purposes other than i. above	4.21	--	4.21
Total	4.21	--	4.21

28. Segment Reporting

- 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	For the Year ended 31 st March 2015	For the Nine Months ended 31 st March 2014
<i>Segment Revenue</i>		
Enterprise Geospatial & Engineering Solutions (EGES)	983.67	706.27
System Integration & Enterprise IT Solutions (EITS)	2,695.79	1,795.45
Less: Inter Segment revenue		
Net revenue from operations	3,679.46	2,501.72
Segment Profit/(loss) before tax, interest & depreciation		
Enterprise Geospatial & Engineering Solutions (EGES)	590.76	353.78
System Integration & Enterprise IT Solutions (EITS)	685.86	451.99
Total	1,276.62	805.77
Add: Other Income (not allocable)	30.72	5.68
Less: Interest (not allocable)	401.34	247.94
Less: Depreciation (not Allocable)	622.00	363.64
Total Profit before Tax	284.00	199.87

- Secondary segment report is based on Geographical locations. Revenue Attributable to different geographical segment is as follows:

(in ₹ Crore)

Geographical segments	For the Year ended 31 st March 2015	For the Nine Months ended 31 st March 2014
India	1,585.08	925.99
Rest of the World	2,094.38	1,575.73
Total	3,679.46	2,501.72

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.

Summary of Significant Accounting Policies and Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2015

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	Jt. Managing Director-International Operations & Group Chief Financial Officer
Ms Preetha Pulusani	President & Chief Operating Officer – International Operations
Mr. Virender Khashu	Company Secretary & Head Legal/Compliance

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 Pvt. Ltd (formerly known as Rolta Holding & Finance Corporation Ltd.)	Company controlled by Mr. K K Singh
Rolta Power Pvt. 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

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 Management Personnel	Total
I Transactions during the year			
Interest on Deposit	-	-	-
	-	(0.13)	(0.13)
Rental Income	-	1.70	1.70
	-	-	-
Reimbursements	-	0.23	0.23
	-	(0.13)	(0.13)
Lease Rent & Maintenance	-	16.76	16.76
	-	(13.53)	(13.53)
Technical Fees	-	-	-
	-	(0.34)	(0.34)
Royalty Fees	-	7.80	7.80
	-	(5.00)	(5.00)
Legal Fees	-	2.12	2.12
	-	-	-
Remuneration incl Commission	16.16	--	16.16
	(14.41)	--	(14.41)
Purchase on Assets	-	-	-
	-	(12.29)	(12.09)
Security Deposit Taken	-	0.17	0.17
	-	(2.00)	(2.00)
II Closing Balances			
Trade Receivable	-	0.31	0.31
	-	-	-
Security Deposits (net)	-	15.47	15.47
	-	(15.64)	(15.64)
Trade Payable	-	2.22	2.22
	-	(13.88)	(13.88)
Salary & Commission Payable	9.37	-	9.37
	(8.08)	-	(8.08)

Summary of Significant Accounting Policies and Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2015

c. Significant Transactions during the period

Transactions	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
Rental Income			
Rolta Power Private Limited	-	1.70	1.70
Reimbursements			
Rolta Limited	-	(0.12)	(0.12)
Rolta Power Private Limited	-	0.35	0.35
Lease/Maintenance			
Rolta Limited	-	16.76	16.76
Technical & Management Fees			
Rolta Limited	-	-	-
Royalty Fees			
Rolta Limited	-	7.80	7.80
Legal Fees			
Lanier Ford Shaver & Payne P.C.	-	2.12	2.12
Remuneration incl Commission			
Mr. K.K.Singh	6.15	-	6.15
Mr. Atul Tayal	3.88	-	3.88
Mr. Hiranya Ashar	2.43	-	2.43
Ms. Preetha Pulusani	3.02	-	3.02
Mr. Verinder Khashu	0.68	-	0.68
Security Deposit Taken/Given			
Rolta Power Private Limited	-	(0.17)	(0.17)
CLOSING BALANCES			
Trade Receivables			
Rolta Power Private Limited	-	0.31	0.31
Trade Payable			
Rolta Limited	-	1.91	1.91
Rolta Holding & Finance Corporation Pvt. Ltd.	-	0.14	0.14
Lanier Ford Shaver & Payne P.C.	-	0.17	0.17
Salary & Commission Payable			
Commission			
Mr. K.K.Singh	6.14	-	6.14
Mr. A D Tayal	2.01	-	2.01
Mr. Hiranya Ashar	1.16	-	1.16
Mr. Verinder Khashu	0.06	-	0.06
Security Deposit			
Rolta Limited (Gurgaon) (Given)	-	15.64	15.64
Rolta Power Private Limited (Taken)	-	(0.17)	(0.17)

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 year in respect of debts due from or to related parties.
- The company 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 Year ended 31 st March 2015	For the Nine Months ended 31 st March 2014
Before Exceptional Item		
a. Net Profit attributable to Equity Shareholders for Basic EPS (in ₹ Cr.)	245.17	283.69
EPS (₹) Basic	15.20	17.58
EPS (₹) Diluted	14.56	17.09
After Exceptional Item		
a. Net Profit attributable to Equity Shareholders for Basic EPS (in ₹ Cr.)	245.17	283.69
EPS (₹) Basic	15.20	17.58
EPS (₹) Diluted	14.56	17.09

Summary of Significant Accounting Policies and Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2015

Reconciliation of weighted average Number of equity shares outstanding during the period.

	For the Year ended March 31, 2015	For the Nine Months Period ended March 31, 2014
Weighted Nos of shares for Basic Earnings per share	161,329,096	161,329,096
Adjusted on account of ESOPs	7,098,660	4,625,073
Weighted Nos of shares for Diluted Earnings per share	168,427,756	165,954,169

31. Contingent Liabilities not provided for

(in ₹ Crore)

Particulars	As at 31 st March 15	As at 31 st March 14
i. B/G & B/D given by Bankers (incl. counter guarantees issued by them)	614.13	744.25
ii. Letters of Credit issued by Bankers	4.87	10.11

32. Capital and Other Commitments

(in ₹ Crore)

Particulars	As at 31 st March 15	As at 31 st March 14
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)

	2014 – 2015	2013 – 2014
Upto 1 year	26.80	16.03
Later than 1 years not later than 5 years	63.78	59.00
Later than 5 years	4.65	--
Total	95.23	75.03

34. Addition/Adjustments in Buildings, Other Equipment and Furniture & Fixtures includes adjustments on account of Foreign Exchange Fluctuation amounting to ₹ 1.11 Cr, ₹ 0.13 Cr, and ₹ 0.08 Cr respectively.

35. Previous year figures have been regrouped / rearranged wherever necessary to confirm to the classification adopted for the current year. Further, during the previous year, Group decided to change the financial year from June year-end to March year-end. Accordingly, the previous financial year was for a period of 9 months period ending March 2014 and are not comparable with the results of the current financial year 2014–15 which is 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/ N500013



V K Chopra
Director



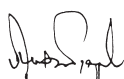
K. K. Singh
Chairman & Managing Director



T C Venkat Subramanian
Director



Vinod Chandiok
Partner
Membership No. 10093



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



Verinder Khashu
Company Secretary & Head
Legal / Compliance



Hiranya Ashar
Jt. Managing Director-
International Operations &
Group Chief Financial
Officer

Mumbai
May 23, 2015

Mumbai
May 23, 2015

CONSOLIDATED CASH FLOW STATEMENT

For the year ended 31st March 2015

(in ₹ Crore)

	For the Year ended 31 st March 2015	For the Nine Months ended 31 st March 2014
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit Before tax and extraordinary items	284.00	199.87
Adjustments for :		
Depreciation and Amortization Expenses	622.00	363.64
Finance Costs	401.34	247.94
Interest Income	(8.55)	(3.65)
Dividend Income	(0.43)	(0.08)
Bad debts & Provision for Doubtful Debts	1.59	9.06
(Profit)/Loss on Sale of Asset (net)	2.62	0.29
Employee Stock Option Scheme	11.22	5.77
Exchange difference adjustment(net) (Including amortization of FCMITDA)	(40.93)	28.23
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1,272.86	851.07
Adjustments for :		
Trade Receivables, Loans & Advances and Other Assets	(785.33)	(332.98)
Trade Payables, Other Liabilities and Provisions	(38.40)	81.53
CASH GENERATED FROM OPERATIONS	449.13	599.62
Direct taxes paid (net of refunds)	(10.05)	(6.95)
NET CASH FROM OPERATING ACTIVITIES	439.08	592.67
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (including CWIP)	(444.77)	(745.66)
Sale of Fixed Assets	4.36	7.39
Sale / (purchase) of Investment (net)	10.70	(9.67)
Interest received	8.11	7.07
Dividend received from Mutual Funds	0.43	0.07
Consideration towards Acquisition / Intangibles	(84.67)	(92.25)
Deposits having original maturity over three months and restricted balance	4.75	(6.79)
NET CASH USED IN INVESTING ACTIVITIES	(501.09)	(839.85)
C CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Short-term borrowings(Net)	(316.78)	218.33
Proceeds from Long-term borrowings	2,627.87	168.07
Repayment of Long-term borrowings	(1,393.57)	386.40
Dividend and Dividend Tax Paid	(43.00)	(56.62)
Interest paid	(399.18)	(196.66)
NET CASH FROM FINANCING ACTIVITIES	475.34	133.12
NET INCREASE IN CASH & CASH EQUIVALENTS	413.33	(114.06)
CASH & CASH EQUIVALENTS(OPENING BALANCE)	42.73	156.79
CASH & CASH EQUIVALENTS(CLOSING BALANCE)	456.06	42.73

This is the Cash Flow Statement 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/ N500013



V K Chopra
Director



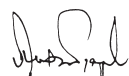
K. K. Singh
Chairman & Managing Director



T C Venkat Subramanian
Director



Vinod Chandio
Partner
Membership No. 10093



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



Verinder Khashu
Company Secretary & Head
Legal / Compliance



Hiranya Ashar
Jt. Managing Director-
International Operations &
Group Chief Financial
Officer

Mumbai
May 23, 2015

Mumbai
May 23, 2015

Consolidated Balance Sheet in US \$

As at 31st March 2015

(in \$ Million)

EQUITY AND LIABILITIES

Shareholders' Funds

Share Capital	25.78	26.84
Reserves and Surplus	341.92	342.08
	<u>367.70</u>	<u>368.92</u>

Minority Interest

Non-Current Liabilities

Long-term Borrowings	767.96	578.35
Deferred Tax Liabilities (Net)	8.80	3.94
Other Long-term Liabilities	--	4.89
Long-term Provisions	3.30	4.43
	<u>780.06</u>	<u>591.61</u>

Current Liabilities

Short-term Borrowings	6.73	59.72
Trade Payables	42.98	45.32
Other Current Liabilities	79.87	84.59
Short-term Provisions	11.60	7.71

Total

ASSETS

Non-Current Assets

Fixed Assets		
i) Tangible Assets	701.38	741.78
ii) Intangible Assets	67.22	65.49
iii) Capital Work-in-Progress	15.44	25.57
Goodwill	90.60	90.62
Long-term Loans and Advances	13.42	13.47
Other Non-current Assets	16.98	27.80
	905.04	964.73

Current Assets

Current Investments	0.03	1.81
Trade Receivables	203.66	143.53
Cash and Bank Balances	87.39	10.24
Short-term Loans and Advances	15.56	14.17
Other Current Assets	77.26	23.39

Total

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 2015 of ₹ 62.5908 = U.S.\$ 1.00 (Last Year ₹ 60.0998 = U.S.\$ 1.00)

Consolidated Statement of Profit and Loss in US \$

For the year ended 31st March 2015

(in \$ Million)

	For the Year ended 31 st March 2015	For the Nine Months ended 31 st March 2014
REVENUE		
Sales of IT Solutions and Services	587.86	416.26
Other Income	4.91	0.95
Total Revenue	592.77	417.21
EXPENSES		
Cost of Materials & Technical Subcontractors	205.86	137.52
Employee Benefits Expense	126.37	104.67
Finance Costs	64.12	41.25
Depreciation and Amortization Expenses	99.38	60.51
Other Expenses	51.66	40.00
Total Expenses	547.39	383.95
Profit Before Tax	45.38	33.26
Tax expenses /(benefit)	6.20	(13.94)
Profit for the year before Minority Interest	39.18	47.20
Minority Interest	--	--
Profit for the period	39.18	47.20
Earnings per Equity Shares		
Basic	0.24	0.29
Diluted	0.23	0.28
(Nominal Value ₹ 10 each)		

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 2015 of ₹ 62.5908 = U.S.\$ 1.00 (Last Year ₹ 60.0998 = U.S.\$ 1.00)

Consolidated Cash Flow Statement in US \$

For the year ended 31st March 2015

(in \$ Million)

	For the Year ended 31 st March 2015	For the Nine Months ended 31 st March 2014
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit Before tax and extraordinary items	45.38	33.26
Adjustments for :		
Depreciation and Amortization Expenses	99.38	60.51
Finance Costs	64.12	41.25
Interest Income	(1.37)	(0.61)
Dividend Income	(0.07)	(0.01)
Bad debts & Provision for Doubtful Debts	0.25	1.51
(Profit)/Loss on Sale of Asset (net)	0.42	0.05
Employee Stock Option Scheme	1.79	0.96
Exchange difference adjustment(net) (Including amortization of FCMITDA)	(6.54)	4.70
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	203.36	141.61
Adjustments for :		
Trade Receivables, Loans & Advances and Other Assets	(125.47)	(55.40)
Trade Payables, Other Liabilities and Provisions	(6.14)	13.57
CASH GENERATED FROM OPERATIONS	71.75	99.77
Direct taxes paid (net of refunds)	(1.61)	(1.16)
NET CASH FROM OPERATING ACTIVITIES	70.14	98.61
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (including CWIP)	(71.06)	(124.07)
Sale of Fixed Assets	0.70	1.23
Sale / (purchase) of Investment (net)	1.71	(1.61)
Interest received	1.30	1.18
Dividend received from Mutual Funds	0.07	0.01
Consideration towards Acquisition / Intangibles	(13.53)	(15.35)
Deposits having original maturity over three months and restricted balance	0.76	(1.13)
NET CASH USED IN INVESTING ACTIVITIES	(80.05)	(139.74)
C CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Short-term borrowings(Net)	(50.61)	36.33
Proceeds from Long-term borrowings	419.85	27.97
Repayment of Long-term borrowings	(222.65)	--
Dividend and Dividend Tax Paid	(6.87)	(9.42)
Interest paid	(63.78)	(32.72)
NET CASH FROM FINANCING ACTIVITIES	75.94	22.15
NET INCREASE IN CASH & CASH EQUIVALENTS	66.03	(18.98)
CASH & CASH EQUIVALENTS(OPENING BALANCE)	6.83	26.09
CASH & CASH EQUIVALENTS(CLOSING BALANCE)	72.86	7.11

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 2015 of ₹ 62.5908 = U.S.\$ 1.00 (Last Year ₹ 60.0998 = U.S.\$ 1.00)

Independent Auditors' Report

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 2015, the consolidated statement of comprehensive income, changes in shareholders' equity and cash flows for the year 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.

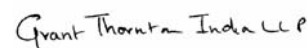
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, 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 2015, and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.



Grant Thornton India LLP

Mumbai

Date: 14th August 2015.

Rolta India Limited and its subsidiaries

Consolidated Financial Statements prepared in accordance with IFRS - 31 March 2015

Consolidated Balance Sheet

(All amounts in millions of Indian Rupees, unless otherwise stated)

	Notes	31 March 2015	31 March 2014
ASSETS			
Current assets			
Cash and cash equivalents	B	4,513.13	569.51
Short term marketable securities (available for sale)		1.81	108.78
Trade receivables	C	12,747.26	8,571.46
Unbilled receivables		4,526.10	940.55
Other current assets	D	768.59	980.14
Total current assets		22,556.89	11,170.44
Non-current assets			
Property, plant and equipment	E	43,700.94	44,927.40
Intangible assets	F	4,464.19	4,385.10
Goodwill	G	4,778.89	4,554.28
Restricted cash	H	1,173.38	977.84
Deferred tax assets	O	431.19	251.11
Unbilled receivables		345.77	732.41
Other non-current assets		424.83	642.78
Total non-current assets		55,319.19	56,470.92
Total assets		77,876.08	67,641.36
LIABILITIES AND SHAREHOLDERS EQUITY			
Current liabilities			
Trade payables		2,690.31	2,723.64
Short term borrowings	M	421.46	3,589.24
Current portion of long term borrowings	L	2,480.79	2,194.23
Short term provisions	N	143.62	123.59
Other financial liabilities	J	2,242.11	2,243.12
Other liabilities	I	267.68	667.17
Total current liabilities		8,245.97	11,540.99
Non-current liabilities			
Long-term borrowings	L	46,984.14	34,412.36
Long term provisions	K	206.72	181.28
Deferred tax liabilities, net	O	2,515.00	2,184.95
Other financial liabilities	J	6.69	208.67
Total non-current liabilities		49,712.55	36,987.26
Total liabilities		57,958.52	48,528.25
Shareholders' equity	P		
Common stock		1,613.29	1,613.29
Additional paid in capital		3,696.63	3,696.63
Employee stock compensation reserve		352.71	250.22
Statutory reserve		9.97	9.52
Translation reserve		(1,788.81)	(329.46)
Revaluation reserve		8,480.33	8,480.33
Accumulated earnings		7,562.82	5,464.36
Cash flow reserve		-	(62.41)
Other reserve		(9.38)	(9.38)
Equity attributable to owners of the parent		19,917.56	19,113.10
Non-controlling interest		-	0.01
Total Shareholders' equity		19,917.56	19,113.11
Total liabilities and Shareholders' equity		77,876.08	67,641.36

(The accompanying notes are an integral part of these consolidated financial statements)

Rolta India Limited and its subsidiaries

Consolidated Financial Statements prepared in accordance with IFRS - 31 March 2015

Consolidated Statement of Comprehensive Income

(All amounts in millions of Indian Rupees, unless otherwise stated)

	Notes	Year ended 31 March 2015	Nine Months ended 31 March 2014
Revenues			
Operating revenue	Q	36,794.57	25,017.22
Total		36,794.57	25,017.22
Operating expenses			
Materials consumed	S	12,885.00	8,264.83
Employee costs	T	7,900.21	6,265.08
Depreciation and amortization	E,F	6,279.72	3,769.93
Other expenses		3,233.47	2,045.84
Total		30,298.40	20,345.68
Operating profit		6,496.17	4,671.54
Other income	R	462.28	524.09
Interest cost		4,037.12	2,505.40
Profit before tax		2,921.33	2,690.23
Taxes			
Current tax expense/(benefit), net	O	63.10	(515.94)
Deferred tax expense/(benefit), net	O	329.19	(258.65)
Profit for the year		2,529.04	3,464.82
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Defined benefit actuarial losses	U	(17.18)	(9.38)
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translating foreign operations		(1,459.36)	(326.35)
Cash flow reserve		62.41	(62.41)
Other comprehensive income for the year, net of tax		(1,414.13)	(398.14)
Total comprehensive income for the year		1,114.91	3,066.68
Profit for the year attributable to:			
Non-controlling interest		(0.01)	(0.20)
Equity shareholders of Rolta India Limited		2,529.05	3,465.02
Total comprehensive income attributable to:			
Non-controlling interest		(0.01)	(0.20)
Equity shareholders of Rolta India Limited		1,114.92	3,066.88
Earnings per share			
Basic (in ₹)	X	15.67	21.48
Diluted (in ₹)	X	15.02	20.88

