



ROLTA

September 28, 2017

To, Bombay Stock Exchange Limited P J Towers, Dalal Street, Mumbai - 400 001.	To, National Stock Exchange of India Ltd. "Exchange Plaza" Bandra Kurla Complex Bandra (E) Mumbai - 400 051.
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Dear Sir/Madam,

Sub.: Notice of the 27th Annual General Meeting and Annual Report 2016-17

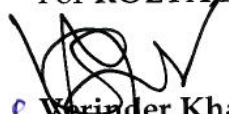
Pursuant to regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are herewith submitting the Annual Report of the Company for the Financial year 2016-17 approved and adopted by the members as per the provisions of the Companies Act, 2013 at the 27th Annual General Meeting of the Company held on Saturday, September 23, 2017 at 11:30 a.m. at the Auditorium, Rolta Tower A, Rolta Technology Park, MIDC-Marol, Andheri (East), Mumbai - 400093.

The above is also uploaded on the Company's website.

Thanking you,

Yours faithfully,

For **ROLTA INDIA LIMITED**


Verinder Khashu
Company Secretary &
Head - Legal

ROLTA INDIA LIMITED

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

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Innovative Technology for Insightful Impact

We can't solve problems by using the same kind of thinking we used when we created them

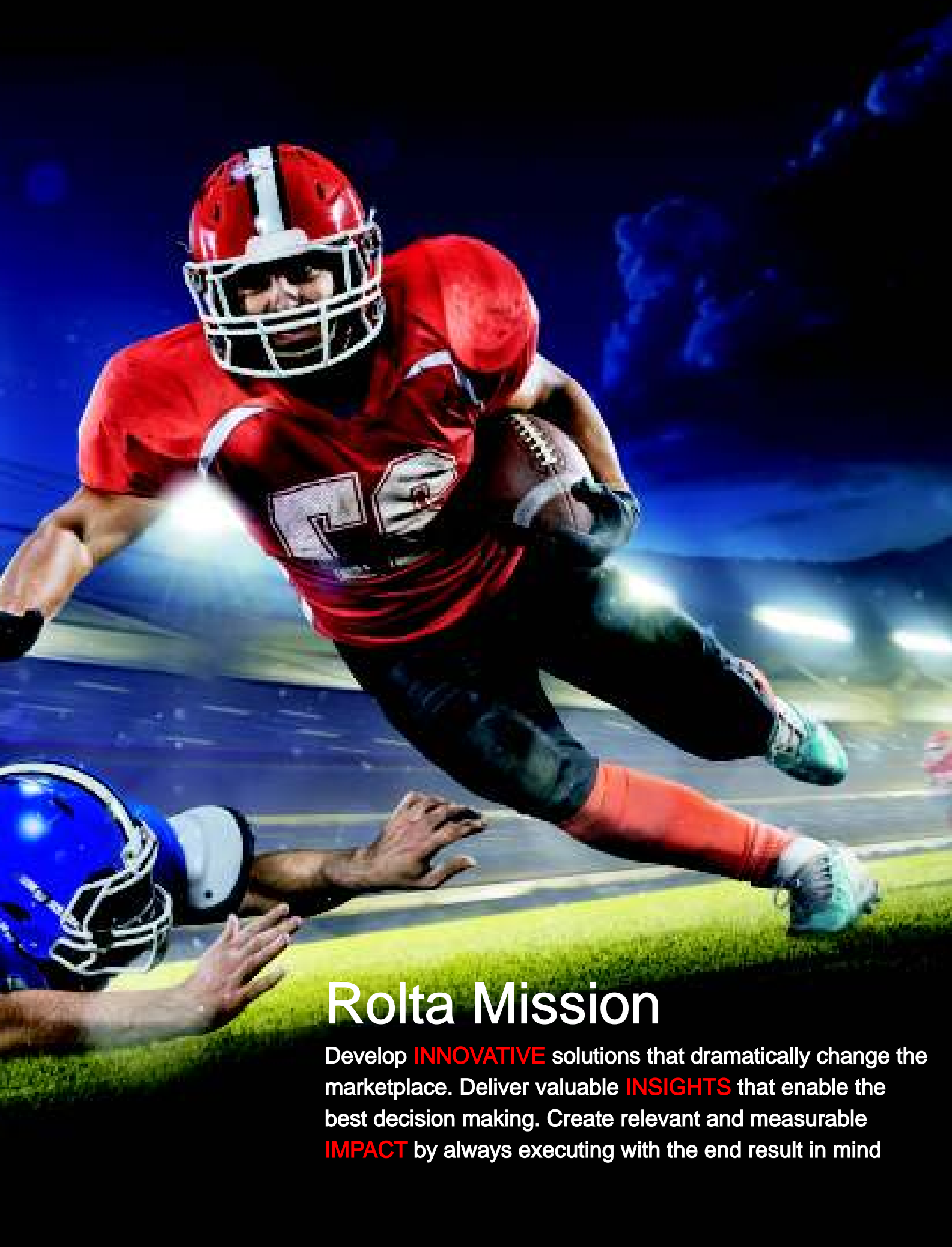
- Albert Einstein

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Rolta Vision

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



Rolta Mission

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

Chairman's Statement



Our lives are characterised by growing complexity and accelerated changes. We are moving towards networked societies where relationships are fluid, less predictable and implicitly defined. It is interesting to note how the pace of technology, its rapid absorption and the disruption it can bring is increasing day by day. The most significant change will not come from any one single technology, but from a combination and an interplay between multiple digital technologies like Cloud, Big Data, Analytics, Mobility, Geospatial, Artificial Intelligence, Augmented 3D Reality etc. The failure to foresee these changes in technology and their impact has resulted in some of the industry giants falling by the wayside and perishing.

Technologies like Internet of Things are creating a hyper-connected world around us which is generating a deluge of digital data. Cloud and Mobility on the other hand are providing organizations with the agility and pervasive access to this exponentially growing volumes of data. Artificial Intelligence and Machine Learning are emerging to crunch this Big Data for deriving penetrating insights and Analytics.

Rolta's Vision - 'To continuously Innovate and provide knowledge-based IT solutions that deliver remarkable Insights and lasting Impact in the way our world operates' has been deeply ingrained in the DNA of the Company. Guided by this vision, we have made significant investments to transform our business model to a predominantly IP led solutions model and in the recent years realigned all our development energies to these digital technologies that is powering the 4th Industrial Revolution.

Rolta's rich heritage of creating and designing digital repositories enriched with Geospatial as well as Engineering data has uniquely positioned the Company to analyse intricate data patterns and thereby extract the deepest insights from the digital data. Rolta invested in the Big Data Analytics technology ahead of the curve and today addresses the full spectrum of Big Data analytics maturity journey from initial advisory, data discovery, enablement of big data landscape, establishing an asset information model (AIM) to secure IoT integration and advanced analytics.

Another trend that is shaping the world is the substantial shift of population moving towards big and small cities with smaller towns and villages transforming into modern cities. Such demographic changes will have a significant impact on our future and will continue to pose a challenge in effectively managing scarce resources. The solution to this clearly lies in

building smarter and more intelligent cities. Rolta has built deep expertise and a rich portfolio of rapidly deployable Smart City solutions in diverse areas such as Economic Development, Urban Planning and Land Management, Transportation, Utilities and Smart Governance to name a few. This is enabling the Company to make inroads with multi-million dollar contracts, both in India and across the globe.

The modernization and digital transformation of the Indian Defence has been accorded a high priority for future procurements. Rolta has been the leading provider of C2ISR solutions to the Indian Army having addressed all echelons of command and continues to enhance its suite of products by incorporating next generation cutting edge technologies. The Battlefield Management System (BMS) project valued at about Rupees 70,000 crores aims to usher in Digital Transformation of the Indian Army. Rolta is proud to have been selected as a Development Agency in an exclusive consortium with BEL and continues to achieve major milestones within the stipulated time frames under the active support and guidance of the Indian Army.

Our transformation into an IP led organisation has resulted in the solutions continuing to win industry and analyst accolades as well as gaining global traction. The maturity and exceptional value of Rolta's Products and Solutions are clearly evident from the tremendous traction we have built. Our customer base now has several marquee clients who have adopted our Digital Solutions including 11 Fortune 500 companies and leading Indian Navratnas. Our customers also include several leaders in their industries. For example, 3 out of top 10 petrochemical and chemical companies 8 leading Oil & Gas, one of the largest water services company in UK, 3 of the Forbes global power companies, one of the largest retail chain stores as well as one of the largest Hi Tech manufacturer. Adoption of our solutions by these leading originations clearly vindicates our strategy.

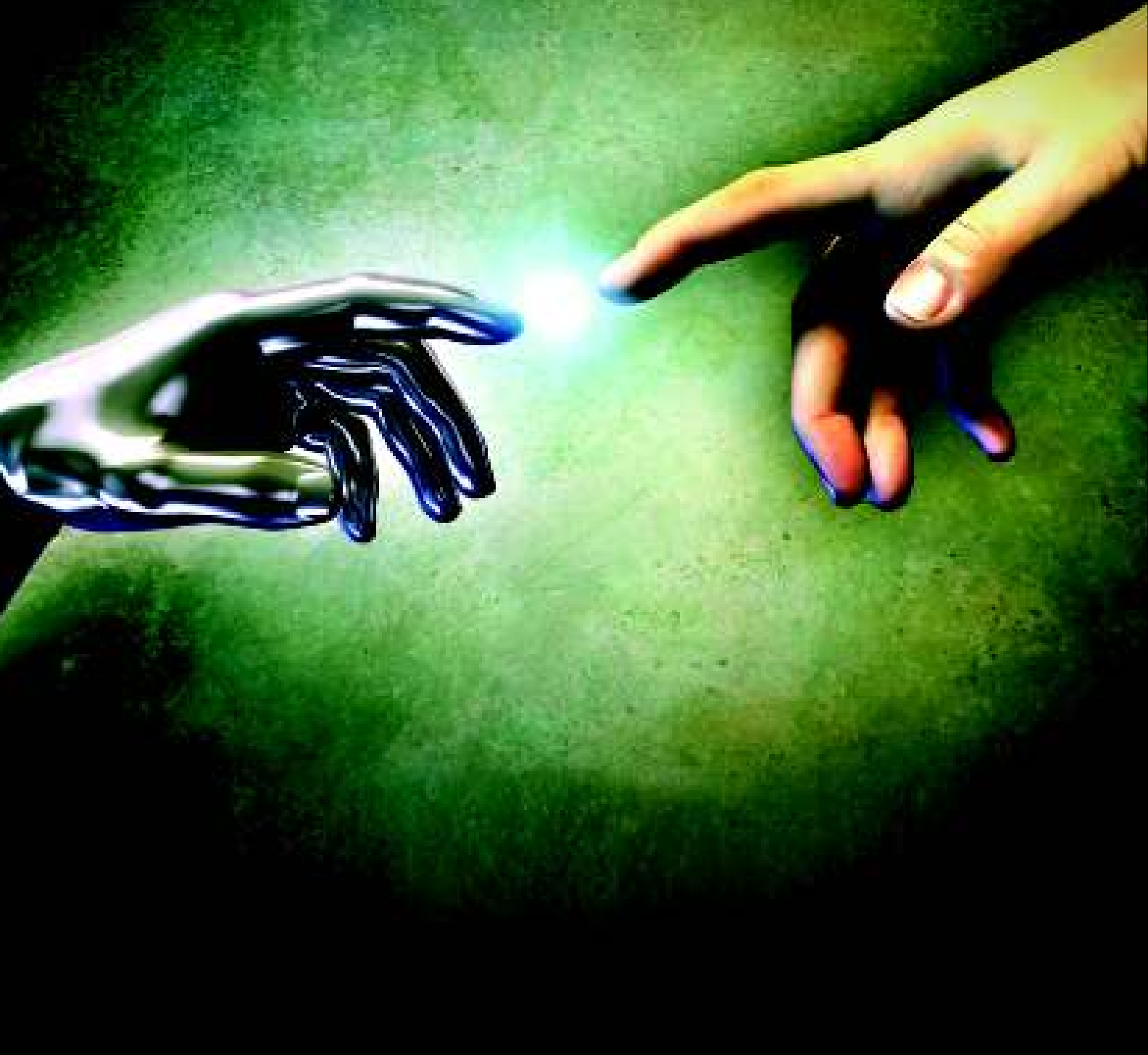
We remain committed to driving innovation and making the necessary investments to remain relevant by building new product capabilities in technologies like Big Data and Analytics, Cloud, Mobility, Artificial Intelligence, and Machine Learning which is powering the Digital Transformation. I believe we are living in exciting times and in this era of digital transformation we have all the technologies coming together to allow us to build a Smarter World.



K. K. Singh
Chairman & Managing Director
August 17, 2017

Innovation

It has always been our endeavor to focus all our energy to create new value for our Customers and Stake holders



Digital transformation has emerged as a driver of sweeping change in the world around us. Journalists today are comparing Digital Data in this 21st century as the new Oil. IoT and IIoT are creating a hyper-connected world around us which is generating a deluge of digital data. Cloud and Mobility on the other hand are providing organizations with the agility and pervasive access to this exponentially growing volumes of data. Artificial Intelligence and Machine Learning are emerging to crunch this Big Data for deriving penetrating insights and Analytics. Organizations who recognize the fundamental value inherent within the data and learn to extract it will be able to reap the huge benefits. Rolta has been charting a course to constantly transform itself to remain relevant in the face of relentlessly changing digital technologies and market needs while remaining focused on core competencies.

Rolta has always ensured that it moves with the times and remains at the cutting-edge of technology. The Company combines the domains of IT, Business Intelligence & Big Data, Geospatial & Engineering and Defence & Security to provide unique and highly differentiated solutions to its customers. Rolta has developed some very powerful software suites capable of seamlessly integrating IT, OT, geospatial and engineering data from disparate sources in an enterprise and present unified Business Analytics in real-time. Built around the Company's own IP and patented technologies, these solutions help position Rolta as a resilient market leader in its judiciously selected business segments in India and a key player worldwide.

Rolta continues to make investments in developing differentiating intellectual property (IP) targeted to this growing demand for Digital Transformation Solutions. The Company now owns a vast repository of around 250 registered copyrights for software packages powering the Company's differentiated Digital Transformation Solutions in the areas of Defence, Smart Cities, Cloud, Enterprise and Cyber Security as well as BI and Big Data Analytics. The Company's persistent efforts at developing cutting edge IP was recently rewarded with grants of two patents (No. US 9,594,955 B2 and No. US 9,378,417 B2) These new patents are a part of a series of patents filed by Rolta which uniquely differentiates Rolta's products giving them a competitive edge.

Enterprises are going digital, with over \$30 trillion in market capitalization across 8 key verticals including Energy and Utilities. Businesses need to be hyper connected in the ecosystem and generate real-time insights to remain relevant and succeed in the digital economy. While the majority of Big Data initiatives stop at processing unstructured human generated data, a vast volume of machine data remains untapped. By leveraging its IP and domain expertise, Rolta has put together a portfolio of offerings that can help a customer to work at any level of integration – 1X, 10X or 100X.

To achieve this, 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

Innovation at Rolta means constantly setting new benchmarks

functional visibility and situation awareness, by employing at its heart a sophisticated Data Science Platform. Today, Rolta has established as a proven platform and converged solution provider for driving very large multi-million digital transformational programs such as Integrated Refinery Information Systems (IRIS), integrated manufacturing and operations management, digital oil field, smart grids, etc.

Rolta's Smart & Safe City Solutions continue to be enhanced to retain their competitive strengths not only for the domestic markets, but also to meet the global security and safety requirements. During the year Rolta SmartCity™ solutions portfolio was enhanced to incorporate an innovative combination of Rolta Command & Control™ with Rolta OneView™ framework for Analytics to address the emerging Smart City Operations Center requirements. Rolta OneView™ Smart City Operations Suite is an enterprise wide comprehensive solution that provides situational awareness of citywide infrastructure enabling diversified operations related to smart infrastructure monitoring, management of alerts / incidents received from multiple sensors and provide better living, safety and security to citizens. This comprehensive solution with embedded IoT integration and Spatial Fusion provides a 360-degree view of the citywide infrastructure together with situational awareness.

As one of the world leaders in Geographical Information Systems, this year Rolta joined a handful of companies worldwide, with the latest 64-bit release of its C4ISR software suite which brings sophisticated technology to fully exploit the latest advances in satellite and aerial imaging. This Next Generation ISR Solution seamlessly integrates Photogrammetry and Imaging with GIS to dynamically generate and display vast expanses of high quality imagery necessary for intelligence, operational planning and execution. This release sees several major enhancements for Data Creation supporting latest generation of satellites, multiple change monitoring algorithms to detect changes, Strategic and Tactical planning, Operational and Mission planning with a bevy of tools such as line of sight, Counter Infiltration and Counter Terrorism modules amongst others. These features and functionalities have been well received and appreciated at various levels across the armed forces.

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.

Rolta has consciously made efforts to remain at the forefront as a solutions provider with a sharp focus on the Digital revolution. Having made significant investments in the recent years, the Company today, is well positioned to address the huge Digital Transformation opportunities in the markets it serves.

Excellence

Our Esteemed Clienteles are a standing testimony to the value that we have generated for their Organisations



Businesses today are no longer satisfied by automating business transactions but are looking for Business Outcomes to remain relevant and succeed in the Digital Economy. This revolution is being fueled by technologies such as the Cloud, Mobility, Enterprise / Cyber Security, Internet of Things (IoT) and Big Data Analytics, amongst others. With over 80% of digital data having a locational context, adding a geospatial dimension is vital for deeper insights. Rolta with its growing portfolio of innovative solutions is building enduring relationships with its customers embarking on their Digital Transformation journey.

Rolta has been charting a course to constantly transform Rolta to remain relevant in the face of relentlessly changing digital technologies and market needs while still remaining focused on core competencies and transition from Services to a predominantly IP led Solutions organization. With its large portfolio of IP, deep industry domain knowledge together with decades of Geospatial, Engineering and Enterprise IT experience and the ability to deliver end-to-end solutions, Rolta is well suited to help organizations in their digital transformation journey.

Rolta focuses on high-end IP led Digital Transformation solutions targeted at select industry verticals including India Defence and Security, Government, Smart and Safe City, Oil & Gas, Petrochemicals, Utilities, Transportation, Manufacturing, Retail and Healthcare.

Customers are increasingly looking for a single vendor capable of designing, delivering, optimising and subsequently managing their Enterprise wide solutions. The Company has established an enviable track record and is capable of designing, building, optimizing and subsequently managing these solutions for its customers as a single vendor.

Rolta addresses the full spectrum of Big Data analytics maturity journey from initial advisory, data discovery, enablement of big data landscape, establishing an asset information model (AIM) to secure IoT integration and advanced analytics. Rolta's unique IP is a vital differentiator in automating several aspects of this journey. Rolta's flagship enterprise product continues to remain at the leading edge with innovations such as AI, Machine Learning, Data Lake and Predictive Analytics. As a result, Rolta OneView™ continues to win industry and analyst accolades as well as gaining global traction. The maturity and exceptional value of Rolta's Products and Solutions are clearly evident from the tremendous traction built by Rolta over the years with more than a 100 BI and Big Data Analytics customers worldwide. This customer base includes several marquee clients who have adopted Rolta's BI and Big Data Analytics Solution for their Digital Transformation including 11 Fortune 500 companies and 2 Indian Navratnas. What is even more encouraging is that Rolta's BI and Big Data customers span across all the asset intensive industries served by the company. For example, 3 out of top 10 petrochemical and chemical companies 8 leading Oil & Gas, one of the largest water services company in UK, 3 of the Forbes global power companies, one of India's largest gas distribution company and several Department of Transport in US & Canada and a leading smart transportation authority in the Middle East chose to partner with Rolta for their Big Data analytics.

The Company's IP-led solutions in the area of Big Data Analytics have received excellent reviews in the industry from

We don't just
deliver a Product,
we deliver an **Experience**

customers, partners and leading analysts like Gartner, Frost & Sullivan, and ARC.

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. In a recent Gartner report, 'Take Advantage of the Disruptive Convergence of Analytic Services and Software, the analyst has cited, "These converged offerings typically have a strong "domain" focus — targeting a specific business problem or process or a vertical market segment. Examples include SAS' retail analytics, Accenture's fraud analytics platform, and 'OneView™', an analytics platform that can be tuned for specific verticals such as oil and gas, petrochemicals and power."

Rolta was recently awarded the 'IT Solutions Provider of the Year - Oil & Gas, 2016' for the second consecutive year. This award acknowledged Rolta's leadership in providing Oil and Gas industry with innovative solutions that help overcome the challenges posed by a volatile and complex environment by leveraging Data Science and Machine Learning, to deliver spatially-enabled Predictive and Prescriptive Analytics. The Rolta OneView™ solution deployed by one of the largest Oil & Gas exploration and production company in India, recently won the Geospatial World Excellence Award selected by an eminent panel appointed by Geospatial World Forum. They chose this solution from a selection of over 30 nominations across the globe. This Rolta OneView™ solution stood out for its geospatial enabled enterprise business intelligence, predictive analytics and operational excellence with a focus on improved capacity and energy utilization of assets, risk management, improved safety and maintenance practices and supply chain optimization.

In the geospatial domain, Rolta has developed some unique suites of IP that have enabled the Company to significantly enhance the value customers can derive from their geospatial data assets. Rolta has successfully implemented sophisticated solutions for geospatially enabled business intelligence and analytics solutions by leveraging the combination of its Geospatial domain knowledge, its IP stack, and IT expertise – something quite unique to Rolta.

Rolta was bestowed the Geospatial World Leadership Award in the category of 'Geospatial Solutions Company of the Year'. This recognition was on account of Rolta's strengths in successfully integrating and aligning its geospatial expertise with Data Science, IT, Engineering and Communication technologies to unleash the power of location and geospatial information across business, enterprises and government functions.

Rolta's consistent endeavor to provide innovative solutions and exceptional value to customers has resulted in increased margins, higher customer loyalty and improved annuity revenues.

People

At Rolta, the best teamwork comes from people who are working independently towards one goal in unison



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 advancements. Rolta provides a vibrant multi-national culture and world-class work atmosphere that fosters team spirit and encourages innovation.

Rolta has a highly qualified and experienced management team comprising professional domain specialists, engineers, finance, sales & marketing and management personnel. Similarly, Rolta continues to strengthen and develop its IPR by inducting world-class talent.

Rolta protects its rich intellectual capital with a variety of incentives to retain the right talent. 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.

Today, Rolta employs around 2,500 individuals. A significant percentage of its employees possess engineering qualifications, including a large number of employees with master's degrees and doctorates. Rolta believes that its employees uniquely differentiate the Company from many other IT companies. Rolta's R&D team comprises of over 650 professionals, including highly qualified and experienced subject-matter experts, software engineers, testing specialists and intellectual property management teams.

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

Rolta'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 continues to induct senior managers and subject matter experts in all geographies, especially at all development and R&D centers.

From the joy of working on cutting-edge technologies to a sense of achievement, 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

Our People Culture cultivates a workplace for experts to thrive

environment of motivated professionals, resulting in enhanced employee satisfaction and retention. At Rolta, this rich and intangible intellectual capital drives innovation and enhances profitability.

To ensure that Rolta remains at the cutting-edge of technology, the Company has set up a state-of-the-art 'Centre of Excellence', 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 was 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. 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's achievements are anchored around its rich intellectual capital, derived through an inspiring workplace, enhanced employee satisfaction and people retention. 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. Over the years, Rolta has judiciously invested in people, technology & infrastructure to exploit and serve 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. Their exceptional level of commitment, high motivation level, incredible enthusiasm and willingness to go the extra mile, to meet the demands of the marketplace, have all resulted in an exceedingly positive workplace at Rolta.

At Rolta, we believe our strength is in our people. Rolta has a work environment that inspires people to do their best and fosters an ecosystem of collaboration, continuous learning and work-life balance.

Alliances

Leveraging partnerships to deliver innovative business solutions that empower our customers with leadership advantage



Rolta's rich and innovative IP based converged solutions have been able to successfully differentiate itself in the market and have grown substantially with the strength of technology partnerships with global leaders. Rolta has forged strategic partnerships with world leaders to exploit cutting-edge technology and penetrate newer markets. The partnerships are outcomes of the organisation's constant efforts to ensure a high level of customer satisfaction.

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.

Besides Rolta's own expertise and IP, Rolta appreciates the value of partnerships with industry technology leaders. Rolta has established strategic alliances with several leading global technology companies, which are two-way partnerships wherein both partners promote each other's technologies and products to customers globally. Rolta's enduring alliances have been marked by ethical practices and fulfilled commitments through clear enunciation of the expectations of each partner. These alliances have helped Rolta develop a deep understanding of constantly evolving technologies and international geographies.

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. Some of our strategic partnerships that have been a source of strength to the company are -

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 around Rs. 70,000 crores.

This prestigious programme is meant to deliver Digital Transformation for the Indian Army through 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 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 OEM Partnership

SAP is clearly one of the dominant players in the verticals served by Rolta's Digital Analytics Solutions. As one of the OEM partners of SAP, Rolta gets access to their vast 250,000+ customer base thereby opening up a wider market. This partnership allows Rolta to integrate SAP's technology platforms with the company's IP so as to be able to provide a

Collaborative Innovation for better Business Outcomes

comprehensive suite to the customer in a cost-effective manner. The Company provides significant value to customers by exploiting the in memory analytics power of SAP HANA® bundled with Rolta IP, through cost-effective and high value solutions.

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 Hitachi Data Systems, TIBCO, HP, EMC, VMware, Danphone, Ness Technologies, Controp, Kongsberg, Airbus Defence & Space, etc.

Rolta took the strategic decision to appoint channel partners through an ongoing program to extend its geographic reach into untapped markets. These distributors have been carefully screened and selected for their focused industry reach, deep BI and Big Data Analytics practice and a compatible technology partner eco system.

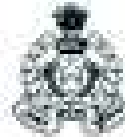
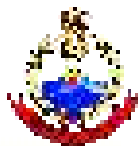
Rolta has appointed PTT ICT Solutions Company Limited ("PTT-ICT") in Thailand as its Authorized Distributor to provide Rolta OneView™ solutions to the PTT Group. PTT has operations in eleven countries including Europe and Australia. Through this new relationship, various PTT Group entities will be able to leverage Rolta OneView™ to achieve operational excellence in order to enhance the Group's competitive strength in the market.

Similarly, Rolta has appointed distribution partners in various countries- China (Pactera), Russia (SAPRUN), Germany (Yukon), Turkey (iTelligence) and Kuwait (J.M.T. Al Ghanim & Sons Co). Additionally, Rolta has also been forging opportunity specific partnerships.

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

Customers

Rolta has successfully delivered solutions across the globe and established credentials and trust with its customers



Businesses today are no longer satisfied by automating business transactions but are looking for business outcomes to remain relevant and succeed in the digital economy. This revolution is being fueled by technologies such as the Cloud, Mobility, Enterprise / Cyber Security, Internet of Things (IoT) and Big Data Analytics, amongst others. Rolta with its growing portfolio of innovative solutions is building enduring relationships with its customers embarking on their Digital Transformation Journey. The Company has established an enviable track record and is capable of designing, building, optimizing and subsequently managing these solutions for its customers as a single vendor. The Company's remarkable success in delivering Digital Transformation solutions 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 know-how, and accelerated delivery through repeatable IP led solutions. 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.

Rolta's deep domain experience in Energy, Utilities and Manufacturing makes it the ideal choice when customers are seeking help to maximize the value of BI investments. Rolta is well equipped with skills and innovative IP to provide end to end solutions starting from Advisory services, consulting and application development which has met with significant success and traction globally.

Over the recent years, Rolta has turned successful implementations into packaged pre-built field proven IP that can be readily tailored to specifically address these growing set of verticals. The Company leverages the combination of its BI and Big Data Analytics expertise, subject-matter know-how of the industry vertical, and Rolta IP to offer differentiated solutions and services; the uniqueness of Rolta's solutions becomes especially dramatic when Rolta is able to innovatively combine its Geospatial and Engineering Practices. This has resulted in a significant edge for Rolta to address this vibrant segment.

Our Goal is to always exceed our **customers'** expectations

Rolta addresses the full spectrum, of Big Data Analytics maturity journey from initial discovery, data discovery, enablement of big data landscape, establishing an asset information model (AIM) to secure IoT integration and advanced analytics. The maturity and exceptional value of Rolta's Products and Solutions are clearly evident from the tremendous traction built by Rolta over the years with more than a 100 BI and Big Data Analytics customers worldwide. This customer base includes several marquee clients who have adopted Rolta's BI and Big Data Analytics Solution for their Digital Transformation including 11 Fortune 500 companies and 2 Indian Navratnas. What is even more encouraging is that Rolta's BI and Big Data customers span across all the asset intensive industries served by the company. For example, 3 out of top 10 Petrochemical and Chemical companies, 8 leading Oil & Gas, one of the largest water services companies in the UK, 3 of the Forbes Global Power companies, one of India's largest gas distribution companies and several Departments of Transport in US & Canada and a leading smart transportation authority in the Middle East chose to partner with Rolta for their BI and Big Data Analytics program.