(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											Non-controlling interest	Total shareholder's equity
	Common stock - No. of shares	Common stock - Amount	Additional paid in capital	Stock compensation reserve	Statutory reserve	Translation reserve	Other reserve	Cash flow reserve	Revaluation reserve	Accumulated earnings	Total attributable to owners of the parent		
Balance as at 1 July 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 year	-	-	-	-	-	(326.35)	(9.38)	(62.41)	-	3,465.02	3,066.88	-	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
Dividend paid (@ Rs 3 per share)	-	-	-	-	-	-	-	-	-	(430.59)	(430.59)	-	(430.59)
Employee share based payment - Options	-	-	-	102.49	-	-	-	-	-	-	102.49	-	102.49
Transactions with owners	-	-	-	102.49	-	-	-	-	-	(430.59)	(328.10)	-	(328.10)
Profit for the year	-	-	-	-	-	-	-	-	-	2,529.05	2,529.05	(0.01)	2,529.04
Other comprehensive income:													
Exchange differences on translation of foreign operations	-	-	-	-	0.45	(1,459.35)	-	-	-	-	(1,458.90)	-	(1,458.90)
Interest rate swap	-	-	-	-	-	-	-	62.41	-	-	62.41	-	62.41
Total comprehensive income for the year	-	-	-	-	0.45	(1,459.35)	-	62.41	-	2,529.05	1,132.56	(0.01)	1,132.55
Balance as at 31 March 2015	161,329,096	1,613.29	3,696.63	352.71	9.97	(1,788.81)	(9.38)	-	8,480.33	7,562.82	19,917.56	-	19,917.56

(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	Year ended 31 March 2015	Nine months ended 31 March 2014
(A) Cash flow from operating activities		
Profit before tax	2,921.33	2,690.23
Adjustments to reconcile profit to net cash generated from operations		
Depreciation and amortization	6,279.72	3,769.93
Share based payments.	102.49	41.58
Interest expense	4,037.12	2,505.40
Interest income	(85.52)	(36.53)
Loss on sale of property, plant & equipment (net)	26.21	2.97
Profit on sale of investments		-
Dividend income	(4.26)	(0.79)
Bad debts and allowances for doubtful debts	15.93	90.61
Gain on interest rate swaps		-
Unrealized exchange differences (net)	576.45	(186.85)
	<u>13,869.47</u>	<u>8,876.55</u>
Changes in operating assets and liabilities		
Increase in trade receivables and other assets	(8,042.32)	(2,892.04)
(Decrease)/ increase in trade payable and other liabilities	(539.00)	438.53
Net changes in operating assets and liabilities	<u>(8,581.32)</u>	<u>(2,453.51)</u>
Income taxes paid	(100.52)	(68.40)
Net cash provided by operating activities	<u>5,187.63</u>	<u>6,354.64</u>
(B) Cash flow from investing activities		
Dividend received	4.26	0.79
Interest received	87.96	17.65
Purchase of property, plant and equipment and intangibles	(5,250.26)	(8,462.16)
Acquisition of subsidiary, net of cash	-	-
Proceeds from sale of property, plant and equipment	152.11	60.03
Purchase/sale of marketable securities, net	-	(99.57)
Restricted cash, net	(412.04)	(93.35)
Net cash used in investing activities	<u>(5,417.97)</u>	<u>(8,576.61)</u>
(C) Cash flow from financing activities		
Proceeds from borrowings	25,681.78	5,016.37
Repayment of borrowings	(17,113.71)	(1,435.22)
Interest paid	(3,991.80)	(1,829.82)
Dividend paid (including tax on dividend)	(430.02)	(566.24)
Repayment of capital lease	(3.17)	(20.20)
Net cash provided by financing activities	<u>4,143.08</u>	<u>1,164.89</u>
Effect of exchange rate changes on cash and cash equivalents	30.88	58.65
Net increase/(decrease) in cash and cash equivalents	<u>3,943.62</u>	<u>(998.43)</u>
Cash and cash equivalents at the beginning of the year	<u>569.51</u>	<u>1,567.94</u>
Cash and cash equivalents at the end of the year	<u>4,513.13</u>	<u>569.51</u>
Cash and cash equivalents comprise		
Cash in hand	4.87	3.94
Balances with banks	4,508.26	565.57
	<u>4,513.13</u>	<u>569.51</u>

Supplemental schedule of non-cash investing activities:

Capital expenditures funded by capital creditors	32.28	307.80
(The accompanying notes are an integral part of these consolidated financial statements)		

Notes to Consolidated Financial Statements

(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 (GDRs) 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. These financial statements include comparative financial information as at and for the period ended 31 March 2014, as required by IAS 1 - Presentation of Financial Statements ('IAS 1'). The Consolidated Financial Statements have been prepared on a going concern basis.

In the previous period, the Company had 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.

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 presentation currency.

The consolidated financial statements for the year ended 31 March 2015 were approved by the Board of Directors and authorised for issue on 14 August 2015.

3. STANDARDS AND INTERPRETATIONS NOT YET APPLIED

Certain new standards, interpretations and amendments to existing standards have been published that are mandatory for the Company's accounting periods beginning on or after April 1, 2015 or later periods. Those which are considered to be relevant to the Company's operations are set out below.

- In May 2014, the IASB issued IFRS 15 Revenue from Contracts with Customers ('IFRS 15'). This standard provides a single, principle-based five-step model to be applied to all contracts with customers.

Guidance is provided on topics such as the point at which revenue is recognized, accounting for variable consideration, costs of fulfilling and obtaining a contract and various other related matters. IFRS 15 also introduced new disclosure requirements with respect to revenue.

The five steps in the model under IFRS 15 are : (i) identify the contract with the customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contracts; and (v) recognize revenue when (or as) the entity satisfies a performance obligation.

IFRS 15 replaces the following standards and interpretations:

- o IAS 11 "Construction Contracts"
- o IAS 18 "Revenue"
- o IFRIC 13 "Customer Loyalty Programmes"
- o IFRIC 15 "Agreements for the Construction of Real Estate"
- o IFRIC 18 "Transfers of Assets from Customers"
- o SIC-31 "Revenue - Barter Transactions Involving Advertising Services"

When first applying IFRS 15, it should be applied in full for the current period, including retrospective application to all contracts that were not yet complete at the beginning of that period. In respect of prior periods, the transition guidance allows an option to either:

- apply IFRS 15 in full to prior periods (with certain limited practical expedients being available); or
- retain prior period figures as reported under the previous standards, recognizing the cumulative effect of applying IFRS 15 as an adjustment to the opening balance of equity as at the date of initial application (beginning of current reporting period).

IFRS 15 is effective for fiscal years beginning on or after January 1, 2017. Earlier application is permitted. The Company is currently evaluating the impact that this new standard will have on its consolidated financial statements.

- In July 2014, the IASB finalized and issued IFRS 9 – Financial Instruments. IFRS 9 replaces IAS 39 "Financial instruments: recognition and measurement, the previous Standard which dealt with the recognition and measurement of financial instruments in its entirety upon former's effective date.

Key requirements of IFRS 9:

- Replaces IAS 39's measurement categories with the following three categories:
 - o fair value through profit or loss ('FVTPL')
 - o fair value through other comprehensive income ('FVTOCI')
 - o amortized cost
- Eliminates the requirement for separation of embedded derivatives from hybrid financial assets, the classification requirements to be applied to the hybrid financial asset in its entirety.
- Requires an entity to present the amount of change in fair value due to change in entity's own credit risk in other comprehensive income.
- Introduces new impairment model, under which the "expected" credit loss are required to be recognized as compared to the existing "incurred" credit loss model of IAS 39.
- Fundamental changes in hedge accounting by introduction of new general hedge accounting model which:
 - o Increases the eligibility of hedged item and hedging instruments;
 - o Introduces a more principles-based approach to assess hedge effectiveness.

IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

Earlier application is permitted provided that all the requirements in the Standard are applied at the same time with two exceptions:

- The requirement to present changes in the fair value of a liability due to changes in own credit risk may be applied early in isolation;

Notes to Consolidated Financial Statements

- Entity may choose as its accounting policy choice to continue to apply hedge accounting requirements of IAS 39 instead of new general hedge accounting model as provided in IFRS 9.

The Company is currently evaluating the impact of this new standard on its 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.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

4.1 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 Property, Plant & Equipment 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.

Fair value of revalued assets

The management had carried out fair value of land (freehold & leasehold) in 2013 and do not expect significant change in fair value of such asset as on March 31, 2015. Fair value is assessed by professional valuer at an interval of 3 years or earlier if management believes that there is significant change in market value.

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.

Notes to Consolidated Financial Statements

Financial Liability

A financial liability is derecognized when obligation in the contract is discharged cancelled or expires, or the primary responsibility for the liability is legally transferred to another party. A liability is also considered to be extinguished if there is substantial modification in the terms of the instrument, where the discounted present value of the cash flows differs from the previous cash flows by at least 10%. As the current PV is not more than 10% then such transfer is treated as modification of existing debt and any difference in carrying value of liability and amount paid / exchanged for the same is amortised over the remaining period of the debt. (Refer Note L)

4.2 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.

4.3 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 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.

Following are the subsidiaries which are consolidated under Rolta India Limited ('RIL'):

Name of the Entity	Year end date	Country of Incorporation	Holding Group	Effective Group Shareholding (%)
Rolta International Inc. ('RUIS')	31 March 2015	USA	RIL	100*
Rolta Saudi Arabia Limited. ('RSA')	31 March 2015	Saudi Arabia	RME@	100
Rolta Middle East FZ - LLC ('RME')	31 March 2015	UAE	RCB@	100
Rolta UK Limited ('RUK')	31 March 2015	UK	RCB@	100
Rolta Benelux B.V. ('RBN')	31 March 2015	Netherlands	RUK	100
Rolta Canada Limited ('RCL')	31 March 2015	Canada	RUS	100
Rolta Deutschland GmbH	31 March 2015	Germany	RUK	100
Rolta Asia Pacific Pty Ltd.	31 March 2015	Australia	RUS	100
Rolta Thales Limited	31 March 2015	India	RIL	51
Rolta LLC	31 March 2015	USA	RUS	100
AT Solutions Group LLC ('ATS')@	31 March 2015	USA	RUS	100
Advizex Technologies LLC	31 March 2015	USA	RUS	100
Rolta Global BV ('RCB')	31 March 2015	Netherlands	RIL	100
Rolta America LLC#	31 March 2015	USA	RUS	100
Rolta Meprolight Pvt Ltd##	31 March 2015	India	RIL	100
Rolta Hungary Kft**	31 March 2015	Hungary	RUS	100

* 48.22% held through Rolta Global BV.

@ AT Solutions Group LLC merged with Rolta International Inc during the year ended 31 March 2015; consequently the holding company of Advizex Technologies LLC is now RUS.

Rolta America LLC was incorporated on 24 July 2014.

Rolta Meprolight Pvt Ltd. was incorporated on 3 July 2014.

** Rolta Hungary Kft was incorporated on 16 December 2014.

© During the year RIL has disinvested its entire shareholding in favour of RME.

® During the year RIL has disinvested its entire shareholding in favour of RCB.

4.4 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 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.

4.5 FOREIGN CURRENCY TRANSLATION

The consolidated financial statements are presented in Indian Rupees ('INR' or '₹'), which is the presentation 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.

4.6 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

Notes to Consolidated Financial Statements

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. 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.

4.7 PROPERTY, PLANT AND EQUIPMENT

Freehold land

Freehold land is initially recognized at cost of acquisition.

Leasehold land

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.

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 valuer once every three years or more frequently, 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 and 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 – Server and Network	6 years
Computer Systems – End User Devices	3 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 and no depreciation is charged as the asset is not ready for use yet.

4.8 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'.

4.9 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.

4.10 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 Value in use. To determine the value in use, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount 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.

Notes to Consolidated Financial Statements

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.

4.11 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.

4.12 FINANCIAL ASSETS

The Group's financial assets include cash and cash equivalents, receivables (including trade receivables) and investments. Financial assets, other than hedging instruments, are 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.

4.13 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, other than capitalised borrowing cost if any, are recognised as an expense in "interest cost" in the statement of comprehensive income.

Financial liabilities that have been exchanged or modified for another financial liability with substantially different terms have been accounted as an extinguishment / modification of the old debt and availing of a new debt. The terms are considered substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original debt instrument. Any cost or fees incurred on the extinguishment of the financial liability are recognized as part of the loss on the extinguishment of the debt under the head financial expenses. If the exchange or modification of the financial liability is not accounted for as an extinguishment of the debt then any costs or fees incurred for the adjustment to the carrying amount are deferred in the year of payment and are amortized over the remaining term of the modified loan using the effective interest method.

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.

4.14 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 that have been enacted or substantially enacted by the end of the reporting period. 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 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.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to 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.

Notes to Consolidated Financial Statements

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.

4.15 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.

4.16 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.

4.17 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 best estimated expenditure required to settle the present obligation, based on the most reliable evidence available

at 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.

4.18 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.

4.19 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.

Notes to Consolidated Financial Statements

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.

5. 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	Year ended 31 March 2015	9 months period ended 31 March 2014
Net result determined under Indian GAAP (before non-controlling interest)		2,451.66	2,836.61
Adjustments to conform with IFRS			
Share based payments	5.1	9.69	16.13
Amortisation of intangible assets	5.2	(97.12)	(58.65)
Reversal of capitalisation made in the current year as per AS 11	5.3	(12.90)	(8.29)
Reversal of depreciation on capitalized foreign exchange differences	5.3	37.49	28.53
Reversal of amortization of accumulated foreign exchange differences	5.3	167.95	540.11
Reversal of amortization through revaluation reserve	5.4	-	(103.45)
Reversal of tax liability on Foreign currency convertible bonds ('FCCB')	5.5	-	252.85
Adoption of IAS 19	5.6	-	9.38
Unwinding of discounted liability		(23.76)	(26.02)
Others		-	43.61
Tax effect on the above		(3.97)	(65.99)
Net result in accordance with IFRS (before non-controlling interest)		2,529.04	3,464.82

5.1 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.

5.2 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.

5.3 Reversal of foreign Exchange (gain)/loss of long term foreign currency monetary items

The Group had 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 year ended March 31, 2015, 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 non operating income/ 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.

5.4 Reversal of amortization of revaluation reserve

In Indian GAAP, the Group had recorded additional depreciation on revalued amounts as an adjustment to revaluation reserve in the nine months ended March 31, 2014.

In the Group's financial statement in accordance with IFRS, such additional depreciation on revalued amounts was recognised through statement of comprehensive income.

In previous year / period as per the companies 1956 Act, depreciation was to be provided on the original cost of an asset therefore amount equivalent to the additional depreciation on account of the upward revaluation of fixed assets to be transferred to revaluation reserve account. In contrast, schedule II to the 2013 Act requires depreciation to be provided on historical cost or the amount substituted for the historical cost. Therefore, in case of revalued assets, depreciation charge is based on the revalued amount and is charged to Profit & Loss account and therefore the treatment is in line with IFRS in the current year.

5.5 Reversal of tax liability on FCCBs.

In Indian GAAP, the Group had recorded reversal of tax liability on redemption of FCCB through additional paid in capital in earlier year 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 had recorded the reversal in profit or loss.

5.6 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.

Notes to Consolidated Financial Statements

Cash and cash equivalents comprise the following:

Particulars	31 March 2015	31 March 2014
Less: Exchange Fluctuation for the year	1.35	-
Closing balance of allowance for doubtful debts	77.26	450.89

Given below is ageing of trade receivables that are past due but not impaired, spread by period of six months:

Particulars	31 March 2015	31 March 2014
Outstanding for more than 6 months	1,053.79	115.24
Others	11,693.47	8,456.22
Total	12,747.26	8,571.46

Other current assets comprise the following:

Particulars	31 March 2015	31 March 2014
Deposits and advances receivable	289.62	353.22
Prepaid expense	259.62	162.02
Interest accrued	18.84	11.28
Other receivables	200.51	453.62
Total	768.59	980.14

Property, plant and equipment comprise the following:

[illegible]

Notes to Consolidated Financial Statements

- 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. Management believes that considering size of land and current market trend during the year, 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 ₹ 184.12 million (2014 Rs 182.40 millions). The revalued amounts include a revaluation surplus of ₹ 10,573.83 millions (2014 ₹ 10,573.83 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 year and previous period.
- Land of carrying value Rs 7,625.00 million (2014 – ₹ 10,659.23 million) and building of carrying value Rs 10,114.12million (2014 – ₹ 12,494.40 million) has been pledged by the Group against borrowings. Refer Note L for details of pledge on Property plant and equipment.

	Freehold Land	Leasehold Land	Computer	Buildings	Office Equip-ment	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	-	-	34.45	-	34.39	3.08	-	7,490.47
Disposals	-	-	(642.57)	(32.17)	-	(1.64)	(37.14)	-
Revaluation increase	-	-	-	-	-	-	-	-
Transfers	-	-	4,875.83	814.83	276.90	155.33	26.85	(6,149.75)
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 year	-	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

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 relationships	Intellectual property rights/ Acquired software licenses	Total
Balance as at 1 April 2014	916.40	4,916.60	5,833.00
Additions	-	847.80	847.80
Disposals	-	-	-
Net exchange differences	35.74	(21.54)	14.20
Balance as at 31 March 2015	952.14	5,742.86	6,695.00

Amortisation and impairment	Customer contracts and Customer / Vendor relationships	Intellectual property rights/ Acquired software licenses	Total
Balance as at 1 April 2014	446.00	1,001.9	1,447.90
Amortisation	97.12	576.35	673.47
Disposals	-	-	-
Net exchange differences	152.20	(42.76)	109.44
Balance at 31 March 2015	695.32	1,535.49	2,230.81
Net carrying amount 31 March 2015	256.82	4,207.37	4,464.19

Gross Carrying amount	Customer contracts and Customer / Vendor relationships	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
Acquisition on business combination	-	-	-
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 relationships	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

Notes to Consolidated Financial Statements

NOTE G - GOODWILL

The net carrying amount of goodwill can be analysed as follows:

	31 March 2015	31 March 2014
Gross carrying amount		
Opening balance	4,554.28	4,515.18
Net exchange difference	224.61	39.10
Closing balance	<u>4,778.89</u>	<u>4,554.28</u>

In keeping with the Group's business strategy which is focused on transforming its business model from being services-centric to one that increasingly leverages its intellectual property, the Group has reorganized 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 in the current period 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, 2015, the estimated cash flows for a period of 5 years were developed using internal forecasts, and a pre-tax discount rate of 16% (2014-16.67%) and a terminal growth rate of 2% (2014- 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.

Based on the above, no impairment was identified as of 31 March 2015 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 2015	31 March 2014
Dividend accounts	45.53	46.04
Time deposits	559.72	69.15
Debt services reserve accounts	142.03	216.58
Interest reserve account for 10.75% senior notes	426.10	646.07
Total	<u>1,173.38</u>	<u>977.84</u>

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 represented 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 LIABILITIES

Other liabilities comprise the following:

Particulars	31 March 2015	31 March 2014
Deferred revenue	151.67	402.11
Advances from customers	17.16	28.18
Other liabilities	98.85	236.88
Total	<u>267.68</u>	<u>667.17</u>

NOTE J - OTHER FINANCIAL LIABILITIES

Other financial liabilities comprise the following:

Particulars	31 March 2015	31 March 2014
Other financial liabilities – Current		
Interest accrued but not due	800.71	779.14
Unclaimed dividend payable	45.53	46.04
Liability for contingent consideration	195.86	163.15
Salaries and Commission Payable	623.76	533.56
Other liabilities	576.25	721.23
Total	<u>2,242.11</u>	<u>2,243.12</u>
Other financial liabilities – Non current		
Liability for contingent consideration	-	93.83
Interest rate swap marked to market	-	106.02
Other liabilities	6.69	8.82
Total	<u>6.69</u>	<u>208.67</u>

NOTE K - LONG TERM PROVISIONS

Long term provisions comprise the non-current portion of the following obligation:

Particulars	31 March 2015	31 March 2014
Provision for compensated absences	75.06	75.68
Provision for gratuity benefit plan	84.73	74.15
Provision for other benefits to employee	46.93	31.45
Total	<u>206.72</u>	<u>181.28</u>

Notes to Consolidated Financial Statements

NOTE L - LONG TERM BORROWINGS

Particulars	31 March 2015	31 March 2014
External commercial borrowings (ECB)/ Foreign currency loans (FCL)	18,954.06	18,148.48
Rupee term loan from banks	-	6,775.00
10.75% Senior Notes	7,660.50	11,683.11
8.8750% Senior Notes	22,850.37	-
Total	49,464.93	36,606.59
Less : Current portion of long term borrowings	(2,480.79)	(2,194.23)
Total	46,984.14	34,412.36

External commercial borrowings

- (i) ECB of USD 10 million (Rs 625.9 million) from Union Bank of India is secured by mortgage of specific building "Rolta Tower-A" at Rolta Technology Park, MIDC, Andheri (East), Mumbai 400093.
- (ii) ECB of USD 6 million (Rs 375.5 million) from ICICI Bank Ltd is secured by residual charge over moveable fixed assets to the extent of 0.25 times of the outstanding amount and by way of third party cash collateral equivalent to USD 6 million.
- (iii) ECB of USD 135 million (Rs 8,449.8 million) 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.
- (iv) ECB of USD 4.60 million (Rs 287.9 million) from Bank of India is secured by first charge over current assets of the Company.
- (v) ECB of USD 14.73 million (Rs 921.7 million) from Bank of Baroda is secured by :
 - (a) the pledge of shares in Rolta International Inc. held by Rolta India Limited, valued at 125% of the loan amount;
 - (b) the mortgage of the land and building owned by Rolta International Inc. located at Rolta Centre, 5865 North Point Parkway, Alpharetta, Georgia 30022; and
 - (c) a charge on DSRA with Bank of Baroda New York. The Bank of Baroda Facility is also guaranteed by Rolta International Inc.