These customers are thus able to get faster ROI with a lower TCO while also significantly lowering project risks through Rolta OneViews pre-built, rapidly deployable industry rich analytics.

Leveraging on its Engineering strengths, Rolta has built an enviable track record to help asset intensive industries in their quest for digital transformation, by combining deep industry domain knowledge and cross functional technical expertise to build robust Asset Information Management systems.

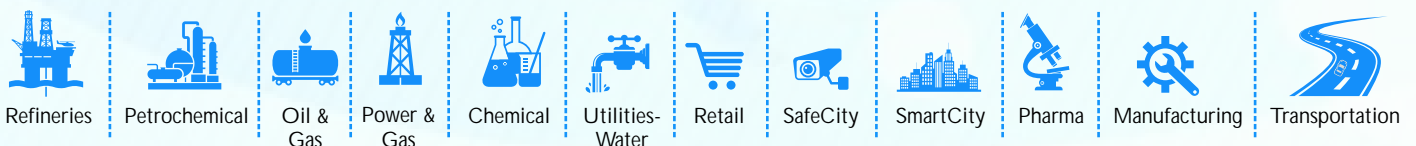
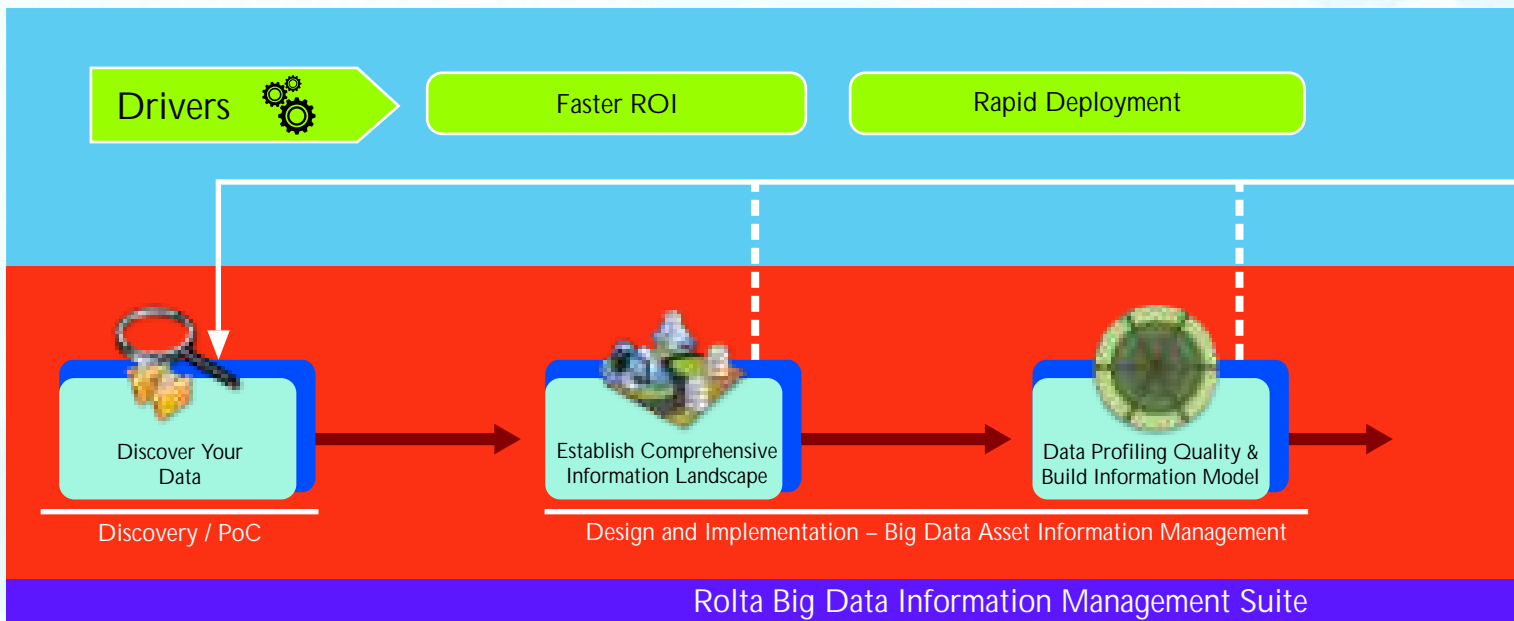
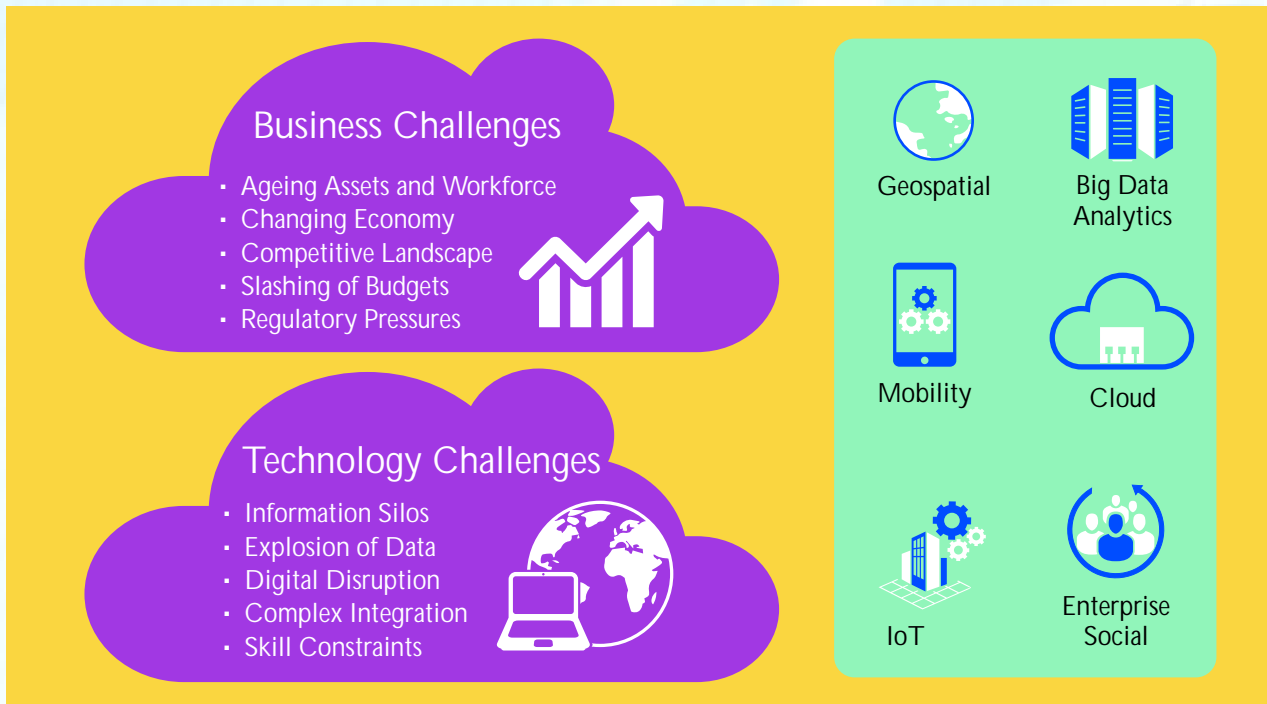
Rolta has built end-to-end Geospatial capabilities enabling the Company to create secure geospatial enabled digital repositories, build rich and interactive web based portals for smart insightful decision making and culminating in Geospatial Analytics to drive business outcomes. It has used this formidable experience and know-how to develop an extensive suite covering a variety of Smart City solutions in diverse areas such as Economic Development, Urban Planning, Land Management, Transportation, Utilities, Disaster Management, Smart Governance to name a few. Rolta has successfully executed more than 400 geospatial enabled Smart City Projects in leading cities across Canada, North America, Europe, Middle East and India. 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.

Rolta's domain knowledge and its ability to focus on the requirements of its customers, empowers the Company with exceptional capabilities to deliver robust value-added solutions for projects across the globe.

Digital Transformation Solutions

Key Business and Technology Challenges

Embrace Digital Reform Needs Driven by Complexity from Nexus of Technologies



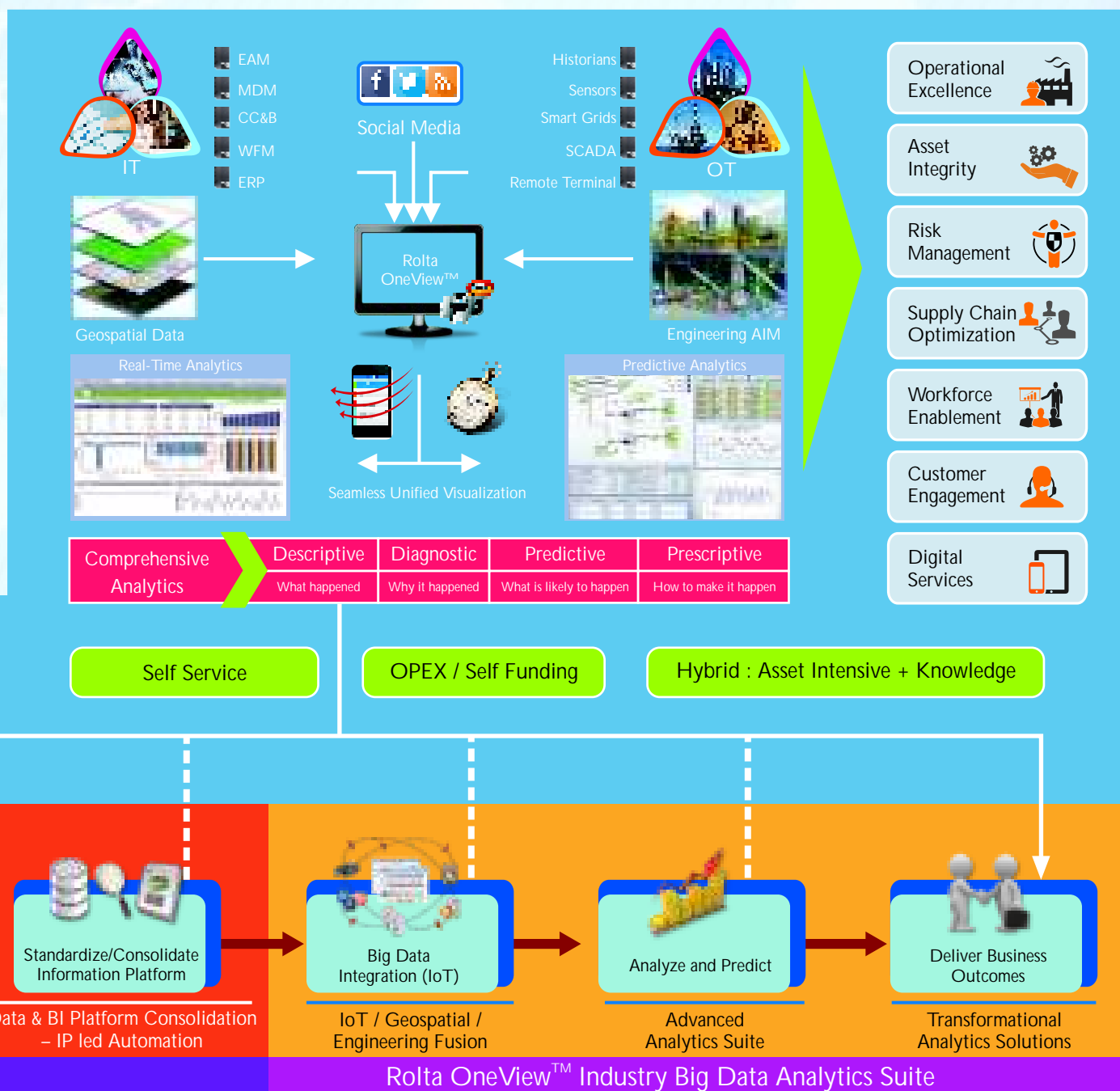
Enabling Business Outcomes Through an Integrated Real Time Analytics and Converged Solution



Rolta Solutions

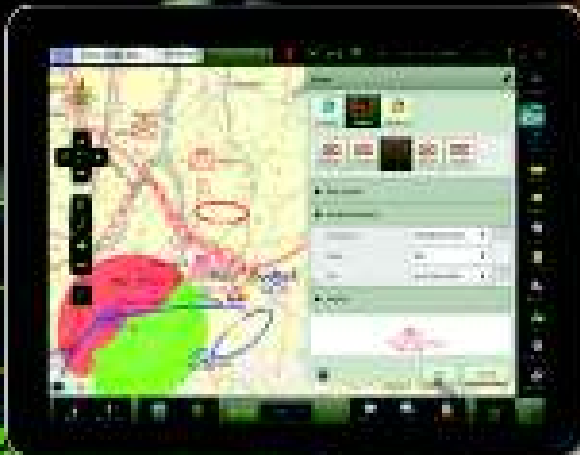
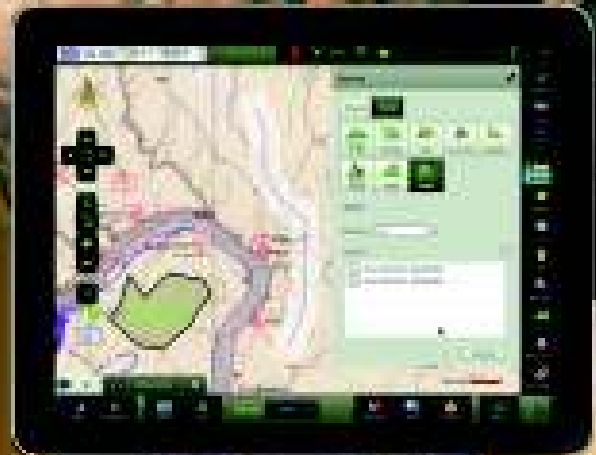
Integrated Industry Big Data Analytics Digital Transformation Platform and Converged Solution via On-Premise or Cloud Deployment

Driving Business Outcomes



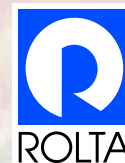
360° view of enterprise covering all critical functions through the life cycle resulting in actionable business insights

BMS - Battlefield Management System



- BMS - Leveraging Digital Transformation for the Indian Army
- BMS - one of the largest "Make India" programs valued ~ Rs. 70,000/- Cr.
- BEL - Rolta exclusive Consortium selected by MoD as a Development Agency for project BMS
- BMS Application suite built on Rolta's fully indigenous IP

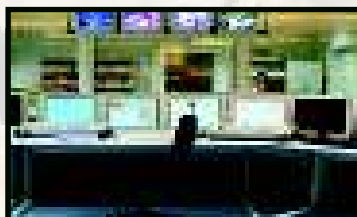
Defence & Security Addressable Market



C4

Command, Control, Communication, Computers (S/W IP) projects like Battlefield Management System (BMS), Tri-services, Military Wargaming & Simulation and Self Optimization Predictive and Prescriptive Analytics using Machine Learning and Artificial Intelligence

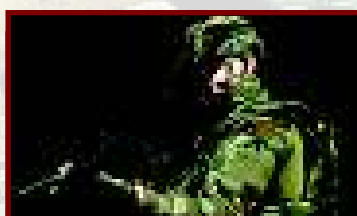
US \$
15.0 Bn



ISR

Static and Mobile Imagery Exploitation solutions with Advance ISR (S/W IP) such as Automatic Change Detection, Accelerated processing of Optical, SAR and Hyperspectral imagery data for rapid terrain and tactical intelligence gathering for Operations

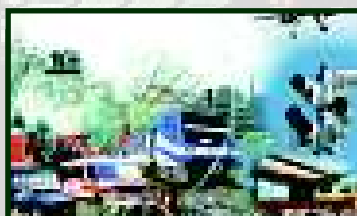
US \$
6.0 Bn



Communication & Optronics

Military grade communication solutions enabling Network Centric Warfare (NCW), Software Define Radios (SDRs) and Optronics solutions for Digital Soldiers and Combat Platforms

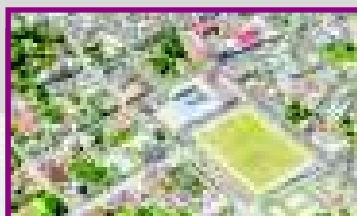
US \$
5.0 Bn



Security

Early Warning, Emergency Response, Border Management, Critical Infrastructure Protection (CIP), Maritime Security (S/W IP) Solutions, Cognitive Security Analytics and Cyber Security Solutions

US \$
2.0 Bn



Commercial

Digital Photogrammetry, Advanced Geolmaging (S/W IP) based solutions for Natural resources, Environment, Agriculture, Land Records, Urban and Infrastructure development etc.

US \$
1.0 Bn



Exports

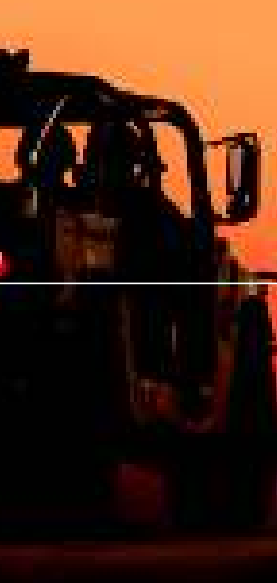
C4 , ISR , Security solutions (S/W IP) export to Middle East, Africa and Asian Region

US \$
1.0 Bn

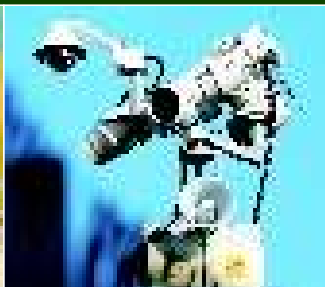
Figures indicated above are an estimated value of each market segment

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

Total
US \$ 30.0 Bn



Defence & Security





Industry Overview

In view of the overall need to modernize defence capabilities, India's armed forces are expected to increase the purchase of new equipment & technology including massive upgrade programs. India is likely to spend US \$ 248 Bn over the next decade in capital procurements. India has increased its defense outlay to around 2.62 trillion rupees for the fiscal year 2016-17 with 865 billion rupees as capital expenditure budget. The thrust is towards reducing dependence on imports by encouraging Indian industry. In this regard, DPP 2016 has introduced a new categorisation of 'Buy (Indian-IDDMM)' (Indigenously Designed, Developed and Manufactured) which will be given the highest priority for all capital procurements. Also, the era of delays is over and the present Govt is taking bold decisions leading to accelerated growth in Defence procurements. Recent delegation of full financial powers to the Vice Chief of Army Staff to procure emergent requirements of certain category of weapons, equipment and ordnance is a case in point.

With India looking to modernize its Defence & Security Agencies through indigenous routes, Rolta is very well positioned to address large upcoming opportunities. Rolta is an incumbent vendor for Command Control, Communications, Computers, Intelligence, Surveillance, & Reconnaissance (C4ISR) and is addressing identified opportunities in large Defence & Security modernization programs in the fields of C2, ISR, BMS, Communications, Defence Security and Defence Analytics.

Background

Rolta has pioneered Military Digital Mapping and GIS in India since 1990 with a dominant market share. Rolta took the initiative and established dedicated Mapping & Cartographic Systems for Indian Military Mapping Agencies. Rolta also established comprehensive R&D facilities for extensive COTS customization & development to meet stringent Defence requirements.

For the Intelligence domain in the Defence Forces, Rolta has implemented Intelligence, Surveillance & Reconnaissance (ISR) projects using its dedicated Imaging/Photogrammetry & Geospatial solutions. These solutions have been deployed as Static & Mobile nodes across Indian Army at all levels of command down to frontline divisions. Today, Rolta has an

installed base of 175 plus Military ISR systems for the Army and the Navy valued at more than 1000 Cr. Keeping abreast with technological progress, Rolta is now uniquely poised to migrate these solutions to the next generation, 64 bit Rolta indigenous IP based ISR suite that will provide far greater capabilities and scope to these stations.

In 2007, Rolta transformed its Defence & Security business, to a Rolta owned MOTS model by developing its own IP and also through acquiring & customizing technologies to make them fully indigenous. In 2007, Rolta started developing a solution suite for an indigenous Battlefield Management System (BMS) based on user aspirations expressed in the RFI received.

Today, Rolta is practically the only company in India to have executed diverse military projects with its own indigenous IPs. This, combined with its extensive countrywide installed base, sets the stage by enabling the company to address large 'Make India' and Buy (Indian-IDDMM) projects.

Thrust on Indigenization

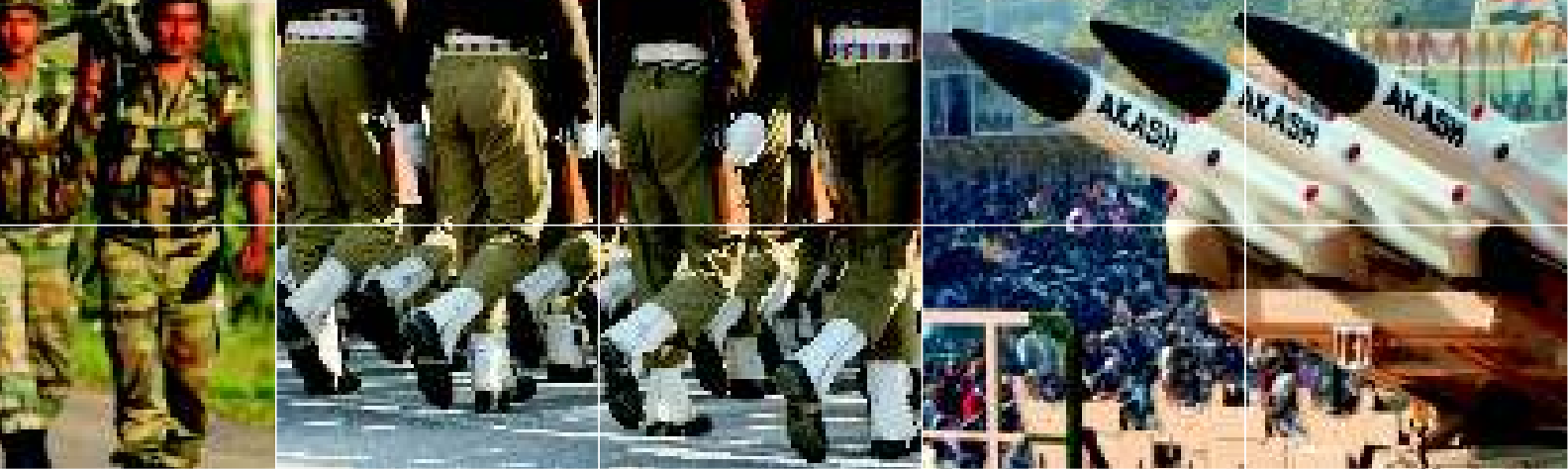
Indian defence procurements are made as per Defence Procurement Procedures (DPP). The DPP-2016 has introduced specific provisions that act as growth stimuli to the domestic defence industry. In order to promote indigenous design and development, DPP 2016 introduced the 'Buy (Indian-IDDMM)' category and accorded it the top most priority.

In addition, the 'Make' categorisation, aims at developing long-term indigenous defence capability. Rolta is the only Indian IT company to have been invited to bid for all the three major 'Make' programs i.e. TCS, BMS and FICV.

The introduction of 'Buy (Indian-IDDMM)' category is of great advantage to Rolta as, over the years, the company has continuously invested in designing and developing a rich repository of 100s of IPRs in the C4ISR domain. Thus, Rolta is well placed to continue its dominance in the years to come as only a few companies in the country have the ability of provide solutions based on their own IP.

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. With world class software development facilities, Rolta addresses complete sensor-to-shooter chain, with a large repository of its own indigenous, field proven Ips.

Today Rolta has a dominant share of the C4ISR market. The combination of Rolta IPs, track record of 20+ years, partnership with world leaders, deep domain knowledge and as a qualified bidder for 'Make India' and 'Buy (Indian-IDDMM)' programs, provides significant competitive advantages to the Company.

Rolta has established itself as a major player in the Defence Security domain with a large repository of its state-of-the-art solutions. One of the major offerings is the Rolta Command & Control solution which provides real time Situational Awareness achieved through advanced sensor integration, data fusion, visualization and response management capabilities.

Rolta's rich repository also includes solutions for Intelligent Data Fusion, Crime Analytics, Integrated 2D & 3D GIS, Optronics, Mission Critical Communications, Mobile Surveillance and Disaster Management.

Command and Control (C2)

Rolta has been the leading provider of C2 solutions to the Indian Army having addressed all echelons of command. Some of the solutions provided include Terrain subsystem for Command Information & Decision Support System, Tactical GIS for Military Ops Planning, Navigation System for BRAHMOS Missile, Wargaming solutions for Counter Terrorism Operation Planning & War gaming, Enterprise GIS based solution for Tri-services etc. Today, Rolta solutions are deployed in a large number of locations of the Indian Army which are acting as a great force multiplier for the National security. Rolta has now moved into the next generation technologies and possesses a large number of solutions like Rolta Operational Planning (ROP) Software Suite, Wargaming for Conventional Ops, Aeronautical charting and Information Based Flight Planner, Air Force Overall Planning System etc. With its cutting edge technologies, Rolta will continue to provide its stellar C2 solutions to meet the operational requirements of the three services.

ISR

Rolta's ISR solutions de facto became the standard for Indian defence forces after their implementation at 175 plus Military systems for the Army and Navy. Rolta recently implemented its IP based Enterprise C2 features embedded GIS solution for supporting the management of Joint Warfare at Indian Tri-

Services HQ. The proliferation of this solution across all nodes of the recently commissioned Defence Communication Network is under trials & evaluation and is likely to be implemented shortly. Rolta is also implementing indigenous IP based Wargaming solutions for the Defence Forces with a view to enhance their operational preparedness by training junior and middle -level commanders.

Rolta has been providing integrated solutions which can process high-resolution imagery and assist image interpreters in identifying potential targets. These specialized solutions are deployed at operational sites for monitoring trans-border activities. Rolta's solutions provide on-site imagery intelligence fusion & analytics, 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. These systems translate remotely sensed Geo-intelligence data into actionable Military Intelligence.

Rolta Imaging solutions are being extensively used for Imagery and Oblique Aerial Photography based IMINT collection from multi-dated Imageries. The company has also developed unique support for indigenous Radar data from the RISAT series, which will give the Indian Armed Forces an all weather, day and night capability. Rolta's IP based Geo-imaging Accelerator is capable of rapidly producing Image maps covering the entire Command/ Corps zone in a short span of time. Rolta's 64-bit next generation ISR INT and Situation awareness solution includes a ruggedised Laptop based implementation that has the ability to capture terrain & operational intelligence for decision makers at strategic and operational levels of land, sea and air forces. Powerful simulation features facilitate INT acquisition planning with a network of 65+ support sites, Rolta's engineers stay in close proximity of the Armed Forces in operational areas to provide critical support resulting in significant repeat businesses.

BMS (Battlefield Management System)

The BMS Project is a large value, prestigious "Make India" project of the Indian Army, meant to deliver Command & Control capabilities to the fighting echelons operating at forward edge of the battlefield. The BMS delivered by Rolta will be an indigenous, state-of-the-art, lightweight, man-portable/ wearable system, suitable for integration into combat vehicles and for use by dismounted soldiers. With the capability of functioning in highly adverse climatic & electromagnetic environs, the system will provide real-time Situational Awareness, Decision Support and Battlefield Management to



users. At an estimated expenditure of Rs. 70,000 crores, the BMS is expected to be deployed across the Indian Army to greatly enhance operational efficiency at the forward edge of the Battlefield in Battalions/ Regiments and Combat groups.

The exclusive consortium of Bharat Electronics Limited (BEL), Bengaluru & Rolta, was selected as a Design Agency (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, preparation of Geospatial data & services. Rolta will also jointly work with BEL for manufacturing of the Soldier Software Defined Radio (SDR), the overall system design, integration, installation, commissioning and maintenance. The Project is progressing well and the revised Detailed Project Report (DPR) has been submitted to the customer for evaluation.

Communications

Rolta has successfully expanded its business into Military & Security Comms domain and offers a variety of world-class Communication products. In Defence communication domain, Rolta has adopted a focused approach towards communication solutions based on Software Defined Radio (SDR). Besides addressing the Soldier SDR for BMS, Rolta in partnership with world leaders has offered solutions for many high value projects and is under consideration for prestigious projects like DG Signals SDR, High Capacity Radio Relay and many more. Rolta with its partners has won

large number of communications projects in other domains, some of which are - NAVTEX of Director General of Lighthouse & Lightships; Digital Mobile Radio (DMR) projects for Maharashtra, Karnataka, Kerala, & West Bengal Police, Delhi Metro Rail Corporation, TETRA for OPaL Dahej (ONGC) project, etc.