The annual interest rate on ECBs is Libor+ 350-500 basis points (range)

Term loans from banks

"Foreign Currency Loan from banks" categorized as long term to the tune of ₹8,293.26 mn (US\$ 132.5 mn)

- (i) US\$ 12.5mn from Bank of Baroda US branch are secured by way of Letter of Credit established with Union Bank of India account by Rolta India Limited for an equivalent amount.
- (ii) US\$ 120mn raised from Syndicate Bank is secured by way of SBL from Union Bank of India which is secured by extension of equitable mortgage over Rolta Tower A, Rolta Technology Park, MIDC, Andheri(East), Mumbai, Maharashtra, India and second pari-passu charge over movable assets.

Interest agreed upon for the same is Libor + 350-500 basis points (range)

Issue of Senior Notes by Rolta LLC

Rolta LLC, a wholly owned subsidiary of Rolta International Inc issued US\$ 200 million, 10.75% senior notes in May 2013 and repayable after 5 years in one single installment. 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 Company on 30th October 2014, exchanged 36.67% of its 10.75% Senior Notes (the "Notes") against 8.875% Senior Notes (the "Notes") of Rolta Americas LLC, in the proportion as mentioned in Exchange Offering Memorandum

Issue of Senior Notes by Rolta America LLC

Rolta America LLC, a wholly owned subsidiary of Rolta International Inc., issued US\$ 300 million, 8.875% senior notes in July 2014 and repayable after 5 years in one single instalment. 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 2015 is given below:

Year ending 31 March,	Amount
2016	2,480.79
2017	3,555.20
2018	4,122.05
2019	8,382.21
And there after	32,001.45
	50,541.70

The above contractual maturities reflect the gross cash out flows, not discounted at the current values thereby these values will differ to the carrying values of the liabilities at the balance sheet date.

The fair value of long-term debt is estimated by the 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	31 March 2015	31 March 2014
Working capital loans	204.19	3,472.58
Buyers credit	217.27	116.66
Total	421.46	3,589.24

Working capital Loan

Working capital loans aggregating to US\$ 0.61 million (₹ 38.32 million) availed by RIL from Bank of Baroda, Central Bank of India, Union Bank of India are secured by pari-passu charge on the current assets of the Company.

Loan of US\$ 2.65 million (₹ 165.87 millions) availed by RUS from Bank of India, London.

The applicable interest rate for the year ended 31 March 2015 was 4.15% - 11.25%.

Buyers Credit

The Group has availed buyers credit from Bank of India and Union bank of India, by way pari-passu charge on the current assets of the Group.

The applicable interest rate for the period ended 31 March 2015 was 1.15% - 2.24%.

NOTE N - SHORT TERM PROVISIONS

Short term provisions (including current portion of long term provision) comprise the following:

Particulars	31 March 2015	31 March 2014
Provision for gratuity	28.24	17.05
Provision for compensated absences	109.38	104.34
Provision for warranty	6.00	2.20
Total	143.62	123.59

Notes to Consolidated Financial Statements

NOTE O - TAXES

Taxes for the period comprise the following:

Particulars	31 March 2015	31 March 2014
Current tax expense/ (benefit), net	63.10	(515.94)
Deferred tax benefit, net	329.19	(258.65)
Total	392.29	(774.59)

Current tax expense/(benefit) comprises of following:

Particulars	31 March 2015	31 March 2014
Current tax	63.10	27.26
Reversal of provision recorded in earlier periods which are no longer required.	-	(543.20)
Total	63.10	(515.94)

Deferred tax benefit comprises of following:

Particulars	31 March 2015	31 March 2014
Incremental deferred tax liability (net) on Property, Plant & Equipment and Intangible assets	1,276.17	2,661.44
Deferred tax assets recorded on carried forward business losses and unabsorbed depreciation and unrealized foreign exchange loss	(946.98)	(2,920.09)
Total	329.19	(258.65)

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 (33.99%) of the Company and the tax expense actually recognized in the statement of comprehensive income can be reconciled as follows:

Particulars	31 March 2015	31 March 2014
Income tax expense at tax rates applicable to individual entities	992.96	1,012.56
Tax adjustment for tax-exempt income		
- Exempt income	(728.84)	(87.61)
Other tax adjustments		
- Disallowed expenses	3.97	2.18
- Unrecognised tax benefit on losses of subsidiaries	1,121.37	354.36
- Foreign and state taxes	77.65	26.60
- Reversal of provision recorded in earlier periods which are no longer required	-	(543.20)
- Deferred tax recognised on prior year losses	(802.04)	(1,479.38)

Particulars	31 March 2015	31 March 2014
- Reversal of deferred tax liability of earlier years	(193.16)	-
- Prior losses adjusted against in the current period	-	(11.45)
- Others	(79.62)	(48.65)
Actual tax expense	392.29	(774.59)

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 2015	31 March 2014
<u>Deferred income tax assets – Non current</u>		
Minimum alternative tax	431.19	251.11
Carry forward of losses	3,575.23	2,841.03
Employee benefits	130.35	138.01
Others	236.41	17.68
	4, 373.18	3,247.83
<u>Deferred income tax liabilities - Non current</u>		
Intangible assets	667.99	892.94
Due to revaluation of land	2,093.50	2,093.50
Difference in depreciation on property, plant and equipment	3,695.50	2,195.23
	6,456.99	5,181.67
Net deferred income tax liability	2, 083.81	1,933.84

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 2015, 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 ₹3,926.75 million (2014: ₹ 3,935.79 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.

Notes to Consolidated Financial Statements

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.

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 Reserve 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 23, 2015, the Board recommended a dividend of ₹ 3/- per Ordinary Share (face value of ₹ 10 each) which will be subject to approval by the shareholders in their upcoming Annual General Meeting.

NOTE Q - OPERATING REVENUE

Operating revenue comprises the following:

Particulars	Year ended 31 March 2015	Period ended 31 March 2014
Sale of products	13,555.49	8,400.12
Sale of solutions & services	23,239.08	16,617.10
Total	<u>36,794.57</u>	<u>25,017.22</u>

NOTE R - OTHER INCOME

Other income comprises the following:

Particulars	Year ended 31 March 2015	Period ended 31 March 2014
Interest income	85.52	36.54
Dividend income	4.26	0.79
Rental income	17.00	-
Exchange Gain (net)	155.05	214.50
Others	200.45	272.26
Total	<u>462.28</u>	<u>524.09</u>

NOTE S - MATERIALS CONSUMED

Materials consumed comprise of the following:

Particulars	Year ended 31 March 2015	Period ended 31 March 2014
Opening stock	-	-
Purchases	12,885.00	8,264.83
Less: Closing stock	-	-
Total	<u>12,885.00</u>	<u>8,264.83</u>

NOTE T - EMPLOYEE COSTS

Employee costs comprise the following:

Particulars	Year ended 31 March 2015	Period ended 31 March 2014
Salaries, wages and bonus	7,536.73	5,945.52
Share based payments (employee stock options)	102.49	41.58
Contribution to provident and other funds	252.19	271.68
Welfare expenses	8.80	6.30
Total	<u>7,900.21</u>	<u>6,265.08</u>

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 2015	31 March 2014
Change in Benefit Obligation		
Present Benefit Obligation ('PBO') at the beginning of the year	91.20	89.29
Interest cost	8.21	5.36
Service cost	11.87	9.74
Benefits paid	(15.48)	(22.57)
Actuarial loss on obligations	17.18	9.38
PBO at the end of the year	112.98	91.20
Liability recognized		
Present value of obligation	<u>112.98</u>	<u>91.20</u>
Liability recognized in balance sheet	<u>112.98</u>	<u>91.20</u>

Notes to Consolidated Financial Statements

Total cost recognised is as follows:

Particulars	31 March 2015	31 March 2014
Current service cost	11.87	9.74
Interest cost	8.21	5.36
Net actuarial loss recognised in the year	17.18	9.38
Expenses recognised in the statement of comprehensive income	37.26	24.48

Current service cost and interest cost are included in employee cost.

The movement of the net liability can be reconciled as follows:

Particulars	31 March 2015	31 March 2014
Movements in the liability recognized		
Opening net liability	91.20	89.29
Expense as above	37.26	24.48
Contribution paid	(15.48)	(22.57)
Closing net liability	112.98	91.20

Particulars	31 March 2015	31 March 2014
Closing liability has been bifurcated into		
Current*	28.24	17.05
Non-current	84.74	74.15

* Has been included in Note N- Short term provisions

For determination of the liability, the following actuarial assumptions were used:

Particulars	31 March 2015	31 March 2014
Discount rate	8.00%	9.00%
Rate of increase in compensation levels	5.00%	5.00%
Attrition rate	24.00%	18.30%
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
2011	70.14	1.79
2012	81.44	(8.87)
2013	89.29	7.11
2014	91.20	(22.20)
2015	112.98	(4.81)

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 for this lump sum benefit, which is paid directly to the

concerned employee by the fund. The Group contributed approximately ₹ 60.10 to the provident fund plan during the year ended 31 March 2015 (2014: ₹ 44.26).

c) Other contribution plan

The contribution to other defined contribution plan was ₹ 154.80 during the year ended 31 March 2015 (2014: ₹ 202.93).

NOTE V - SHARE BASED EMPLOYEE REMUNERATION

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 3, 62,500 options lapsed on account of cessation of employment and 10,65,000 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, 2015 are Nil. (Previous Period - 3,750)

ESOP 2009

On August 10, 2009, the Company granted further 59, 89,500 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 ₹ 145.85, 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. 2,972,000 options lapsed on account of cessation of employment. The Outstanding options as on March 31, 2015 are 2,995,100. (Previous Period 3,420,600)

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 8, 2013 and one Option if exercised is convertible into one-equity share. Out of the options granted 275,000 options lapsed on account of cessation of employment. The outstanding options as on March 31, 2015 are 30,000. (Previous Period 80,000)

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. Out of the options granted 110,000 options lapsed on account of cessation of employment. The outstanding options as on March 31 2015 are 110,000 (Previous Period 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 Employee Stock Options Plan 2007, 2008, 2009. These options were granted at an exercise price of ₹10/-, at a discount of ₹ 52.15 which was 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

Notes to Consolidated Financial Statements

exercise price mentioned above. Out of the options granted 1,275,000 options have lapsed on account of cessation of employment. The outstanding options as on March 31 2015, are 4,825,000 (Previous Period 5,475,000)

ESOP 2014

On April 3, 2014, the Company further granted 2,450,000 stock options out of total of 6,218,250 of which approval was taken from shareholders for 5,000,000 in the AGM on November 23, 2013 and the balance from, lapsed and surrendered stock options available under the Employee Stock Options Plan 2007, 2008, 2009. These options were granted at an exercise price of ₹10/-, at a discount of ₹ 67.00 which was the closing price as on the date of the grant of options. The first 50% of these options shall become available for exercise on April 2, 2017 and one option if exercised is convertible into one-equity share at the exercise price mentioned above. Out of the options granted 500,000 options have lapsed on account of cessation of employment. The outstanding options as on March 31 2015, are 1,950,000 (Previous Period Nil)

On September 27, 2014, the Company further granted 500,000 stock options out of total of 6,218,250 of which approval was taken from shareholders for 5,000,000 in the AGM on November 23, 2013 and the balance from, lapsed and surrendered stock options available under the Employee Stock Options Plan 2007, 2008, 2009. These options were granted at an exercise price of ₹10/-, at a discount of ₹ 103.65 which was the closing price as on the date of the grant of options. The first 50% of these options shall become available for exercise on September 26, 2017 and one option if exercised is convertible into one-equity share at the exercise price mentioned above. Out of the options granted 100,000 options have lapsed on account of cessation of employment. The outstanding options as on March 31 2015, are 400,000 (Previous Period Nil)

On February 7, 2015, the Company further granted 1,250,000 stock options out of total of 6,218,250 of which approval was taken from shareholders for 5,000,000 in the AGM on November 23, 2013 and the balance from, lapsed and surrendered stock options available under the Employee Stock Options Plan 2007, 2008, 2009. These options were granted at an exercise price of ₹10/-, at a discount of ₹ 98.55 which was the closing price as on the date of the grant of options. The first 50% of these options shall become available for exercise on February 6, 2018 and one option if exercised is convertible into one-equity share at the exercise price mentioned above. The outstanding options as on March 31 2015, are 1,250,000 (Previous Period Nil)

The aggregate share options and weighted average exercise price under all the above mentioned plans are as follows for the reporting periods presented:

	2015		2014	
	Number	Weighted average exercise price*(Rs)	Number	Weighted average exercise price*(Rs)
Outstanding as at 1 April 2014	9,203,100	63.54	10,246,600	111.89
Granted	4,200,000	-	-	-
Forfeited	(1,843,000)	51.25	(1,043,500)	67.28
Outstanding as at 31 March 2015	11,560,100	46.26	9,203,100	63.54
Exercisable as at 31 March 2015	3,080,100		3,541,850	

The fair values of option granted under ESOP 2014 are determined using the Black – Scholes valuation model. Significant inputs into the calculation are:

	April 3, 2014	Sept 27, 2014	Feb 7, 2015
Current Market price (₹)	77.00	113.65	108.55
Exercise price (₹)	10	10	10
Weighted average volatility rate	33% - 49%	34% - 42%	34%
Dividend pay outs	30%	30%	30%
Risk free rate	8.00%	8.00%	8.00%
Average remaining life	36-48 months	36-48 months	36-48 months

The underlying expected volatility was determined by reference to historical data, adjusted for unusual share price movements.

For ESOPs outstanding as at March 31, 2015, exercise price ranges from ₹ 10 to 155.55 per share and weighted average life of these options ranges from 7 to 47 months.

All share based employee remuneration would be settled in equity. The only vesting condition is the continuation of service. The group has no legal or constructive obligation to repurchase or settle the options.

In total, employee remuneration expense of ₹ 102.49 mn (2014: ₹ 41.58 mn) 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	Jt. Managing Director-International Operations & Group Chief Financial Officer.
Ms Preetha Pulusani	President & Chief Operating Officer – International Operations
Mr. Verinder Khashu	Company Secretary & Head Legal/Compliance

Enterprises over which significant influence exercised by key management personnel/ directors	
Rohta Limited	Group controlled by Mr. K K Singh
Rohta Power Pvt. Ltd.	Group controlled by Mr. K K Singh
Rohta 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 Rohta U.S. is a legal counsel

Summary of transactions with related parties during the year

Nature of Transaction	Year ended 31 March 2015	Period ended 31 March 2014
Transactions with key management personnel		
Remuneration including Commission:		
Mr. K. K. Singh	61.54	72.5
Mr. Atul Tayal	38.76	30.2
Mr. Hiranya Ashar	24.33	16.8
Ms. Preetha Pulusani	30.21	24.7
Mr. Verinder Khashu	6.75	-
	<u>161.59</u>	<u>144.13</u>
Amount payable at the year end	93.74	80.83
Transactions with enterprises over which significant influence exercised by key management personnel/ directors.		
Rent/ business centre fees paid	167.64	135.34
Technical fees paid	0.03	3.43
Royalty fees paid	78.01	50.03
Legal fees paid	21.18	-
Rental income	17.00	-
Security deposit given	-	(20.00)
Security deposit taken	1.70	-
Reimbursements paid	2.26	1.26
Amount payable at the period end	5.01	138.76
Amount receivable at the period end	159.55	156.41
Interest on fixed deposit on Rohta Limited	-	1.27
Purchase of fixed asset (RHFCL)	-	120.85

Notes to Consolidated Financial Statements

The key management personnel 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 year ended 31 March 2015 and for the period ended 31 March 2014 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 2015	31 March 2014
Profit attributable to shareholders of Rolta, for basic and dilutive	2,529.05	3,465.02
Weighted average number of shares outstanding during the year for Basic	161,329,096	161,329,096
Effect of dilutive potential ordinary shares:		
Employee stock options	7,098,660	4,625,073
Weighted average number of shares outstanding during the year for dilutive	168,427,756	165,954,169
Basic EPS, in ₹	<u>15.67</u>	<u>21.48</u>
Diluted earnings per share, in ₹	<u>15.02</u>	<u>20.88</u>

The EPS for the nine months ended 31 March 2014 is not annualised.

NOTE Y - COMMITMENTS AND CONTINGENCIES

A summary of the capital commitments and contingencies existing as at period ended is as follows:

Particulars	31 March 2015	31 March 2014
Bank Guarantee given by Bankers (including counter guarantees issued by them)	6,189.90	7,543.62
Estimated amount of contracts remaining to be executed on property, plant and equipment and not provided for (net of advances)	-	28.58

NOTE Z - LEASES

The Group has entered into both cancellable as well as non-cancellable leases for use of office space. These leases have durations of 1 to 5 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	31 March 2015	31 March 2014
Minimum lease payments due not later than one year	268.22	255.83
Later than one year but not later than five years	650.48	875.91
Later than five years	46.46	66.34

Operating lease payments made by the Group recorded as rent expense in the current year amounted to Rs 379.18 (2014: ₹ 267.29)

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	31 March 2015	31 March 2014
Minimum lease payments due not later than one year	3.51	17.58
Later than one year but not later than five years	6.79	6.98
Later than five years	<u>1.12</u>	<u>3.42</u>
	11.42	27.98
Less: Interest charges	<u>(1.69)</u>	<u>(2.44)</u>
Present value of net minimum lease payments	9.73	25.54
Current portion	3.51	17.58
Non-current portion	6.22	7.96

Cost of furniture and equipment purchased under capital leases is ₹ 74.43 million (2014: ₹ 73.56 million) and the related accumulated depreciation is ₹ 53 million (2014: Rs 39.68 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 2015	EITS 2015	Total 2015
Revenue			
From external customers	9,836.67	26,957.90	36,794.57
Inter-segment revenue	-	-	-
Segment revenue	<u>9,836.67</u>	<u>26,957.90</u>	<u>36,794.57</u>
Identifiable operating expenses	<u>3,923.76</u>	<u>20,094.92</u>	<u>24,018.68</u>
Segment operating profit	<u>5,912.91</u>	<u>6,862.98</u>	<u>12,775.89</u>
Add: Other income			462.28
Less: Interest			(4,037.12)
Less: Depreciation and amortization			(6,279.72)
Profit before tax			<u>2,921.33</u>

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	<u>7,062.70</u>	<u>17,954.52</u>	<u>25,017.22</u>
Identifiable operating expenses	<u>3,422.98</u>	<u>13,175.69</u>	<u>16,598.67</u>
Segment operating profit	<u>3,639.72</u>	<u>4,778.83</u>	<u>8,418.55</u>
Add: Other income			524.09
Add: Other unallocable items			22.92
Less: Interest			(2,505.40)
Less: Depreciation and amortization			(3,769.93)
Profit before tax			<u>2,690.23</u>

Notes to Consolidated Financial Statements

Segment Assets and Liabilities

	March 31, 2015	March 31, 2014
Segment assets		
Enterprise Geospatial & Engineering Solutions	-	-
System Integration & Enterprise IT Solutions	4,778.89	4,554.28
Goodwill	4,778.89	4,554.28
Unallocated	73,097.19	63,087.08
Total	77,876.08	67,641.36
Segment liabilities		
Unallocated	57,958.52	48,528.25
Total	57,958.52	48,528.25
Capital expenditure		
Unallocated	5,210.04	8,406.07
Total	5,210.04	8,406.07

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.