Defence Security

In the domain of Defence Security, Rolta provides state of the art solutions for Border management, Critical military infrastructure protection, Def Cyber security, Coastal security, VTMS, Multi-agency integration and Emergency response system. Some high value projects which the Company is in the process of addressing are Border Management System of BSF, National Coastal Vessel Tracking System and eLORAN of Directorate General of Light House and Light Ships (DGLL).

Defence Analytics

Rolta has successfully harnessed GeoBI and Big Data analytics technologies for Defence analytics. Our solutions provide Machine learning and Artificial Intelligence, predictive and prescriptive analytics which are being utilized to address large number of important Defence projects. Rolta is presently in the process of addressing the Indian Army's prestigious project – Indian Army Information System which aims to integrate all logistic functionalities of the entire Indian Army. This solution will also integrate existing projects like CICP, IQMP, HRMS etc.



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

Command & Control (C2) Suite

- Rolta Enterprise GIS Portal
- Rolta Enterprise GIS 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 Burier System

Intelligence, Surveillance & Reconnaissance (ISR) Suite

- Rolta Photogrammetry Suite
- 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 Suite
- 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

Defence 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 System
- 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) Suite

- Joint Warfare Management Solution
- Strategic Information & Decision Support Solution
- Operational Information & Decision Support Solution
- Ops Room Briefing Solution
- CI/CT Ops Planning & Wargaming Solution
- Tactical Battlefield Management System
- Minefield Laying & Recording Solution
- Digital Soldier System

Intelligence, Surveillance & Reconnaissance (ISR) Suite

- 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

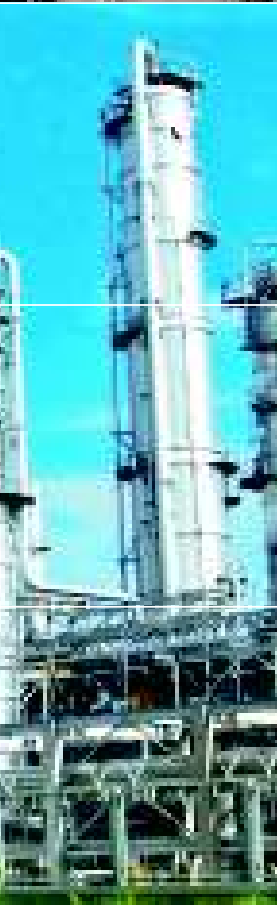
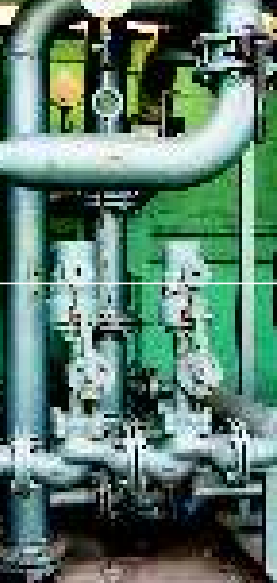
Comms

- Software Defined Radios (SDR)
- Network Management Systems
- TETRA & DMR
- APCO

Defence 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
- Mobile Vehicle Surveillance System

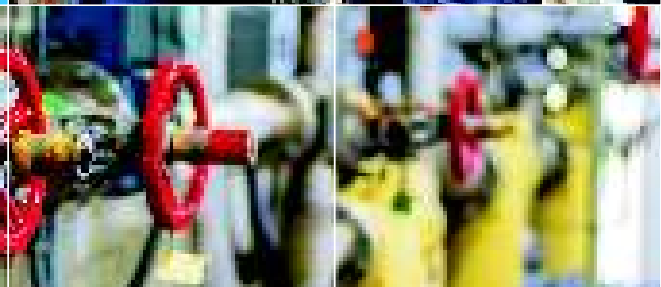
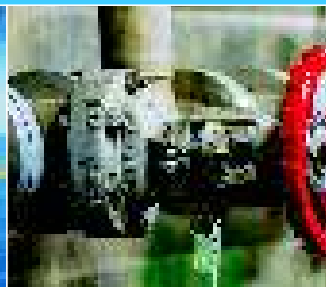
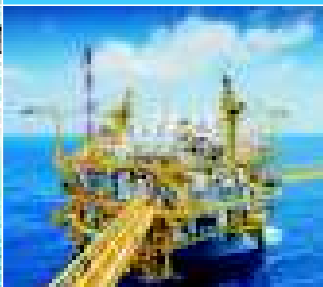
Extensive MOTS solutions that have been deployed & well proven operationally



Oil & Gas

Petrochemicals

Chemicals





Industry Overview

The Oil & Gas, Petrochemical and Chemical industry are faced with challenges such as declining production rates, a retiring workforce and cost control of remote mega projects. It has as much to gain as any other industry by harnessing digital disruption and technical innovation. In the current environment of increasing complexity, the need to innovate has never been more crucial. The industry is also faced with the challenge of shifting focus from production growth to bottom-line growth. Extracting additional profits from existing capacity has become the top priority. Artificial intelligence is helping companies achieve these much-needed efficiencies. The use of machine learning, predictive analytics, and other artificial intelligence-based technologies in the energy industry has grown immensely, as the drop in oil price has driven companies to look for innovative ways to improve efficiency, reduce costs and minimize unplanned downtime.

With the help of complex algorithms, predictive analytics and machine learning allow decisions to be made automatically, while data analytics provide a systematic way to make sense of the large volumes of data being collected across the entire oil and gas value chain. Machine learning gathers large volumes of information in real-time and translate massive data sets into actionable insights. Machine learning helps in saving time, reducing costs, and improving safety.

The focus is now on transforming the organization to become interconnected, intelligent, risk compliant and above all, profitable and sustainable through rich BI, Big Data analytics, Machine learning and Artificial Intelligence. Actionable insights from these integrated IT and IIoT systems drive agility to respond to the business challenges.

Rolta Offerings

Rolta is uniquely positioned to address the needs of the Oil & Gas, Petrochemical and Chemical industries. Rolta's IP and solutions combined with decades of domain experience in the Industry serve as major differentiators. Some of the key value business value drivers that Rolta's solution for this industry addresses are: Operational excellence & enterprise performance management, operational and asset integrity, cross assets performance management, real time enterprise condition monitoring, composite risk management, predictive process risk

analysis, well production forecasting, daily gross refinery margin, LDAR & corrosion loop tracking, carbon footprint reduction, supply chain optimization, batch quality and yield accounting etc.

Rolta combines its diverse expertise in engineering skills, IT Infrastructure, IT -IoT integration, Data Science, BI and Big Data Analytics to provide comprehensive services and solutions to Oil & Gas, Petrochemicals and Chemical companies for the complete life cycle covering design, build and operations. Rolta continues to build and expand its award winning solution, Rolta OneView™ Enterprise Suite. This BI, Big Data analytics, Artificial intelligence and Machine learning solution with IoT integration provides 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 situational awareness. The combination of rich functional and technical solution, understanding of the industry requirement and excellence in services have in fact resulted in significant wins for Rolta in the market against some of the large consulting companies. This customer base includes several marquee clients who have adopted Rolta's BI and Big Data Analytics Solution for their Digital Transformation including 10 Fortune 500 Companies and 2 Indian Navratnas. 3 out of top 10 petrochemicals and chemicals companies and 8 leading Oil & Gas companies have chosen to partner with Rolta for their operational excellence initiatives.

Rolta OneView™ - Cloud Ready Big Data Analytics, Artificial intelligence and Machine learning solution for Digital Transformation

Rolta OneView™ an award winning Big Data & Analytics, Artificial intelligence and Machine learning Solution is an outcome of Rolta's 3 decades of domain expertise of Engineering, Geospatial, IT and Analytics. The latest release - Rolta OneView™ 8.0 through seamless integration of Real-time Operation Hub and Enterprise Knowledge Hub further enhances the power of Big Data. It brings the first of its kind embedded Data Science and Machine learning workbench integrated with pre-built Business Processes driven knowledge model. It assists business users to embrace the power of



predictive and prescriptive analytics to succeed in the digital economy. Rolta OneView™ 8.0 also provides significant new features including Industrial IoT fusion, Embedded Process integration and rules platform, Data Lake, Enterprise Asset Condition Monitoring, 3D/4D Spatial visualizations, Enterprise Search & collaboration etc.

Rolta OneView™ 8.0 Enterprise Suite is engineered and certified on SAP HANA. It exploits the power of SAP HANA and provides in-memory computing, high performance, real time and predictive analytics capabilities. Rolta OneView™ Enterprise Suite has been architected and designed for multisite, 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™ model integrates all the business processes across modules and breaks down the fundamental barriers in achieving operational and business excellence, such as silos across operational networks, business networks, safety & 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.

What makes Rolta OneView™ unique in the industry is the powerful combination of IoT integration based on patented technology, Engineering and Geospatial Fusion that stream-in data from various industrial operations and business systems. With its Engineering Fusion capabilities through SmartPlant Foundation (SPF) integration, it manages

and controls the operational risks for ensuring asset safety and integrity.

The Company continues to build upon its momentum with new business opportunities and major extension of scope from existing engagements across the globe. For example, after successful roll out of Rolta OneView™ in multiple units and refineries of an Oil & Gas company in North America, Rolta won an additional order to extend the solution to other refineries within the organization. For another multi-billion-dollar Oil & Gas conglomerate in the USA, the Company is delivering a Rolta OneView™ based Big Data Analytics solution for their Maintenance, Reliability and Safety. Similarly, a large European Chemicals conglomerate selected Rolta OneView™ for an on-going program, to gain deep insights into their maintenance, reliability and critical areas leveraging data across the organization and its value chain. While, one of the largest petrochemical companies in Middle East embarking on an enterprise BI program chose Rolta OneView™ for real-time actionable insights.

In APAC region, one of the petrochemicals super major after a comprehensive evaluation chose Rolta to realise their digital transformation vision. They found Rolta OneView™ solution to be best suited for their internal Digital OEMS (Operational Excellence Management Systems) initiative. This program has potential to span numerous facilities to provide role based actionable insights.

In India, a leading Oil and Gas exploration company in India has been relying on Rolta OneView™ as their Enterprise Intelligence Solution for more than a year. Having seen immense benefits across their Operations, Maintenance & Reliability, Assets, Health & Safety, Business & Financial, they elected to re-engage Rolta for an 'Analytics as a Service' contract. Through this they aim to get more value from Rolta OneView™ by building new business value scenarios, drive collaborative insights and create new data science driven predictive analytics models.

Industry Accolades

Rolta was named "IT Solutions Provider of the Year - Oil & Gas" for the 2nd consecutive year at the Frost & Sullivan India Information & Communications Technology (ICT) Award. Frost & Sullivan awards this year recognize Rolta's outstanding achievements in 'Digital Transformation'. The eminent jury found Rolta OneView™ Enterprise Suite, the flagship BI and Big Data Analytics platform that creates the nexus of Big Data Analytics, Geospatial, IoT, Cloud, and Mobility technologies for digital transformation.



Rolta Products, Services & Solutions

Enterprise BI & Big Data Analytics

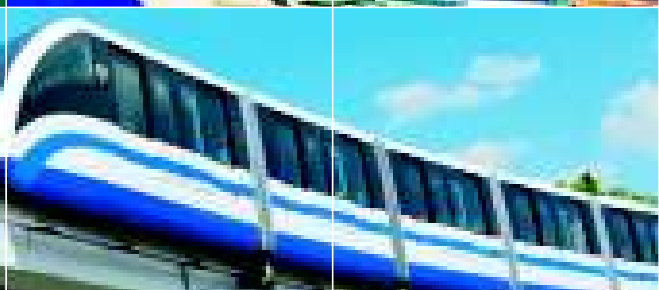
- Rolta OneView Core
- Rolta OneView Operation Insights
- Rolta OneView Asset Insights
- Rolta OneView Maintenance & Reliability Insights
- Rolta OneView Health Safety and Environment Insights
- Rolta OneView Customer Insights
- Rolta OneView Business Insights
- Rolta OneView Supply Chain Insights
- Rolta OneView Sustainability Insights
- Rolta OneView Projects Insights
- Rolta Industry Knowledge Model
- Industry Semantic Model
- Rolta OneView™ for Oil & Gas
- Rolta OneView™ for Petrochemicals
- Rolta OneView™ for Chemicals
- Rolta IT/OT Fusion™
- Rolta IT - OT Fusion for Hadoop
- Rolta IT-OT Asset Junction
- Rolta iPerspective™
- Rolta Performance Management
- Rolta Performance Analytics
- Rolta Real Time Intelligence
- Rolta Operational Insights
- Rolta Asset Insights
- Rolta Maintenance & Reliability Insights
- Rolta Supply Chain Insights
- Rolta HSE Insights
- Rolta Project Insights
- Rolta Sustainability Insights
- Rolta Business Insights
- Rolta Strategy Management
- Rolta Sentiment Analysis
- Rolta Descriptive Analytics
- Rolta Diagnostic Analytics
- Rolta Predictive Analytics
- Rolta Link Analyzer
- Rolta Predictive Analytics Manager
- Rolta Predictive Asset Performance Analytics
- Rolta Prescriptive Analytics
- Rolta Prescriptive Analytics Manager
- Rolta Forecasting
- Rolta Real-time Analytical Server
- Rolta Terminal Performance Analytics
- Rolta Data Science Workbench
- Rolta Data Bridge
- Rolta Process Manager
- Rolta What-if Scenario Analysis
- Rolta Semantic Analysis
- Rolta Spatial Analysis
- Rolta Worst Actor Performance Analytics
- Rolta Shutdown and Turnaround Analytics
- Rolta Early Warning Analytics
- Rolta Asset Liability and Risk Management Analytics
- Rolta Fraud Prevention Analytics
- Rolta Threshold Manager
- Rolta e-Log Book
- Rolta Opportunity Loss Analytics

Engineering Information Solutions

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

Enterprise IT Applications

- Rolta SmartMigrate™
- Rolta AIM SmartMigrate
- Rolta Smart Data Integrity
- Rolta AIM SmartTag Metadata Manage
- Rolta AIM Smart Metadata Manage
- Rolta AIM SmartLoadRTR
- Rolta AIM SmartDataLoadAnalyzer
- Rolta SmartDataPropagator for 3D
- Rolta SmartDataFusion for SPEL
- Rolta SmartDataPropagator for P&ID
- Rolta Oracle eBusiness Suite
- Rolta Financials
- Rolta Human Resources
- Rolta Asset Management
- Rolta Projects Management
- Rolta Supply Chain Management
- Rolta Value Chain Planning
- Rolta Discrete and Process Manufacturing
- Rolta P2 Energy Solutions
- Rolta Database and BI Platform Consolidation
- Rolta Enterprise Performance Management
- Rolta Enterprise Knowledge Hub
- Rolta Enterprise Data Lake
- Rolta Enterprise Application Integration
- Rolta Data Center Architecture and Design
- Rolta Advizer™ Suite
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- Rolta Project Portfolio Management
- Rolta Enterprise Security
- Rolta Service Management





Industry Overview

Cities have evolved from being clusters of people staying together for safety reasons, to become thriving centers of business and commerce. However, cities of the future are not just about trade and commerce but improving people's way of life.

Urban challenges such as safety and security, traffic congestion, aging infrastructure, and even responses to events like climate change and disasters, have often been addressed by silo-based departments. To accommodate new demands, city governments are moving toward Smart City solutions that leverage IoT technologies to enhance their services, reduce costs, and improve communication and interaction. Technology plays a major role in cementing the distinct blocks of Smart Cities.

Using Digital solutions as essential enablers, Smart City projects are helping transform today's cities into the cities of tomorrow by maximizing resources. The emergence of Internet of Things technology is driving the development of smart cities. Artificial Intelligence and Deep Learning are driving geospatial data exploration, analytics and visualization that help derive meaningful insights for a smarter world.

Rolta Offerings

Rolta understands that data, analytics and ICT infrastructure play important roles in defining solutions that help build and ensure the sustainability of smart cities. Having deployed more than 400 geospatial enabled Smart City projects in leading cities across Canada, North America, Europe, Middle East, and India, Rolta has built deep expertise and a rich proven IPs portfolio of rapidly deployable productized solutions. Rolta is perhaps one of the few companies globally capable of undertaking the end-to-end requirements of Smart City projects.

Rolta OneView™ Smart City Operations Suite is an enterprise wide comprehensive solution that provides situational awareness of citywide infrastructure enabling diversified operations related to smart infrastructure monitoring, management of alerts / incidents received from multiple sensors and provide better living, safety and security to citizens. The IoT integration with Spatial Fusion along with a 360-degree view of the city wide infrastructure provides situational awareness and role based KPI's

for actionable insights to empower every role to achieve its individual and organizational objectives while ensuring that there is a 'single version of truth' at various those levels. The industry standard Rolta Command & Control systems which are an integral part of Smart City operation center enables visualization of video surveillance and video analytics, locational awareness of incidents received from multiple sensors and collaborative SOP driven response to incidences.

Rolta now has a formidable array of Smart City solutions to comprehensively cover all aspects of Safe and Smart Cities.

SMART Urban Planning

Every city needs continuous planning. The government caters to the growing needs and improves infrastructure services. Rolta solutions facilitate effective planning and management of land resources. For example, a recent project win of a multi-million dollar order from a Ministry of Housing in the Middle East to design, develop and manage a Geospatial enabled web portal for Land Management. In the Middle East, after having successfully deployed a citizen facing Geospatial portal, Rolta has now been selected for two projects worth US \$ 10+M. This will involve enhancing the features and functionality of the portal as well as creating digital content comprising of surface and terrain models, hydrographic data, building and transportation network, etc. for the entire country.

SMART Public Works

Public work authorities play a major role in building and managing the infrastructure of cities. These agencies are often challenged by increased regulations, environmental risks and constrained budgets, compounded by increased demands of customer service and delivery. Rolta solutions for smart public works provides critical KPIs of assets, workforce and projects in a single dashboard, complete with geo-analytics capabilities. With the global initiative for better Cadastral Management Rolta has been selected to create the parcel fabric database for two countries in Africa. Another government organisation in the Middle East responsible for establishing and developing of industrial cities with integrated infrastructure and services in various regions chose to engage Rolta to build a geospatially enabled mobile application.



SMART e-Governance

Governments have begun to provide citizens with Smart e-Governance initiatives to avail various government services like birth & death certificates, marriage certifications, domicile certificate, property tax payment, various utilities or services payment, etc. Rolta's mobile enabled smart governance solutions provide; Geospatial web portals and citizen mobile apps for two-way communications between the citizens and the government, Integration of operational data across systems and city government agencies to facilitate a one-stop service center (single window services), Business intelligence solutions integrated with geospatial data to provide a performance dashboard for agency executives and service center managers. Recently, Rolta has been awarded a US \$ 2.7M contract for the deployment of a Rolta OneView™ based State Residential Data Hub for a State Government in India



leveraging Rolta OneView™. This Master Data Management Solution will bring together a variety of information available with multiple state departments and map the pan India Unique Identity Data to create a single trusted data hub. In the Middle East, Rolta successfully deployed a US \$ 3.5M comprehensive Cyber Security solution covering Identity and Access Management for both internal users as well as 2.5 million citizens accessing the portals with their unique IDs. Similarly, In India, an Urban Development Authority has awarded Rolta a contract for developing their Citizen centric portal in a bid to provide efficient and timely services to citizens. The Government of Maharashtra recently selected Rolta for an integrated decision support portal to be built on a scalable cloud infrastructure, with multi-year support worth US \$ 2+M.

SMART Safety and Security

From conventional street violence to dynamic crime horizon; protecting the city against crime, natural disasters, accidents or terrorism can only be tackled by increasingly sophisticated technologies and processes. City authorities want to have a unified view of various video management systems to have complete awareness of on-field activities.

Rolta's Safety & Security Solutions include; Real-time communication that helps emergency services to intervene promptly, collaboration between agencies in a reliable and secure way, gather and analyze heterogeneous sensors and incidents information in real time, command and control in collaboration with incident response teams and first responders, enabling municipalities and their emergency services to enhance safety and security for citizens, businesses, assets and infrastructure.

SMART Utilities Management

Utility companies need a platform to provide macro and micro view of entire operation & supporting services as one entity. Having a single view of integrated cross departmental data helps utility administration to achieve operational excellence, plan projects in a better way and identify the root cause of repeated failures. 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.

SMART Disaster Management

Unexpected events may often cost many lives and damage to property. Insightful planning for effective decision making in the wake of a disaster is key. Better disaster management is required to save lives and control damage to property. It is essential to have a real-time situation monitoring platform integrated with alerts & notifications. Rolta's Disaster Management solution supports analysts and decision makers in planning, risk assessment, surveillance, intelligence, detection, prevention, protection, preparedness, damage assessment, response, public safety and recovery operations, across all levels of Government.



Rolta Products, Services & Solutions

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 Geomatica Imaging™ Suite
- Rolta Photogrammetry™ Suite
- Rolta Digital Elevation Modeling
- Rolta Digital Terrain Modeling

BI & Big Data Analytics

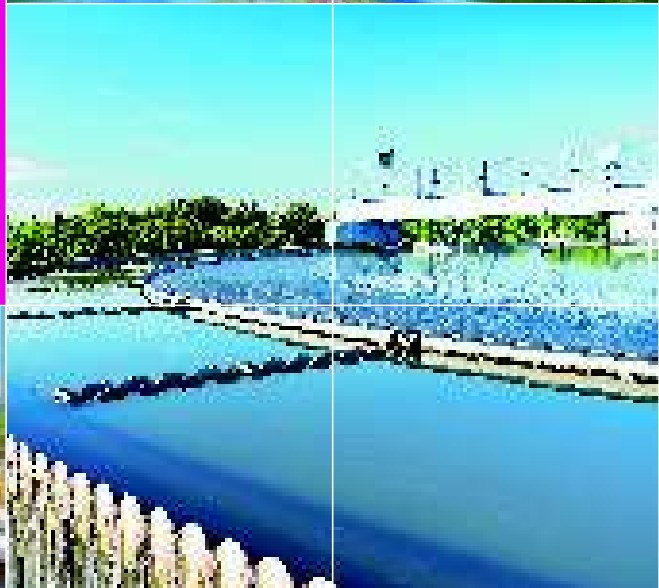
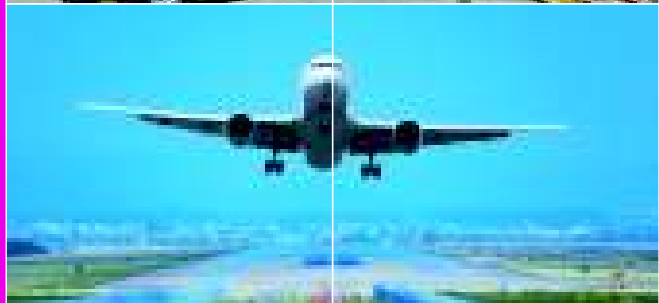
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- Rolta OneView Sustainability Insights
- Rolta OneView Projects Insights
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- Rolta Industry Semantic Model
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- Rolta iPerspective™
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- Rolta Prescriptive Analytics
- Rolta Traffic & Congestion Analytics
- Rolta Meter Billing Analytics
- Rolta Forecasting
- Rolta What-if Scenario Analysis
- Rolta Semantic Analysis
- Rolta Social Media Analysis
- Rolta Sentiment Analysis
- Rolta Human Resources Analysis
- Rolta Financial Analysis
- Rolta Procure & Spend Analysis
- Rolta Project Analysis
- Rolta Spatial and Terrain Analysis

Enterprise IT Applications

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- Rolta AIM Smart Metadata Manage
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- Rolta Human Resources
- Rolta Asset Management
- Rolta Projects Management
- Rolta Database and BI Platform Consolidation
- Rolta Enterprise Performance Management
- Rolta e-Governance Portals
- Rolta Document Management & Workflows
- Rolta Enterprise Application Integration
- Rolta Enterprise Knowledge Hub
- Rolta Enterprise Data Lake
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- Rolta Cloud Enablement
- Rolta Converged Systems and Software Defined Infrastructure
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Utilities
&
Transportation





Industry Overview

Today utility companies are facing unprecedented levels of disruption across the energy value chain as a result of the digital era. Renewables, distributed generation, and smart grids demand new capabilities and are triggering new business models and regulatory frameworks.

The rise of Mobile, Cloud, Big Data, and IoT have made digitization a core driver of disruption. Big Data allows utilities to achieve a digital transformation. Artificial Intelligence can help integrate smart grids with intelligent management systems to improve efficiency, reduce costs - drive better business results. Predictive analytics solves monitoring problems that were not previously possible for utilities. Similarly, smart grid and smart metering technology, coupled with deep dive analytics and real-time decision making open up new product options that provide customer value as well as optimising utility performance. Smart meters are helping to improve real-time decision making, solving critical problems and helping utilities firms to develop new services and innovative experiences for customers.

Public transportation is vital to the economic development of a city. Today, transportation, logistics and third-party logistics providers struggle to access information they have locked in disparate IT silos and legacy applications which make information related to inventories and shipping difficult to view and track across the supply chain ecosystem. Digitisation is already transforming the customer interface in the passenger transport part of the sector. The use of machine learning algorithms is having a big impact on predictive maintenance and fleet management.

Rolta Offerings

Rolta provides a single window for companies to embark on their BI, Big Data Analytics journey. Rolta provides a well-defined Plan-Build-Manage approach to BI, Big Data Analytics journey.

Rolta OneView™ the flagship Big Data Analytics solution from Rolta provides close to 200 value scenarios to Utility Industries to address their Business Challenges. Some of the key business value drivers are self service IoT driven predictive maintenance, smart grid and smart metering analytics, asset integrity, enterprise geo-asset management, automated regulatory reporting & digital workforce management.

Power Generation – Operational Excellence Value Scenario

OpX programs tend to require cross-functional visibility by drawing information from multiple functions like Operations, Assets, Maintenance & Reliability, Health Safety & Environment, Projects, Supply Chain, Finance, Human Capital, etc. The key benefits of OpX value scenario provided by Rolta OneView™ include:

- Sustain entrepreneurial spirit amongst departments and business functions with clear understanding of productivity targets by all stakeholder
- Measuring operational and maintenance metrics accurately and sweating assets through appropriate operational levers, driven by data
- Aligning equipment non-availability at a micro level to top line impact at a macro level
- Integrated view of operations for people to collaborate, discuss and examine data together

In addition to just providing performance management capability, Rolta OneView™ also provides Predictive Analytics for the Power Generation Industry. For example, one of the largest energy conglomerate with presence in the entire value chain of the power generation business - fossil fuels, hydro, nuclear and renewable energy sources chose Rolta OneView™ for its extensive fore-casting and predictive analytics for critical assets. The predictive analytics solution was recognized by NASSCOM and won the “Excellence in Analytics 2015” award.

Power Transmission – Asset Integrity Management

Asset Integrity Management (AIM) is a crucial function in Distribution companies, with significant impact on costs and profitability. Rolta OneView™ helps companies gain greater contextual visibility into their asset integrity programs.

- Adequate visibility into asset performance and reporting operational & maintenance costs
- Aligning asset performance to corporate objectives with clarity of ownership
- Maintenance efforts to be accountable, coordinated, condition based and proactive
- Leveraging systems perspective to know inter-connectedness of multiple business functions



- Monitoring wrench time for crews with scientific tool time analysis & productivity metrics

Power Distribution – Operations Management

As recommended by IEEE, Power transmission and distribution reliability indices like System Average Interruption Duration Index (SAIDI), System Average Interruption Frequency Index (SAIFI), Customer Average Interruption Duration Index (CAIDI), Customer Average Duration Interruption Frequency Index (CAIFI) and Average Service Availability Index (ASAI) are calculated on real-time basis to monitor performance.

Rolta OneView™ provides all the above information and metrics to the Power distribution companies with the ability to drill down and understand Performance related issues.

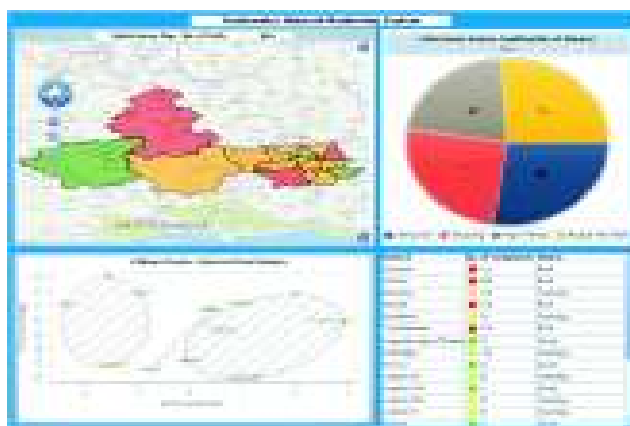
Rolta's customer base for Power Utilities includes 3 of the Forbes global power companies and 1 of India's largest gas distribution companies who decided to engage Rolta for their Digital Transformation Excellence Program. For example, a large power utility company in GCC chose to contract with Rolta to enhance their Outage Management Analytics solution while another department within the organization chose to deploy Rolta OneView™ to strengthen their statutory compliance system for statutory reporting to the Electricity & Cogeneration Regulatory Authority.