Geographical information

	31 March 2015		31 March 2014	
	Revenue	Non-current assets	Revenue	Non-current assets
India	18,097.41	48,557.34	11,117.31	47,696.99
North America	17,398.64	6,288.03	12,042.89	6,796.91
Other countries	1,298.52	47.72	1,857.02	15.66
Total	36,794.57	54,893.09	25,017.22	54,509.56

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 / state governments of India represents approximately 35.24% of the Group's consolidated revenue for the year ended March 31, 2015 (March 31, 2014 – 31.99%). Such customers include Customer A who represents approximately 10.45% of the Group's consolidated revenue for the year ended March 31, 2015 (March 31, 2014 – 13%).

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 2015	31 March 2014
Non-current assets		
Loans and receivables		
- Unbilled receivables	345.77	732.41
- Restricted Cash	1,173.38	977.84
- Other non-current assets	294.48	337.36
Current assets		
Available for sale		
- Short term marketable securities	1.81	108.78
Loans and receivables		
- Cash and cash equivalents	4,513.13	569.51
- Trade receivables	12,747.25	8,571.46
- Unbilled receivables	4,526.10	940.55
- Other current assets	444.17	647.59

Trade receivables and unbilled receivables of carrying value Rs 13,247.44 million (2014 – Rs 5,191.08 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 2015	31 March 2014
Non-current liabilities		
Financial liabilities at amortised cost		
- Long-term borrowings	46,984.14	34,412.36
- Other financial liabilities	6.69	8.82
Financial liabilities at fair value :		
- Financial liability for interest rate swaps	-	106.02
- Liability for contingent consideration	-	93.83
Current liabilities		
Financial liabilities at amortised cost		
- Trade payables	2,690.31	2,723.64
- Short term borrowings	421.46	3,589.24
- Current portion of long term borrowings	2,480.79	2,194.23
- Other financial liabilities	2,313.93	2,747.16

Notes to Consolidated Financial Statements

NOTE DD - FAIR VALUE HIERARCHY

The following table presents assets and liabilities measured at fair value in the statement of financial position in accordance with the fair value hierarchy. This hierarchy Groups 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 assets and liabilities measured at fair value in the Consolidated Balance Sheet are grouped into the fair value hierarchy as follows:

As at 31 st March 2015				
Particulars	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value				
Available for sale financial assets – Short term marketable securities	-	1.81	-	1.81
Non financial assets measured at fair value				
Land	-	-	10,789.96	10,789.96

As at 31 st March 2014				
Particulars	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
Non financial assets measured at fair value				
Land	-	-	10,781.16	10,781.16
Liabilities				
Financial liability for interest rate swaps	-	(106.02)	-	(106.02)

Measurement of fair value

The methods and valuation techniques used for the purpose of measuring fair value are unchanged from the previous period.

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.

Non financial assets

The fair value of leasehold and freehold land were carried out using factors such as size of land and current trend in property market.

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 the 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."

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 to INR

US \$ exposures is as follows.

Nominal amounts	31 March 2015		31 March 2014	
	USD	INR	USD	INR
Short term exposure				
Financial liabilities, net	39.72	2,486.15	24.48	1,470.97
Net short term exposure	39.72	2,486.15	24.48	1,470.97
Long term exposure				
Financial liabilities, net	130.60	8,174.63	262.52	15,777.67
Net Long term exposure	130.60	8,174.63	262.52	15,777.67

US Dollar Sensitivity analysis

US Dollar conversion rate was ₹ 60.0998 at the beginning of the year and scaled to a high of ₹ 63.4243 and to a low of ₹ 58.3613. The closing rate is ₹ 62.5908. Considering the volatility in direction of strengthening dollar upto 10%, the sensitivity analysis has been disclosed at 10% movements

Notes to Consolidated Financial Statements

on strengthening and weakening effect for presenting comparable movement due to currency fluctuations.

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% (2014: 10%) then this would have had the following impact:

	31 March 2015	31 March 2014
Net results for the year	1,066.08	1,724.86

If the INR had weakened against the US Dollar by 10% (2014: 10%) then this would have had the following impact:

	31 March 2015	31 March 2014
Net results for the year	(1,066.08)	(1,724.86)

The group has exposure between GBP and USD amounting to GBP 38.08 million (Rs 3,521.04 million). The impact on net results for the year would have been GBP 1.90 million (Rs 176.05 million) and GBP (1.90) million (Rs 176.05 million) if GBP would have strengthened / weakened against USD by 5% respectively. This will have no material impact on the equity.

Interest rate sensitivity

The Group has borrowed ECBs, Rupee term loans, Senior notes and long term working capital loans. The Group's policy is to minimise interest rate cash flow risk exposures on long-term borrowing.

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 year end balances are not necessarily representative of the average debt outstanding during the year.

In case of LIBOR / base rate increases by 50 basis points (2014: 150 basis points) then such increase will have the following impact on:

	31 March 2015	31 March 2014
Net results for the year	(91.49)	(427.69)

In case of LIBOR / base rate decreases by 50 basis points (2014: 150 basis points) then such decrease will have the following impact on:

	31 March 2015	31 March 2014
Net results for the year	91.49	427.69

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 2015	31 March 2014
Cash and cash equivalents	4,513.13	569.51
Short term marketable securities	1.81	108.78
Trade receivables, net	12,747.25	8,571.46
Unbilled revenues	4,871.87	1,672.96
Restricted cash	1,173.38	977.84
Other receivables	738.65	984.95
Total	24,046.09	12,885.50

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 receivables 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 50.25% of the total outstanding as of March 31, 2015. Such customers include Customer B who represents approximately 17.21% 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.

As at 31 March 2015, the Group's liabilities have contractual maturities which are summarised below:

	Current				Non-current			
	Within 6 months		6 to 12 months		1 to 5 years		More than 5 years	
	2015	2014	2015	2014	2015	2014	2015	2014
Trade payable	2,690.31	2,723.64	-	-	-	-	-	-
Other liabilities	2,313.93	2,747.16	-	-	6.69	8.82	-	-
Current portion of long term borrowings	48.51	799.33	2,432.28	1,394.90	-	-	-	-
Short term Borrowings	-	-	421.46	3,589.24	-	-	-	-
Long term Borrowings	-	-	-	-	39,719.65	32,754.47	8,341.26	1657.89
Liability for contingent consideration	-	-	195.86	163.15	-	93.83	-	-
Financial liability for interest rate swaps	-	-	-	-	-	106.02	-	-

Notes to Consolidated Financial Statements

The above contractual maturities reflect the gross cash out flows, not discounted at the current values thereby these values will differ to the carrying values of the liabilities at the balance sheet date.

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 2015	31 March 2014
Total equity	19,917.56	19,113.10
Less: Cash & cash equivalents	(4,513.13)	(569.51)
Capital	15,404.43	18,543.59
Total equity	19,917.56	19,113.10
Add: Borrowings	49,886.38	40,195.83
Overall financing	69,803.94	59,308.93
Capital to overall financing ratio	0.22:1	0.31:1

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.

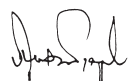
NOTE HH - COMPARATIVES

During the previous period, Company decided to change the financial year from June year-end to March year-end. Accordingly, the previous financial year of the Group were for a period of nine months ended March 2014 and are not comparable with the results of the current financial year 2014-15 which is a twelve months period.

For and on behalf of Board of Directors



V K Chopra
Director



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



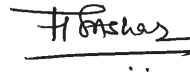
K. K. Singh
Chairman & Managing Director



Verinder Khashu
Company Secretary & Head
Legal / Compliance



T C Venkat Subramanian
Director



Hiranya Ashar
Jt. Managing Director-
International Operations &
Group Chief Financial
Officer

Independent Auditors' Report on Abridged Financial Statements

To the Members of
ROLTA INDIA LIMITED

Report on the Abridged Financial Statements

1. The accompanying abridged financial statements, which comprise the abridged balance sheet as at 31 March 2015, the abridged statement of profit and loss, and abridged cash flow statement for the year then ended, and related notes, are derived from the audited financial statements of Rolta India Limited ("the Company") for the year ended 31 March 2015. We expressed an unmodified audit opinion on those financial statements in our report dated 23 May 2015.
2. The abridged financial statements do not contain all the disclosures required by the Accounting Standards specified under Section 133 of the Companies Act, 2013 ("the Act"), read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). 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 Pursuant to the provision to sub-section (1) of section 136 of the Act and Rule 10 of Companies (Accounts) Rules, 2014 and are based on the audited financial statements for the year ended 31 March 2015, prepared in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).

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 pursuant to the provision to sub-section (1) of section 136 of the Act and Rule 10 Companies (Accounts) Rules, 2014 are derived from the audited financial statements of the Company for the year ended 31 March 2015 and are a fair summary of those financial statements.



For Walker Chandiok & Co LLP
(Formerly Walker, Chandiok & Co)
Chartered Accountants
Firm Registration No.: 001076N/N500013



per Vinod Chandiok
Partner
Membership No.: 10093
Place: Mumbai
Date: 23 May 2015

Independent Auditor's Report

To the Members of
ROLTA INDIA LIMITED

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of Rolta India Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone 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 specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). This responsibility also includes 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 frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's 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 financial controls relevant to the Company's preparation of the 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 whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at 31 March 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143(3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us;
 - c. the report on the accounts of the branch office of the Company audited under Section 143(8) of the Act by the branch auditors have been sent to us and have been properly dealt with by us in preparing this report;
 - d. the standalone financial statements dealt with by this report are in agreement with the books of account and with the returns received from the branches not visited by us;
 - e. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
 - f. on the basis of the written representations received from the directors as at 31 March 2015 and taken on record by the Board of Directors, none of the directors is disqualified as at 31 March 2015 from being appointed as a director in terms of Section 164(2) of the Act;
 - g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company does not have any pending litigations which would impact its standalone financial position;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.



For Walker Chandiok & Co LLP
(Formerly Walker, Chandiok & Co)
Chartered Accountants
Firm's Registration No.: 001076N/N500013



per Vinod Chandiok
Partner
Membership No.: 10093
Place: Mumbai
Date: 23 May 2015

Annexure to Auditors' Report

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE TO THE MEMBERS OF ROLTA INDIA LIMITED, ON THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2015

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 year 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.
- (ii) (a) The Company does not have any tangible inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a) and 3(iii)(b) 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 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) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products / services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, 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 year-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, duty of customs, duty of excise, value added tax and cess that have not been deposited with the appropriate authorities on account of any dispute.
- (c) The Company has transferred the amount required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder within the specified time.
- (viii) In our opinion, the Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and the immediately preceding financial year.
- (ix) In our opinion, the Company has not defaulted in repayment of dues to any financial institution or a bank or to debenture-holders during the year.
- (x) The Company has not given any guarantees for loans taken by others from banks or financial institutions. Accordingly, the provisions of clause 3(x) of the Order are not applicable.
- (xi) In our opinion, the Company has applied the term loans for the purpose for which these loans were obtained.
- (xii) No fraud on or by the Company has been noticed or reported during the period covered by our audit.



For Walker Chandiok & Co LLP
(Formerly Walker, Chandiok & Co)
Chartered Accountants
Firm's Registration No.: 001076N/ N500013



per Vinod Chandiok
Partner

Membership No.: 10093
Place: Mumbai
Date: 23 May 2015

Rolta India Limited

Abridged Balance Sheet

As at 31st March 2015

(Statement containing Salient Feature of Balance Sheet as per sub section (1) of section 136 of companies Act, 2013)

(in ₹ Crore)

EQUITY AND LIABILITIES

Shareholders Funds

Share Capital		
Equity	161.33	161.33
Reserves and Surplus		
Security Premium Account	121.32	121.32
General Reserve	733.62	661.97
Revaluation Reserve	1,046.74	1,046.74
Foreign Currency Monetary Item Translation Difference Account (FCMITDA)	(85.93)	(134.61)
Share Options Outstanding Account	21.63	10.41
Cash-flow Reserve	--	(6.24)
Surplus in the Statement of Profit and Loss	1,755.39	1,169.30
	3,754.10	3,030.23

Non-Current Liabilities

Long-term Borrowings	818.00	2,182.94
Deferred Tax Liabilities (Net)	46.13	15.21
Other Long-term Liabilities	1,682.12	322.84
Long-term Provisions	15.98	14.98
	2,562.23	2,535.97

Current Liabilities

Short-term Borrowings	25.56	275.97
Trade Payables	156.82	115.84
Other Current Liabilities	363.87	384.46
Short-term Provisions	64.32	46.36
	610.57	822.63

TOTAL

6,926.90 **6,388.83**

ASSETS

Non-Current Assets

Fixed Assets		
i) Tangible Assets	4,350.48	4,420.90
ii) Intangible Assets	420.74	393.60
iii) Capital Work-in-Progress	96.66	153.68
Non-Current Investment	208.24	654.92
Long-term Loans and Advances	51.48	47.04
Other Non-current Assets	55.66	101.55
	5,183.26	5,771.69

Current Assets

Current Investments	0.18	1.86
Trade Receivables	951.44	471.08
Cash and Bank Balance	373.08	41.03
Short-term Loans and Advances	35.77	44.31
Other Current Assets	383.17	58.86
	1,743.64	617.14

TOTAL

6,926.90 **6,388.83**

Refer Accounting Policies and Notes Compiled from the Audited Accounts of the Company Referred to in our report dated May 23, 2015

For and on behalf of Board of Directors

Walker Chandiok & Co LLP

For Walker Chandiok & Co LLP
(formerly Walker, Chandiok & Co)
Chartered Accountants
Firm Registration
No.: 001076N/ N500013

Vinod Chandiok

Vinod Chandiok
Partner
Membership No. 10093

Mumbai
May 23, 2015

V K Chopra

V K Chopra
Director

Atul D. Tayal

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

Mumbai
May 23, 2015

K. K. Singh

K. K. Singh
Chairman & Managing Director

Verinder Khashu

Verinder Khashu
Company Secretary & Head
Legal / Compliance

T. C. Venkat Subramanian

T C Venkat Subramanian
Director

Hiranya Ashar

Hiranya Ashar
Jt. Managing Director-
International Operations &
Group Chief Financial
Officer

Rolta India Limited

Abridged Statement of Profit and Loss

For the year ended 31st March 2015

(Statement containing Salient Feature of Balance Sheet as per sub section (1) of section 136 of companies Act, 2013)

(in ₹ Crore)

	For the Year ended 31 st March 2015	For the Nine Months ended 31 st March 2014
Revenue		
Sale of IT Solutions and Services	1,871.50	1,142.89
Other Income	17.42	6.02
Total Revenue	1,888.92	1,148.91
Expenses		
Cost of Materials & Technical Subcontractors	103.46	37.30
Employee Benefits Expense	243.06	171.42
Finance Costs	133.20	142.33
Depreciation and Amortization Expenses	614.26	364.56
Less : Withdrawn From Revaluation Reserve	--	10.35
Other Expenses	181.46	125.32
Total Expenses	1,275.44	830.58
Profit before Exceptional Items and Tax	613.48	318.33
Exceptional Items		
Profit on sale of investments in Subsidiaries	134.10	52.47
Profit Before Tax	747.58	370.80
Tax expenses /(benefit)	31.06	(88.59)
Profit for the year	716.52	459.39
Earnings per Equity Shares		
Before Exceptional Item		
Basic	36.10	25.22
Diluted	34.58	24.52
After Exceptional Item		
Basic	44.41	28.48
Diluted	42.54	27.68
(Nominal Value ₹ 10 each)		

Refer Accounting Policies and Notes Compiled from the Audited Accounts of the Company Referred to in our report dated May 23, 2015

For and on behalf of Board of Directors



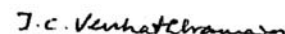
For Walker Chandiok & Co LLP
(formerly Walker, Chandiok & Co)
Chartered Accountants
Firm Registration
No.: 001076N/ N500013



V K Chopra
Director



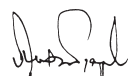
K. K. Singh
Chairman & Managing Director



T C Venkat Subramanian
Director



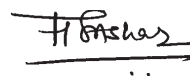
Vinod Chandiok
Partner
Membership No. 10093



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



Verinder Khashu
Company Secretary & Head
Legal / Compliance



Hiranya Ashar
Jt. Managing Director-
International Operations &
Group Chief Financial
Officer

Mumbai
May 23, 2015

Mumbai
May 23, 2015

Summary of Significant Accounting Policies and Other Explanatory Information to the Abridged Standalone Financial Statement

As at and for the year ended 31st March 2015

1. SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Preparation of Financial Statements

The financial statements of Rolta India Limited ("the Company" or "Rolta") have been prepared to comply in all material respects with the accounting standards notified by the Companies (Accounting Standards) Rules, read with Rule 7 to the Companies (Accounts) Rules 2014 in respect of Section 133 to the Companies Act, 2013. The financial statements are prepared under the historical cost convention, on an accrual basis of accounting. The accounting policies applied are consistent with those used in the previous year. 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 by the Companies (Accounting Standards) Rules, read with Rule 7 to the Companies (Accounts) Rules 2014 in respect of Section 133 to the Companies Act, 2013

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 tangible 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

- Revenue from providing of solutions and services is recognized in accordance with the customer contract and when there are no unfulfilled company obligations or any obligations that are inconsequential or perfunctory and will not affect the customer's final acceptance of the arrangement.
- 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. Unbilled revenues included in other current assets/ other non-current assets represent cost and earnings in excess of billings as at the Balance Sheet date.
- Income from maintenance contract is recognized proportionately over the period of the contract.
- Dividend on investments held by the Company is accounted for as and when it is declared.
- Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

d. Tangible Assets, Intangibles Assets, 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. 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 – Servers & Networks	6 Years
Computer Systems – End user devices	3 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

- Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction.
- All monetary foreign currency assets/liabilities are translated at the rates prevailing on the date of balance sheet.
- 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.
- 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.

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.

Summary of Significant Accounting Policies and Other Explanatory Information to the Abridged Standalone Financial Statement

As at and for the year ended 31st March 2015

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.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income during the specified period. Accordingly, MAT is recognised as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with it will fructify. Such asset is reviewed at each Balance Sheet date and the carrying amount of MAT Credit asset is written down to the extent there is no longer a convincing evidence for the effect that the company will pay normal income tax during the specified period.

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. 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.

o. Leases

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

p. Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with bank, other short term highly liquid investments with original maturities of 3 months or less.

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 2015

250.00

250.00

As at
31st March 2014

250.00

250.00

Summary of Significant Accounting Policies and Other Explanatory Information to the Abridged Standalone Financial Statement

As at and for the year ended 31st March 2015

b. Issued, Subscribed & Paid up :

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

As at
31st March 2015

161.33
161.33

As at
31st March 2014

161.33
161.33

c. Reconciliation of share capital

Balance at the beginning of the period
Balance at the end of the period

As at 31 March 2015
Number of Shares Amount
161,329,096 161.33
161,329,096 161.33

As at 31 March 2014
Number of Shares Amount
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 2015
No. of Shares %
65,022,370 40.30
16,112,000 9.98

As at 31st March 2014
No. of Shares %
65,022,370 40.30
15,000,000 9.30

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 2009

On 10th August 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 10th August 2010, Second 25% of the options are available for exercise on 10th August, 2011, third 25% of the options have become available for exercise on 10th August 2012 and balance 25% of the options have become available for exercise on 10th August 2013. Out of these options a total of 22,400 number of options were exercised by eligible employees. 2,972,000 options lapsed on account of cessation of employment. The Outstanding options as on 31st March 2015 are 2,995,100 (Previous year 3,420,600).

On 8th December 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 8th December 2011, second 25% of the options became available for exercise on 8th December 2012, third 25% options became available for exercise on 8th December 2013 and fourth 25% options became available for exercise on 8th December 2014 and one option if exercised is convertible into one-equity share. Out of the options granted 275,000 options lapsed on account of cessation of employment. The outstanding options as on 31st March 2015 are 30,000 (Previous year 80,000).

On 1st November 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 1st November 2012, second 25% of the options have become available for exercise on 1st November 2013 and third 25% options have become available for exercise on 1st November 2014 and one option if exercised is convertible into one-equity share. Out of the options granted 110,000 options lapsed on account of cessation of employment. The outstanding options as on 31st March 2015 are 110,000 (Previous year 220,000).

ESOP 2013

On 1st January 2013, the Company further granted 6,100,000 stock options out of the balance, lapsed and surrendered stock options available under the Employee Stock Options Plan 2007, 2008, 2009. These options were granted at an exercise price of ₹ 10/-, at a discount of ₹ 52.15 which was the closing price as on the date of the grant of options. The first 50% of these options shall become available for exercise on 1st January 2016 and one option if exercised is convertible into one-equity share at the exercise price mentioned above. 1,275,000 options have lapsed on account of cessation of employment. The outstanding options as on 31st March 2015 are 4,825,000 (Previous year 5,475,000).

ESOP 2014

On 3rd April 2014, the Company further granted 2,450,000 stock options out of the balance, lapsed and surrendered stock options available under the Employee Stock Options Plan 2007, 2008, 2009, 2013. These options were granted at an exercise price of ₹ 10/-, at a discount of ₹ 67.00 which was the closing price as on the date of the grant of options. The first 50% of these options shall become available for exercise on 3rd April 2017 and one option if exercised is convertible into one-equity share at the exercise price mentioned above. 500,000 options have lapsed on account of cessation of employment. The outstanding options as on 31st March 2015 are 1,950,000 (Previous year Nil).

On 27th September 2014, the Company further granted 5,00,000 stock options out of the balance, lapsed and surrendered stock options available under the Employee Stock Options Plan 2007, 2008, 2009, 2013. These options were granted at an exercise price of ₹ 10/-, at a discount of ₹ 103.65 which was the closing price as on the date of the grant of options. The first 50% of these options shall become available for exercise on 27th September 2017 and one option if exercised is convertible into one-equity share at the exercise price mentioned above. 100,000 options have lapsed on account of cessation of employment. The outstanding options as on 31st March 2015 are 400,000 (Previous year Nil).

On 7th February 2015, the Company further granted 1,250,000 stock options out of the balance, lapsed and surrendered stock options available under the Employee Stock Options Plan 2007, 2008, 2009, 2013. These options were granted at an exercise price of ₹ 10/-, at a discount of ₹ 98.55 which was the closing price as on the date of the grant of options. The first 50% of these options shall become available for exercise on 7th February 2018 and one option if exercised is convertible into one-equity share at the exercise price mentioned above. The outstanding options as on 31st March 2015 are 1,250,000 (Previous year Nil).

Summary of Significant Accounting Policies and Other Explanatory Information to the Abridged Standalone Financial Statement

As at and for the year ended 31st March 2015

3. Deferred Tax Liabilities (Net)

(in ₹ Crore)

	As at 31 st March 2015	As at 31 st March 2014
Deferred Tax Liability on Fixed Assets	446.12	341.95
Deferred Tax Asset on Carry Forward Business losses & Unabsorbed Depreciation and Others	(399.99)	(326.74)
Total	46.13	15.21

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:

(in ₹ Crore)

	31 st March 2015	31 st March 2014
i. Amount at the beginning of the period	0.22	0.12
ii. Additional provision made during the period	0.60	0.22
iii. Amount utilised	0.00	0.01
iv. Unused amount reversed during the period	0.22	0.11
v. Amount at the end of the period	0.60	0.22

5. Disclosure relating to Employee Benefits in accordance with provision of Accounting Standard (AS)-15

i. Expenses recognised in the Statement of Profit & Loss for the year ended March 31, 2015

(in ₹ Crore)

Particulars	Gratuity	Leave Encashment
Current Service Cost	1.19	1.37
	(0.97)	(1.34)
Interest Cost	0.82	0.86
	(0.54)	(0.71)
Net actuarial (gain) loss recognised in the period	1.72	0.22
	(0.94)	1.72
Expenses Recognised in the income statement	3.73	2.45
	(2.45)	(0.33)

ii. Net Receipt / Liability recognised in the Balance Sheet

(in ₹ Crore)

Particulars	Gratuity	Leave Encashment
Opening net liability	9.12	9.53
	(8.93)	(11.78)
Expense as above	3.73	2.45
	(2.45)	(0.33)
Contribution paid	1.55	1.83
	(2.26)	(2.58)
Closing net Liability	11.30	10.15
	(9.12)	(9.53)

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

(in ₹ Crore)

Particulars	Gratuity	Leave Encashment
Liability at the beginning of the period	9.12	9.53
	(8.93)	(11.78)
Interest Cost	0.82	0.86
	(0.54)	(0.71)
Current Service Cost	1.19	1.37
	(0.97)	(1.34)
Benefit Paid	1.55	1.83
	(2.26)	(2.58)
Actuarial (Gain / Loss on Obligations)	1.72	0.22
	(0.94)	1.72
Liability at the end of the period	11.30	10.15
	(9.12)	(9.53)

Summary of Significant Accounting Policies and Other Explanatory Information to the Abridged Standalone Financial Statement

As at and for the year ended 31st March 2015

iv. Actuarial assumption

Particulars	31 st March 15	31 st March 14
Discount Rate	8.00%	9.00%
Rate of increase in Salary	5.00%	5.00%
Rate of Attrition	24.00%	18.30%

6. Cash and Bank Balances

(in ₹ Crore)

	As at 31 st March 2015	As at 31 st March 2014
a. Cash and Cash Equivalents		
- Cash on Hand	0.38	0.22
- Balance with Banks in Current / Deposit Accounts	319.28	22.12
b. Other Bank Balances		
- Dividend Account	4.55	4.60
- Short-term Bank Deposits	48.87	14.09
Total	373.08	41.03

7. Exceptional items

Exceptional item for the year ended 31 March 2015 represents gain of ₹ 134.10 crores towards redemption of its 48.22% shares in Rolta International Inc., and transfer of 100% shares in Rolta UK Limited & 100% Shares in Rolta Middle East FZ LLC to Rolta Global BV, a subsidiary of the Company.

8. Income Taxes

Following is the break-up of current tax and deferred tax:

(in ₹ Crore)

Current tax	For the Year ended 31st March 2015	For the Nine Months ended 31st March 2014
Wealth tax	0.15	0.03
Current Tax (Minimum Alternate Tax - MAT)	18.01	--
MAT Credit	(18.01)	--
Reversal of provisions recorded earlier periods, which are no longer required	--	(54.32)
Total	0.15	(54.29)

Deferred tax

Incremental deferred tax liability on Fixed Assets	104.17
Deferred tax assets recorded on carried forward business losses and unabsorbed depreciation and others(see note below)	(73.26)
Total	30.91

For the Year ended
31st March 2015

For the Nine
Months ended
31st March 2014

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

i. Party	Relation
Rolta International Inc. USA	Subsidiary
Rolta Global BV	Subsidiary
Rolta Thales Limited.	Subsidiary
Rolta Meprolight Pvt. Ltd.	Subsidiary (Incorporated on July 3, 2014)
Rolta Middle East FZ LLC	Subsidiary of Rolta Global BV
Rolta UK Ltd	Subsidiary of Rolta Global BV
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. (Merged with Rolta International Inc. w.e.f. March 31, 2015)
Rolta LLC	Subsidiary of Rolta International Inc.
Rolta Americas LLC	Subsidiary of Rolta International Inc. (Incorporated on July 1, 2014)
Rolta Hungary KFT	Subsidiary of Rolta International Inc. (Incorporated on December 16, 2014)

Summary of Significant Accounting Policies and Other Explanatory Information to the Abridged Standalone Financial Statement

As at and for the year ended 31st March 2015

ii. Key Management Personnel / Directors

Mr. K K Singh	Chairman & Managing Director
Mr. A D Tayal	Jt. Managing Director & Chief Operating Officer – Domestic Operations
Mr. Hiranya Ashar	Jt. Managing Director-International Operations & Group Chief Financial Officer
Mr. Virender Khashu	Company Secretary & Head Legal/Compliance

iii. Enterprises over which significant influence exercised by Key Management Personnel / Directors

Rolta Limited	Company controlled by Mr. K K Singh
Rolta Holding & Finance Corporation Pvt. Ltd (formerly known as Rolta Holding & Finance Corporation Ltd.)	Company controlled by Mr. K K Singh
Rolta Power Pvt. Ltd.	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 Management Personnel	Total
I Transactions during the year					
Sale of Goods/ Services	16.64 (27.17)	44.66 (3.52)	- (-)	- (-)	61.30 (30.69)
Interest Income	1.62 (1.63)	- (-)	- (-)	- (-)	1.62 (1.63)
Interest Expenses	17.56	8.51	-	-	26.07
Interest on Deposit	- (-)	- (-)	- (-)	- (0.13)	- (0.13)
Rental Income	-	-	-	1.70	1.70
Material Purchases	10.02 (1.67)	14.80 (2.01)	- (-)	- (0.34)	24.82 (4.02)
Reimbursements	(3.26) 2.63	(0.91) 0.05	-	0.23 (0.13)	(3.94) 2.55
Lease Rent & Maintenance	-	-	-	16.76 (13.53)	16.76 (13.53)
Royalty Fees	-	-	-	7.80 (5.00)	7.80 (5.00)
Remuneration	-	-	13.14 (10.95)	-	13.14 (10.95)
Purchase on Assets	0.56 (8.01)	2.48 (22.78)	-	- (12.09)	3.04 (42.88)
Security Deposit Taken	- (-)	- (-)	- (-)	0.17 (2.00)	0.17 (2.00)
Investments during the year	0.02	-	-	-	0.02
Redemption/Transfer of shares during the year	363.70	82.99 (0.94)	-	-	446.69 (0.94)
Advance Received	1,064.50 (0.89)	305.39	-	-	1,369.89 (0.89)
Corporate Guarantees	3,549.74	-	-	-	3,549.74
II Closing Balances					
Trade Receivable	0.07 (0.03)	3.85 (1.63)	-	0.31 --	4.23 (1.66)
Security Deposits (net)	-	-	-	15.47 (15.64)	15.47 (15.64)
Trade Payable	68.86 (39.27)	116.02 (65.04)	--	2.05 (13.88)	186.93 (118.19)
Advance from customer	1,256.30 (312.24)	425.83 (-)	- (-)	- (-)	1,682.13 (312.24)
Salary & Commission Payable	-	-	9.37 (8.08)	-	9.37 (8.08)
Corporate Guarantee on behalf of Subsidiaries	6,454.40 (2,904.65)	-	-	-	6,454.40 (2,904.65)

Summary of Significant Accounting Policies and Other Explanatory Information to the Abridged Standalone Financial Statement

As at and for the year ended 31st March 2015

c. Significant Transactions during the period

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	16.64	-	-	-	16.64
Rolta U K Ltd	-	12.05	-	-	12.05
Rolta Middle East Ltd.	-	16.07	-	-	16.07
Rolta Middle East Ltd. (Oman)	-	3.70	-	-	3.70
Rolta Middle East Ltd. (Baharin)	-	0.55	-	-	0.55
Rolta Saudi Arabia Ltd	-	1.77	-	-	1.77
Rolta Benelux B.V.	-	0.97	-	-	0.97
Advizex Technologies LLC	-	7.69	-	-	7.69
Rolta Canada Ontario Limited	-	1.86	-	-	1.86
Interest Income					
Rolta International Inc. USA	1.62	-	-	-	1.62
Interest Expenses					
Rolta International Inc. USA	17.56	-	-	-	17.56
Rolta U K Ltd	-	4.54	-	-	4.54
Rolta Middle East FZ LLC	-	3.97	-	-	3.97
Rental Income					
Rolta Power Private Limited	-	-	-	1.70	1.70
Material Purchase					
Rolta International Inc USA	10.02	-	-	-	10.02
Rolta Canada Ontario Limited	-	14.13	-	-	14.13
Rolta Middle East FZ LLC	-	0.67	-	-	0.67
Reimbursements					
Rolta Limited	-	-	-	(0.12)	(0.12)
Rolta Power Private Limited	-	-	-	0.35	0.35
Rolta International Inc. USA	(3.36)	-	-	-	(3.36)
Rolta Meprolight Pvt Ltd	0.11	-	-	-	0.11
Rolta Middle East FZ LLC	-	(0.56)	-	-	(0.56)
Rolta UK Ltd	-	(0.13)	-	-	(0.13)
Rolta Middle East Ltd. (Oman)	-	(0.15)	-	-	(0.15)
Rolta Middle East Ltd. (Baharin)	-	(0.02)	-	-	(0.02)
Rolta Saudi Arabia Ltd	-	(0.14)	-	-	(0.14)
Rolta Canada Ontario Limited	-	0.08	-	-	0.08
Purchase of Fixed Assets					
Rolta International INC USA	0.56	-	-	-	0.56
Rolta Canada Ontario Limited	-	2.48	-	-	2.48
Lease/Maintenance					
Rolta Limited	-	-	-	16.76	16.76

Summary of Significant Accounting Policies and Other Explanatory Information to the Abridged Standalone Financial Statement

As at and for the year ended 31st March 2015

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
Royalty Fees					
Rolta Limited	-	-	-	7.80	7.80
Remuneration incl Commission					
Mr. K.K.Singh	-	-	6.15	-	6.15
Mr. Atul Tayal	-	-	3.88	-	3.88
Mr. Hiranya Ashar	-	-	2.43	-	2.43
Mr. Verinder Khashu	-	-	0.68	-	0.68
Advance During the Year					
Rolta International Inc. USA	1,064.50	-	-	-	1,064.50
Rolta U K Ltd	-	157.80	-	-	157.80
Rolta Middle East Ltd.	-	147.59	-	-	147.59
Investment During the Year					
Rolta Global BV	0.01	-	-	-	0.01
Rolta Meprolight Pvt Ltd	0.01	-	-	-	0.01
Redemption During the Year					
Rolta International Inc. USA	363.70	-	-	-	363.70
Rolta U K Ltd	-	82.39	-	-	82.39
Rolta Middle East FZ LLC	-	0.60	-	-	0.60
Security Deposit Taken/Given					
Rolta Power Private Limited	-	-	-	(0.17)	(0.17)
Corporate Guarantee Given	3,549.74	-	-	-	3,549.74
CLOSING BALANCES					
Trade Receivables					
Rolta Power Private Limited	-	-	-	0.31	0.31
Rolta Thales Limited	0.07	-	-	-	0.07
Advizex Technologies LLC.	-	3.85	-	-	3.85
Trade Payable					
Rolta Limited	-	-	-	1.91	1.91
Rolta Holding & Finance Pvt. Ltd.	-	-	-	0.14	0.14
Rolta International INC USA	68.86	-	-	-	68.86
Rolta Middle east FZ LLC	-	31.17	-	-	31.17
Rolta Middle East Ltd. (Oman)	-	0.03	-	-	0.03
Rolta Middle East Ltd. (Baharin)	-	0.03	-	-	0.03
Rolta UK LTD	-	4.64	-	-	4.64
Rolta Saudi Arabia	-	0.04	-	-	0.04
Rolta Benlex BV	-	0.11	-	-	0.11
Rolta Canada Ontario Limited	-	80.00	-	-	80.00

Summary of Significant Accounting Policies and Other Explanatory Information to the Abridged Standalone Financial Statement

As at and for the year ended 31st March 2015

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
Advances From Customer					
Rolta International Inc	1,256.30	-	-	-	1,256.30
Rolta Middle east FZ LLC	-	197.60	-	-	197.60
Rolta UK Ltd	-	228.22	-	-	228.22
Salary & Commission Payable					
Mr. K.K.Singh	-	-	6.14	-	6.14
Mr. A D Tayal	-	-	2.01	-	2.01
Mr. Hiranya Ashar	-	-	1.16	-	1.16
Mr. Verinder Khashu	-	-	0.06	-	0.06
Security Deposit Given /Taken					
Rolta Limited (Gurgaon) Given	-	-	-	15.64	15.64
Rolta Power Private Limited(Taken)	-	-	-	(0.17)	(0.17)
Corporate Guarantee on behalf of Subsidiaries	6,454.40	-	-	-	6,454.40

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 year in respect of debts due from or to related parties.
- The Company has entered into transactions with certain parties as listed above during the year 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 year. Numbers used for calculating basic and diluted earnings per equity share are as stated below.

	For the Year ended 31 st March 2015	For the Nine Months Period ended 31 st March 2014
Before Exceptional Item		
a. Net Profit attributable to Equity Shareholders for Basic EPS (in ₹ Cr.)	582.42	406.92
EPS (₹) Basic	36.10	25.22
EPS (₹) Diluted	34.58	24.52
After Exceptional Item		
a. Net Profit attributable to Equity Shareholders for Basic EPS (in ₹ Cr.)	716.52	459.39
EPS (₹) Basic	44.41	28.48
EPS (₹) Diluted	42.54	27.68

Reconciliation of weighted average Numbers of equity shares outstanding during the period.

	For the Year ended March 31, 2015	For the Nine Months Period ended March 31, 2014
Weighted Nos of shares for Basic Earnings per share	161,329,096	161,329,096
Adjusted on account of ESOPs	7,098,660	4,625,073
Weighted Nos of shares for Diluted Earnings per share	168,427,756	165,954,169

11. Contingent Liabilities not provided for

Particulars	As at 31 st March 15	As at 31 st March 14
i. B/G & B/D given by Bankers (incl. counter guarantees issued by them)	6,566.33	3,237.24
ii. Letters of Credit issued by Bankers	4.87	10.11

(in ₹ Crore)

- Addition/Adjustments in Buildings, Other Equipment and Furniture & Fixtures includes adjustments on account of Foreign Exchange Fluctuation amounting to ₹ 1.11 Cr, ₹ 0.13 Cr, and ₹ 0.08 Cr respectively.

Summary of Significant Accounting Policies and Other Explanatory Information to the Abridged Standalone Financial Statement

As at and for the year ended 31st March 2015

13. There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.
14. 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
15. Previous year figures have been regrouped/rearranged wherever necessary to confirm to the classification adopted for the current year. Further, during the previous year, Group decided to change the financial year from June year-end to March year-end. Accordingly, the previous financial year was for a period of 9 months period ending March 2014 and are not comparable with the results of the current financial year 2014-15 which is a 12 months period.

As per our report of even date

For Walker Chandiok & Co LLP
(formerly Walker, Chandiok & Co)
Chartered Accountants
Firm Registration
No.: 001076N/ N500013

Vinod Chandiok
Partner
Membership No. 10093

Mumbai
May 23, 2015

V K Chopra
Director

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

Mumbai
May 23, 2015

For and on behalf of Board of Directors

K. K. Singh
Chairman & Managing Director

Verinder Khashu
Company Secretary & Head
Legal / Compliance

T C Venkat Subramanian
Director

Hiranya Ashar
Jt. Managing Director-
International Operations &
Group Chief Financial
Officer

Rolta India Limited Abridged Cash Flow Statements

For the year ended 31st March 2015

(in ₹ Crore)

A	CASH FLOW FROM OPERATING ACTIVITIES
B	CASH FLOW FROM INVESTING ACTIVITIES
C	CASH FLOW FROM FINANCING ACTIVITIES
	NET INCREASE IN CASH & CASH EQUIVALENTS
	CASH & CASH EQUIVALENTS (OPENING BALANCE)
	CASH & CASH EQUIVALENTS (CLOSING BALANCE)

For the Year ended
31st March 2015

2,021.15
81.79
(1,805.62)
297.32
22.34
319.66

For the Nine
Months ended
31st March 2014

699.78
(796.02)
109.03
12.77
9.57
22.34

As per our report of even date

For Walker Chandiok & Co LLP
(formerly Walker, Chandiok & Co)
Chartered Accountants
Firm Registration
No.: 001076N/ N500013

Vinod Chandiok
Partner
Membership No. 10093

Mumbai
May 23, 2015

V K Chopra
Director

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

Mumbai
May 23, 2015

K. K. Singh
Chairman & Managing Director

Verinder Khashu
Company Secretary & Head
Legal / Compliance

T C Venkat Subramanian
Director

Hiranya Ashar
Jt. Managing Director-
International Operations &
Group Chief Financial
Officer

Corporate Governance

As at March 31, 2015

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 Independent Directors besides Group Directors, Vice-Presidents and above. This Code of Conduct is posted on the website of the Company. The Company's Corporate Governance policy has been further strengthened through the "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. 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 Company 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 are member of more than ten committees and Chairman of more than five 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 employees. At Board Meetings, Senior Management 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.
- Minutes of meetings of Audit Committee, Nomination & Remuneration Committee, Stakeholder's Relationship Committee, Corporate Social Responsibility Committee and Management Committee.
- 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.
- Annual performance evaluation by the Board of its own performance and that of its committees and individual directors.
- Appointment of Internal Auditors and Secretarial Auditor.
- 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 periodically.
- 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 of all laws as applicable to the Company.