Rolta was recently also awarded a new contract by a major UK based utility company that delivers electricity to London, the South East and the East of England. This seven year, multi-million-pound contract was established to manage and update their spatially-enabled network asset information.

Water – Meter Data Analytics and Compliance Management

In most developed countries, Water Utilities industries have been mandated to deploy Smart Meters for efficient monitoring of the customer bills and water usage. Rolta OneView™ BI Big Data Analytics solution is ideally suited to address the needs of the Water Utility Industry. With the inherent capabilities of Data Science, Locational Analytics, Rolta OneView™ can visually depict clusters of meters which have not been depicting incremental changes, thereby accurately pin pointing the location of leakages for early detection and rectification.

Rolta was recently engaged by a one of the largest European Water Utility to provide Analytics as a Service over the Cloud. With the increasingly stringent Government regulatory and reporting norms, several water utilities are finding that Rolta OneView™ with its predictive analytics could become a natural choice to meet these ongoing requirements.



Transportation

Rolta has acquired a wealth of experience and an impressive track record in implementing sophisticated systems for the transportation organizations in India and globally. Rolta OneView™ for Transportation is the leading solution provided by Rolta that addresses the analytics and Operational Excellence requirement of the Transportation industry and helps companies move towards Smart Transportation System. The solution helps integrate data from the various operational systems as well as the traditional IT systems to provide a single window system to monitor the various aspects of the complex Transportation network.

In the Smart Transportation segment Rolta has been working very closely in the North American Markets Co-driving map 21 transportation standards along with the transportation authorities. Similarly, Rolta has been the integrated transportation analytics partner for many DOTs in Americas. Rolta has been also leading the smart transportation authority in EMEA for realizing their vision of Digital Transformation.

For example, Rolta was recently awarded a contract to develop an automated Traffic Services Permit System in the Middle East. Rolta's Smart Transportation solution will replace the customer's current systems for managing the application, review, response, and management of various permits. Similarly, in India, a metro rail network organisation recently chose Rolta for its end-to-end enterprise IT capability to design, supply, implement, optimize and subsequently help manage their IT infrastructure operations.



Rolta Products, Services & Solutions

BI & Big Data Analytics

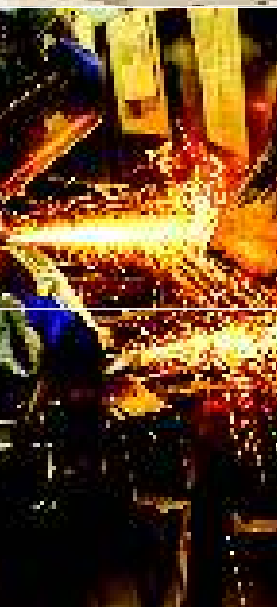
- Rolta OneView™ for Utilities
- Rolta OneView™ for Transportation
- Rolta OneView™ for Power
- Rolta OneView Core
- Rolta OneView Operation Insights
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- Rolta Supply Chain Insights
- Rolta HSE Insights
- Rolta Project Insights
- Rolta Customer Insights
- Rolta Traffic & Congestion Insights
- Rolta Greenhouse Gas Emission Management
- Rolta Business Insights
- Rolta Strategy Management
- Rolta Social Media Analysis
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- Rolta Predictive Analytics
- Rolta Prescriptive Analytics
- Rolta Forecasting
- Rolta What-if Scenario Analysis
- Rolta Semantic Analysis
- Rolta Spatial Analysis
- Rolta Terminal Performance Analytics

Enterprise IT Applications

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- Rolta Defined Infrastructure
- Rolta Cloud Enablement
- Rolta Cloud Adviser
- Rolta Mobility
- Rolta Platform & Process Integration
- Rolta Managed Services
- Rolta Database Management & Administration
- Rolta Managed Enterprise Applications
- Rolta Project Portfolio Management
- Rolta Enterprise Security
- Rolta Service Management

Geospatial Applications

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





Industry Overview

Manufacturing

The manufacturing sector today is facing challenges in terms of investment in research and development, global competitiveness with low price manufacturers, identifying potential buyers for high price products and ability to adapt to the changing scenario. The application of advanced technologies in manufacturing such as nanotechnology, cloud computing, the Internet of Things (IoT) are changing the face of manufacturing in ways unimaginable a few decades ago. In addition to cutting the costs, these technologies create speed, precision, efficiency and flexibility for manufacturing companies. Rapid advances in material science, artificial intelligence, automation/robotics, optics and mechatronics, among others, are driving transformational change in manufacturing technologies to meet increasingly challenging future demands. Customized functionality, high quality, affordable cost, greater functionality, energy efficiency and environmentally sustainable methods or tools are changing manufacturing.

Retail

There are many challenges faced by the organized retail sector and these are stopping the retail industry from reaching its full potential, the problems lie in the changing behavior of consumers, lack of retail space, shortage of trained manpower, shrinkage, slow moving inventory, long lead times and inability to accurately forecast demand. Disruptive technologies in a way to resolve these problems are changing the very nature of retail competition. Business ecosystems are a major enabler of these newer retailers, allowing them to access talent, technology, and platforms on an as-needed basis. And while traditional retailers usually sell only what they hold in inventory, business ecosystems enable newer entrants to access, and make available to customers, a wider assortment of products. The rise of e-commerce, new forms of payment, and collaborative consumption has transformed the consumer-retailer relationship, creating opportunities for new business models.

Healthcare

The challenges of providing and funding health care around the globe haven't changed much over the last few years. Organizations are finding value in bringing digital transformation and new technology to the health care market. With Telemedicine even patients in remote areas can receive the

highest quality of care. Mobility and Cloud Access allows hospitals, insurance companies, and doctor's offices to store patient medical records in the cloud, with patients able to access test results online 24/7. With wearables and IoT patients can even be prompted to check their weight, pulse, or oxygen levels, and enter results into mobile patient portals accessible by doctors in real time. It's a healthy new way to look at health care, and one that holds promise for all of us with easy access to the digital landscape.



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. Some of the key business value drivers are consolidation & automated migration to next generation analytics, customer engagement and digital services, retail outlet terminal performance analytics, early warning & fraud detection etc.

At the IT infrastructure layer, Rolta is helping these industries to do "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.



Rolta's Cloud solutions provide a secure, fast and predictable experience. Rolta's Cloud solution covers all the phases of a cloud project, namely – Planning, Building, Managing and Innovating. Rolta has developed a wide range of Cloud related service offerings which include:

- Cloud use-case and technology assessment
- Cloud roadmap and transformation services
- Infrastructure design for private and hybrid clouds
- Complete cloud enablement – private, public and hybrid
- Cloud monitoring and Operations
- Business Enablement services

Rolta's Cloud Solutions provide major benefits including savings on hardware and software, enhanced scalability, and unprecedented levels of IT resource flexibility. For example, a global leader in the development of industrial plastics for the automotive and electronics industry was looking for Cloud transformation to meet their explosive growth. They engaged Rolta for a US \$ 3.3 M contract to provide an innovative Cloud based 'pay per use' utility model that moved costs from CAPEX to OPEX. Rolta also provided Cloud environment for a leading global supplier of Vision systems to support their manufacturing applications in a deal worth US \$ 1.8M.

Business Intelligence and Analytics continues to remain a top spending 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™, a unique automated solution for migration and consolidation of databases and BI reporting tools, plays a vital role in accelerating BI and Big Data Analytics maturity journey for manufacturing companies. For example, one of the world's premier pharmaceutical manufacturing company selected Rolta based on its unique automated platform to convert several thousand legacy reports and consolidate them onto a single BI platform of their choice.

A Software Manufacturer, addressing the Oil & Gas market with solutions for production operations, finance, accounting, land and reserves management engaged Rolta to migrate their underlying Oracle database to SAP HANA in order to leverage its in memory analytics capabilities. Similarly, an American Fortune 500 corporation that designs, manufactures, and distributes engines and generators, choose Rolta for effecting their strategic consolidation in their BI and Analytics landscape.

Rolta applies deep technological expertise and manufacturing industry insights to clients' specific priorities that help drive reliability, efficiency and cost control. Rolta's flagship BI Big Data Solution, Rolta OneView™, continues to remain at the leading edge with innovations such as AI, Deep Machine Learning, Data Lake and Predictive Analytics. Rolta was recently selected by one of the largest petrochemical conglomerate to consolidate all their process assets, comply with standards and provide centralized access to the latest as-built information of their plant assets by maintenance and project teams. Similarly, a North American specialty chemicals manufacturer wanted to automate its analytics for Overall Equipment Effectiveness as it was 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.

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. Similarly, one of the world's largest retail chain stores based out of North America recently signed a Master Services Agreement to consolidate their dashboards and reports on to a single platform which is expected to grow into a multi-million-dollar contract. While at the other corner of the world one of the largest dairy company in New Zealand chose Rolta to migrate their analytics to the latest in-memory analytics platform.

The onset of new digital technologies has created major security concerns for various organizations across the world. Rolta specializes in transforming security operations to complement business direction and priorities, and ensures confidentiality of IT services consistently and effectively.

A Fortune 500 Global health products distribution company signed a US \$ 3.6M contract with Rolta to implement a Smart Network Security solution. Another major US restaurant chain was tasked with improving their network and mobile security across 1500 restaurants. They chose Rolta for their enterprise security and networking solutions to protect their Customers and Employees from mobile generated security threats.

Rolta continues to gain traction in the Manufacturing, Healthcare and Retail industries by providing state of the art solution in Cloud services, Mobility, Security and BI Big Data Analytics.



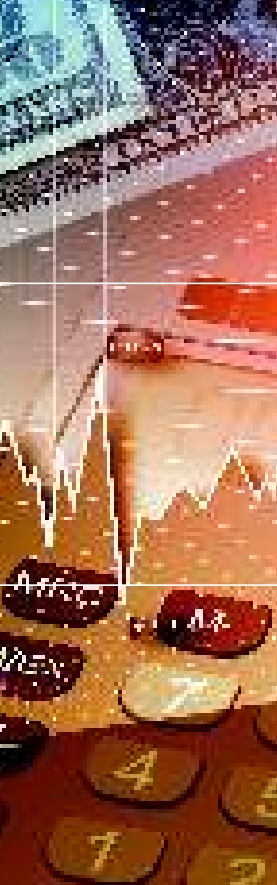
Rolta Products, Services & Solutions

Enterprise IT Applications

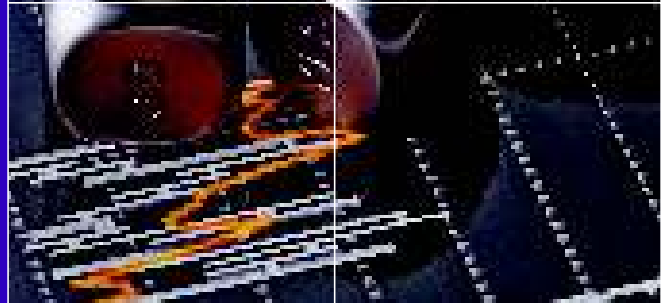
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- Rolta Service Management

Enterprise, BI & Big Data, Analytics

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- Rolta Business Insights
- Rolta Strategy Management
- Rolta Sentiment Analysis
- Rolta Descriptive Analytics
- Rolta Diagnostic Analytics
- Rolta Predictive Analytics
- Rolta Prescriptive Analytics
- Rolta Forecasting
- Rolta What-if Scenario Analysis
- Rolta Semantic Analysis
- Rolta Profitability Analysis
- Rolta Human Resources Analysis
- Rolta Financial Analysis
- Rolta Procure and Spend Analysis
- Rolta Project Analysis
- Rolta EAM Analysis



Banking & Financial Services Insurance





Industry Overview

The financial services industry is going through dramatic changes as a consequence of changing customer behavior, increasing expectations, channel proliferation, disruption, innovative use and adoption of new technologies and the digitization of business and society in general. They are facing challenges in several areas like return on investment, delivering to the demands of consumer, quickly adapting to changes, increased regulatory requirements and increased competition. Business and IT leaders from financial services organizations are under pressure to innovate and develop digital value propositions. Digital disruption is occurring at every level of the financial services industry. New competitors, new channels, new processes and new consumer expectations are shifting the banking industry paradigm. The new solutions, which come out of a strong support for disruptive technology-based innovation, give the possibility of forming a new digital relationship with the client, optimizing costs, differentiating products and, in short, consolidating a business model with a sustainable capacity to create value.

With the use of IoT technologies, banks can offer tailored products and solutions to help customers make the best financial decisions at all times, by providing a holistic view of their finances wherever and whenever they like.

The explosive growth of structured and unstructured data, availability of new technologies such as cloud computing and machine learning algorithms, have created a 'perfect storm' for the expanded use of artificial intelligence in financial services. By implementing artificial intelligence technology, banks would see costs cut dramatically, along with improved functionality and increased offerings. With the ability to find, gather, and analyze large amounts of data instantaneously then decipher those findings with brain-like intelligence.

Rolta Offerings

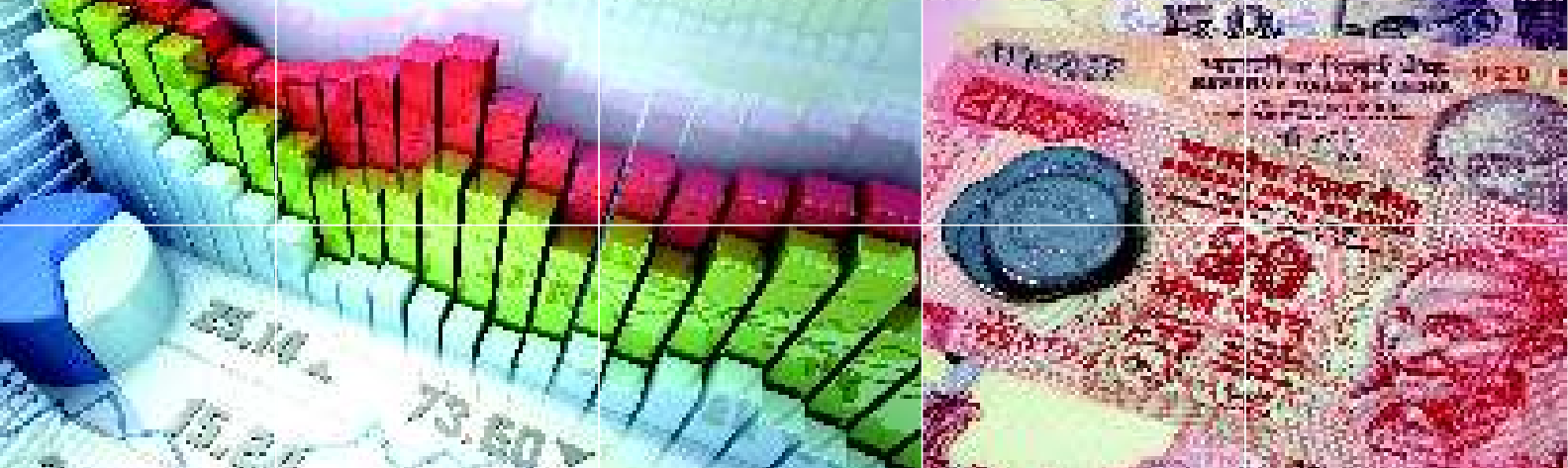
Rolta has adopted a holistic approach to address the end-to-end requirements of banks and insurance companies to address their converged infrastructure, cloud and mobility requirements, creation of cloud enabled enterprise applications as well as building advanced analytics solutions to unlock the value of information.

Rolta provides a comprehensive set of solutions covering mobile devices and data management, security and its policy and compliance to help organizations to securely adopt mobility. For a leading commercial bank in the US, Rolta built a mobile strategy based on its strong advisory capabilities. The bank had more than 750 locations and wanted its 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.

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 global bank engaged Rolta to architect its ambitious roadmap for its highly elastic converged infrastructure requirements in its high availability data center. As a result, it now has a cost effective scalable solution to meet its growing IT requirements. Such engagements provide Rolta with the early insights into its clients' IT roadmap and allows it to expand its footprint across its BFSI portfolio.

BI, Big Data Analytics and Data Science are increasingly playing a major role in providing banks to perform Advanced





Predictive and Prescriptive Analytics. Spurred by the success of its flagship solution 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 has developed 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. These products use cutting edge technologies like Recursive Tensor Neural Network (RNTN), Neural Nets for Natural Language Processing, Fuzzy string matching, sentiment analysis etc. to provide a comprehensive solution to banking customers. Some of the advanced IP based Analytics solutions that Rolta has brought to the market are described in more detail below.

Early Warning Analytics

Rolta's Early Warning Analytics identifies incipient sickness in an account based on transactional as well as non transactional sources of data and shortlists such accounts and separates them into Very High Risk, High Risk and Medium Risk categories. The system also processes unstructured data and has a text mining algorithm to do a sentiment analysis on text. The system integrates and co-relates data from bank's internal system as well as a variety of external sources like Web, Social Media, External Credit Rating Agencies, Regulatory/Legal Bodies, Industry/Associations, etc.

Fraud Prevention Analytics

Rolta's Fraud Prevention Analytics solution is a collection of complex algorithms which analyses transaction patterns and finds traces of fraud in the transaction patterns. The algorithms look for patterns like statistically significant values, transaction loops, repeat transactions, missing entries, similar text data using fuzzy string matching, over clean data, login patterns, irregular cash transactions, irregular IP addresses for net banking transactions, irregular transactions over credit cards, etc

Customer Engagement Analytics

Rolta helps banks look at the drivers behind 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.

Rolta's Customer Engagement Analytics solution helps in Customer Acquisition, Customer Engagement and Customer Retention. With the power of Big Data, the solution provides prescriptive analytics to suggest the best regions/sectors for sales activities to maximize deposit generation. It can also suggest best location to open ATMs/service outlets. The solution has advanced statistical algorithms in place to suggest the next best offers for the existing customers. It identifies customers to whom value added services may be offered which will optimize the cost of marketing. The solution analyzes branch performance in terms of customer satisfaction over a period of time.

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.

A leading bank in US 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 forecast.

Another leading bank in Southeast Asia that engaged Rolta for its financial transformation program leveraging OFSAA. Its 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. With the solution provided by Rolta 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 has also won contracts worth almost \$21M from a major National Insurance and Financial Services Company in the US for their Data Centre Transformation in order to manage their growing diverse international operations and the ever expanding data.



Rolta Products, Services & Solutions

Enterprise BI & Big Data Analytics

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

Enterprise IT Applications

- Rolta SmartMigrate™
- Rolta AIM SmartMigrate
- Rolta Smart Data Integrity
- Rolta AIM SmartTag Metadata Manage
- Rolta AIM Smart Metadata Manage
- Rolta AIM SmartLoadRTR
- Rolta AIM SmartDataLoadAnalyzer
- Rolta SmartDataPropagator for 3D
- Rolta SmartDataFusion for SPEL
- Rolta SmartDataPropagator for P&ID
- Rolta Oracle eBusiness Suite
- Rolta Financials
- Rolta Human Resources
- Rolta Customer Relationship Management
- Rolta Asset Management
- Rolta Database and BI Platform consolidation
- Rolta Enterprise Performance Management
- Rolta Enterprise Knowledge Hub
- Rolta Enterprise Data Lake
- Rolta Enterprise Application Integration
- Rolta Advizer™ Suite
- Rolta Data Center Architecture and Design
- Rolta Cloud Enablement
- Rolta Converged Systems and Software Defined Infrastructure
- Rolta Cloud Advizer
- Rolta Mobility
- Rolta Platform & Process Integration
- Rolta Managed Services
- Rolta Database Management & Administration
- Rolta Managed Enterprise Applications
- Rolta Project Portfolio Management
- Rolta Enterprise Security
- Rolta Service Management

Shareholder Information

Annual General Meeting:

Date : Saturday, September 23, 2017
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 2017-18 (tentative and subject to change)

Board Meetings - Financial reporting:

2nd Quarter ended September 2017 – On or before
14th November, 2017.

3rd Quarter ended December 2017 – On or before
14th February, 2018.

Financial year ending March 2018 (Audited) – On or before
30th May 2018.

General Meeting:

Annual General Meeting for the year ending March 31,
2018 – August / September 2018

Date of Book Closure:

Book Closure dates September 21, 2017 to September 23,
2017 (both days inclusive)

Dividend:

The Company has not declared any dividend for the
Financial Year 2016-17

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 2017-2018 has been duly
paid to the stock exchange(s).

International Listing

GDR listed on London Stock Exchange

In the year 2006, Company had offered 1,84,82,143 Global
Depository Receipts (GDRs) representing 1,84,82,143 equity
shares par value ₹ 10 each. The aforesaid GDRs are listed on
London Stock Exchange (LSE) and are on the official list
Financial Conduct Authority (FCA). The holders have
converted the GDRs into equity shares from time to time and
as on March 31, 2017, 3,39,619 GDRs (equivalent to 3,39,619
equity shares) are outstanding.

Considering the low trading volume of the Company's GDRs
and Cost of servicing which includes Annual listing fee of LSE
& FCA fees, the Board of Directors at its meeting held on May
30, 2017 have approved the delisting from the LSE and
cancellation from the official list of FCA. Accordingly, LSE &
FCA vide their notice dated June 30, 2017 have delisted /
cancelled the aforesaid GDRs.

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.

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.

8.875% Senior Notes:

Trustee and Security Agent

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

Paying Agent, Transfer Agent and Registrar

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

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

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

Share Transfer System & address for correspondence

98.42% 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-101, 247 Park, L B S Marg
Vikhroli West,
Mumbai – 400083
Tel No:- 022-49186270,
Fax No :- 022-49186060
Email : rnt.helpdesk@linkintime.co.in

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

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

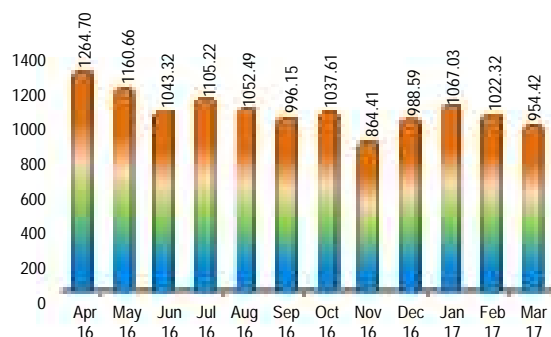
- a) National Securities Depository Ltd. (NSDL)
 - b) Central Depository Services (India) Ltd. (CDSL)
- Annual Listing fees for the year 2016-17 (as applicable) have been paid to the Stock Exchanges.

Volume as percentage of Equity

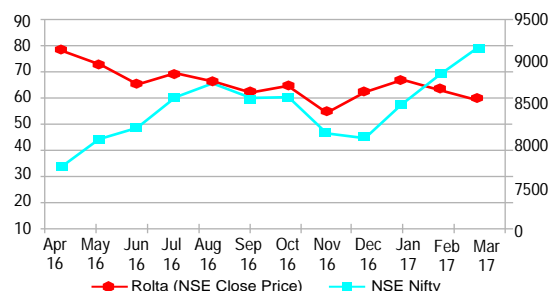
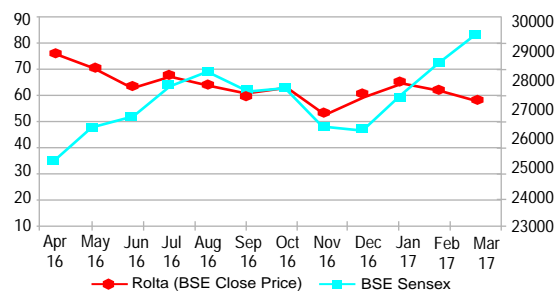
The Company's scrip continues to enjoy good trading volumes in relevant stock exchanges offering high liquidity. Over 79.85% of the trading volume is on the NSE. The total number of shares traded on National Stock Exchange and BSE Limited between April 01, 2016 and March 31, 2017 was 24,10,05,650 which represents 146.71% of the Share Capital of the Company as on March 31, 2017.

MARKET CAPITALIZATION

in Cr.



PERFORMANCE OF ROLTA IN COMPARISON TO BSE / NIFTY



Shareholder Information

Shareholding Pattern
as on March 31, 2017



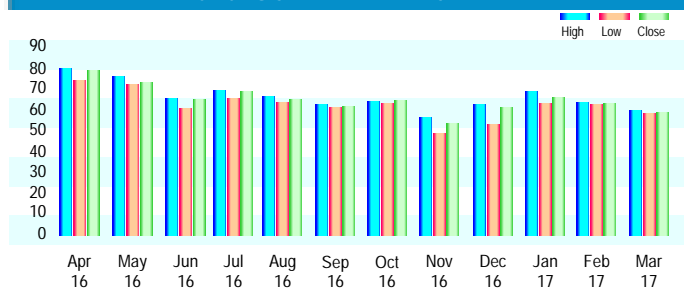
Distribution Schedule as on March 31, 2017

Range (In ₹)	Total Holders	% of Total Holders	Total Holding	% of Total Capital
1-500	122870	86.3937	18265924	11.1194
50-11000	10901	7.6648	8526213	5.1903
100-12000	4617	3.2464	7007448	4.2658
200-13000	1466	1.0308	3779858	2.3010
300-14000	696	0.4894	2507573	1.5265
400-15000	449	0.3157	2104259	1.2810
500-110000	673	0.4732	4955272	3.0165
1000-1*****	549	0.3860	117124815	71.2996
Total	142221	100.0000	164271362	100.0000

Distribution of shareholding by ownership as on March 31, 2017

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	8,32,97,195	50.71
2	FII / GDR	1,53,78,127	9.36
3	MFs / FIs / banks / Corp. Bodies / OCBs	58,82,221	3.58
4	NRIs / Foreign Nationals	24,50,627	1.49
5	Public	5,72,63,192	34.86
	Total	16,42,71,362	100.00

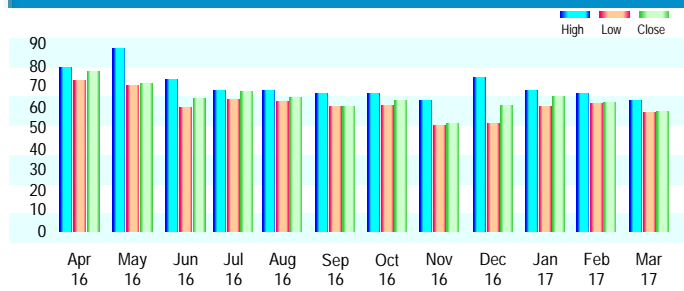
BSE STOCK MARKET PRICE DATA



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 (Rs) (As on 31.03.2017)
1	24-11-2010	2009-10	3.25	05-01-2018	71,54,115.50
2	28-11-2011	2010-11	3.50	09-01-2019	74,67,498.50
3	24-11-2012	2011-12	3.00	05-01-2020	66,99,123.00
4	23-11-2013	2012-13	3.00	04-01-2021	74,44,675.00
5	27-09-2014	2013-14	2.25	07-11-2021	45,55,613.91
6	26-09-2015	2014-15	3.00	06-11-2022	54,61,647.00
7	20-08-2016	-	-	-	-

NSE STOCK MARKET PRICE DATA



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.

The Company had transferred a sum of ₹ 57,53,103/- during the financial year to the Investor Education and Protection Fund established by the Central Government. The said amount represents Unclaimed Dividend for the financial year 2008-2009 with the Company for a period of 7 years from the due date of payment.