Information as mentioned in Annexure X to clause 49 of the Listing Agreements is placed before the Board for its consideration.

(ii) Board Meetings:

During the year ended March 31, 2015, Five (5) Board Meetings were held with a minimum of one meeting in each Quarter. The time gap between any two Board meetings did not exceed 120 days. The dates on which the said meetings were held were as follows:

May 24, 2014; August 09, 2014; September 27, 2014; November 12, 2014 and February 07, 2015.

The Board Meetings of the Company are prescheduled and adequate notice and agenda is given well in advance to the members of the Board. The information as required under Annexure X to Clause 49 is made available to the Board. The Board also reviews the declarations made by the respective department's heads regarding compliance with all applicable laws, at the Board Meeting.

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 or Corporate office of the Company.

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 financial year ended March 31, 2015 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.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as required under Section 149(7) of the Companies Act, 2013.

The Company had issued a formal letter of appointment to all Independent Directors and the terms and conditions of their appointment have been disclosed in the website of the Company.

Corporate Governance

As at March 31, 2015

(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 financial year ended March 31, 2015		Whether attended last AGM held on September 27, 2014	Number of directorships in other public companies		Number of committee positions held in other public companies	
		Held	Attended		Chair-man	Member	Chair-man	Member
Mr. Kamal K. Singh (Chairman and Managing Director) DIN 00260977	Non-Independent, Executive	5	5	YES	1	-	-	-
Mr. K R Modi DIN 00261506	Independent, Non-Executive	5	5	YES	-	-	-	-
Mr. V K Agarwala DIN 00022153	Independent, Non-Executive	5	4	YES	-	1	-	-
Mr. V K Chopra DIN 02103940	Independent, Non-Executive	5	4	YES	-	9	3	6
Mr. T C Venkat Subramanian DIN 00040526	Independent, Non-Executive	5	4	NO	-	3	2	1
Mr. M V Nair DIN 02284165	Independent, Non-Executive	5	5	YES	1	4	-	3
Mr. A D Tayal (Joint Managing Director & Chief Operating Officer – Domestic Operations) DIN 00261332	Non-Independent, Executive	5	4	YES	-	1	-	-
Mr. Hiranya Ashar (Joint Managing Director – International Operations & Group Chief Financial Officer) DIN 00555848	Non-Independent, Executive	5	5	YES	-	1	-	-
Ms. Preetha Pulusani (Director and President – Americas) DIN 02085775	Non- Independent, Non-Executive	5	3	NO	-	-	-	-

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. Only Audit Committee and Stakeholders Relationship Committee of Indian Public Companies have been considered for committee positions.

2. No Director of the Company has served as an Independent Director in more than seven listed companies.

3. No Director of the Company is a member in more than ten specified committees or Chairman of such five 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 Stakeholders Relationship Committees.

Apart from receiving remuneration that they are entitled to under the Companies Act, 2013 as Non-Executive Directors and reimbursement of expenses incurred in the discharge of their duties, none of the Non-Executive Directors has any other material pecuniary relationship or transactions with the Company, its promoters, its Directors, its senior management or its subsidiaries and associates. None of the Directors are inter-se related to each other and further do not hold two percent or more of the total voting power of the Company.

The Directors and senior management of the Company have made disclosures to the Board confirming that there are no material financial and/ or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on February 7, 2015, as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Clause 49 of the Listing Agreement to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timeliness of flow of information between the management and the Board.

Mr. K R Modi, Mr. V K Chopra, Mr. T C Venkat Subramanian and Mr. M V Nair attended the Meeting of Independent Directors and Mr. V K Chopra chaired the Meeting.

Board and Director Evaluation and Criteria for Evaluation

The Nomination and Remuneration Committee of the Board has laid down the criteria for performance evaluation of all Directors. The Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees except the Director concerned being evaluated. The criteria for Board Evaluation include inter alia, degree of fulfillment of key responsibilities,

Corporate Governance

As at March 31, 2015

Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Criteria for evaluation of individual Directors include aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members. Criteria for evaluation of the Committees of the Board include degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

Familiarisation Programme

Your Company follows a structured orientation and familiarization programme through various reports/codes/internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis.

Presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved. The details of familiarisation programme have been posted on the website of the Company.

Code of Conduct

Your Company has adopted a Code of Conduct for members of the Board (incorporating duties of Independent Directors) and the Senior Management. The said code is posted on the website of the Company. The Code aims at ensuring consistent standards of conduct and ethical business practices across the Company. Your Company has received confirmations from all concerned regarding their adherence to the said Code.

Pursuant to Clause 49(II)(E) of the Listing Agreement, the Chairman & Managing Director of the Company confirmed compliance with the Code by all members of the Board and the Senior Management.

(B) Management Committee

The Management Committee is a Committee of the Board and is authorized 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 which are of routine matters relating to strategic, financial, corporate, legal, Subsidiary, Share transfer and Investor Grievances. Besides removing administrative difficulties this enables quick decision pertaining to the routine business occurring on day-to-day basis.

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 and 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 at the immediate following Board Meeting.

Ten (10) Management Committee Meetings were held during the financial year ended March 31, 2015.

April 03, 2014; May 13, 2014; June 12, 2014; July 10, 2014; September 01, 2014; October 20, 2014 November 26, 2014; December 19, 2014; January 23, 2015 and March 02, 2015.

Attendance of Directors at the Management Committee during the financial year ended March 31 2015:

Name of the Director	Designation / Category	Meetings held during the tenure of the Director	Meetings Attended
Mr. Kamal K Singh	Chairman (Non- Independent)	10	10
Mr. K R Modi	Member (Independent)	10	10
Mr. V K Agarwala	Member (Independent)	10	09
Mr. A D Tayal	Member (Non-Independent)	10	08
Mr. Hiranya Ashar	Member (Non-Independent)	10	08

(C) 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 177 of the Companies Act, 2013 ("Act"). All members of the Audit Committee are financially literate and more than one-half of the members have expertise in accounting/financial management.

The representatives of Statutory Auditors are permanent invitees to the Audit Committee Meetings. They have attended all the Audit Committee meetings held during the year.

Four (04) Audit Committee Meetings were held during Financial Year 2014-15. The dates on which the said meetings were held are as follows:

May 24, 2014; August 09, 2014; November 12, 2014 and February 07, 2015.

Attendance of Directors at the Audit Committee Meetings held during the financial year ended March 31, 2015:

Member	Designation / Category	Meeting held	Meetings Attended
Mr. V K Chopra	Chairman (Independent)	4	3
Mr. K R Modi	Member (Independent)	4	4
Mr. T C Venkat Subramanian	Member (Independent)	4	4
Mr. Hiranya Ashar	Member (Non Independent)	4	4

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.

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 read together with relevant provisions of Companies Act, 2013, as under-

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

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

1. 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;

Corporate Governance

As at March 31, 2015

3. Examination of the financial statement and the auditor's 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 in line with Clause 49 (III)(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.

(D) Nomination & 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.

Mr. M V Nair, Non-executive Independent Director is the Chairman of the Nomination & Remuneration Committee. Other members of the Committee are Mr. Kamal K Singh, Chairman & Managing Director, Mr. V K Agrawala, Non-executive Independent Director and Mr. K R Modi Non-executive Independent Director. The Company Secretary acts as the Secretary of the Nomination and Remuneration Committee.

Three (03) Nomination & Remuneration Committee meeting were held during 2014-15. The dates on which the said meetings were held were as follows:

April 03, 2014; September 27, 2014 and February 07, 2015.

Attendance of Directors at the Nomination and Remuneration Committee Meetings held during the financial year ended March 31, 2015:

Member	Meetings held	Meetings Attended
Mr. M V Nair	3	2
Mr. Kamal K Singh	3	3
Mr. K R Modi	3	3
Mr. V K Agarwala	3	2

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. (c) To ensure that the level and composition of remuneration is reasonable and sufficient to

attract, retain and motivate Directors of the quality required to run the Company successfully; relationship of remuneration to performance is clear and meets appropriate performance benchmarks. (d) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals. (e) Formulate Remuneration Policy and a policy on Board Diversity. (f) Formulation of criteria for evaluation of Independent Directors and the Board; (g) Administering, monitoring and formulating 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.

(E) Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Company is constituted in line with the provisions of Section 178 (5) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Committee comprises 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. Company Secretary acts as the Secretary of the Stakeholders Relationship Committee.

One (01) meeting of the Stakeholders Relationship Committee was held during the year on December 19, 2014 and all the members attended the Stakeholders Relationship Committee meeting.

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, 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 Company's Registrar and Share Transfer Agent. The share transfers received by the Company/Registrar and Share Transfer Agent are generally processed and transferred within 10 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, 2015. All requests for dematerialization of shares are likewise processed and confirmation thereof is normally communicated to the concerned depository within 10 working days of receipt of all documents.

The Committee monitors the redressal of Investor Grievances. The total number of complaints received and replied to the satisfaction of the shareholders during the period under review was 150. There are no complaints outstanding or pending with the regulatory authorities as on March 31, 2015 for redressal. The above complaints include 8 (Eight) SEBI compliant which is duly redressed by the Company.

The Company is in receipt of 'No Complaint' Certificates as on March 31, 2015 from both the Exchanges where the equity shares are listed BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

Name, designation and address of Compliance Officer

Mr. Verinder Khashu
Company Secretary & Head Legal / Compliance
Rolta Tower A, Rolta Technology Park, MIDC – Marol,
Andheri (East), Mumbai – 400093.
Email ID: investor@rolta.com

(F) Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility (CSR) Committee was constituted in line with the provisions of Companies Act, 2013. 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' (CSR Policy),

Corporate Governance

As at March 31, 2015

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 Board has adopted the CSR Policy as formulated and recommended by the Committee. The same is displayed on the website of the Company. The Annual Report on CSR activities for the year 2014-15 forms a part of the Directors' Report.

The Committee comprises of three Directors out of which two are Non-Executive and one Executive Director. The Committee is chaired by Mr. Kamal K Singh, Executive Non- Independent Director and its other members include Mr. K R Modi & Mr. V K Agarwala, Non-executive Independent Directors. Company Secretary acts as the Secretary of the CSR Committee.

One (01) meeting of the Corporate Social Responsibility Committee was held during the year on September 27, 2014 and all the members attended the meeting.

3. SUBSIDIARY COMPANIES

As on March 31, 2015, the Company has 4 direct subsidiaries and 11 step down subsidiaries, out of which 13 of them are foreign subsidiaries and 2 are an Indian subsidiary. As on March 31, 2015, 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 Clause 49 (VIII)(D) 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	27.09.2014 at 11:30 AM	<ul style="list-style-type: none"> Special Resolution in respect of Issue of various Equity related securities – ADRs, GDRs, QIPs, Convertible Bonds, Shares, Convertible Debentures, etc. Special Resolution in respect of adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.
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 Rs. 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.

Location	Date and time	Special resolutions passed
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.

All resolutions moved at the last Annual General Meeting were passed by the requisite majority of shareholders.

The Chairman of the Audit Committee was present at all the above AGMs.

During the year under review, no resolution was put through by Postal Ballot and no Extra –Ordinary General Meeting of the Company was held.

6. DISCLOSURES

i. Related Party Transaction

There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large. The Company has formulated a Related Party Transactions Policy and the same is posted on the Company's website.

ii. Disclosure of Accounting Treatment

The Company follows Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014. 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).

iii. Remuneration of Directors

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 & Remuneration Committee within the salary scale approved by the members and are effective July 1, each year. The Nomination & 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 Director and each Executive Directors.

The terms of remuneration of Managing Director & Executive Directors are approved by the shareholders at the 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. During the year under review, the Company has granted 5,00,000 Stock Options to Mr. Hiranya Ashar, Joint Managing Director - International Operations & Group Chief Financial Officer at a face value of the share i.e. ₹ 10/-.

Details of remuneration / sitting fees paid to Directors during the financial year ended March 31, 2015 is given below:

Corporate Governance

As at March 31, 2015

(₹ In Lakhs)

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	-	-	-	615.00	615.00
Mr. K R Modi	-	2,000	9.40	-	-	9.40
Mr. V K Agarwala	-	28,000	6.80	-	-	6.80
Mr. V K Chopra	-	-	4.85	-	-	4.85
Mr. T C Venkat Subramanian	-	-	5.10	-	-	5.10
Mr. M V Nair	-	-	5.75	-	-	5.75
Mr. A D Tayal**	17.02.2012 to 16.02.2017	3,20,000	-	203.11	184.50	387.61
Ms. Preetha Pulusani	-	-	-	-	-	-
Mr. Hiranya Ashar#	07.02.2015 to 06.02.2020	-	-	153.45	89.87	243.00

*As per the approved terms, Mr. Kamal K. Singh is entitled to fixed Commission @ 5% of the Net Profits of the Company.

**As per the approved terms, Mr. A D Tayal is entitled to Commission ranging from @ 0.25 to 0.75% of the Net Profits of the Company on an annual basis.

As per the approved terms, Mr. Hiranya Ashar is entitled to Commission ranging from @ 0.15 to 0.30% of the Net Profits of the Company on an annual basis. However, as per the approved term by the Board of Directors at its meeting held on February 7, 2015 which is subject to the shareholders approval, Mr. Ashar is entitled to Commission ranging from @ 0.25 to 0.75% of the Net Profits of the Company. Mr. Ashar was elevated to Joint Managing Director – International Operations & Group CFO for a period of five years effective February 7, 2015. The terms and conditions of re-appointment and remuneration payable to him were fixed by the Board of Directors of the Company and an agreement dated March 12, 2015 was entered between Mr. Ashar and the Company. The previous employment of Mr. Ashar designated as Director Finance & CFO ended with mutual consent (without any additional compensation).

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 financial year ended March 31, 2015.

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 cover the terms and conditions of such appointment, read with the service rules of the Company. No commission has been paid to the Non-Executive Directors of the Company. Services of the Managing Director(s) / Executive Directors may be terminated by either party giving the other party six months' notice or the Company paying six months' salary in lieu thereof. There is no separate provision for payment of severance fees.

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.

iv. 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.

v. Whistle Blower

Your Company has established a Vigil Mechanism/Whistle Blower Policy to enable stakeholders (including Directors and employees) to report unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimisation of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

Your Company hereby affirms that no Director/ employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year. The Whistle Blower Policy has been posted on the Company's website.

vi. 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.

vii. 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 newspapers in English and Marathi language 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 Marathi 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 financial year ended March 31, 2015 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. CEO/CFO CERTIFICATION

A certificate from Chairman and Managing Director and Joint Managing Director - International Operations and Group 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(IX) 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.

9. 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.

Corporate Governance

As at March 31, 2015

10. 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(II) (E) 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 financial year ended March 31, 2015.



Kamal K Singh
Chairman and Managing Director

Mumbai
August 14, 2015

11. CERTIFICATE ON CORPORATE GOVERNANCE

As required under clause 49 of the Listing Agreement, the certificate on compliance of the Corporate Governance norms 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, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us and based on the representations, made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreements. 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' and 'Management Committee'.

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



Virendra Bhatt
Practicing Company Secretary
ACS No. 1157 / CP No. 124

Mumbai
August 13, 2015

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 defense policies and /or insufficiency of 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 Enterprise IT and Security 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 up graded 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.

The advent of new technologies like cloud computing, and new initiatives such as enterprise mobility and environment sustainability, and the pace of adoption of new technologies and initiatives by clients, could have potential impact on our growth. The complexity of our solutions, the time gap required to gain experience in developing or implementing some of these new technologies and significant competition in our markets may affect our ability to market these solutions successfully. Further, customers may not adopt these solutions widely and Rolta may be unable to recover any investments made in their development. Further, where Rolta offer a transaction-based pricing model in connection with an engagement, Rolta may also be unable to recover all of the upfront costs we have incurred in developing the solution.

In addition, Rolta operates in a quickly evolving environment, in which there currently are, and Rolta expects, will continue to be, new technology entrants. New services or technologies offered by competitors or new entrants may make our offerings less differentiated or less competitive, when compared to other alternatives, which may adversely affect our results of operations.

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 enable it to stay ahead on the technology front. The Company keeps itself up graded 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 have 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 System for its all business areas; BSI ISO/IEC 27001:2013 certification, the ultimate benchmark for Information Security Management Standard; BSI ISO /IEC 20000-1:2011 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 business group has been successfully assessed at CMMi Development V1.3 Maturity Level 5, highest level of maturity by CMMi. HFI's Certified Practice in Usability from Sept 22, 2012 till the current year consecutively for 4 years, 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. The Company is currently undergoing SSAE 16 assessment for their Application Development and Maintenance Services, Managed Services processes, and related Information Technology General Controls and SOC 2 assessment.

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 in part 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 world wide on account of its ability to create a deep impact by providing innovative solutions. The Company continues to maintain its leadership in the Indian defense 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.

Rolta may also have to lower the prices of many of solutions and services to stay competitive. If Company's pricing and other factors are not sufficiently competitive, or if there is an adverse reaction to solution delivery or service capabilities, Rolta may lose market share

in certain areas, which could adversely affect revenue and prospects. Even if the Company is able to maintain or increase market share for certain solutions or services, Rolta's revenue could decline because such solutions and services are in a maturing industry or due to increased competition from other types of solutions and services. Rolta may also experience significant pressure on operating margins as a result of the competitive bidding process, which is the basis on which most of our contracts are awarded.

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 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, 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 up gradation 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 invests in training professionals than hire to perform services. These professionals often are targeted by other Indian and international IT companies operating in the local Indian markets. Further, wage costs in India have historically been significantly less than in Europe or the United States for comparably skilled individuals. However, large multinational IT companies with offshore operations in India have led to the increase in wage pressures on Indian companies, which may prevent us from sustaining our competitive advantage internationally and may negatively affect our profit margins. Rolta may need to increase the levels of employee compensation more rapidly than in the past to remain competitive with other employers, or increase training costs to new employees, or seek to recruit in other low labour cost jurisdictions to keep wage costs low. Compensation and training cost increases may result in a material adverse effect on financial performance.

In addition, the Company may not be able to hire and retain enough skilled and experienced employees to replace those who leave, or may not be able to re-deploy and retain our employees to keep pace with continuing changes in technology, evolving standards and changing client preferences. The failure to hire executives and key employees or the loss of executives and key employees could have a significant impact on operations.

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 adverse 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 insight full 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 that 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 down turn, 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 defense, 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 nine month period ended 31st March 2014 and as of and for the year ended 31st March 2015 and the related notes thereto, and for the unaudited consolidated financial statements as of and for the twelve-month period ended March 31, 2014.

Last year the Company has changed its financial year to starting April 1 to March 31 in order to comply with new Companies Act, 2013, and last financial year was for a period of nine months, therefore the audited results for the nine month period ended 31st March 2014 are not strictly comparable with audited results for the year ended 31st March 2015. However, to give meaningful comparison of statement of profit and loss, we have compared unaudited results of previous twelve month period 1st April 2013 to 31st March 2014 with current twelve month period 1st April 2014 to 31st March 2015.

Company Overview

Rolta India Limited (referred to also as "Rolta" or "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 overseas subsidiaries located in the USA, Canada, the UK, the Netherlands, Germany, Saudi Arabia the United Arab Emirates and Australia. The company has established a 51:49 Joint Venture Company, Rolta Thales Limited with Thales Group of France.

Rolta has strengthened its position in significant industry segments like Banking, Finance, Insurance, Manufacturing, Retail and Healthcare, apart from the traditional Rolta segments like, Oil & Gas, Utilities, Government, Infrastructure, and Defense & Security

Rolta focuses on building innovative IP-led solutions in the areas such as Cloud computing, Predictive Analytics, and OT/IT integration that help customers to derive value from their IT investments. The Company received patents it had applied for in the US for certain unique technologies and processes embedded in Rolta iPerspective™, a suite at the heart of Rolta's offerings for Cloud security, enterprise integration and OT-IT integration solutions. Additionally, Rolta has registered copyrights for around 120 products. The Company is seeking patents and copy rights for many more products.

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 OnPoint™, Rolta GeoBi™, Rolta GeoAssets™ Enterprise Asset Manager™, Rolta GeoSecure™, Rolta Unified Mobility™, Rolta GeoCloud™ and Rolta Geospatial Fusion OnPoint™

In the emerging markets such as MENA (Middle East & North Africa) Rolta has implemented many solutions for integration of spatial and business systems. Rolta has executed hundreds of projects world-wide leveraging and sharpening its domain expertise. It has used this experience and know-how to develop an extensive suite of over 30 software products and solutions to address "Smart City" initiatives globally. These products typically provide intuitive actionable insights in real time through contextual integration of heterogeneous systems and a variety of sensors.

In the Engineering Information Solutions & Services segment, Rolta 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, at times even in the face of competition from the major consulting companies.

Rolta is positioned very strongly due to its unique ability to integrate its portfolio of engineering solutions with enterprise-level IT applications, thereby raising the value proposition much beyond traditional applications and services.

Rolta and SAP entered into a strategic partnership which enables the companies to provide customers across the world with cutting-edge

Rolta solutions. Rolta's outstanding contribution as an SAP partner was recognized through a 2014 SAP® Pinnacle award as "OEM Partner of the Year", and is evidence of Rolta's success in its endeavor to co-innovate with SAP to develop state-of-the-art solutions based on Big Data, Mobility and Cloud technologies, bringing greater value to customers world-wide.

In the Enterprise IT Consultancy, 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. Rolta has also 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. 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.

Rolta's Enterprise IT Consulting group's world-class expertise in Oracle technologies is well recognized. Rolta has successfully completed numerous projects for EBS upgrades, BI consolidations, EPM, and Fusion Middleware. The Company is looked up to for providing cutting-edge solutions for deployment of sophisticated IT Infrastructure such as for Cloud-enablement and enterprise security, with multi-year Managed Services engagements.

Users have recognized that integrating IT and OT (operations technologies) is now a crucial requirement for them to remain competitive, and that a geospatial and engineering context to business analytics raises the value of the decision support information to a whole new level. Rolta has established an extensive repository of intellectual property ("IP") in the shape of products and solution frame-works capable of seamlessly integrating IT, OT, geospatial and engineering data from disparate sources in an enterprise, and to present unified Business Analytics in real time. In fact, because of its IP, and deep knowledge of geospatial and engineering technologies, the Company is quite unique in its ability to achieve this level and extent of integration, and therefore offers a highly differentiated portfolio of high-value solutions and services.

Customers are increasingly looking for a single vendor capable of designing, delivering, optimizing and subsequently managing their Enterprise wide solutions. Rolta has, therefore, consciously focused on its ability to deliver end-to-end solutions for its customers, whether the requirements are for establishing the underlying IT infrastructure, designing and creating an integrated enterprise application customized for their individual requirements, or creating an enterprise-wide BI and Big Data Analytics solution to gain a competitive advantage. Whether a customer's infrastructure needs stem from initiatives to implement compute-intensive BI/Analytics applications or for upgrading it for greater security, performance and reliability, Rolta is able to adopt a holistic approach and provide a complete roadmap and implement it for optimal results.

Rolta leverages its IP to provide solutions for adoption of contemporary technologies such as Cloud platforms, SDI, and converged systems, and is, therefore, able to quickly establish its credentials as a differentiated provider of high-end technologies. Then, as an incumbent and trusted infrastructure solution provider, Rolta is able to grow its business with customers through up-selling enterprise solutions – ERP, EPM, BI – and creating opportunities for long-term high-margin Managed Services. As the Company's track record shows, such engagements then lead to contracts for highly sophisticated Big Data Analytics solutions. On the other hand, Rolta has also been engaged by customers to implement BI/Big Data Analytics solutions, and then sought the Company's expertise for upgrading IT infrastructure and applications.

Rolta's wholly-owned subsidiary, Advizex, was named as the global "Partner of the Year" by VMware in recognition of the Company's success in the domain of Software Defined Infrastructure. This gives Rolta the ability to effectively compete in the global market against even the big players.

Rolta has built an impressive portfolio of IP that offers customers the benefit of not only getting out-of-the-box solution frameworks that can be readily configured to address their individual industry-specific needs, but also take advantage of best-of-class technology platforms provided by global leaders. These include flagship Rolta OneView™ suite, Rolta iPerspective Suite™, Rolta IT-OT Fusion™, Rolta SmartMigrate™, Rolta Advizer™

Rolta adopts state-of-the-art information technology practices and tools to develop world-class products. While the Company builds products to add value to technology platforms provided by leading vendors, Rolta's IP is consciously built to offer customers the flexibility to select the platform of their choice; for example Oracle, SAP or IBM for Rolta's BI and Big Data applications. Therefore, companies like SAP, Oracle, IBM and Microsoft see Rolta's portfolio as complementary to their own offerings and actively push Rolta solutions in their customer bases to promote their own technologies.

The Company continues to gain significant traction in BI/Big Data Analytics area with new opportunities for Rolta OneView™ and major extension of scope of existing engagements. The Company was engaged by clients in Transportation, Chemicals, and Utilities, besides Oil & Gas. Rolta OneView™ a Rolta IP was positioned by NASSCOM/Frost & Sullivan in the top right quadrant in their Product Excellence Matrix for Analytics products thereby recognizing its wide application and "established" maturity. The release of Rolta OneView™ 6.0 has positioned the solution platform even higher in the competitive landscape by significantly enhancing its features and pre-built functionality. It is now Cloud-ready and supports multi-tenancy and multi-site implementations. This release brings significant innovations in predictive and prescriptive analytics and supports various languages such as Chinese, Japanese, Russian, Spanish, German and Arabic. Rolta is now able to gain much wider access to the large SAP customer base through its strategic OEM partnership. The Company is engaged in paid pilot projects in various verticals in many regions, some of which are close to contract awards. The Company's IP-led solutions in the area of Big Data Analytics have received excellent reviews in the industry from customers, partners and leading analysts like Gartner, Frost & Sullivan, and ARC.

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: 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 and analysis; Rich Terrain and Tactical symbology; Highly tuned and simplified touch based user interface ensuring minimal distraction for its users in battlefield Conditional; Highly resilient information delivery capability without any single point of failure; Strict security features; Complete ground-up software development with source code available with an indigenous organization;

Rolta leveraged its extensive investments in the State-of-the-Art Battle Lab, Security Lab, Communications Lab Usability Labs to architect and Test automation lab etc. 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. In the Defence sector, Rolta continues to sustain and strengthen its leading position in the Indian Defence & Security markets as a provider of indigenous Command, Control, Communications, Intelligence, Surveillance and Reconnaissance (C3ISR) solutions by continually enhancing its portfolio.

Ministry of Defence (MoD) has selected the exclusive consortium of BEL and Rolta as a Development Agency for the Battlefield Management System (BMS) project worth over ₹ 60,000 Crore.

The BMS is categorized as a "Make" programme under the DPP, and is one of the largest projects being indigenously developed and manufactured for the Indian Army. This prestigious programme is meant to deliver Command, Control and Communications (C3) capabilities to the fighting echelons, operating at the forward edge of the Tactical Battle Area at the Battalion and Combat Group levels. BMS is a situational awareness and visualization system that aims to optimize the operational effectiveness of tactical units.

As a part of its consortium with BEL, Rolta is responsible for the complete BMS application development and software licensing, CIS software and services. Rolta will also jointly work with BEL for manufacturing subsystems for the soldier system, the overall system design, integration, installation, commissioning and maintenance of the BMS programme. The project is progressing well.

The Company's indigenous ISR solutions are being exploited by hundreds of users in Indian Defence. These high-tech Image Exploitation Systems are deployed at field formations and utilized to serve critical operational needs of providing essential inputs for operational planning, intelligence acquisition and surveillance.

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. These are used for assessing and interpreting troop movements and enemy build up at forward locations to counter threats like insurgency, infiltration, etc. With the latest 64-bit release of this software suite, Rolta has now joined just a handful of companies worldwide that have this sophisticated technology to fully exploit the latest advances in satellite and aerial imaging, and cutting edge computing platforms.

The Company's war gaming solutions have gained even higher traction and its user base is expanding, with Rolta being in the process of being awarded a contract by the apex Indian war gaming agency.

To further strengthen its portfolio, the Company has signed definitive agreements to establish a Joint Venture with Meprolight, a leading International Electro-Optics company. To be owned 51% by Rolta and 49% by Meprolight, the JV will take advantage of technology transfer from Meprolight for developing and manufacturing state-of-the-art Optronics devices based on Image Intensifier and Thermal Imaging technologies in India, for addressing the growing demand for night fighting capabilities by the Indian defence and security forces.

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, and 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 along with rich mobility solutions on different mobile platforms.

With the track record described above, and ongoing development of cutting-edge defence and security solutions, the Company is well placed to participate in upcoming requirements of the defence and security sector.

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 year ended 31st March, 2015, the Enterprise Geospatial and Engineering Solutions (EGES); and Enterprise IT and Security Solutions (EITS) segment respectively, accounted for 26.7% and 73.3% of the Company's consolidated revenues, as compared to 28.3% and 71.7% for the twelve month period ended 31st March, 2014.

Industry Overview

¹With the global economy showing signs of a gradual recovery, NASSCOM stated that in 2014-15, the domestic market expected to be a little over \$48 billion, growing 14 per cent from a year ago. This was faster than average industry growth and was driven by e-commerce, which grew 33 per cent year on year to become a \$14 billion segment. The revenues, including hardware and e-commerce, expected to be \$146 billion in 2014-15. Exports have touched \$98.5 billion for the period already. The sector was on track to reach \$300-billion revenue by 2020.

²In FY 2016, NASSCOM expects the industry to add revenues of USD 20 billion to the existing industry revenues of USD 146 billion. Export revenues for FY 2016 is projected to grow by 12 to 14% and reach USD 110-112 bn. Domestic revenues (including ecommerce) for the same period will grow at a rate of 15-17% percent and is expected to reach USD 55-57 billion during the year.

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 Ernst & Young (EY) as Internal Auditors for all International Subsidiaries. World-class ERP systems have 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

¹<http://www.gartner.com/newsroom/id/2698017>

²<http://www.livemint.com/Industry/BrMXBnGlewsRoN99KqKCM/IT-sector-exports-to-grow-1315-in-FY15-Nasscom.html>

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 Solution & 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 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. Unbilled revenues included in other current assets/ other non-current assets represent cost and earnings in excess of billings as at the Balance Sheet date. Income from maintenance contract is recognized proportionately over the period of the contract.

For the year ended 31st March, 2015 and for the twelve months period ended 31st March, 2014, consolidated revenues amounted to ₹ 3,679.46 crore and ₹ 3,113.92 crore, respectively. This represented a growth of 18.2% for the year ended 31st March, 2015, as compared to the twelve month period ended 31st March, 2014.

Revenues by Business Segment

The table below gives the consolidated revenue analysis by business segment for the periods indicated:

(₹ in Crore)

Segment wise Revenue	Financial year Year Ended March 31, 2015	Twelve Month Period Ended March 31, 2014
Enterprise Geospatial and Engineering Solutions (EGES)	983.67	882.71
Enterprise IT and Security Solutions (EITS)	2,695.79	2,231.21
Total	3,679.46	3,113.92
Segment wise Profit [EBIDTA]		
Enterprise Geospatial and Engineering Solutions (EGES)	590.76	443.98
Enterprise IT and Security Solutions (EITS)	685.86	589.08
Total	1,276.62	1,033.06

For the year ended 31st March, 2015 and twelve month period ended 31st March, 2014, consolidated revenues from Enterprise Geospatial and Engineering Solutions (EGES) amounted to ₹ 983.67 crore and ₹ 882.71 crore, respectively. This represented a growth of 11.4% for year ended 31st March, 2015, as compared to the twelve month period ended 31st March, 2014. The consolidated revenues from Enterprise IT and Security Solutions (EITS) amounted to ₹ 2,695.79 crore and ₹ 2,231.21 crore respectively for these two periods. This represented a growth of 20.8% for the year ended 31st March, 2015, as compared to the twelve month period ended 31st March, 2014. Revenues from EGES groups has continued to increase due to our focus on 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.

Other Income

Other income comprises of dividend income, interest income, and other miscellaneous income. For the year ended 31st March 2015 and twelve months period ended 31st March 2014, other income amounted to ₹ 30.72 crore and ₹ 21.63 crore respectively. The increase in other income was due to increase in interest income and license fees on account of better management of funds & resources.

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 year ended 31st March, 2015 and for the twelve month period ended 31st March, 2014, consolidated expenses amounted to ₹ 3,426.18 crore and ₹ 2,849.82 crore. This represented an increase of 20.2% for the year ended 31st March, 2015, as compared to the twelve month period ended 31st March, 2014. For the year ended 31st March, 2015 and for the twelve month period ended 31st March, 2014, consolidated expenses, as a percentage of sales were 93.1% and 91.5%, respectively.

The table below shows the principal components of the Company's costs for the periods indicated:

	Financial year Year Ended March 31, 2015	% to Sales	Twelve Month Period Ended March 31, 2014	% to Sales
Cost of Materials & Technical Subcontractors	1,288.50	35.0	982.30	31.5
Employee benefit expenses	790.99	21.5	784.55	25.2
Other Expenses	323.35	8.8	314.01	10.1
Depreciation and Amortisation	622.00	16.9	452.54	14.5
Finance Cost	401.34	10.9	316.42	10.2
Total :	3,426.18	93.1	2,849.82	91.5

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 year ended 31st March, 2015 and for the twelve month period ended 31st March, 2014, material and technical subcontractors amounted to ₹ 1,288.50 crore and ₹ 982.30 crore. This represented an increase of 31.2% in the year ended 31st March, 2015, as compared to the twelve month period ended 31st March, 2014. For the year ended 31st March, 2015, material and technical subcontractors as percentage of sales increased to 35.0% from 31.5 % for the twelve month period ended 31st March, 2014. 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.

Employee Benefits Expense

Employee benefits expenses comprise salaries, wages, bonuses, provident fund contributions and welfare expenses. Employee benefit expenses increased in the year ended 31st March, 2015 to ₹ 790.99 crore from ₹ 784.55 crore in the twelve month period ended 31st March, 2014. This represented an increase of 0.8% for the year ended 31st March, 2015, as compared to the twelve month period ended 31st March, 2014. However as percentage of sales employee costs for the financial year ended 31st March 2015 decreased to 21.5 % from 25.2 % for the twelve month period ended 31st March, 2014 and the same was attributable to rationalization & streamlining of the Company's human resources at its offices in India and internationally through focused efforts.

Other Expenses

Other expenses include electricity expenses, repairs and maintenance, sales promotion expenses, legal and other miscellaneous expenses. In the

year ended 31st March, 2015 and for the twelve month period ended 31st March, 2014, other expenses amounted to ₹ 323.35 crore and ₹ 314.01 crore respectively. This represented an increase of 3.0 % for the year ended 31st March, 2015, as compared to the twelve month period ended 31st March, 2014. Other expense as a percentage of sales was at 8.8% in the year ended 31st March, 2015 as compared to 10.1% in the twelve month period ended 31st March, 2014. 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 year ended 31st March, 2015 and for the twelve month period ended 31st March, 2014 were ₹ 622.00 crore and ₹ 452.54 crore. This represented an increase of 37.5% for the year ended 31st March, 2015, as compared to the twelve month period ended 31st March, 2014. The increase in depreciation is due to the revision of the estimated useful life of all assets (in many cases to a shorter period). Also during the current year an additional depreciation on revaluation of asset has been charged to Profit and Loss instead of adjusting in revaluation reserve, which increased the depreciation further during the year ended 31st March 2015.

Finance Cost

Finance cost reflects the interest payable by the Company on its borrowings. Interest cost for the year ended 31st March, 2015 and for the twelve month period ended 31st March, 2014 was ₹ 401.34 crore and ₹ 316.42 crore respectively. This represented an increase of 26.8% for the year ended 31st March, 2015, as compared to the twelve month period ended 31st March, 2014. 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 year ended 31st March, 2015 interest expenses increased due to additional borrowings, particularly in respect of the 2014 senior notes issued on 24th July 2014.

Profit before tax and exceptional item.

For the reasons discussed above, profit before tax in the year ended 31st March, 2015 was ₹ 284.00 crore as against ₹ 285.73 crore in the twelve month period 31st March, 2014.

In the earlier period, with effect from 30th June, 2013, the Company revised the estimated useful life of all assets, in many cases to a shorter period. Consequently, there was a additional depreciation charge during the twelve month period ended 31st March, 2014 which was shown in the accounts as an exceptional item during the twelve month period ended 31st March, 2014. The exceptional item for the year ended 31st March 2015 was NIL as compared to ₹1,153.68 crore for the previous twelve months ended 31st March 2014.

Tax expenses

Tax expense includes current income tax expense, provision for deferred tax expenses and other tax charges. In the year ended 31st March, 2015 and for the twelve month period ended 31st March, 2014, income tax expense including wealth tax and deferred tax liabilities amounted to ₹ 38.83 crore and ₹ (105.68) crore respectively. The increase in tax expense in the year ended 31st March, 2015 as compared to the 12 months period ending 31st March, 2014, is due to reversal of excess provisions for the earlier periods/years in the period ended 31st March, 2014, which were no longer required. The change in the depreciation policy resulting in to higher depreciation also led to 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.

Profit after tax

Profit after tax without exceptional item in the year ended 31st March, 2015 was ₹ 245.17 crore as against ₹ 391.43 crore in the twelve month period ended 31st March, 2014.

Profit after tax for the year ended 31st March, 2015 as against previous period is not comparable due to exceptional item as explained in the earlier paragraph.

Share Capital

As at 31st March 2014, the Company's authorised share capital was ₹ 2,500,000,000 (two and half billion rupees), comprising 250,000,000 (two hundred fifty million) equity shares of ₹ 10 each, of which 161,329,096 equity shares of ₹ 10 each, amounting to ₹ 161.33 crore were issued and fully-paid.

The company did not have any preference shares on its books as on 31st March, 2015 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 2015 were 11,560,100 options & which is 7.2% of current paid up capital.

Reserves & Surplus

Reserves & Surplus as on 31st March, 2015 was ₹ 2,140.10 crore as compared to ₹ 2,055.88 crore as on 31st March, 2014. An amount of ₹ 71.65 crore was transferred to General Reserve from Surplus in the statement of Profit and Loss. Reserves also include Revaluation reserves of ₹ 1046.74 crore, Foreign Currency Monetary Item Translation Difference Account (FCMITDA) ₹ (117.81) crore, Balance in share option account outstanding of ₹ 21.63 crore and net of dividends and dividend tax, ₹ 517.38 crore was retained in the Profit & Loss account.

Borrowings

	2015 (in ₹ Crore)	2014 (in ₹ Crore)
Long Term Borrowings	4,806.76	3,475.88
Short Term Borrowings	42.15	358.92
Current Maturities of Long Term Borrowings	248.38	221.21
Total	5,097.29	4,056.01

The company has total borrowings in its books amounting to ₹ 5,097.29 crore representing Long Term Borrowings of ₹ 4,806.76 Crore, Short Term Borrowings of ₹ 42.15 crore and Current Maturities of Long Term Borrowings of ₹ 248.38 Crore respectively. As of 31st March, 2015 our total borrowing denominated in foreign currencies was US\$ 813.62 million, or approximately 99.9% of our total borrowings.

Other Long Term Liabilities

The Company's Other Long term Liabilities as at 31st March, 2015 and 31st March, 2014 were ₹ Nil and ₹ 29.39 crore respectively. The extinguishment of long-term liabilities is due to expiry of interest rate swap contract and payment and reversal of balance earnout consideration, no longer payable, towards liability on acquisition.