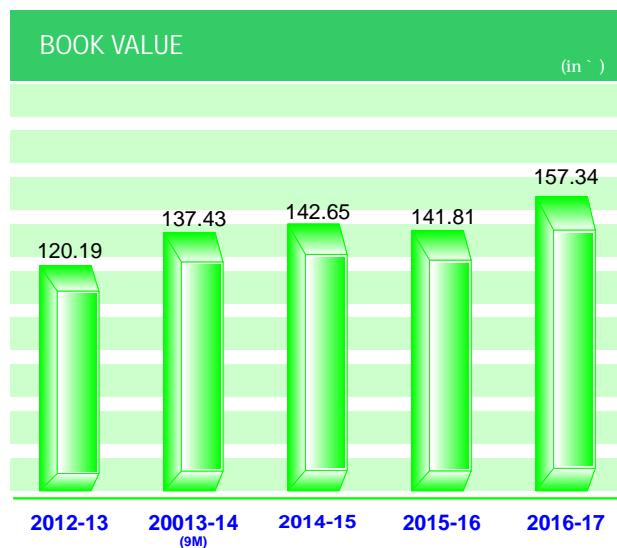
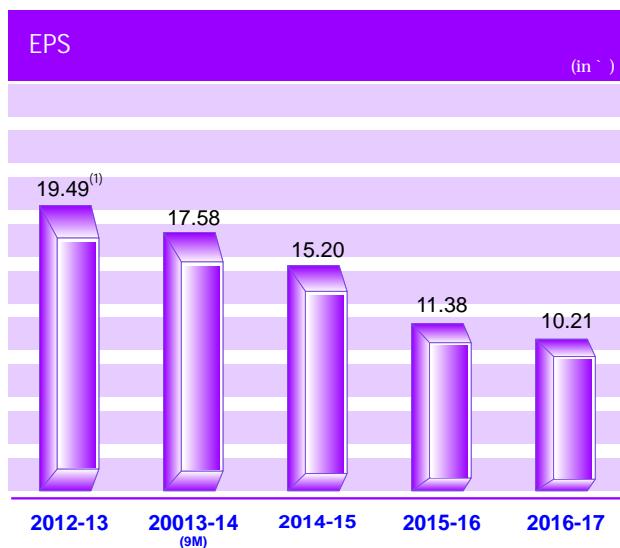
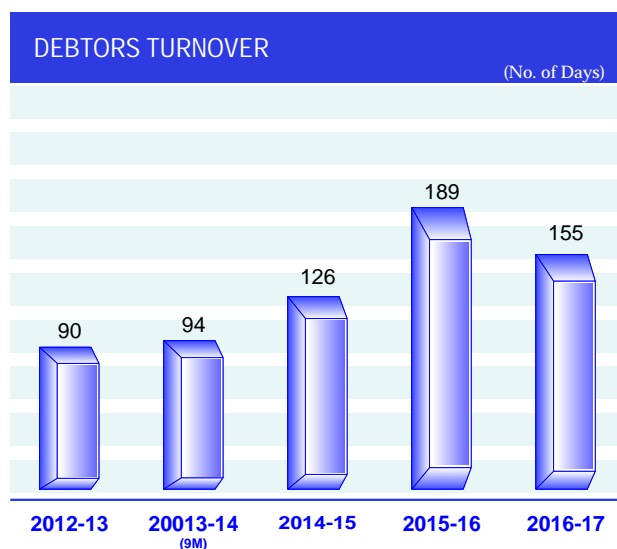
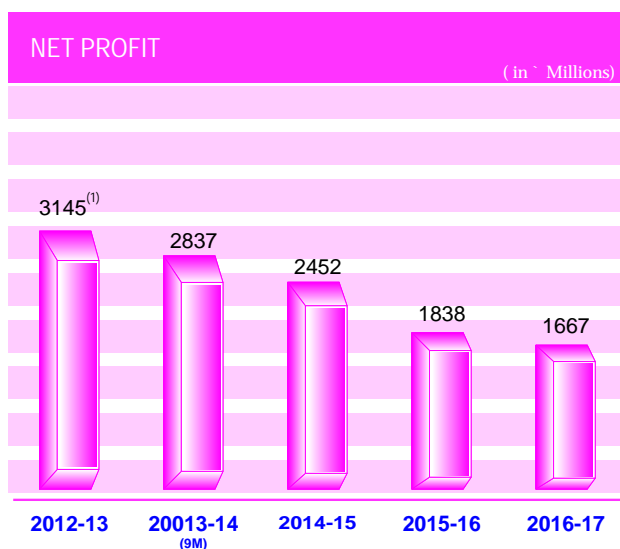
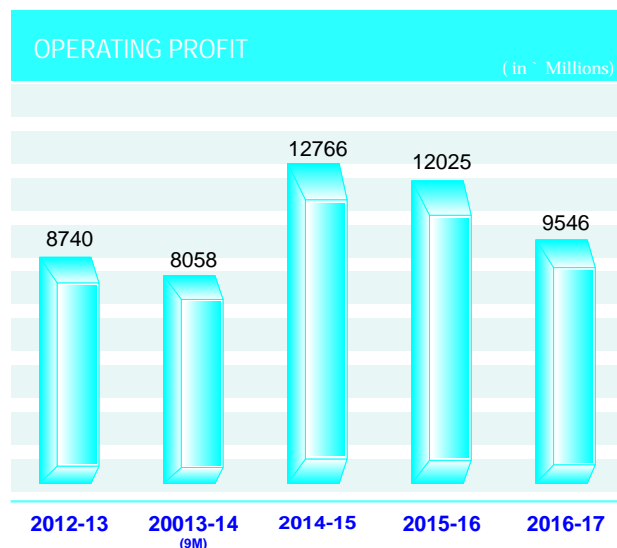
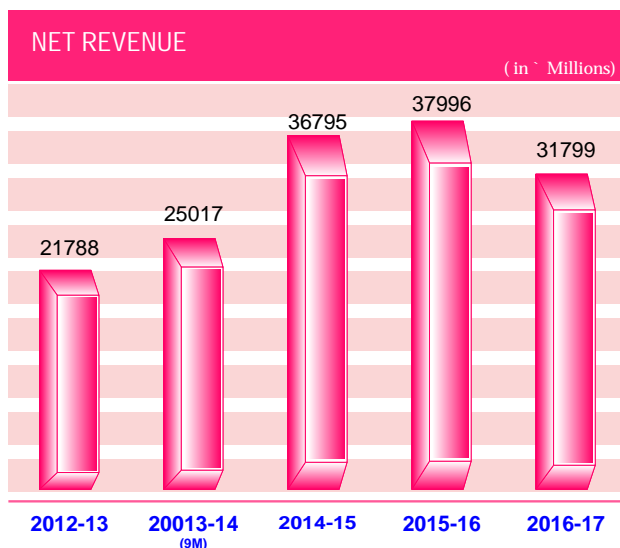
Rolta Monthly Price (BSE) April 01, 2016 to March 31, 2017

Month	High (₹)	Low (₹)	Close (₹)	Avg. Close (₹)	Daily Avg. Volume
Apr 16	79.90	73.50	77.70	76.79	110546.44
May 16	88.60	71.25	71.80	78.83	269986.14
Jun 16	73.25	60.15	64.05	65.06	227561.09
July 16	68.65	64.50	67.85	66.10	149973.40
Aug 16	68.45	62.75	64.45	64.56	98386.05
Sep 16	67.00	60.50	61.00	62.76	158769.95
Oct 16	66.80	62.20	63.50	63.72	124257.10
Nov 16	63.45	48.10	52.90	56.68	73729.90
Dec 16	74.30	52.25	60.50	60.77	612986.73
Jan 17	68.30	62.55	65.30	64.24	263924.62
Feb 17	68.30	62.10	62.30	63.98	129737.63
Mar 17	63.35	57.50	58.10	59.53	97744.64

Rolta Monthly Price (NSE) April 01, 2016 to March 31, 2017

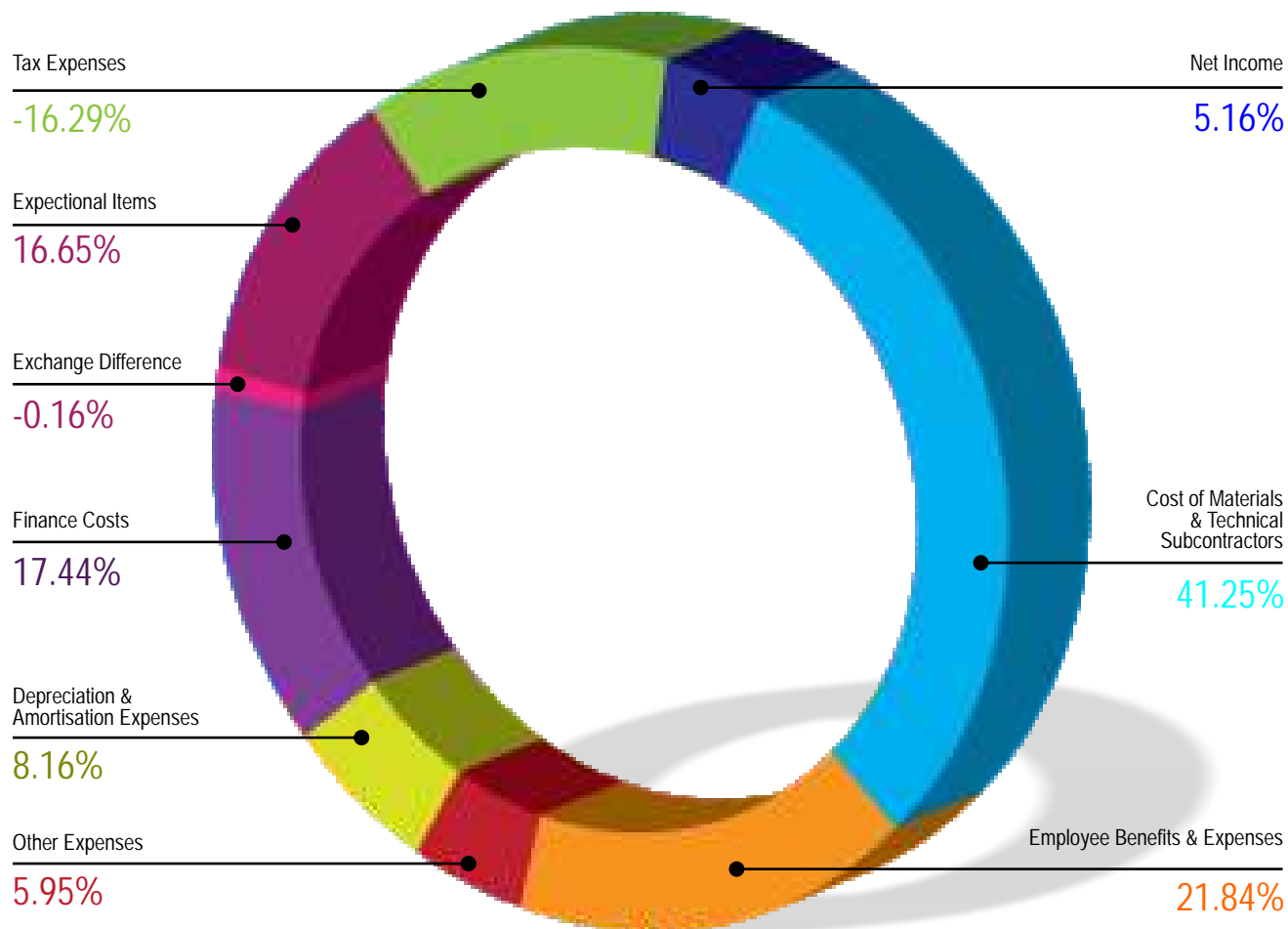
Month	High (₹)	Low (₹)	Close (₹)	Avg. Close (₹)	Daily Avg. Volume
Apr 16	79.85	73.40	77.60	76.76	462799.94
May 16	88.70	70.65	71.75	78.83	1025713.32
Jun 16	73.35	60.30	64.25	65.03	862208.36
July 16	68.75	64.15	67.7	66.09	539607.95
Aug 16	68.40	62.90	64.65	64.56	352893.09
Sep 16	66.95	60.40	60.85	62.72	619271.50
Oct 16	66.80	61.00	63.30	63.79	391788.65
Nov 16	63.50	51.00	52.70	56.68	275439.62
Dec 16	74.30	52.00	60.65	60.75	2688801.95
Jan 17	68.40	60.50	65.20	64.25	967413.86
Feb 17	66.40	62.15	62.40	63.97	522831.21
Mar 17	63.25	57.60	58.05	59.48	411721.73

Ratios & Ratio Analysis

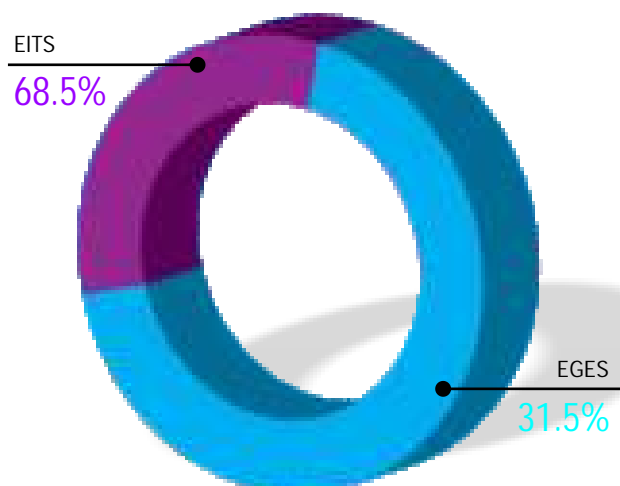


⁽¹⁾ Excluding exceptional items

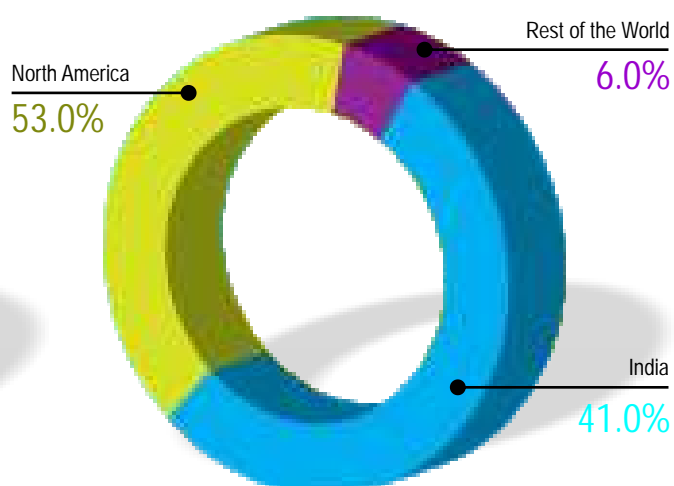
Distribution of Revenue 2016-17



Revenue Mix SBGs



Revenue Mix Geography



BOARD'S REPORT

To,
The Members
Rolta India Limited

Dear Members,

Your Directors are pleased to present the 27th Annual Report on the business & operations of your Company together with Audited Financial Statements & Auditor's Report for the Financial Year ended 31st March, 2017.

FINANCIAL HIGHLIGHTS & REVIEW OF PERFORMANCE

The Company's financial performance, for the year ended 31st March, 2017 is summarised below:

(₹ In Crore)

	Consolidated	
	Financial year ended March 31 st , 2017	Financial year ended March 31 st , 2016
Revenue		
Sales of IT Solutions and Services	3,179.88	3,799.59
Other Income	43.68	38.21
Total Revenue	3,223.56	3,837.80
Expenses		
Cost of Materials & Technical Subcontractors	1,329.61	1,519.39
Employee Benefit Expenses	703.96	792.54
Finance Costs	562.08	478.02
Depreciation and Amortization Expenses	263.09	542.75
Other Expenses	191.66	285.17
Exchange Difference Gain / (Loss)	(5.34)	74.10
Total Expenses	3,045.06	3,691.97
Profit / (Loss) before Exceptional items and tax	178.50	145.83
Exceptional Items		
Provision cum Write off of Debtors	536.84	--
Profit before Tax	(358.34)	145.83
Tax expense / benefit	525.08	37.96
Profit / (Loss) for the year	166.74	183.79

Results of Operations and the State of Company's Affairs

Ministry of Corporate Affairs (MCA) on February 16, 2015 notified that Indian Accounting Standards (Ind-AS) are applicable to certain class of Companies from April 1, 2016 with transition date of April 1, 2015. Ind-AS has replaced the previous Indian GAAP prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounting) Rules, 2014.

The reconciliation and effect of the transition from previous GAAP to Ind-AS have been set out in Note No. 2(III) in the notes to account in the Standalone Financial Statement and Note No. 3 (III) in the notes to accounts in the Consolidated Financial Statement

During the year under review, your Company has registered consolidated revenue for financial year ended March 31, 2017 at ₹ 3,179.88 Crore against ₹ 3,799.59 Crore in previous year, registering a decrease in Year-on-Year growth of 16.31%. The total Consolidated Earnings before interest, tax, depreciation and amortization (EBITDA) for financial year

ended March 31, 2017 is ₹ 954.65 Crore against ₹ 1,202.49 Crore in previous year, registering a Year-on-Year decline of 20.61%. Consolidated profit after tax for the financial year ended March 31, 2017 is ₹ 166.74 Crore as against ₹ 183.79 Crore in previous year.

The basic Earnings Per Share after exceptional item and tax for the financial year ended March 31, 2017 was ₹ 10.21 as against previous period ₹ 11.38. The basic Earnings Per Share was computed by considering the weighted average number of shares outstanding during the period as per the provisions of 'Accounting Standard 20' notified under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rule 2014.

The Company's consolidated net worth increased to ₹ 2,584.63 Crore as on March 31, 2017 from ₹ 2,307.18 Crore in March 31, 2016, reflecting the inherent strength of the Company. The book value per share as on March 31, 2017 is ₹ 157.31 as against ₹ 141.81 at the end of March 31, 2016.

Financial performance:

The Financial performance on Standalone basis is as follows:

(₹ In Crore)

	Standalone	
	Financial year ended March 31 st , 2017	Financial year ended March 31 st , 2016
Revenue		
Sales of IT Solutions and Services	1,454.91	1,829.71
Other Income	13.52	47.35
Total Revenue	1,468.43	1,877.06
Expenses		
Cost of Materials & Technical Subcontractors	374.20	141.48
Employee Benefit Expenses	137.73	216.34
Finance Costs	155.99	97.16
Depreciation and Amortization Expenses	95.01	471.09
Other Expenses	74.37	142.17
Exchange Difference Gain / (Loss)	(11.34)	78.96
Total Expenses	825.96	1,147.20
Profit / (Loss) Before Exceptional Items and Tax	642.47	729.86
Exceptional Items		
Less : Provision cum Write off of Debtors	536.84	-
Less : Loss on Transfer of Business	-	653.56
Profit / (Loss) Before Tax	105.63	76.30
Tax Expenses	(0.14)	48.30
Profit / (Loss) for the year	105.49	124.60

The Company's standalone revenue was ₹ 1,454.91 Crore for the financial year ended March 31, 2017 as against ₹ 1,829.71 Crore for the previous financial year ended March 31, 2016 representing 20.5% decrease. The Profit after tax for the financial year ended March 31, 2017 is ₹ 105.49 Crore as against ₹ 124.60 Crore in the previous financial year ended March 31, 2016 after providing for exceptional item of loss on transfer of business amounting to ₹ 653.56 Crore.

Rolta continues to incur significant expenses on a very prestigious and time bound defense project, which required considerable ongoing investment during the current year also. This coupled with certain other cyclical factors have resulted in non-payment of interest coupon on Bonds raised by US Subsidiary Companies. The Company's financial and legal advisors have initiated discussions with their counterparts representing an ad hoc committee composed of the largest bondholders to discuss potential appropriate solutions to the present situation. The discussions are presently in progress. For further information bond holder may contact at Project_Rome_WorkingTeam_Int@moelis.com

BUSINESS OPERATIONS OVERVIEW AND OUTLOOK

Business Overview

The world of information technology is changing dramatically with the emergence of disruptive Digital technologies. Businesses today are no longer satisfied by automating business transactions but are looking for Business Outcomes to remain relevant and succeed in the Digital Economy. This revolution is being fueled by technologies such as the Cloud, Mobility, Enterprise / Cyber Security, Internet of Things (IoT) and Big Data Analytics, amongst others. The nexus of these technologies and the pervasive hyper connected networks is responsible for the deluge of digital data and is posing major challenges to organizations. With over 80% of digital data having a locational context, adding a geospatial dimension is vital for deeper insights. Globally, organizations cutting across Industries are increasingly demanding Digital Transformation solutions to remain relevant and succeed in the Digital Economy.

Rolta has been charting a course to constantly transform itself to remain relevant in the face of relentlessly changing digital technologies and market needs while remaining focused on core competencies. The Company continues to make investments in developing differentiating intellectual property (IP) targeted to this growing demand for Digital

Transformation Solutions. Rolta with its rare combination of deep Geospatial and Engineering expertise combined with its IT prowess and differentiated IP based software packages has established an enviable track record to help its customers on their Digital Transformation in each of the areas it serves.

India Defence and Security

Rolta continues to be in a leadership position in the Indian Defence and Security software market of Command and Control (C2) & Intelligence, Surveillance and Reconnaissance (ISR) and assisting them to usher in their Digital Transformation. The Company's world class indigenously developed Military-of-the-Shelf (MOTS) IP has been deployed and proven operationally, across the country. Accordingly, Rolta is considered amongst a handful of highly accomplished companies that meet the stringent 'Make India' vision of the Government. Defence Procurement Procedure 2016 promulgated by the Ministry of Defense ("MoD"), introduced the categorization of "Indigenously Designed, Developed and Manufactured (IDDM)" as most preferred category for procurement to fulfil this vision. As a result, Rolta is poised to greatly benefit due to its track record and investments in creating indigenous products and solutions for Indian defence over last 20 years.

Today, Rolta's C2 & ISR solutions are deployed in large number of locations of the Indian Army which are acting as great force multiplier for the National security. Rolta has now moved into the next generation technologies and possesses large number of solutions like Rolta Operational Planning (ROP) Software Suite, Wargaming for Conventional Ops, Aeronautical Information Based Flight Planner and AF Overall Planning System. With its cutting edge technologies, Rolta will continue to provide its stellar solutions to meet the operational requirements of the three services.

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. Rolta is uniquely poised to migrate these solutions to the next generation, 64 bit Rolta IP based ISR suite. Rolta's 64 bit next generation ISR INT and Situation awareness solution includes a ruggedized Laptop based implementation that has the ability to capture terrain & operational intelligence for decision makers at strategic and operational levels of land, sea and air forces. Powerful simulation features facilitate INT acquisition planning

Battlefield Management System (BMS): The Battlefield Management System (BMS), aimed at ushering in Digital Transformation of the Indian Army, is one of the largest such program in the world. Ministry of Defence (MoD) has selected the exclusive consortium of BEL, Bengaluru and Rolta as a Development Agency for the Battlefield Management System (BMS) project worth about ₹ 70,000 Crore.

The Battlefield Management System (BMS) is an ambitious Command & Control, Communications, Computing and Intelligence (C4I) project under the MoD's 'Make India' program. This project will usher digital transformation of the Indian Army's battlefield operations down to the fighting echelons operating at the forward edge of the Tactical Battle Area at the Battalion and Combat Group levels and below. The BMS solution provides situational awareness, visualization and Decision Support with the aim of optimizing 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 soldier SDR, the overall system design, integration, installation, commissioning and maintenance of the BMS programme. The project is progressing well and the BEL-Rolta Consortium has successfully crossed various milestones including the submission of the revised Detailed Project Report (DPR).

Communications: Rolta has successfully expanded its business into Military & Security Comms domain and offers a variety of world-class Communication products. In Defence communication domain, Rolta has adopted a focused approach towards communication solutions based on Software Defined Radio (SDR). Besides addressing the Soldier SDR for BMS, Rolta in partnership with world leaders has offered solutions for many high value projects and is under consideration for prestigious projects like SDR, High Capacity Radio Relays and many more.

Defence Security: Rolta's indigenous Defence security solutions include world-class solutions for Defence Security. Rolta continues to play a strong role in the Defence Security market in India by providing a full range of solutions that cover Border management, Critical military infrastructure protection, Def Cyber security, Coastal security, Vessel Traffic Management Solution(VTMS), Multi-agency integration and Emergency response systems. Rolta's indigenous Defence security solutions, which include field proven software like Rolta Command and Control™ and Rolta Crime Analytics™ have been recognized for the significant value they bring to security programs across the nation.

Defence Security & Analytics: Rolta has successfully harnessed GeoBI and big data analytics technologies for meeting the needs of Defence. Rolta solutions provide Machine learning and Artificial Intelligence, Predictive and prescriptive analytics which have been offered to address large number of important Defence projects.

Geospatial Solutions

Convergence and integration of Geospatial technology with various information systems is playing a critical role in decision-making and problem solving across a wide spectrum. The most significant changes in the Geospatial world will not come from any one single technology, but from a combination and an interplay between multiple technologies like Cloud, Internet of Things, Big Data, Mobility, Artificial Intelligence, etc. Clearly adding a geospatial dimension is vital for deeper insights considering 80% of digital data has a locational context. Rolta has built end-to-end Geospatial capabilities enabling the organization to create secure geospatial enabled digital repositories, create interactive portals for smart insightful and collaborative decision making with Geospatial Analytics to drive business outcomes. Geospatial technology is a vital ingredient for any effective Smart City Solutions. Rolta has been successfully leveraging its Geospatial expertise and proven IP in the areas of Smart Cities and e-Governance. The Company has built an enviable portfolio for addressing a wide spectrum of Smart City requirements cutting across Utilities, Transportation, Environment, Land Management Public Works, Urban Planning, Disaster Management, and Safety amongst others. These products typically provide intuitive actionable insights by contextually integrating numerous agency-centric systems while also offering a visually rich means of collaboration and communication of spatial data. Rolta has deployed till date more than 400 geospatial enabled

Smart City projects in various parts of the world across Canada, North America, Europe, Middle East and India.

Engineering Digital Information Management Systems

Asset intensive industries have realized the intrinsic value of their digital asset information and are demanding robust Engineering Information Management systems for effective plant management. Rolta's unique ability to integrate its portfolio of engineering solutions with enterprise-level IT has positioned the Company to address this growing demand. Leveraging on its Engineering strengths, Rolta has built an enviable track record to help asset intensive industries in their quest for digital transformation, by combining deep industry domain knowledge and cross functional technical expertise. With the company's IP led automation and deep engineering expertise in Asset Information Management Solution, Rolta has up till now successfully delivered hundreds of million dollar projects in North America, Middle East, Japan and India. Rolta's Asset Lifecycle Management solutions are precursors to large digital transformation initiatives which many industries are adopting to address the problems of having accurate, up-to-date data for subsequent deeper analytics. This has helped Rolta to address multiple projects for developing Intelligent Asset Information systems for refineries in India, Middle East and the UK.

Enterprise IT, Cloud, Mobility and Cyber Security Solutions

In this digital era, organisations are increasingly embracing Mobility and the ubiquitous Cloud computing for greater accessibility and flexibility, customisation and integration with their enterprise applications such as ERP and Web Portals. The movement of data outside the confines of the organisation's firewall is raising security issues and Rolta has developed a tiered security approach covering cyber, perimeter, network, endpoint, application and data security with a comprehensive portfolio of solutions and services that exploits Rolta IP at all stages. Customers are increasingly looking for a single vendor capable of designing, delivering, optimizing and subsequently managing their Enterprise wide solutions. Rolta's focus in the area of Enterprise IT is to deliver end-to-end solutions, whether for sophisticated BI and Big Data Analytics, building specialized Enterprise Applications customized for individual verticals, Mobility or for creating underlying sophisticated Cloud enabled IT Infrastructure.

IoT & Big Data Analytics:

Journalists today are comparing Digital Data in this 21st century as the new Oil. Organisations who recognize the fundamental value in this data and learn to extract it will be able to reap the huge benefits. Rolta has developed a complete portfolio of Big Data Analytics tailored to suit individual industry needs and is helping organisations to take data driven decisions instead of relying on intuition and gut feel. The Company addresses the full spectrum of IoT and Big Data analytics maturity journey covering initial advisory, data discovery, enablement of big data landscape, establishing an asset information model (AIM) to secure IoT integration and culminating in advanced analytics. The flagship Rolta OneView® Enterprise Suite is a unique, Big Data Analytics solution that addresses the needs of enterprises to exploit the business value of Big Data. Rolta OneView® leverages the company's patented technology for real-time IoT integration of sensor data from disparate operations and business systems to offer cross functional visibility of all the critical business functions. Ongoing innovations such as AI, Deep Machine Learning, Data Lake and Predictive Analytics together with new features and functionality including embedded process integration and rules platform, Data Lake, Enterprise Asset Condition Monitoring, 3D/4D Spatial visualizations, Enterprise Search & collaboration ensure the product remains at the leading edge.

The maturity and exceptional value of Rolta's Products and Solutions are clearly evident from the tremendous traction built by Rolta over the years with more than 100 BI and Big Data Analytics customers worldwide. This customer base includes several marquee clients who have adopted Rolta's BI and Big Data Analytics Solution for their Digital Transformation including 11 Fortune 500 companies and 2 Indian Navratnas. What is even more encouraging is that Rolta's BI and Big Data customers span across all the asset intensive industries served by the Company.

Rolta Today

The Company's expanding portfolio of products and solutions together with the ability to uniquely provide innovative Digital Transformation Solutions has resulted in the Company becoming a market leader in the carefully selected areas of business in India and a recognized player in the global market. Rolta is being increasingly recognized by industry analysts and technology leaders as a company that truly offers innovative business solutions tailored for each of the verticals that Rolta serves. Various awards and citations received by the Company are testimonials to Rolta's differentiated approach. Rolta today is uniquely leveraging the exceptional combination of IT, Geospatial and Engineering domains addressing high growth Verticals with proven Rolta IP led solutions built around Rolta IP with 250+ copyrights/patents.

DIVIDEND

In order to conserve resources, your Directors have not recommended any dividend for the Financial Year ended March 31, 2017. No amount has been transferred to reserve during the year.

The Company had transferred a sum of ₹ 57,53,103/- during the financial year to the Investor Education and Protection Fund established by the Central Government. The said amount represents Unclaimed Dividend for the financial year 2008-2009 with the Company for a period of 7 years from the due date of payment.

SHARE CAPITAL

The paid up equity share capital of the Company as on March 31, 2017 was ₹ 1,64,27,13,620 divided into 16,42,71,362 equity shares of ₹ 10/- each. During the year under review, the Company has allotted 15,67,266 equity shares of ₹ 10/- under ESOP Plan to the eligible employees of the Company and its subsidiaries. Further, the Company has not issued shares with differential voting rights. The Company has not issued 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, 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, 2017, Eight (8) 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 has 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. The Company reviews the execution of Risk management plan and ensures its effectiveness including identification, evaluating, monitoring, and minimizing identifiable risks.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), 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 (NRC) framed a policy for selection and appointment of Directors, Top 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 Top Management.
- evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- recommend to the Board on remuneration payable to the Directors, Key Managerial Personnel and Top Management.

The authority to identify right candidates for the appointment of Top Management is vested with the Chairman & Managing Director. The Human Resource Department will facilitate in identifying the candidates internally or externally. NRC will consider the candidates proposed by the Chairman & Managing Director and recommend to the Board for its consideration and appointment in accordance with the applicable provisions of the Act and Rules.

COMPOSITION OF AUDIT COMMITTEE

Audit Committee of the Company has been constituted in line with the provisions of Regulation 18 of Listing Regulations read with Section 177 of Companies Act, 2013. The members of Audit Committee comprised of Ms. Homai A Daruwalla (Chairperson), Mr. K R Modi, Mr. Ramnath Pradeep and Mr. Ramakrishna Prabhu. 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 10,50,000 stock 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 policy 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:

- in the preparation of the annual accounts, the applicable accounting standards had been followed and there are no material departures;
- 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 and loss of the Company for that period;
- 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; and
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDITORS

(i) Statutory Auditors

In the Annual General Meeting (AGM) held on August 20, 2016, M/s. N M Raiji & Co., Chartered Accountants have been appointed Statutory Auditors of the Company for a period of Four (4) years to hold office till the conclusion of the AGM to be held in the Calendar year 2020 (subject to ratification by the members at every AGM). Accordingly, M/s. N M Raiji & Co., Statutory Auditor of the Company holds office until the conclusion of the ensuing Annual General Meeting.

The Company has received letter from M/s. N M Raiji & Co., Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013, and that they are not disqualified from such appointment in terms of Section 141 (3) (g) of the Companies Act, 2013 & Rules made thereunder. In terms of requirements of Listing Regulations, M/s. N M Raiji & Co., Chartered Accountants has confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. Being eligible offer themselves for appointment, accordingly Board recommends ratification of appointment of M/s. N M Raiji & Co., Chartered Accountants, as Statutory Auditors of the Company to hold the office as such up to the conclusion of AGM to be held in the Calendar year 2018.

The Auditor's Report for the Financial Year ended March 31, 2017 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 had appointed M/s. Virendra Bhatt, Practicing Company Secretary as Secretarial Auditor of the Company to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2017. The report of the said 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 Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rule 2014, form part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company.

As on March 31, 2017, the Company has 3 Indian and 2 overseas wholly owned Subsidiaries and 11 step-down overseas subsidiaries. The Company has reorganized its various business groups, considering emerging business opportunities in the arena of Digital Transformation and Data Analytics. The Company is charting a course to constantly transform itself in order to remain relevant in the face of relentlessly changing digital technologies and market needs, while still remaining focused on core competencies and

transition from Services to a predominantly IP led Solutions organization. This necessitated moving employees within various business groups and subsidiary companies. In the process, the Company has transferred Big Data Analytics related employees along with certain assets and liabilities to Rolta BI & Big Data Analytics Private Ltd., (formerly known as Rolta Optronics and Communications Pvt. Ltd).

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 as per 129 (3) of the Act, is also included in this Annual Report in form AOC-1 as Annexure A. The financial statements of the subsidiary companies are available for inspection of the shareholders at the Registered Office of the Company during the working hours.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

None of the transaction with related parties falls under the scope of Section 188(1) of the Act. Information on transaction 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 Companies Act, 2013 are given in the notes to the Financial Statements.

DEPOSITS

During the Financial Year ended March 31, 2017, the Company has not accepted any deposits falling within the ambit of Section 73 of the Companies Act, 2013 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 & 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. The policy has been uploaded on the website of the Company.

DIRECTORS

Re-appointment

The earlier appointment of Mr. Kamal K. Singh, as Executive Chairman & Managing Director (CMD) of the Company for a period of 5 years expired on June 30, 2017.

In view of his outstanding, excellent and invaluable services to the Company, the Board at its meeting held on May 30, 2017 re-appointed Mr. Kamal K. Singh, as Executive Chairman & Managing Director of the Company for a period of five years, from July 1, 2017 to June 30, 2022. Mr. Kamal K Singh, will attain the age of 70 years during the extended tenure of five years and hence the proposed appointment requires the approval of members by way of a special resolution in terms of Section 196(3) of the Companies Act, 2013. Accordingly, Board proposes to extend his appointment for another period of 5 years subject to the approval of the members of the Company at the ensuing Annual General Meeting

Mr. K R Modi, Non-executive Independent Director of the Company was appointed for 3 (three) consecutive years on September 27, 2014, whose term expires in 2017. In terms of Section 150 of the Companies Act, 2013, Mr. K R Modi, being eligible, offers himself for re-appointment by the members. In the opinion of the Board, Mr. K R Modi fulfills the conditions specified in the Companies Act, 2013 for such re-appointment. His re-appointment is proposed for another term of three years.

During the year under review all Non- executive Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.

Retirement by rotation

Pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, one-third of such of the Directors as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every AGM. Mr Kamal K Singh, Chairman and Managing Director, (in terms of Article 111 (b) of the Articles of Association) and Mr. K R Modi, Ms. Homai A Daruwalla, Mr. Ramnath Pradeep, Lt. Gen. Padam Pal Singh Bhandari (Retd) being Independent Directors are not liable to retire by rotation. Mr. Rajesh Ramachandran, Lt. Gen. K T Parnaik (Retd.) and Mr. Ramakrishna Prabhu being Executive Directors are directors appointed liable to retire by rotation. Mr. Ramakrishna Prabhu, Director will retire by rotation at the ensuing AGM, and being eligible, offer himself for re-appointment in accordance with provisions of the Companies Act, 2013.

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, are 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.

ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the Financial Year ended March 31, 2017, 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 Regulations 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

At Rolta, we consider human capital as its biggest strength and endeavor to attract the best talent from across the industry. Rolta believes that motivated employees give their best hence Company's efforts are to provide a world class work environment through flexible policies and processes.

Rolta understands the importance of work-life balance, career advancement, learning and growth opportunities for all its employees. Rolta has adopted flexi work timings and innovative rewards and recognition schemes to enable ROLTAites to deliver their best and take care of their personal commitments as well.

Rolta cares for its employees, the annual health checkup and in house medical centre, medical health insurance for employee & its family, cafeteria services, etc. are few of the positive step towards this philosophy. Rolta believes in creating an empowered work culture and we also continue to be amongst the best pay masters in the industry.

Rolta believes that its work force is its non-replaceable resource, hence continuously invests in its people to maintain competitive advantage in the market place, it achieves so by providing avenues for learning and development through various training programs and policies.

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, 2017

FORM AOC.1

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	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of Share
1	Rolta Thales Limited	31-Mar-17	INR	-	5.00	(5.07)	0.01	0.08	-	-	(0.01)	-	(0.01)	-	51%
2	Rolta Defence Technolgy Systems Pvt. Limited	31-Mar-17	INR	-	25.00	791.49	2,904.21	2,087.72	-	216.83	8.19	(19.80)	27.99	-	100%
3	Rolta BI & Big Data Analytics Pvt. Ltd.*	31-Mar-17	INR	-	0.01	(7.29)	28.84	36.12	-	-	(6.96)	-	(6.96)	-	100%
4	Rolta International Inc.	31-Mar-17	USD	1 USD = INR 64.8386	382.32	(643.25)	2,887.17	3,148.10	422.13	74.94	(246.86)	(477.95)	231.09	-	100%
5	Rolta Global BV.	31-Mar-17	USD	1 USD = INR 64.8386	0.01	(113.93)	411.74	525.66	406.23	-	(41.15)	-	(41.15)	-	100%
6	Rolta Canada Limited	31-Mar-17	CAD	1 CAD = INR 48.73625	146.12	(45.55)	106.33	5.76	-	10.20	2.58	-	2.58	-	100%
7	Rolta Americas LLC	31-Mar-17	USD	1 USD = INR 64.8386	-	(61.08)	2,611.68	2,672.76	-	0.09	(18.41)	-	(18.41)	-	100%
8	Rolta LLC.	31-Mar-17	USD	1 USD = INR 64.8386	-	(84.89)	862.05	946.95	-	-	(22.14)	-	(22.14)	-	100%
9	Rolta Asia Pacific Pty. Limited	31-Mar-17	AUD	1 AUD = INR 49.5927	0.22	(9.92)	0.79	10.50	-	-	-	-	-	-	100%
10	Rolta Advizex Technologies LLC	31-Mar-17	USD	1 USD = INR 64.8386	8.04	58.55	305.11	238.52	-	1,583.61	(7.16)	-	(7.16)	8.30	100%
11	Rolta Middle East FZ- LLC	31-Mar-17	AED	1 AED = INR 17.6749	2.62	(345.41)	362.76	705.54	-	64.60	(64.14)	-	(64.14)	-	100%
12	Rolta Saudi Arabia Limited	31-Mar-17	SAR	1 SAR = INR 17.3096	2.58	(25.33)	12.52	35.28	-	15.82	0.31	-	0.31	-	100%
13	Rolta Muscat LLC	31-Mar-17	OMR	1 OMR = INR 168.820	-	-	-	-	-	-	-	-	-	-	100%
14	Rolta UK Limited	31-Mar-17	GBP	1 GBP = INR 80.8797	85.12	(335.98)	270.94	521.80	-	34.86	(49.12)	29.75	(19.37)	-	100%
15	Rolta Benelux B.V	31-Mar-17	EUR	1 EUR = INR 69.2476	9.22	(49.65)	2.41	42.84	-	0.48	(0.71)	-	(0.71)	-	100%
16	Rolta Hungary Kft.	31-Mar-17	HUF	1 HUF = INR 0.22456	0.07	(0.16)	0.67	0.75	-	1.58	0.09	-	0.09	-	100%

* Earlier known as Rolta Optronics & Communications Private Limited

Note:

- 1) Balance Sheet items are converted into Indian Rupees by applying closing exchange rate for the year.
- 2) Revenue items are converted into Indian Rupees by applying average exchange rate for the year.
- 3) This dividend has been paid before March-2017.
- 4) Total Asset also includes value of investments.

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

For and on behalf of Board of Directors



K. K. Singh
Chairman & Managing Director



K. R. Modi
Director



Ramakrishna Prabhu
Director - Finance & Corporate Affairs



Verinder Khashu
Company Secretary & Head Legal Affairs

Mumbai,
August 14, 2017

FORM NO. AOC – 2

[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 31st March, 2017.

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	Salient terms
Rolta International Inc.	Subsidiary	April 01, 2016 to March 31, 2017	Based on transfer pricing guidelines
Rolta Americas LLC	Subsidiary	April 01, 2015 to March 31, 2017	Based on transfer pricing guidelines
Rolta UK Ltd	Subsidiary	April 01, 2016 to March 31, 2017	Based on transfer pricing guidelines
Rolta Benelux BV	Subsidiary	April 01, 2015 to March 31, 2017	Based on transfer pricing guidelines
Rolta Middle East FZ- LLC	Subsidiary	April 01, 2016 to March 31, 2017	Based on transfer pricing guidelines
Rolta Saudi Arabia Ltd	Subsidiary	April 01, 2015 to March 31, 2017	Based on transfer pricing guidelines
Rolta Canada Ontario Ltd	Subsidiary	April 01, 2016 to March 31, 2017	Based on transfer pricing guidelines
Rolta Advizex Technologies LLC	Subsidiary	April 01, 2016 to March 31, 2017	Based on transfer pricing guidelines
Sunsolar Renewable Energy Private Limited (<i>formerly known as Rolta Power Pvt. Limited</i>)	Common Director	June 01, 2014 ongoing	Rental income including security deposit received
Rolta Pvt. Limited	Common Director	July 01, 2013 ongoing	(i) Lease / Maintenance (ii) Royalty fees (iii) Reimbursement of expenses

(b) Aggregate Value of the above contracts or arrangements or transactions is ₹ 119.10 Cr during the year ended March 31, 2017.

For and on behalf of Board of Directors



K. K. Singh
Chairman & Managing Director

Mumbai,
August 14, 2017

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:

Non-executive directors	Title	Ratio to median remuneration
Mr. Kamal K Singh	Chairman & Managing Director	0.06
Mr. Rajesh Ramachandran ²	Joint Managing Director – GPTS	23.63
Lt. Gen. K T Parnaik (Retd.) ²	Joint Managing Director – Defence & Security	23.92
Mr. Ramakrishna Prabhu ²	Director – Corporate Affairs & CFO	17.82
Mr. Atul Dev Tayal ¹	Joint Managing Director & Chief Operating Officer - Domestic Operations	8.39

- (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. Rajesh Ramachandran ²	Joint Managing Director – GPTS	-
Lt. Gen. K T Parnaik (Retd.) ²	Joint Managing Director – Defence & Security	-
Mr. Ramakrishna Prabhu ²	Director – Corporate Affairs & CFO	-
Mr. Atul Dev Tayal ¹	Joint Managing Director & Chief Operating Officer - Domestic Operations	-
Mr. Verinder Khashu	Company Secretary & Head Legal / Compliance	11.68

¹ Resigned w.e.f. May 30, 2016

² Appointed as Director w.e.f. May 30, 2016

- (iii) The percentage increase in the median remuneration of employees in the financial year: -6.42

- (iv) The number of permanent employees on the rolls of Company: 864 (For standalone entity, Rolta India Limited does not include employees on Company's subsidiary payrolls.)

- (v) 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	31 st March, 2017
Average percentage increase in the salaries of employees (other than the managerial personnel) who were in employment for the full financial year	6.53
Average increase in the salary of the Managerial Personnel for the full financial year	11.68

- (vi) 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, 2017

[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-101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400083 Tel No:- 022-49186270, Fax No :- 022-49186060 Email : 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	56.84
2.	System Integration & Enterprise IT Solutions (EITS)	998316	43.16

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(46)
2	Rolta BI & Big Data Analytics Pvt. Ltd. Rolta Tower A, Rolta Technology Park, MIDC, Andheri (East), Mumbai - 400 093.	U29253MH2014PTC255827	Subsidiary	100	2(46)
3	Rolta Defence Technology Systems Private Limited Rolta Tower C, Rolta Technology Park, MIDC, Andheri (East), Mumbai - 400 093.	U74120MH2015PTC269505	Subsidiary	100	2(46)
4	Rolta International Inc. Rolta Center, 5865 North Point Parkway, Alpharetta, GA 30022.	Not Applicable	Subsidiary	100	2(87)(ii)
5	Rolta Global B V Jupiterstraat 96, Pluspoint2, 2132 HE, Hoofddorp, Netherlands.	-do-	Subsidiary	100	2(87)(ii)
6	Rolta Canada Ltd 140 Allstate Parkway, Suite 503, Markham, Ontario L3R 5Y8, Canada.	-do-	Subsidiary	100	2(87)(ii)
7	Rolta Asia Pacific Pty Ltd Grant Thornton Level 17, 383 Kent Street Sydney NSW 2000.	-do-	Subsidiary	100	2(87)(ii)
8	Rolta LLC Rolta Center, 5865 North Point Parkway, Alpharetta, GA 30022.	-do-	Subsidiary	100	2(87)(ii)
9	Rolta Americas LLC Rolta Center, 5865 North Point Parkway, Alpharetta, GA 30022.	-do-	Subsidiary	100	2(87)(ii)
10	Rolta Advizex Technologies LLC 6480 Rockside woods Blvd N, Independence, OH 44131, USA.	-do-	Subsidiary	100	2(87)(ii)
11	Rolta Saudi Arabia Ltd. Office No. 601, Al Jawhara Building, King Fahad Street , PO Box 68371, Riyadh 11527, KSA.	-do-	Subsidiary	100	2(87)(ii)
12	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)(ii)
13	Rolta UK Ltd 100 Longwater Avenue, Green Park, Reading RG2 6GP, United Kingdom.	-do-	Subsidiary	100	2(87)(ii)
14	Rolta Benelux B V Jupiterstraat 96, Pluspoint2, 2132 HE, Hoofddorp, Netherlands.	-do-	Subsidiary	100	2(87)(ii)
15	Rolta Hungry Ltd 1093 Budapest Vamhaz Korut 13, Hungary.	-do-	Subsidiary	100	2(87)(ii)
16	Rolta Muscat LLC KOM 4, Knowledge Oasis Muscat, P.O. Box 60, PC :135, Muscat, Oman.	-do-	Subsidiary	100	2(87)(ii)

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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters & Promoter Group									
(1) Indian									
a) Individual/ HUF	2518389	-	2518389	1.55	2518389	-	2518389	1.54	-0.01
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	80554370	-	80554370	49.51	80778806	-	80778806	49.17	-0.34
e) Banks / FI/ Any Other.	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	83072759		83072759	51.06	83297195		83297195	50.71*	-0.35
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
Total Share- holding of Promoter									
(A) = (A)(1)+(A)(2)	83072759	-	83072759	51.06	83297195	-	83297195	50.71	-0.35
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	800	-	800	0.00	800	-	800	0.00	-
b) Banks / FI	364722	1000	365722	0.23	521858	1000	522858	0.32	0.09
c) Central Govt	102	-	102	0.00	102	-	102	0.00	-
d) State Govt(s)	-	-	-	-	-	-	-	-	0.00
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	3908242	-	3908242	2.40	3908242	-	3908242	2.38	-0.02
g) FIs	20273609	-	20273609	12.46	15038508	-	15038508	9.15	-3.31
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (HUF)	-	-	-	-	2217167	-	2217167	1.35	1.35
Sub-total (B)(1):-	24547475	1000	24548475	15.09	21686677	1000	21687677	13.20	-1.89
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	4779155	25312	4804467	2.95	5333051	25312	5358363	3.26	0.31
ii) Overseas	200	-	200	0.00	200	-	200	0.00	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	40283011	2299060	42582071	26.17	39902185	2240483	42142668	25.65	-0.52
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	3921125	-	3921125	2.41	8246242	-	8246242	5.02	2.61
c) Others									
i) Clearing Member	806003	-	806003	0.50	1202036	-	1202036	0.73	0.23
ii) Foreign Nationals	205000	51250	256250	0.16	104965	51250	156215	0.10	-0.06
iii) Non resident Indian	1719551	289192	2008743	1.23	1550715	283412	1834127	1.12	-0.11
iii) Trust	8700	-	8700	0.01	7020	-	7020	0.00	-
Sub-total (B)(2):-	51722745	2664814	54387559	33.43	56346414	2600457	58946871	35.88	2.45
Total Public Shareholding (B)=(B)(1)+ (B)(2)	76270220	2665814	78936034	48.52	78034091	2600457	80634548	49.09	0.57
C. Shares held by Custodian for GDRs & ADRs	695303	-	695303	0.43	339619	-	339619	0.21	-0.22
Grand Total (A+B+C)	160038282	2665814	162704096	100.00	161669905	2601457	164271362	100.00	-

*Allotment of 15,67,266 equity shares to the employees under ESOP Scheme has resulted into reduction of promoters shareholding percentage.

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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 Private Limited#	61022370	37.51	-	46136606*	28.09	3.35	-9.42
2	Rolta Shares and Stocks Pvt. Ltd#	18730000	11.51	11.37	33840200*	20.60	20.57	9.42
3	Kamal K Singh A/c Singh Family Foundation	600000	0.37	-	600000	0.37	-	-
4	Rolta Properties Pvt Ltd	401000	0.25	-	401000	0.24	-	-0.01
5	Rolta Resources Pvt Ltd	401000	0.25	-	401000	0.24	-	-0.01
6	Kamal K Singh A/c AIFC	863881	0.53	-	863881	0.53	-	-
7	Aruna K Singh – Managing Trustee of Singh Family Foundation	50000	0.03	-	50000	0.03	-	-
8	Aditya Kamal Singh – Trustee and beneficiary of Singh family Foundation	3928	0.00	-	3928	0.00	-	-
9	Shivani Mittal - Trustee and beneficiary of Singh family Foundation	500290	0.31	-	500290	0.30	-	-0.01
10	Aparna Todi - Trustee and beneficiary of Singh family Foundation	500290	0.31	-	500290	0.30	-	-0.01

(iii) Change in Promoters' Shareholding

Sl. No.	Change in Promoters' Shareholding	Shareholding at the beginning of the year April 01, 2016		Cumulative Shareholding during the year March 31, 2017	
		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 Private 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 – Managing Trustee of Singh Family Foundation Aditya Kamal Singh – Trustee and beneficiary of Singh family Foundation Shivani Mittal - Trustee and beneficiary of Singh family Foundation Aparna Todi - Trustee and beneficiary of Singh family Foundation	61022370 18730000 600000 401000 401000 863881 50000 3928 500290 500290	37.51 11.51 0.37 0.25 0.25 0.53 0.03 0.00 0.31 0.31	46136606* 33840200* 600000 401000 401000 863881 50000 3928 500290 500290	28.09 20.60 0.37 0.24 0.24 0.53 0.03 0.00 0.30 0.30
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): A) Rolta Shares and Stocks Pvt. Ltd 6-Jun-16 * 23-Jun-16 * 16-Sep-16 * 29-Sep-16 * 30-Oct-16 9-Nov-16 10-Nov-16 11-Nov-16 15-Nov-16 16-Nov-16 17-Nov-16 18-Nov-16 21-Nov-16 * B) Rolta Private Limited 6-Jun-16 * 23-Jun-16 * 16-Sep-16 * 29-Sep-16 * 18-Nov-16 21-Nov-16 *	1600000 3400000 6500000 400000 10200 105000 25000 24500 9100 10900 23166 2334 3000000 -1600000 -3400000 -6500000 -400000 6031 -3000000 8205	0.97 2.07 3.96 0.24 0.01 0.06 0.02 0.01 0.01 0.01 0.01 0.00 1.83 0.97 2.07 3.96 0.24 0.00 1.83 0.00	20330000 23730000 30230000 30630000 30640200 30745200 30770200 30794700 30803800 30814700 30837866 30840200 33840200 59422370 56022370 49522370 49122370 49128401 46128401 46136606	12.38 14.45 18.40 18.65 18.65 18.72 18.73 18.75 18.75 18.76 18.77 18.77 20.60 36.17 34.10 30.15 29.90 29.91 28.08 28.09

*Includes Inter-se temporary loan of 1,49,00,000 equity shares between Rolta Private Limited and Rolta Shares & Stocks Pvt. Ltd. # On account of providing on loan of 1,49,00,000 equity shares, the percentage of its holding has reached to 28.09% (from 37.51%) i.e. by reducing 9.42% with a corresponding percentage increase in shareholding of Rolta Shares & Stock Pvt. Ltd.

3	At the End of the year				
	Rolta Private Limited	46136606	28.09	46136606	28.09
	Rolta Shares and Stocks Pvt. Ltd	33840200	20.60	33840200	20.60
	Kamal K Singh A/c Singh Family Foundation	600000	0.37	-	-
	Rolta Properties Pvt Ltd	401000	0.25	-	-
	Rolta Resources Pvt Ltd	401000	0.25	-	-
	Kamal K Singh A/c AIFC	863881	0.53	-	-
	Aruna K Singh – Managing Trustee of Singh Family Foundation	50000	0.03	-	-
	Aditya Kamal Singh – Trustee and beneficiary of Singh family Foundation	3928	0.00	-	-
	Shivani Mittal - Trustee and beneficiary of Singh family Foundation	500290	0.31	-	-
	Aparna Todi - Trustee and beneficiary of Singh family Foundation	500290	0.31	-	-

(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 01-04-2016		Increase / Decrease in shareholding	Reason	Cumulative Shareholding at the end of the year 31-03-2017	
		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&GS Fund	3908242	2.40	0	Nil Movement during the year	3908242	2.38
2	Fidelity Puritan Trust-Fidelity Low-Priced Stock Fund	2699942	1.65	0	Nil Movement during the year	2699942	1.64
3	Vanguard Emerging Markets Stock Index Fund, Aseries Of Vanguard International Equity Index Fund	598806	0.37	1464798	Transfer	2063604	1.26
4	Dimensional Emerging Markets Value Fund	2179606	1.34	-251499	Transfer	1928107	1.17
5	Emerging Markets Core Equity Portfolio (the portfolio) of DFA Investment Dimensions Group Inc. (DFAIDG)	1184330	0.73	53623	Transfer	1237953	0.75
6	Vanguard Total International Stock Index Fund	936910	0.57	-	Nil Movement during the year	936910	0.57
7	MV SCIF Mauritius	668757	0.41	73849	Transfer	742606	0.45
8	The Emerging Markets Small Cap Series of The DFA Investment Trust Company	839332	0.52	-178412	Transfer	660920	0.40
9	State Street Active Emerging Markets Small Cap Non-Lending QIB Common Trust Fund	0	0.00	649344	Transfer	649344	0.40
10	Government of The Province of Alberta Managed by Comgest S.A	569900	0.35	-230281	Transfer	339619	0.21

(v) Shareholding of Directors and Key Managerial Personnel:

S I . No.	For Each of the Directors and KMP	Shareholding at the beginning of the year April 01, 2016		Cumulative Shareholding during the year March 31, 2017	
		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	2000	0.00	-	-
	Ms. Homai A Daruwalla	-	-	-	-
	Mr. Ramnath Pradeep	-	-	-	-
	Lt. Gen. P P S Bhandari (Retd.)	-	-	-	-
	Mr. V K Chopra	-	-	-	-
	Mr. T C Venkat Subramanian	-	-	-	-
	Mr. M V Nair	1000	0.00	-	-
	Mr. Atul Dev Tayal	-	-	-	-
	Ms. Preetha Pulusani	-	-	-	-
	Mr. Ramakrishna Prabhu	-	-	-	-
	Mr. Verinder Khashu	-	-	-	-

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 Ms. HomaiA.Daruwalla Mr. Ramnath Pradeep Lt. Gen. P P S Bhandari (Retd.) Mr. V K Chopra Mr. T C Venkat Subramanian Mr. M V Nair Mr. Atul Dev Tayal Ms. Preetha Pulusani Mr. Ramakrishna Prabhu Mr. Verinder Khashu	- 2000 - - - - - 1000 - - - - -	- 0.00 - - - - - 0.00 - - - - -	- - - - - - - - - - - - -	- - - - - - - - - - - - -

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	1,517.35	-	-	1,517.35
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	16.09	-	-	16.09
Total (i+ii+iii)	1,533.44	-	-	1,533.44
Change in Indebtedness during the financial year				
• Addition	619.71	82.50	-	702.21
• Reduction	251.90	-	-	251.90
Net Change	367.81	82.50	-	450.31
Indebtedness at the end of the financial year				
i) Principal Amount	1860.39	82.50	-	1,942.89
ii) Interest due but not paid	13.81	-	-	13.81
iii) Interest accrued but not due	18.06	-	-	18.06
Total (i+ii+iii)	1,892.26	82.50	-	1,974.76

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ In Crore)

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager					Total Amount
		Kamal K Singh*	Rajesh Ramachandran	K T Parnaik	Ramakrishna Prabhu	Atul Dev Tayal	
1.	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	1.51	1.50	1.14	0.52	4.67
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961*	-	-	0.02	-	0.01	0.03
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-	-	-
2.	Stock Option	-	0.13	-	-	-	0.13
3.	Sweat Equity	-	-	-	-	-	-
4.	Commission						
	- as % of profit	-	0.60	0.60	0.30	-	1.50
	- others, specify...	-	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-	-
	Total (A)	-	2.24	2.12	1.44	0.53	6.33
	Ceiling as per the Act (@10% of profits calculated under section 198 of the Companies Act, 2013)						

*Excluding perquisites value of ESOP exercised. * Availed perquisite of the value of ₹ 39,600 during the year.

Remuneration is not for full year and pertains to the period beginning from the date the person is appointed as a director.