Trade Payables

Trade Payables were ₹ 269.03 crore as on 31st March, 2015 as against ₹ 272.36 crore in 31st March 2014.

Other Current Liabilities

The Company's Other Current Liabilities as at 31st March, 2015 amounted to ₹ 499.89 crore as compared to ₹ 508.39 crore as at 31st March, 2014.

Provisions (current and non-current)

Provisions are towards warranty, employee benefits schemes, proposed dividend and provision for Income tax. The details are as follows.

	2015 (in ₹ Crore)	2014 (in ₹ Crore)
Long Term Provisions	20.67	26.60
Short Term Provisions	72.61	46.36
Total	93.28	72.96

The increase in short term provisions is primarily on account of increase in proposed dividend amounting to ₹ 15.78 crores for the year ended 31st March, 2015 and increase in provision for employee benefits by ₹ 8.98 crores as compared to the provisions for the 12 month period ended 31st March, 2014.

Fixed Assets

The Company's net fixed assets for the year ended 31st March, 2015 amounted to ₹ 4,907.40 crore towards buildings, computer systems/acquisitions /intangibles including software, other equipments, furniture and capital work-in-progress for 31st March, 2014 the same were ₹ 5,005.36 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

	2015 (in ₹ Crore)	2014 (in ₹ Crore)
Long Term Loans and Advances	83.99	80.96
Short Term Loans and Advances	97.39	85.21
Total	181.38	166.17

Loans and Advances were ₹ 181.38 crore as on 31st March, 2015 as against ₹ 166.17 crore in 31st March 2014. These loans and advances extended during normal course of business and are considered necessary to carry out normal business operation.

Trade Receivable

The Company's Trade Receivables as at 31st March, 2015 and 31st March, 2014 were ₹ 1,274.73 crore and ₹ 862.59 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 per cent 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 increased revenues and an increase in average credit period from 94 days to 126 days.

Other Current Assets

Other current assets as on 31st March 2015 have increased to ₹ 483.55 crore from ₹ 140.55 crore as on 31st March 2014. This increase was primarily due to unbilled revenue which was 13.2% of revenue in the year ended 31st March 2015 as against 5.4% for the period ended 31st March 2014. Unbilled revenue represents the cost and earnings as excess of the billing for the government contracts/projects.

Cash Flow

The following table sets out the Company's consolidated and summarized cash flows for each of the periods indicated:

(₹ in Crore)

	Financial year ended 31st March 2015	Financial year (Nine Month) 31st March 2014
Cash inflow/(outflow) from operating activities	439.08	592.67
Cash inflow/(outflow) from investment activities	(501.09)	(839.85)
Cash inflow/(outflow) from financing	475.34	133.12
Cash and cash equivalents at the end of year	456.06	42.73

Net cash generated from operating activities of ₹ 439.08 crore for the year ended March 31, 2015 consisted of net profit before tax of ₹ 284.00

crore, a net upward adjustment of ₹ 988.86 crore relating to various items, principally depreciation of ₹ 622.00 crore, finance costs of ₹ 401.34 and exchange difference adjustments of ₹ (40.93) crore, a net downward working capital adjustment of ₹ 823.73 crore, less direct taxes paid of ₹ 10.05 crore. Working capital adjustments were primarily attributable to an increase in trade receivables, loans and advances and other assets of ₹ 785.33 crore, offset in part by an decrease in trade payables, other liabilities and provision of ₹ (38.40) crore.

Net cash outflow from investment activities for the financial year ended 31st March, 2015 amounted to ₹ 501.09 crore. primarily comprising purchases of fixed assets and intangibles. 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, 2015 amounted to ₹ 475.34 crore. comprising borrowing from financial institutions in the amount of ₹ 2,627.87 crore and primarily attributable to repayment of long term borrowings ₹ 1,393.57 crores and also ₹ 316.78 crores towards short-term working capital funds, offset in part by payment of interest of ₹ 399.18 crore. and dividend payments of ₹ 43.00 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 year ended 31st March, 2015 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 ₹ 3,679.46 crore for the financial year ended 31st March, 2015, whilst the net profit/(loss) after tax for the financial year ended 31st March 2015, was ₹ 252.90 crore. The difference in the net profit as arrived under the Generally Accepted Accounting Practices in India, and net profit under IFRS was ₹ 7.73 crore. mainly on account of the following factors: variation in the method of accounting for depreciation/amortization amounting to ₹ (5.96) crore.; share based payments to employees ₹ 0.97crore.; Reversal of Exchange Difference Capitalised as per AS 11 ₹ 15.50 crore; taxation ₹ (0.40) crore and others ₹ (2.38) 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.

Corporate Social Responsibility

"Be the change you want to see in the world"
- Mahatma Gandhi

As a socially conscious corporate and founding principle for all our CSR activities, Rolta understands that just as every individual impacts the society, so does every corporate entity. At Rolta, this philosophy is understood very well and the company has taken numerous steps to fulfill its Corporate Social Responsibilities.

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

Led by its flagship company Rolta India Limited - Rolta Foundation has been reaching out to make a positive difference over the years in the lives of various communities in India. Rolta endeavors to make a positive contribution to the society by supporting a wide range of socio-economic, educational and healthcare initiatives. Through these initiatives, Rolta aspires to enrich lives through a variety of result-oriented programs, which creates a lasting and positive imprint on the society.

The Rolta Foundation has taken responsibility to apply its core competencies, its collective knowledge, innovations and insights to curb the challenges in workplace, local communities and the 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 underprivileged, through education and healthcare. Of 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 socially and economically challenged sections of the society. Major initiatives that have been undertaken by Rolta are as follows:

EDUCATION

- 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 basis. The partners for these IIITs would be MHRD, respective State Governments, where each IIIT will be established and the Private Industry Partners.
- This is to generate manpower requirements of Indian IT industry to address the growth of domestic IT market and to satisfy the exponential demands of IT globally. IIITs are being set up by MHRD, under an Act of Parliament, to produce graduates, who are technically qualified with skills for harnessing multi-dimensional facets of IT in various domains. The impact created would be visible in the next few years.
- Rolta has been selected for sponsoring IIITs, as one of the Private Industry Partners by the State Governments of Kerala, Maharashtra and West Bengal. In each of these IIITs, Rolta is exclusive Industry Partner representing the IT Industry. Apart from the initial capital, major objective is to contribute significantly to development of course curriculum, faculty and overall management for the IIITs to evolve into a world-class Academic Institution, with best-in-class infrastructure and facilities. Rolta has committed a contribution of Rs 19.2 Cr to support the three IIITs. With an emphasis on development of technology and applications, which can be transferred to the industry and the society, these Institutes will be at the forefront of research with potential to make a major social impact. They will act as catalyst in fostering an innovative entrepreneur-focused ecosystem to ensure that new products, solutions and IP are created in India.

- MHRD has taken steps to introduce Geospatial Technology course as a part of its vocational studies to Central Board of Secondary Education (CBSE). This has been to address the growing demand of professionals, with an in-depth knowledge of Geospatial Technology and hands-on skills as well as experience. Rolta has partnered with CBSE for providing Geospatial Technology Vocational Courses, to XI and XII standards, for more than 11,000 CBSE affiliated schools. Rolta was fully involved in providing technical assistance to teachers and also to develop and create course content, text books and training manuals.
- Rolta has committed 11,000 software licenses of Rolta Geomatica, one of the best Geospatial Technology software, for CBSE schools. Rolta is working together with CBSE to provide the software at almost no cost to the schools.
- 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 and Reading Room (DLRR) has been set up at Shree Siddhivinayak Ganapati Temple Trust (SGTT) complex, Mumbai, specially meant for inclusive education for socially and economically challenged students. Rolta DLRR has a large number of laptops with a separate set of computers having Braille systems for visually challenged students.
- Rolta is also contributing to SGTT for the infrastructure in New Library and Reading Room Building, opposite the SGTT complex.

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 Out Patients department, Diagnostic facility, Laser treatment units as well as clinical and general wards, separately for women and men. The medical wing provides research and rehabilitation for the disabled. "The Oncology Block provided by Rolta is one of its kind, housed with state-of-the-art medical equipments and facility, which is enabling SVIMS for providing the best of the medical care free of cost to the needy and poor Cancer patients of this region". - Dr. B. Vengamma, Director and Vice Chancellor, SVIMS.
- An Operation Theatre with its relevant infrastructure has been contributed by Rolta Foundation to 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 costs of 31 beds are totally free for really poor and needy. 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 Corpus Fund of the Dialysis Centre to provide free treatment to poor and needy patients through 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.

Directors' Profile

Mr. Kamal K Singh
Chairman and Managing Director

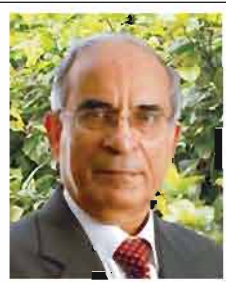
K K Singh is the founder Chairman of the Rolta group of companies. He is a first-generation entrepreneur and promoted the Rolta India in early 1980's. He is recognized as a pioneer in the CAD/CAM/GIS field in India and has over 40 years of experience in all aspects of corporate management including finance, technology and international business. He is a Mechanical Engineer with a Master's in Business Administration. His progressive outlook has enabled Rolta to be recognized globally as an innovative provider of cutting-edge solutions built around Rolta's own IP. Mr. Singh is the Honorary Consul-General of Ukraine.

Mr. Singh is a director in 23 Companies which include directorship in 13 overseas group companies. He is a National Executive Committee member of FICCI. He is a member of the National GIS Advisory Board, National Committee of Government of India's Spatial Data Infrastructure and Board of Governors of NITIE Mumbai, Board of Governors of Indian Institute of Information Technology, West Bengal, Board of Governors of Indian Institute of Information Technology, Kerala. He is the Honorary Chairman of the "Association of Geospatial Industries". Mr. Singh has been conferred with Geospatial World Leadership Award by the Honorable 11th President of India, Dr. APJ Abdul Kalam, at Geospatial World Forum 2012. Mr. Singh personally leads initiatives under the Group's Corporate Social Responsibility programs, besides his deep commitment to philanthropy at a personal level.



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 38 years of experience in Banks, including 3 years as Chairman & Managing Director in Corporation Bank, Mangalore & SIDBI, Delhi / Lucknow; 3 years as Executive Director in Oriental Bank of Commerce and as General Manager, Central Bank of India, Mumbai, his last assignment being as a Whole Time Member in SEBI for about two years. 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, India Infoline Finance Limited, Future Retail Limited, Religare Invesco Asset Management Co. Private Limited, and Greenlam Industries Ltd.



Mr. K R Modi - Independent Director

Mr. Modi is an advocate and solicitor by profession with over 45 years of experience in legal profession at Mumbai. His academic qualifications include Bachelor's degree in Arts and Law. Mr. Modi has been enrolled as a Solicitor with Bombay High Court. He was senior partner with M/s Kanga and Co., a leading firm of advocates and solicitors in Mumbai. Mr. Modi has vast experience in the fields of Commercial Law, Company Law, Arbitration Laws, Constitutional provisions and other allied Laws. Mr. Modi has been a director of the Company since 1989.



Mr. V K Agarwala - Independent Director

Mr. V.K. Agarwala has diverse experience in various businesses like, Food Processing, Steel & Textiles with a specialization in exports. His academic qualifications include a Master's Degree in Arts, Degree in Law and a Diploma in Business Management from Delhi School of Economics. Mr. V.K. Agarwala has more than 40 years' experience in corporate management. He was with the Birla Group for 15 years in various managerial positions, Subsequently he was with the DCM Group for marketing their USHA Brand of Engineering products. Later, he established a mini steel plant for the Piramal Group where he was a director. He was a member of The Cotton Textiles Export Promotion Council for 16 years, President of The All India Exporters Chamber for 5 years and a member of the managing committee of Indian Merchant Chambers for 2 years. Currently, he is a director in Banswara Global Ltd. and Chairman Director of Prakriti Exports Pvt. Ltd. He was on the governing council of ICL Education Society.





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 41 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 LIC Nomura MF Trustee Co. Private Limited, Investec Capital Services (India) Private Limited, STCI Finance Limited, AFC India Limited, Jyoti Structures Ltd and three of its overseas subsidiaries in Africa and is also a Director on the Board of Foundation for Organizational Research & Education (Trust), which runs FORE School of Management in Delhi. Recently the Government of India has appointed him Non- Executive Chairman of Indian Bank.



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 Gujarat International Finance Tec-City Company Ltd., Birla Sun Life Insurance Company Ltd., Stock Holding Corporation of India Ltd., L&T Investment Management Ltd and BQ Padmavathy Finance Academy Pvt. Ltd.



Mr. Atul D Tayal - Joint Managing Director & Chief Operating Officer (Domestic Operations)

Mr. Atul D Tayal has been with Rolta for almost 29 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 16 February, 2017. He is the Managing Director of Rolta Thales Limited and also Director on the Board of Rolta Meprolight Private Limited. Mr. Tayal is also a member of HUF named 'Gyan Dev Tayal, HUF' and also Trustee Member of Uma Education Society (Trust).



Mr. Hiranya Ashar - Joint Managing Director International Operations & Group CFO

Mr. Hiranya Ashar is Joint Managing Director - International Operations and Group CFO 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, Rolta UK Limited, Rolta Middle East FZ-LLC, Rolta LLC, Rolta Global B.V. and Rolta Americas LLC. His tenure as Joint Managing Director - International Operations and Group Chief Financial Officer ends on 6th February 2020.



Ms. Preetha Pulusani - Director & President - Americas

Ms. Preetha Pulusani holds an M.S. degree in Computer Science and Business Administration from the University of Alabama at Huntsville and a 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. In this role, she is chartered to lead the region with profitable growth from the integrated synergies of the businesses in the region. She was appointed to the Board of the Company on February 12, 2013.

Global Management Team



Mr. Rajesh Ramachandran
President & CTO - CPTS



Mr. Ravi Pandey
President - IPR/IT Services, EMEA & APAC



Mr. Marc Sarazin
EVP & GM - East, Rolta AdviseX



Mr. Jonathan Vitar
SVP - Oracle Consulting Sales, Americas



Lt Gen K T Parnaik (Retd)
President - Defence & Security



Mr. Blane Schertz
EVP - GIS and Engineering, Americas



Mr. C R Howdyshe
EVP & GM - Midwest, Rolta AdviseX



Mr. P J Scalzi
SVP - Finance and Operations, Rolta AdviseX



Mr. Fred Traversi
President - Rolta AdviseX



Mr. Shafik Jiwani
EVP - GIS & Mapping, EMEA



Mr. Laxmidhar V Gaopande
EVP - Defence, Safety & Smart City Solutions



Mr. S K Shirguppi
SVP - Engineering & Geospatial Business



Mr. Rich Niemiec
President - Oracle Consulting, Americas



Mr. Satinath Sarkar
EVP - Rolta IP Solutions, Americas



Mr. Patrick Fettuccia
SVP & GM - Managed Services, Rolta AdviseX



Mr. Vinay K Sawarkar
SVP - Human Resources



Mr. Reida Elwannis
President - GIS & Mapping, EMEA



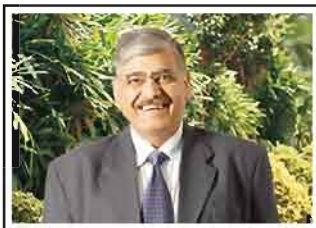
Mr. Mark Woelke
EVP - Finance & CFO (International), Americas



Mr. John Brier
SVP - Technology & Services, Rolta AdviseX



Dr. S R Bhot
SVP - Enterprise Applications & Business Operations



Brig Ashok Kumar Gakhar (Retd.)
SVP - Defence and Security



Mr. Dale Costantino
SVP - Managed Services Sales, Rolta AdvizorX



Mr. David Dunn
VP - IP Solution Sales, Americas



Mr. Sateesh Dasari
VP - Quality & Release Engineering



Dr. N R Srinivasa Raghavan
SVP - Big Data Analytics & Data Science COE



Mr. Paul Timmerman
SVP & CTO - Rolta AdvizorX



Mr. R K Varma
VP - Corp. Infra. Procurement & Administration



Mr. Anindya Chatterjee
VP - BI & Big Data Analytics COE



Mr. Amit Patel
SVP - EBS Consulting, Americas



Mr. Joseph Ling
SVP - IP Solutions Sales, Americas



Mr. Rajbir Singh Rathi
VP - Business Development, Defence & Security



Mr. Sanjay Bellara
VP - BI & Big Data Analytics COE



Mr. Richard Martin
SVP - Oil & Gas Business Development, Americas



Mr. Tim Barnes
SVP - EPM and BI Consulting, Americas



Mr. Sushil Dattatray Kulkarni
VP - Engineering Systems & Integration



Mr. Shourya Shukla
VP - Business Solutions Architecture, EMEA



Mr. Jimmy Rushing
SVP - Engineering IT, Americas



Mr. Pankaj Kumar
SVP - Europe Sales



Mr. Ravindra Kondekar
VP - Product Development, Geospatial



Ms. Archana Sharma
VP - Technical Delivery, EMEA

Global Management Team



Mr. Niraj Kumar
VP - Enterprise Architecture, EMEA



Mr. Don Aubert
VP - Business Management, Rolta AdviseX



Mr. Dave Gibbons
VP & GM - Ohio Valley, Rolta AdviseX



Mr. Louis Remedios
Sr. Divisional Director - Geospatial Projects



Mr. Tim Igo
VP & GM - New England, Rolta AdviseX



Mr. Malfik Manem
VP - Engineering IT Services, Americas



Mr. John Jeffrey Kuran
Sr. ED - Enterprise Opportunities, EMEA



Mr. M K Govind
Sr. Divisional Director - Sales & Corporate Marketing



Mr. Scott Rhyan
VP & GM - Cloud Solutions, Rolta AdviseX



Ms. Lisa Bieling
VP - Oracle Channel Management, Americas



Dr. C R Bannur
Sr. Divisional Director - Business Development, Safety and Security



Mr. Tariq Farooqui
Sr. Divisional Director - India Sales, Enterprise Applications



Mr. Nick Colagiovanni
VP & GM - Consulting Services, Rolta AdviseX



Mr. Izy Macadar
VP - Energy, Europe



Dr. C D Murthy
Sr. Divisional Director - Geospatial Solutions & Projects



Dr. Ibrahim Levent Topaktas
Sr. Divisional Director - Product Development



Mr. Mike Armbrust
VP & GM - North Coast, Rolta AdviseX



Mr. Laxman Khade
VP - Sales, Europe



Mr. Rupam Kiritkumar Vakil
Sr. Divisional Director - Engineering Sales



Mr. Rajesh Garg
Sr. Divisional Director - IT Transformation Solutions and Global ICT



Mr. Sunil Mone
Sr. Divisional Director - OE, Commercial & Customer Support



Mr. Sushil Kulkarni
Divisional Director - Solution Delivery



Mr. Ashish Gupta
Divisional Director - Product Development & Solutions



Mr. Nirmalya Mukherjee
Divisional Director - BI & Big Data Analytics COE



Mr. Verinder Khashu
Company Secretary and Head-Legal / Compliance



Mr. Saurabh Bagaria
Divisional Director - Product Development, Geospatial Fusion



Mr. Vivek Bhatnagar
Divisional Director - Enterprise Application, Channels & Business Development



Mr. Mathew Joseph
Director - IPR, Engineering, IT Services



Mr. S G Mukund
Divisional Director - Sales



Mr. Jigar Suresh Thakkar
Divisional Director - Accounts & Audit



Mr. Vipin Khanna
Divisional Director - Finance & Accounts



Mr. Ganesan Ramamoorthy
Director - Sales, UAE



Mr. Bala Gangadhara P R C
Divisional Director - Engineering Projects



Maj Gen Sanjeev Loomba (Retd)
Divisional Director - Defence Sales



Mr. Sunil Dubey
Divisional Director - Defence Sales North



Mr. Abdullah Albalushi
General Manager - Oman



Maj Gen A K Srivastava (Retd)
Divisional Director - Business Development, Defence



Mr. Selvapandian Thiruvengadam
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Mr. Rafiq Rajpuriya
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IFRS AUDITORS

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