B. Remuneration to other directors:

(₹ In Lakhs)

Sl. no.	Particulars of Remuneration	Name of Directors							Total Amount
		K R Modi	H A Daruwalla	R Pradeep	P P S Bhandari	M V Nair	V K Chopra	T C Venkat S	Total Amount
	Independent Directors								
	• Fee for attending board / committee meetings	12.75	5.00	7.00	5.25	2.25	2.50	2.75	37.50
	• Commission	-	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-	-
	Total (B)	12.75	5.00	7.00	5.25	2.25	2.50	2.75	37.50
	Ceiling as per the Act (@1% of profits calculated under Section 198 of the Companies Act, 2013)								

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

(₹ In Crore)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Chief Financial Officer (CFO) #	Company Secretary	
1.	Gross salary			
	(a) Salary as per Provisions contained in section 17(1) of the Income-tax Act, 1961	0.15	0.74	0.89
	(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			
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit			
	- others, specify...			
5.	Others, please Specify	-	-	-
6.	Total (C)	0.15	0.74	0.89

During the year CFO was elevated as Director and CFO w.e.f. 30.05.2016 hence the remuneration is bifurcated accordingly.

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 31st March, 2017

[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 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, 2017 prima facie complied with the statutory provisions listed hereunder:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 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) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended 31st March, 2017:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (c) 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;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- (vi) For the other applicable laws our audit was limited to:
 - (a) Industrial Disputes Act, 1947
 - (b) The Payment of Wages Act, 1936
 - (c) The Minimum Wages Act, 1948
 - (d) Employees State Insurance Act, 1948
 - (e) The Employees Provident Fund & Miscellaneous Provisions Act, 1952
 - (f) The Payment Of Bonus Act, 1965
 - (g) The Payment of Gratuity Act, 1972
 - (h) The Maternity Benefit Act, 1961
- (vii) I have also examined compliance with the applicable clauses of the following:
 - (a) The listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

- (b) The Company has prima facie complied with Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India.

I report that there are prima facie adequate systems & processes in the Company commensurate with the size & operations of the Company to monitor & ensure compliance with applicable laws, rules, regulations & guidelines subject to observations and qualifications, if any made by Statutory Auditors in their report.

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

I further Report that:

- (a) I rely on statutory auditor's reports in relation to the financial statements, qualifications and accuracy of financial figures for, Sales Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC, FERA etc. as disclosed under financial statements and I have not verified the correctness and appropriateness of the books of accounts of the Company.
- (b) 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.
- (c) as per the information provided prima facie 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.
- (d) as per the information provided majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- (e) The management is responsible for compliances of all applicable laws including business laws. This responsibility includes maintenance of statutory registers/records/ fillings and statements required by the concerned authorities and internal control of the concerned department.
- (f) During the audit period the Company has no specific events like Public/Right/Preferential issue of shares/debentures/sweat equity etc except ESOP.

I further report that:

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of Company.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the Management has conducted the affairs of the company.

Place: Mumbai
14th August, 2017

V. Bhatt

Virendra Bhatt

ACS No – 1157 / COP No – 124

Statement as at 31st March, 2017, 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	ESOP Grant FY 2015-16	ESOP Grant FY 2016-17
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.	2,50,000 options at ₹10/- per share on 14 th May 2015, 6,25,000 options at ₹10/- per share on 9 th November, 2015 and 1,00,000 options at ₹10/- per share on 12 th February 2016.	10,50,000 options at ₹10/- per share on 9 th December 2016.
b)	Pricing formula	Options have been granted at the closing market price of the Equity shares of the Company on National Stock Exchange, on the date of grant.	Options have been granted at the closing market price of the Equity shares of the Company on National Stock Exchange, on the date of grant.	Options have been granted at the closing market price of the Equity shares of the Company on National Stock Exchange, on the date of grant.	Options have been granted at at ₹10/-.	Options have been granted at at ₹10/-.	Options have been granted at at ₹10/-.	Options have been granted at 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.	1,90,000 Options vested since the grant of Options	37,50,000	25000 (out of 07th Feb 2015 grant)	NIL	NIL
d)	Options exercised	22,400	NIL	NIL	29,17,266	25000 (out of 07th Feb 2015 grant)	NIL	NIL
e)	Total number of Ordinary shares arising out of the Options	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f)	Options lapsed / Surrendered	51,36,350 out of grants made on 10/08/2009 have lapsed consequent upon the cessation of employment by the grantees.	2,82,500 out of grant made on 08/12/2010 have lapsed consequent upon the cessation of employment of the grantees	1,10,000 out of grant made on 01/11/2011 have lapsed consequent upon the cessation of employment of the grantees.	24,12,500 out of grant made on 01/01/2013 have lapsed consequent upon the cessation of employment of the grantees.	10,50,000 out of grant made on 3 rd April 2014, 4,00,000 out of grant made on 27 th September 2014 and 8,25,000 out of grant made on 7 th February, 2015 have lapsed consequent upon the cessation of employment of the grantees.	1,75,000 out of grant made on 14 th May 2015, and 1,00,000 out of grant made on 9 th November, 2015 and have lapsed consequent upon the cessation of employment of the grantees.	25,000 out of grant made on 9 th December 2016 have lapsed consequent upon the cessation of employment of the grantees.
g)	Variations of terms of Options	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h)	Money realized by exercise of the Options	32,51,360	NIL	NIL	2,91,72,660	2,50,000	NIL	NIL
i)	Total number of Options in force	8,30,750	22,500	1,00,000	7,70,234	19,00,000	7,00,000	10,25,000
j)	i) Details of Options granted to senior managerial personnel during the Financial Year	NIL	NIL	NIL	NIL	42,00,000	9,75,000	10,50,000 (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	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	NIL	NIL

	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	ESOP Grant FY 2015-16	ESOP Grant FY 2016-17
k)	Diluted Earning Per Share(EPS) calculated in accordance with Accounting Standard 20 issued by ICAI for the year ended March 31,2017.	₹ 6.34						
l)	i) Method of calculation of employee compensation cost	Fair Value Method						
	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	The Company is following accounting IND-AS 102 and has followed the fair value method for ESOP Accounting.						
	iii) The impact of the difference on profits and EPS of the Company for the financial year ended 31 st March, 2017 had fair value of options had been used for accounting Employee Options.	The diluted EPS of the Company calculated at consideration the effect of potential equity shares arising on account of exercise of Options is ₹ 6.34 per share.						

List of Options granted to Senior Managerial Personnel FY 2016-17

Sr. No.	Name	Designation	ESOP GRANT 2016-2017	Region
1	Lt. Gen K T Parnaik (Retd.)	JMD-Defense & Security	2,50,000	Indian
2	Mr. Rajesh Ramachandran	JMD-GPTS	2,00,000	Indian
3	Mr. Ramakrishna Prabhu	Director Corporate Affairs & CFO	1,50,000	Indian
4	Mr. Ashok Kumar Gakhar	Senior Vice President- Defence and Security	50,000	Indian
5	Mr. R. K. Varma	Senior Vice President- Administration and Infrastructure Support	50,000	Indian
6	Mr. Rajesh Garg	CIO & Vice President- (Enterprise Application and IT Transformation)	25,000	Indian
7	Mr. Rupam K Vakil	Vice President- Sales	25,000	Indian
8	Mr. Tariq Farooqui	Vice President- Sales & Marketing	25,000	Indian
9	Mr. Bhadrans R Parameswaran	Vice President- Defence and Security	50,000	Indian
10	Mr. S. G. Mukund	Senior Divisional Director	25,000	Indian
11	Mr. D T Kapadia	Senior Divisional Director	25,000	Indian
12	Mr. Vivek Bhatnagar	Divisional Director	25,000	Indian
13	Mr. Nick Colagiovanni	Vice President & GM - Consulting Services	50,000	Overseas
14	Mr. Matt Garito	Vice President - Finance	1,00,000	Overseas
	Total		10,50,000	

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

B. RESEARCH AND DEVELOPMENT (R & D)

As an innovative IP led solutions Company, it is imperative for Rolta to continue its investments on its research and development to ensure its products and solutions remain at the leading edge. The Company focusses on providing IP led products and industry rich solutions for next generation technologies that include BI Big Data & Analytics, Cloud, Converged Solutions, Enterprise and Cyber security, Mobility, Enterprise Applications, Smart and Safe City Solutions for focussed verticals such as Oil & Gas, Petrochemicals, Power, Manufacturing, BFSI, Healthcare, Retail, Defence and Safety, Government, Telecom, Transportation etc. Based on its relentless R & D efforts Rolta now owns a vast repository of around 250+ copyrights and patents applications for software packages powering the Company's differentiated Digital Transformation Solutions.

Rolta continues to develop new products as well as enriching its existing product suites to ensure the Company's IP remains relevant in this ever changing and evolving technology landscape. Rolta has invested in several R & D Labs to meet specific product development requirements and nurture innovation. These include Battle Lab, Communications Lab, User Experience Lab, BI & Big Data Lab, Mobility Lab etc. They act as incubation grounds for Rolta's cross-functional teams to experiment with new ideas, test and benchmark new algorithms, simulate and evaluate new technologies prior to taking up successful innovations for further product development.

As a conscious and strategic decision the Company chose to accelerate investments and the pace of R & D in the recent years with the aim of transforming the organization to an IP led solutions provider as a critical differentiator. The combination of the Company's rich experience and know-how with ongoing innovations emanating from its R & D efforts is a strong foundation for the growing portfolio of industry-specific products. As a result, Rolta's repeatable IP is proving to be a major differentiator when compared to the approach of pure-play services or consulting companies who typically undertake individual projects. Rolta's business model is therefore somewhat unique in the Indian IT industry. Furthermore, the "Make India" initiative announced by the Government of India and with several large Indian Defence projects categorized as "Make" in the DPP requiring the IP and source code to be indigenously developed and owned by an Indian company, has resulted in a strong impetus to Rolta's R & D efforts.

Typical R & D projects at Rolta are undertaken by specific teams pooled together, comprising of experts drawn from Software, Engineering IT, GIS, Industry and Functional Domain experts, Data scientists etc. based on project requirements. As a global organization developing products for the International markets as well as India, Rolta is forced to judiciously draw from its talent pool from its group companies across the globe, to augment the project teams.

In the recent years Rolta has invested in several R & D Labs to meet specific product development requirements. These include Battle Lab, Communications Lab, User Experience Lab, BI & Big Data Lab,

Mobility Lab etc. These labs act as incubation grounds for Rolta's cross functional teams to experiment with new ideas, test and benchmark new algorithms, simulate and evaluate new technologies prior to taking up successful innovations for further product development.

The in-house R & D at Rolta not only has played a critical role in designing and developing a large set of existing product which are continuously being enhanced but is also instrumental in accelerating development of fresh product suites. A few examples of Rolta's growing product range based on innovative R & D includes:

Growing Portfolio of Intellectual Property

Rolta's continuous investment in R & D demonstrates the organization's unparalleled commitment to the fundamental R&D necessary to drive progress in business. Rolta's relentless efforts at indigenously developing cutting edge intellectual property was rewarded with the issue of two patents during the year by the US Patent & Trademark Office. The first of these patents is for an image processing algorithm used for normalization of colour remote sensing images. This technology facilitates contrast enhancement of satellite images and is critical for defence applications as it improves image interpretation for greater situational awareness. The second patent is for a fast-computational algorithm enabling dynamic display and will be a critical differentiator in the Company's geospatial imaging applications.

Expenditure on R&D:

₹ in Cr

Particulars	Financial Year Ended 31 March, 2017	Financial Year Ended 31 March, 2016
Capital Expenditure	90.09	-
Revenue Expenditure		
- India	66.04	60.30
- Overseas	-	11.67
	66.04	71.97
Total	156.13	71.97
Total R&D expenditure as percentage of total turnover	4.9%	1.9%

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:

₹ in Cr

Particulars	Financial Year Ended 31 March, 2017	Financial Year Ended 31 March, 2016
a. Foreign exchange earnings	57.20	98.28
b. Dividend remittance in foreign currency	-	0.02
c. CIF Value of imports	60.87	76.95
d. Expenditure in foreign currency	51.81	64.06

Corporate Social Responsibility

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

The Rolta Group of Companies, led by its Flagship Company, Rolta India Limited, has been driving towards improvements in the lives of the economically and socially challenged groups of people across the country.

Rolta Foundation is the non-profit CSR arm of the Rolta Group, with funds contributed by the Rolta Group of Companies, focused towards healthcare, education and social upliftment. Rolta works towards being a model corporate entity, contributing towards the nation's inclusive growth, by reaching out across socially and economically underprivileged sections of the society.

Rolta reaches out and enriches lives to create a healthier and happier world. It makes a positive social impact in building a legacy of good. Rolta is committed towards uplifting the social fabric of the society in which it operates. Its efforts in the areas of Education, Healthcare and social upliftment are endeavours towards achieving this end.

Innovation, Insights and Impact define Rolta's social investments, embedded in its brand strategy and stakeholder engagement plan. Rolta Foundation contributes to relevant social issues, their ecosystem, to find sustainable solutions to these challenges.

The social projects, that Rolta Foundation continually sponsors, monitors and expands, aims to open up new career opportunities and affordable healthcare for generations. Major projects being nurtured and supported by Rolta are described herein.

EDUCATION

The Indian Institutes of Information Technology Public – Private Partnership (IIIT PPP) Bill, 2017, declaring these as **"Institutions of National Importance"**, was passed by the Parliament on July 27, 2017, authorizing them to award B.Tech, M.Tech and Doctorate degrees.

Rolta has been selected for sponsoring IIITs as the exclusive IT Industry Partner by the State Governments of Kerala, Maharashtra and West Bengal. The IIITs, have been established by the Ministry of Human Resource Development (MHRD), Government of India, on a Not-for-Profit basis, in partnership with the respective State Governments and the Private Industry Partners.

Rolta has committed a contribution of ₹ 19.2 Cr to the three IIITs, to develop a talent pool for the industry, as well as for research and development of transferable technology and applications, to make a major social impact.

IIIT Kalyani (West Bengal) has completed 3 years. MHRD has nominated IIT Kharagpur as the Mentor Institute, with its Director as the Mentor Director and Dean Computer Science as the Executive Director. Four full time and 22 visiting Faculty members are teaching the 3 batches of around 200 students. Academic sessions are being held in the leased WEBEL building of 3 floors with state-of-the-art infrastructure of library, classrooms and laboratories for Electronics & Computer Science. The boundary wall of the 50 acre campus is nearing completion by CPWD.

IIIT Kottayam (Kerala) has completed 2 years. MHRD has nominated IISER Trivandrum (TVM) as the Mentor Institute, with its Director as the Mentor Director and Dean Academic as well as Faculty for teaching. Academic sessions are being held in the Academic block of the leased premises of IISER, TVM and its hostel facilities are also being used for 2 batches of 64 students. The construction work of the campus is progressing.

IIIT Pune (Maharashtra) has completed 1 year. MHRD has nominated College of Engineering Pune (CoEP) as the Mentor Institute, with its Director as the Mentor Director and Dean Academic as well as Faculty for teaching. Academic sessions are being held in the leased Building of a Private Engineering College and its hostel facilities are also being used for 1 batch of 64 students. The survey of the 100 acre campus has been completed.

Rolta has contributed ₹ 3.2 Cr to IIIT Kalyani, in proportion to that of the respective State & Central Government as well as the progress of the project, and till date 400 students have benefitted from the Institutes. **The balance ₹ 16 Cr shall be disbursed**, based on request for additional funds and provision has been made in the CSR budget for the year.

"Andrew's Vision Centre" (AVC), within Wilson College in Mumbai, has been donated Braille systems for their study, including special IT equipment like computer, software, voice recorder, head phone, etc. Around 100 students have benefitted from the AVC and enlisted for graduation courses. Apart from this, students of other colleges and Mumbai university also made use of this centre. Also some students have appeared for MPSC/UPSC exams.

"We highly value our association with Rolta Foundation and we shall look forward to your continued support to make a difference in the lives of the visually challenged students". – Dr. Sam Skariah, Director AVC and Principal, Wilson College.

Maulana Azad National Institute of Technology (MANIT) has provided the land for the Rolta Centre for Innovation & Incubation, which is a unique set-up, the first among NITs, within their Bhopal campus, offering a platform for 24x7 innovative research and incubation centre for over 4000 BTech / MTech students and Faculty for the development of innovative products and providing start-ups and technical support to prospective entrepreneurs

Digital Library and e-Learning Centre has been sponsored by Rolta, within the Shree Siddhivinayak Ganapati Temple Trust complex in Mumbai, exclusively for the education of socially and economically deprived students. Over 100 computers are available 24x7, also with Braille systems for the visually challenged, benefitting over 5500 students on a regular basis. Rolta is continuously upgrading and expanding these facilities to meet the growing demand, in the three-storied BMC building, opposite the Temple, with a fully-equipped Digital Library, Hall for training students for IAS / MPSC / UPSC exams, Reading Room with newspapers, magazines, etc. Rolta has contributed over ₹ 2 Cr. towards these facilities.

Central Board of Secondary Education (CBSE) has partnered with Rolta for providing Geospatial Technology Vocational Courses to XI and XII standards, for all CBSE affiliated schools. Rolta provided technical assistance to teachers to develop and create course content, text books and training manuals and offered free Geospatial Software for the Schools.

HEALTHCARE

Sri Venkateswara Institute of Medical Sciences (SVIMS) at Tirupati caters to several thousand cancer patients in diagnosis, therapeutic and surgical management, through Medical, Surgical and Radiation Oncology departments. Rolta Oncology Block at SVIMS facilities OPD, Diagnosis, Laser treatment, clinical and general wards, separately for women. The medical wing is for research and rehabilitation of the disabled. Rolta has regularly contributed for the infrastructure and equipment costs.

"The Oncology Block provided by Rolta is one of its kind, housed with state-of-the-art medical equipment and facility, which is enabling SVIMS for providing the best of medical care, free of cost to the needy and poor Cancer patients". "On behalf of SVIMS, I express gratitude for Rolta's generous donation for the Analog Mammography system for detection of breast cancer, the number one cause of cancers in women in India". Dr. T.S. Ravi Kumar, Director-cum-VC, SVIMS.

Sri Shankara Cancer Hospital & Research Centre (SCHRC) at Bengaluru, is a comprehensive cancer hospital with 250 beds. Rolta has contributed an Operation Theatre with its relevant infrastructure. Well-equipped Departments of Radiotherapy, Radiodiagnosis and Interventional Radiology, Nuclear Medicine, Blood Transfusion and Laboratory Facilities, including anatomical pathology and microbiology sections with fully-automated equipment, are all operational and aiding in quick diagnosis. During the year 2015-16, free treatment was offered for ₹ 6.29 Cr, covering poor patients from Assam, Bihar, Orissa, U.P. and West Bengal.

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

Dialysis Centre of the Shree Siddhivinayak Ganapati Temple Trust in Mumbai, has 21 beds with equipment for Dialysis, working 3 shifts per day. Rolta has contributed 50% of the Corpus Fund for the Dialysis Centre for treatment to the poor and needy patients towards the Dialysis expenses, on an on-going basis. During the years 2015-17, over 42,000 economically and socially underprivileged patients have benefitted.

SOCIAL UPLIFTMENT

Rolta has been, on a continuing basis, contributing towards the various social challenges affecting life across the underprivileged sections, covering orphanages and other such institutions across the country. Some of the beneficiary institutions have been Shree Adya Katyani Shaktipeeth Trust, Chattarpur (New Delhi), ISKON (Kharghar), Blind Organization of India, National Society for Prevention of Blindness, Arpita Cancer Society, Usmaniya Educational and Medical Trust, Helpage India, Taj Public Service Welfare Trust, St. Catherine's Home & Snehasadan (Mumbai), Child Vision & Education, Wheel-Chair Federation of India, The Spastics Society of India, The Central Society for the Deaf & Dumb, United Nations Children Fund, Child-N-You, Bhagwan Mahaveer Viklang Samiti (Jaipur), etc.

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/wp-content/uploads/Rolta-CSR.pdf
2	Composition of the CSR Committee	a) Mr. Kamal K Singh - Chairman b) Mr. K R Modi - Member c) Mr. Ramakrishna Prabhu - Member
3	Average net profit of the Company for last three financial years	₹ 613.85 Crore
4	Prescribed CSR Expenditure (2 % of the amount as in item 3 above)	₹ 12.28 Crore
5	Details of CSR spent during the financial year a. Total amount to be spent for the financial year b. Amount unspent, if any	₹ 12.28 Crore ₹ 11.71 Crore

c) Manner in which the amount spent during the financial year:

Amount ₹. in Lac

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 upto the reporting period	Amount spent direct or through implementing agency
1	Contribution to Capex Fund at IIIT- Kalyani, IIIT- Kottayam & IIIT- Pune	Education	Pan-India	960	Nil	320	Implementing agency
2	Others	Education, health and other areas	Pan-India	268	57.45	57.45	Implementing agency + Directly
	TOTAL			1228	57.45	377.45	

6. Reason for not spending the balance amount

Indian Institute of Information Technology (IIIT) Projects, as per MHRD Model, involves contribution to CAPEX from MHRD, State Government & Partners being respectively 50%, 35% plus 5% each from 3 Private Industry Partners, based on progress of campus construction, which has been slow in all three locations, due to various reasons.

In respect of Education, health and other areas against the Budget of ₹ 268 lakhs, the Company has spent ₹ 57.45 Lakhs. There were no other appropriate proposal which merits the spent.

7. A responsibility statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with 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

Independent Auditor's Report

To the
Members of Rolta India Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of Rolta India Limited ("the Holding Company") and its subsidiaries ("the Group"), which comprise the consolidated balance sheet as at March 31, 2017, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of cash flows and the consolidated statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued there under. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. 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 audit report under the provisions of the

Act and the Rules made there under.

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 Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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 Ind AS financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS 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 including the Ind AS, of the consolidated financial position of the Group, as at March 31, 2017 and its consolidated financial performance including other comprehensive income, its consolidated cash flows and the consolidated changes in equity for the year then ended.

Other Matters

- i. we did not audit the financial statements of 3 subsidiaries of Rolta India Limited which are included in the annual consolidated financial results, whose financial statements and financial information, which have been audited by other auditors whose audit reports have been furnished to us reflect total revenue of ₹ 216.83 crore and net profit of ₹ 20.53 crore for the year ended March 31, 2017 and total assets of ₹ 2,933.00 crore as at year ended March 31, 2017. Our opinion in respect thereof is based solely on the audit reports of such other auditors.

Independent Auditor's Report

- ii. we did not audit the financial statements of 1 subsidiary of Rolta India Limited included in the consolidated financial results, whose financial statements reflect total revenues of ₹ NIL and net loss of ₹ 38.40 crore for the year ended March 31, 2017, and total assets of ₹ 426.33 crore as at year ended March 31, 2017. These financial statements and other financial information 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 thereof are 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.

Report on Other Legal and Regulatory Requirements

1. 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 purposes of our audit of the aforesaid consolidated Ind AS financial statements.
- (b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books.
- (c) the consolidated balance sheet, the consolidated statement of profit and loss, the consolidated statement of cash flows and consolidated statement of changes in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
- (d) in our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued there under.
- (e) on the basis of the written representations received from the directors of the Holding Company as on March 31, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on March 31, 2017 from being appointed as a Director of that company in terms of Section 164(2) of the Act.
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the

Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and

- (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. 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; and
- ii. the Company has provided requisite disclosures in its consolidated Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 10 to the consolidated Ind AS financial statements.

For N.M. Raiji & Co.
Chartered Accountants
Firm Registration No.: 108296W



Vinay D. Balse
Partner

Place: Mumbai
Date: 30 May 2017

Membership No.: 39434

Annexure - A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of Rolta India Limited ("the Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the

essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively 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, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted

accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For N.M. Raiji & Co.
Chartered Accountants
Firm Registration No.:
108296W



Vinay D. Balse
Partner

Place: Mumbai
Date: 30 May 2017

Membership No.: 39434

Rolta India Limited

CONSOLIDATED BALANCE SHEET

As at 31st March 2017

(in ₹ Crore)

	Notes	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
ASSETS				
(1) Non-current assets				
(a) (i) Property, plant and equipment	4	3,179.29	3,190.46	4,995.02
(ii) Capital work-in-progress		0.54	0.54	96.66
(iii) Intangible assets		2,634.91	2,780.33	446.42
(b) Goodwill on Consolidation	5	481.52	493.86	465.71
(c) Other financial assets	6	14.92	30.29	24.35
(d) Other non-current assets	7	3.95	21.87	34.31
(e) Deferred tax assets (net)	16	515.55	--	--
(f) Income tax assets (net)	8	72.25	62.01	47.54
		6,902.93	6,579.36	6,110.01
(2) Current Assets				
(a) Financial assets				
(i) Trade receivables	9	1,347.59	1,959.76	1,274.73
(ii) Cash and cash equivalents	10	212.10	225.51	546.96
(iii) Other financial assets	11	1,706.17	552.86	203.65
(iv) Other current assets	12	59.72	52.67	74.91
		3,325.58	2,790.80	2,100.25
TOTAL ASSETS		10,228.51	9,370.16	8,210.26
EQUITY AND LIABILITIES				
(1) Equity				
(i) Equity Share Capital	13	164.27	162.70	161.33
(ii) Other equity		2,420.36	2,144.48	2,023.17
		2,584.63	2,307.18	2,184.50
(2) LIABILITIES				
(a) Non-current liabilities				
(i) Financial liabilities - Long term borrowings	14	5,017.89	4,968.36	4,757.07
(ii) Long term provisions	15	17.16	16.60	20.67
(iii) Deferred tax liability (Net)	16	390.54	387.79	431.61
		5,425.59	5,372.75	5,209.35
(b) Current liabilities				
(i) Financial liabilities				
(a) Short term borrowings	17	485.79	444.67	33.14
(b) Trade payables	18	285.45	303.98	269.03
(c) Others financial liabilities	19	1,379.85	866.37	473.11
(ii) Other current liabilities	20	61.66	70.82	26.77
(iii) Short term provisions	21	5.54	4.39	14.36
		2,218.29	1,690.23	816.41
TOTAL EQUITY AND LIABILITIES		10,228.51	9,370.16	8,210.26

See accompanying notes to the Financial Statements 1 –38

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

For and on behalf of Board of Directors

For N.M. Raiji & Co.
Chartered Accountants
Firm's Registration No. 108296W

K R Modi
Director

Homai A Daruwalla
Director

K. K. Singh
Chairman & Managing Director

Vinay D. Balse
Partner

Rajesh Ramachandran
Joint Managing Director

Ramnath Pradeep
Director

Lt. Gen. P P S Bhandari (Retd.)
Director

Membership No. 39434

Verinder Khashu
Company Secretary & Head
Legal / Compliance

Lt. Gen. K T Parnaik (Retd.)
Joint Managing Director

Ramakrishna Prabhu
Director Corporate Affairs & Chief
Financial Officer

Mumbai
May 30, 2017

Mumbai
May 30, 2017

Rolta India Limited

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

For the year ended 31st March 2017

(in ₹ Crore)

	Notes	For the Year ended 31 st March 2017	For the Year ended 31 st March 2016
Revenue			
Sale of IT Solutions and Services		3,179.88	3,799.59
Other Income	22	43.68	38.21
Total Income		3,223.56	3,837.80
Expenses			
Cost of Materials & Technical Subcontractors		1,329.61	1,519.39
Employee Benefits Expense	23	703.96	792.54
Finance Costs	24	562.08	478.02
Depreciation and Amortization Expenses	4	263.09	542.75
Other Expenses	25	191.66	285.17
Exchange Difference (Gain) / Loss		(5.34)	74.10
Total Expenses		3,045.06	3,691.97
Profit before Exceptional Items and Tax		178.50	145.83
Exceptional Items	26		
Provision cum Write off of Debtors		536.84	--
Profit Before Tax		(358.34)	145.83
Tax expenses	27		
Current tax		(5.51)	(6.10)
Deferred Tax		530.59	44.06
Profit for the year		166.74	183.79
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Re-measurement of net defined benefit liability / asset		(1.50)	(0.83)
Income tax relating to above		0.35	0.36
Exchange difference on translation of foreign operations		110.39	(181.52)
Total Other Comprehensive Income		109.24	(181.99)
Total Comprehensive Income for the year		275.98	1.80
Earnings per Equity Share	32		
Before Exceptional Item			
Basic		43.1	11.4
Diluted		42.3	11.0
After Exceptional Item			
Basic		10.2	11.4
Diluted		10.1	11.0
(Nominal Value ₹ 10 each)			

See accompanying notes to the Financial Statements 1 – 38

This is the Statement of Profit and Loss referred to in our report of even date

For and on behalf of Board of Directors

For N.M. Raiji & Co.
Chartered Accountants
Firm's Registration No. 108296W

K R Modi
Director

Homai A Daruwalla
Director

K. K. Singh
Chairman & Managing Director

Vinay D. Balse
Partner

Membership No. 39434

Rajesh Ramachandran
Joint Managing Director

Ramnath Pradeep
Director

Lt. Gen. P P S Bhandari (Retd.)
Director

Verinder Khashu
Company Secretary & Head
Legal / Compliance

Lt. Gen. K T Parnaik (Retd.)
Joint Managing Director

Ramakrishna Prabhu
Director Corporate Affairs & Chief
Financial Officer

Mumbai
May 30, 2017

Mumbai
May 30, 2017

STATEMENT OF CHANGES IN EQUITY

As at and for the year ended 31st March 2017

A. Equity Share Capital

(in ₹ Crore)

	As at 31 March 2017		As at 31 March 2016	
	Number of Shares	Amount	Number of Shares	Amount
Balance at the beginning of the year	162,704,096	162.70	161,329,096	161.33
Add : Issued on Account of ESOP	1,567,266	1.57	1,375,000	1.37
Balance at the end of the year	164,271,362	164.27	162,704,096	162.70

B. Other Equity As at 31.03.2017

(in ₹ Crore)

Particulars	Share application money Pending Allotment	Reserve & Surplus					Statutory Reserve	Currency Translation Reserve	Share Options Outstanding Account	Total Other Equity
		Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Fair Valuation reserve				
Balance as at 1st April, 2016	0.06	169.15	121.32	362.43	614.85	1,246.45	1.32	(398.12)	27.02	2,144.48
Total profit for the year					166.74					166.74
Cost of Employee stock options									0.95	0.95
Re-measurement loss on defined benefit plans					(1.15)					(1.15)
Exchange difference on translation of foreign operations								110.38		110.38
Other addition \ (deductions) during the year	(0.04)	(0.11)					(0.02)		(0.87)	(1.04)
Balance as at 31st March, 2017	0.02	169.04	121.32	362.43	780.44	1,246.45	1.30	(287.74)	27.10	2,420.36

As at 31.03.2016

(in ₹ Crore)

Particulars	Share application money Pending Allotment	Reserve & Surplus					Statutory Reserve	Currency Translation Reserve	Share Options Outstanding Account	Total Other Equity
		Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Fair Valuation Reserve				
Balance as at 1st April, 2015	--	0.70	121.32	352.08	489.78	1,256.80	1.25	(216.60)	17.84	2,023.17
Total profit for the year					183.79					183.79
Dividend (Including dividend distribution tax)					(58.25)					(58.25)
Cost of Employee stock options									9.18	9.18
Re-measurement loss on defined benefit plans					(0.47)					(0.47)
Capital reserve on account of amalgamation		168.43								168.43
Exchange difference on translation of foreign operations								(181.52)		(181.52)
Other addition \ (deductions) during the year	0.06	0.02		10.35		(10.35)	0.07			0.15
Balance as at 31st March, 2016	0.06	169.15	121.32	362.43	614.85	1,246.45	1.32	(398.12)	27.02	2,144.48

- Capital reserve** – Capital reserve arise on consolidation of group entities which represent excess of parent's share in equity company on date of investment over the cost of investment
- Securities premium reserve:** Securities premium reserve is used to record the premium on issue of shares. The reserve is utilized in accordance with the provision of section 52 of the Companies Act, 2013.
- Retained earnings / General reserve** – These are free reserves that are available for distribution of dividends.
- Statutory reserve** - 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.
- Fair valuation reserve (Revaluation surplus)** - The fair valuation reserve represent gain / (loss) arising on fair valuation of freehold and leasehold land & buildings held by the Company as permitted under Ind AS 101. The fair valuation has been carried out by an independent valuer. This reserve is not a free reserve.
- Currency translation reserve** - This reserve is used to record the foreign exchange translation differences arising on translation of foreign subsidiary into presentation currency of consolidated accounts.
- Share option outstanding account** - The share option outstanding account is used to recognize the value of equity-settled share-based payments provided to employees, including key management personnel.

CONSOLIDATED CASH FLOW STATEMENT

For the year ended 31st March 2017

(in ₹ Crore)

A CASH FLOW FROM OPERATING ACTIVITIES:

Net Profit before tax	(358.34)	145.83
Adjustments for :		
Depreciation and Amortization Expenses	263.09	542.75
Finance Costs	562.08	478.02
Interest Income	(12.78)	(18.86)
License fees	(1.86)	(2.04)
Bad debts & Provision for Doubtful Debts	538.26	32.27
Profit on Sale of Investment (net)	--	(0.01)
(Profit)/Loss on Sale of Assets (net)	(0.02)	(1.17)
Gain on Buyback of Senior Notes	--	(15.81)
Employee Stock Option Scheme	0.08	9.18
Exchange difference adjustment(net) including amortisation of FCMITDA	5.45	88.91
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	995.96	1,259.07
Adjustments for :		
Trade Receivables, Loans & Advances and Other Assets	(1,055.37)	(1,033.30)
Trade Payables, Other Liabilities and Provisions	34.11	32.79
CASH GENERATED FROM OPERATIONS	(25.30)	258.56
Direct taxes paid (net of refunds)	(15.75)	(19.99)
NET CASH FROM OPERATING ACTIVITIES	(41.05)	238.57

B CASH FLOW FROM INVESTING ACTIVITIES

Purchase of Fixed Assets (including CWIP)	(100.32)	(798.54)
Sale of Fixed Assets	0.33	34.46
Sale / purchase of Investment (net)	--	0.19
Interest received	13.23	17.31
License fees	1.86	2.04
Consideration towards Acquisition / Intangibles	(5.64)	(10.23)
Deposits having original maturity over three months and restricted balance	4.08	(85.49)
NET CASH USED IN INVESTING ACTIVITIES	(86.46)	(840.26)

C CASH FLOW FROM FINANCING ACTIVITIES

Repayment of Short-term borrowings(Net)	41.12	423.29
Proceed from long-term borrowings	600.00	298.09
Repayment of Long-term borrowings	(280.36)	(21.33)
Dividend and Dividend Tax Paid	--	(48.40)
Interest paid	(245.15)	(454.51)
Proceeds from issue of Share Capital (includes security premium)	1.53	1.44
NET CASH FROM FINANCING ACTIVITIES	117.14	198.58

NET INCREASE IN CASH & CASH EQUIVALENTS	(10.38)	(403.11)
CASH & CASH EQUIVALENTS (OPENING BALANCE)	52.95	456.06
CASH & CASH EQUIVALENTS (CLOSING BALANCE) [Refer note no. 10]	42.57	52.95

This is the Cash Flow Statement referred to in our report of even date

For and on behalf of Board of Directors

For N.M. Raiji & Co.
Chartered Accountants
Firm's Registration No. 108296W


Vinay D. Balse
Partner


Membership No. 39434



K R Modi
Director


Rajesh Ramachandran
Joint Managing Director



Verinder Khashu
Company Secretary & Head
Legal / Compliance


Mumbai
May 30, 2017


Homai A Daruwalla
Director


Ramnath Pradeep
Director


Lt. Gen. K T Parnaik (Retd.)
Joint Managing Director


K. K. Singh
Chairman & Managing Director


Lt. Gen. P P S Bhandari (Retd.)
Director


Ramakrishna Prabhu
Director Corporate Affairs & 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 2017

1.0. Background:

1.1. Overview:

Rolta is a multinational organization headquartered in India. Rolta India Limited ("RIL" or the "Company"), a publicly held Company together with its subsidiaries (Collectively referred as 'the Group'). Rolta is a leading provider of innovative IP-led IT solutions for many vertical segments, including Federal and State Governments, Utilities, Oil & Gas, Petrochemicals, Financial Services, Manufacturing, Retail, and Healthcare. Rolta is recognized for its extensive portfolio of solutions based on field-proven Rolta IP tailored for Indian Defence and Homeland Security. By uniquely combining its expertise in the IT, Engineering and Geospatial domains, Rolta develops State-of-the-Art Digital Solutions incorporating rich Rolta IP in the areas of Cloud, Mobility, IoT, BI and Big Data Analytics.

1.2. Basis of Consolidation:

a) Basis of Preparation of Financial statements

The Group has, for the first time, prepared its financial statements in accordance with Indian Accounting Standards (referred to as "Ind AS"). The transition from previous GAAP (i.e., IGAAP) to Ind AS has been accounted for in accordance with Ind AS 101 "First Time Adoption of Indian Accounting Standards", with April 1, 2015, as the transition date. The financial statements have been prepared under the historical cost convention, with the exception of certain assets and liabilities that are required to be carried at fair values as per Ind AS.

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.
- 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.

c) The Consolidated Financial Statements (CFS) includes the financial statements of Rolta India Limited. and all its Subsidiaries.

d) 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 Global BV (RGB)	Netherlands	100%	01.04.2016 to 31.03.2017
2	Rolta International Inc. (RUS)	U.S.A	100% *	01.04.2016 to 31.03.2017
3	Rolta Canada Ltd.	Canada	100% Subsidiary of RUS	01.04.2016 to 31.03.2017
4	Rolta Asia Pacific Pty Ltd.	Australia	100% Subsidiary of RUS	01.04.2016 to 31.03.2017
5	Rolta Advizex Technologies LLC	U.S.A	100% Subsidiary of RUS	01.04.2016 to 31.03.2017
6	Rolta LLC	U.S.A	100% Subsidiary of RUS	01.04.2016 to 31.03.2017
7	Rolta Americas LLC	U.S.A	100% Subsidiary of RUS	01.04.2016 to 31.03.2017
8	Rolta Hungary KFT	Hungary	100% Subsidiary of RUS	01.04.2016 to 31.03.2017
9	Rolta Saudi Arabia Ltd	Saudi Arabia	100% Subsidiary of RME	01.04.2016 to 31.03.2017
10	Rolta Middle East FZ-LLC (RME)	U.A.E	100% Subsidiary of RGB	01.04.2016 to 31.03.2017
11	Rolta Muscat LLC	Oman	100% Subsidiary of RME	01.04.2016 to 31.03.2017
12	Rolta U. K. Ltd. (RUK)	U.K.	100% Subsidiary of RGB	01.04.2016 to 31.03.2017
13	Rolta Benelux B. V.	Netherlands	100% Subsidiary of RUK	01.04.2016 to 31.03.2017
14	Rolta Defence Technology Systems Pvt. Ltd	India	100%	01.04.2016 to 31.03.2017
15	Rolta BI and Big Data Analytics Pvt Ltd (formerly Rolta Optronics & Communication Pvt. Ltd.)	India	100%	01.04.2016 to 31.03.2017
16	Rolta Thales Limited	India	51%	01.04.2016 to 31.03.2017

*48.22% held through Rolta Global BV

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

2. SIGNIFICANT ACCOUNTING POLICIES

a. Use of Estimates

In preparation of the financial statements, the Company makes judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Changes in estimates are reflected in the financial statements in the period in which the changes are made.

Significant judgements and estimates relating to the carrying amounts of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets, provision for employee benefits and other provisions and recoverability of deferred tax assets.

b. 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. The Company's long term contracts specify a fixed price for the sale of license and installation of software solutions and 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 the 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 under Other Financial Assets represent revenue recognized in respect of work completed but not billed as on the Balance Sheet date.
- iii. Income from maintenance contracts is recognized proportionately over the period of the contract.
- iv. Dividend income from investments is recognized when the shareholder's right to receive payment has been established.
- v. Interest income is recognized on a time proportion basis, taking into account the principal amount outstanding and the effective interest rate applicable.

c. Property, plant and equipment

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to the costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the Statement of Profit and Loss as and when incurred.

All property, plant and equipment, except for free hold land, leasehold land and buildings, which are fair valued, are stated at cost of acquisition or construction, less accumulated depreciation and impairment loss, if any. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Capital Work-in-Progress is stated at cost, comprising of direct cost and related incidental expenditure.

The gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset, and is recognised in the Statement of Profit and Loss

d. Intangible assets

Intellectual Property Rights and software costs are included in the balance sheet as intangible assets, where they are clearly linked to long term economic benefits for the Company. They are amortized on a straight-line basis over their estimated useful lives. All other costs on Intellectual Property Rights and software are expensed in the Statement of Profit and Loss as and when incurred.

Expenditure on research activities is recognized as intangible assets from the date that all of the following conditions are met:

- i) completion of the development is technically feasible;
- ii) it is the intention to complete the intangible asset and use or sell it;
- iii) it is clear that the intangible asset will generate probable future economic benefits;
- iv) adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and
- v) it is possible to reliably measure the expenditure attributable to the intangible asset during its development.

Recognition of costs as an asset is ceased when the project is complete and available for its intended use, or if these criteria no longer apply.

Where development activities do not meet the conditions for recognition as an asset, any associated expenditure is treated as an expense in the period in which it is incurred.

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

e. Depreciation and amortization of property, plant and equipment and intangible assets

Depreciation or amortization 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
Building	60 Years
Computer Systems	2 to 6 Years
Other Equipment	10 Years
Furniture & Fixture	10 Years
Vehicles	5 Years
Intangibles assets (Third party acquired IP)	10 Years
Internally developed IP with continuous upgradation	20 Years
Assets acquired for specific projects	Over the period of the project

f. Impairment of Assets

At each balance sheet date, the Group reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that the carrying amount of those assets may not be recoverable through continuing use.

If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment loss, if any. Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of the fair value, less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset, for which the estimates of future cash flows have not been adjusted. An impairment loss is recognised in the Statement of Profit and Loss as and when the carrying amount of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately. The last impairment effect was considered in the financial year ended March 2014.

g. Foreign Currency Transactions

The financial statements of the Group are presented in INR, which is the functional currency of the Company and the presentation currency for the financial statements. Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction.

At the end of each reporting period, all monetary items denominated in foreign currencies are translated at the rates prevailing as at the balance sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

The exchange difference arising on account of the 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 is recognized as income or expense, as the case may be, in the Statement of Profit and Loss for the year.

h. Financial Instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets and financial liabilities, at fair value through profit and loss, are immediately recognised in the Statement of Profit and Loss.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

a) Financial assets

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business model whose objective is to hold these assets, in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at fair value

Financial assets are measured at fair value through other comprehensive income, if these financial assets are held within a business model, whose objective is to hold these assets in order to collect contractual cash flows, or to sell these financial assets, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets not measured at amortised cost, or at fair value through other comprehensive income are carried at fair value through profit or loss.

Impairment of financial assets

The Group assesses, on a forward looking basis, the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

b) Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method.

Interest-bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the Company's accounting policy for borrowing costs.

Derecognition of financial liabilities

The Group derecognises financial liabilities when the Company's obligations are discharged, cancelled or they expire.

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. Other long-term employee benefit obligations

Leave Encashment

Liability in respect of leave encashment as at the balance sheet date is determined based on actuarial valuation, by using the Projected Unit Credit Method and gains/losses for the year are recognized immediately in the Statement of Profit and Loss.

iii. Post Employment Benefits

Provident Fund

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

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

Gratuity

The Group 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 amount 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 as at the balance sheet date is determined on the basis of actuarial valuation, by using the Projected Unit Credit Method. Re-measurement gains and losses of the net defined benefit liability/ (asset) are recognised immediately in other comprehensive income. The service cost, net interest on the net defined benefit liability/ (asset) is treated as a net expense within employment costs and are recognized immediately in the Statement of Profit and Loss.

iv. Employee Stock Options

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 the Statement of Profit and Loss, with a corresponding credit to Employee Stock Compensation Reserve. 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, ultimately, fewer share options 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.

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 those assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for intended use. All other borrowing costs are recognised as an expense in the Statement of Profit and Loss in the period in which they are incurred.

k. Earnings Per Share

In accordance with the Ind AS 33 "Earnings Per Share", basic / diluted earnings per share is computed by taking the weighted average number of shares outstanding during the period.

l. Taxation

Tax expense for the year comprises of current tax and deferred tax.

The tax currently payable is based on the taxable profit for the year. Taxable profit differs from net profit as reported in the Statement of Profit and Loss, because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences. In contrast, deferred tax assets for all deductible temporary differences and unused tax losses are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

Deferred tax assets are reviewed at each balance sheet date for the appropriateness of their respective carrying values.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax are recognised as an expense or income in the Statement of Profit and Loss, except when they relate to items credited or debited either in other comprehensive income or directly in equity, in which case the tax is also recognised in other comprehensive income or directly in equity.

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 tax during the specified period.

Accordingly, MAT entitlement 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 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.

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

o. Provisions

Provisions are recognized in the balance sheet when the Group has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. When appropriate, provisions are measured on a discounted basis.

Constructive obligation is an obligation that derives from a Company's actions where:

(a) by an established pattern of past practice, published policies or a sufficiently specific current statement, the Company has indicated to other parties that it will accept certain responsibilities; and

(b) as a result, the Company has created a valid expectation on the part of those other parties that it will discharge those responsibilities.

p. Leases

The Group determines whether an arrangement contains a lease by assessing whether the fulfillment of a transaction is dependent on the use of a specific asset and whether the transaction conveys the right to use that asset to the Company, in return for payment. Where this occurs, the arrangement is deemed to include a lease and is accounted for either as finance or operating lease.

Leases are classified as finance leases where 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.

Rentals payable under operating leases are charged to the Statement of Profit and Loss in a straight line basis, over the term of the relevant lease, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

q. Cash and Cash Equivalents

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

3. Explanation of Transition to IND AS

I. Exemptions availed by the Company

Ind AS 101 "First time adoption of Indian accounting standards" permits companies adopting Ind AS for the first time to avail of certain exemptions from the full retrospective application of Ind AS in the transition period". The Company, on transition to Ind AS, has availed the following key exemptions:

a. Property, plant and equipment

The Group has elected to treat fair value as the deemed cost for certain items of its property, plant and equipment. For items of property, plant and equipment where fair value has not been adopted, Ind AS 16 "Property, plant and equipment's has been applied retrospectively.

b. Intangible assets

The Company has elected to treat the carrying value as deemed cost for all items of intangible assets.

c. Business combinations

In accordance with Ind AS 101 provisions related to first time adoption, the Group has elected to apply Ind AS accounting for business combinations retrospectively from 1 July 2007. Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any noncontrolling interests in the acquiree. At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. Accordingly, intangibles recognized as goodwill in Indian GAAP have been bifurcated and amortized over the useful life for such assets.

d. Share based payments

The Group has elected to apply the requirements of Ind AS 102, retrospectively, only for those stock options that have not been vested on the date of transition to Ind AS.

e. Leases

The Group has elected to carry out the assessment of leases based on conditions prevailing as at the date of transition.

II. Exceptions applicable to Company

Ind AS 101 "First time adoption of Indian accounting standards" contains certain exceptions that prohibit full retrospective application of Ind AS in the transition period. From amongst these exceptions, the one applicable to the Company are as follows:

a. De-recognition of financial assets and liabilities

The Company has elected to apply the de-recognition provisions of Ind AS 109 (Financial Instruments) prospectively from the date of transition to Ind AS.

b. Classification and measurement of financial assets

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

The Company has classified the financial assets in accordance with Ind AS 109 (Financial Instruments) on the basis of facts and circumstances that existed as at the date of transition to Ind AS.

III. Reconciliation between previous IGAAP and Ind AS

a. Equity Reconciliation

(in ₹ Crore)

Particulars	Note	As at March 31, 2016	As at April 1, 2015
Equity as per Previous IGAAP		2,508.35	2,301.43
Add / (Less) : Adjustments on transition to Ind AS			
Proposed dividend	1	-	58.25
Fair valuation of land & Building	2	605.02	605.02
Deferred tax	3	(375.53)	(376.57)
Derecognition of revenue on application of guidance under para 23 & 25 of Ind AS 18	4	(327.93)	(327.93)
Exchange differences capitalized	5	(1.94)	-
Unwinding of discounted liability	6	(1.28)	-
Amortization of leasehold land & Buildings	7	(9.06)	-
Amortization of Intangibles	8	(90.45)	(75.70)
Adjustments (Total)		(201.17)	(116.92)
Equity as per Ind AS		2,307.18	2,184.50

b. Total Comprehensive Income Reconciliation

(in ₹ Crore)

Particulars	Note	For the year ended March 31, 2016
Net Profit as per Previous IGAAP		189.11
Add / (Less) : Adjustments on transition to Ind AS		
Foreign currency monetary items translation difference account (FCMITDA) derecognized on transition	9	13.33
Exchange differences earlier capitalized now charged off	5	(1.94)
Unwinding of discounted liability	6	(1.28)
Deferred tax impact	10	0.67
Amortization of land & buildings (Fair valued portion)	7	(9.06)
Amortisation of intangible assets	8	(10.34)
Employee benefits	11	0.83
Employee stock option plan	11	2.47
Adjustments (Total)		(5.32)
Net profit as per Ind AS		183.79
Other Comprehensive Income as per Ind AS	12	(181.99)
Total Comprehensive Income as per Ind AS		1.80

Notes:

- Proposed dividend declared by the Company is accounted for once approved in the Annual General Meeting, as against the earlier practice under previous IGAAP of accounting for the same after being proposed by the Board of Directors.
- Fair valuation of land and buildings has been carried out on the transition date as the Company has elected to treat the fair value as the deemed cost for land and buildings held by Company.

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

3. Deferred taxes include deferred tax recognized on fair valued portion of land and deferred tax on foreign currency monetary items translation difference account (FCMITDA). Further, fair valuation of land and buildings, on which deferred tax has been created, includes both the fair valuation carried out on the date of transition as well as fair valuation carried out prior to the date of transition.
4. As part of the exercise the Company has reviewed its revenue recognition policy including assessment of stage of completion, recognition of unbilled revenue as well as raising invoicing for progress of work, final approval by customers and its realization. Accordingly, ₹ 327.93 Cr. has been derecognized on application of guidance under para 23 & 25 of Ind AS and adjusted against the opening reserves.
5. The Company has reviewed its revenue recognition policy for unbilled receivables in the context of IND AS 18 with reference to paras 23 and 25 thereof and consequent thereto has derecognized unbilled receivables of ₹ 327.93 crores as at the transition date, i.e. April 1, 2015.
6. Exchange differences arising on account of restatement / settlement of borrowings made for purchase of fixed assets, which were hitherto capitalized to the fixed assets are, in terms of IND AS 21 – “The Effect of Changes in Foreign Exchange Rates”, now charged to the Statement of Profit and Loss.
7. Foreign currency translation impact arising on intangible assets recognized on business combination.
8. The amount of ₹ 9.06 crores represents the amortization of the fair valued portion of leasehold land and buildings, the fair valuation of which was carried out and recognized on the transition date.
9. The Group has recognized certain intangible assets on retrospective application of Ind AS on ‘Business Combination’. The resultant intangible asset has been depreciated since its recognition date.
10. Exchange differences arising on account of translation of long term foreign currency monetary items which were hitherto amortized over the balance tenure of the underlying contracts are, under IND AS, charged to the Statement of Profit and Loss in the period in which they arise.
11. The Group has recognized all actuarial gains and losses on post retirement defined benefit schemes in other comprehensive income. Deferred taxes pertaining to these losses have also been recognized in other comprehensive income.
12. The amount of ₹ 2.47 crores represents the impact of change in the valuation of stock options from the erstwhile intrinsic value method under IGAAP to the fair value method under IND AS
13. Other Comprehensive Income of ₹ 0.67 crore represents the loss arising on re-measurement of post employment defined benefits.

4. Property plant and equipment and Intangible assets

(in ₹ Crore)

	Description	GROSS BLOCK		Sale / Adjustments	Closing Balance 31.03.2017	DEPRECIATION / AMORTISATION				NET BLOCK	
		Opening Balance 01.04.2016	Additions / Adjustments			Up to 31.03.2016	For the Year	On Deduction / Adjustment	Up to 31.03.2017	As at 31.03.2017	As at 31.03.2016
i)	Tangible Assets										
	Freehold Land	448.17	--	0.15	448.02	--	--	--	--	448.02	448.17
	Leasehold Land	1,180.46	--	0.01	1,180.45	48.65	21.39	0.01	70.03	1,110.42	1,131.81
	Buildings	1,503.13	--	0.73	1,502.40	141.45	25.56	0.34	166.67	1,335.73	1,361.68
	Computer Systems	160.21	12.80	2.61	170.40	131.38	20.39	2.97	148.80	21.60	28.83
	Other Equipment	177.99	83.03	0.66	260.36	82.47	19.59	0.56	101.50	158.86	95.52
	Furniture & Fixtures	245.17	4.85	0.27	249.75	122.59	24.10	0.24	146.45	103.30	122.58
	Vehicles	3.16	--	--	3.16	1.29	0.51	--	1.80	1.36	1.87
	Total	3,718.29	100.68	4.43	3,814.54	527.83	111.54	4.12	635.25	3,179.29	3,190.46
	Previous Year	6,313.26	450.58	3,045.55	3,718.29	1,318.24	445.30	1,235.71	527.83	3,190.46	4,995.02
ii)	Capital Work-in-Progress	--	--	--	--	--	--	--	--	0.54	0.54
iii)	Intangible Assets										
	Intellectual Property Rights	2,913.21	4.44	(3.64)	2,921.29	132.88	151.55	(1.95)	286.38	2,634.91	2,780.33
	Total	2,913.21	4.44	(3.64)	2,921.29	132.88	151.55	(1.95)	286.38	2,634.91	2,780.33
	Previous Year	671.50	10.23	(2,231.48)	2,913.21	225.08	97.45	189.65	132.88	2,780.33	446.42
	Grand Total	6,631.50	105.12	0.79	6,735.83	660.71	263.09	2.17	921.63	5,814.74	5,971.33

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

(in ₹ Crore)

	Description	GROSS BLOCK		Sale / Adjustments	Closing Balance 31.03.2016	DEPRECIATION / AMORTISATION				NET BLOCK	
		Opening Balance 01.04.2015	Additions / Adjustments			Up to 31.03.2015	For the Year	On Deduction / Adjust- ment	Up to 31.03.2016	As at 31.03.2016	As at 01.04.2015
i)	Tangible Assets										
	Freehold Land	447.78	--	(0.39)	448.17	--	--	--	--	448.17	447.78
	Leasehold Land	1,180.42	--	(0.04)	1,180.46	27.23	21.41	(0.01)	48.65	1,131.81	1,153.19
	Buildings	1,499.90	4.27	1.04	1,503.13	115.60	25.60	(0.25)	141.45	1,361.68	1,384.30
	Computer Systems	2,572.16	431.58	2,843.53	160.21	947.87	339.14	1,155.63	131.38	28.83	1,624.29
	Other Equipment	364.96	14.40	201.37	177.99	130.45	32.16	80.14	82.47	95.52	234.51
	Furniture & Fixtures	244.62	0.33	(0.22)	245.17	95.86	26.42	(0.31)	122.59	122.58	148.76
	Vehicles	3.42	--	0.26	3.16	1.23	0.57	0.51	1.29	1.87	2.19
	Total	6,313.26	450.58	3,045.55	3,718.29	1,318.24	445.30	1,235.71	527.83	3,190.46	4,995.02
ii)	Capital Work-in-Progress	--	--	--	--	--	--	--	--	0.54	96.66
iii)	Intangible Assets										
	Intellectual Property Rights	671.50	10.23	(2,231.48)	2,913.21	225.08	97.45	189.65	132.88	2,780.33	446.42
	Total	671.50	10.23	(2,231.48)	2,913.21	225.08	97.45	189.65	132.88	2,780.33	446.42
	Grand Total	6,984.76	460.81	814.07	6,631.50	1,543.32	542.75	1,425.36	660.71	5,971.33	5,538.10

5. Goodwill on Consolidation

The net carrying amount of goodwill can be analysed as follows:

(in ₹ Crore)

Gross carrying amount

Opening balance

Net exchange difference

Closing balance

31 st March 2017	31 st March 2016
493.87	465.71
(12.35)	28.15
481.52	493.86

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, 2017, the estimated cash flows for a period of 5 years were developed using internal forecasts, and a pre-tax discount rate of 15.82% (2016-16%) and a terminal growth rate of 2% (2016-2%). 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 2017 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.

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

6. Other Financial Assets

(in ₹ Crore)

	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
Security Deposits	3.53	17.13	2.14
Long-term Bank Deposits :			
-Debt Services Reserve Account	11.39	13.13	9.37
Interest accrued on Long-term Bank Deposits	--	0.03	0.34
Other Receivables	--	--	12.32
Other Investment in Mutual Funds	--	--	0.18
Total	14.92	30.29	24.35

7. Other Non-Current Assets

(in ₹ Crore)

	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
Prepaid Expenses	3.95	1.80	7.34
Advance to Suppliers	--	20.07	26.97
Total	3.95	21.87	34.31

8. Income Tax Assets (net)

(in ₹ Crore)

	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
Advance Income Tax, net of Provision for Tax [₹ 50.39 Cr (31 st March 2016 ₹ 55.86 Cr, 1 st April 2015 ₹ 46.40 Cr.)]	19.63	9.58	4.42
MAT Credit Entitlement	52.62	52.43	43.12
Total	72.25	62.01	47.54

9. Trade Receivables

(in ₹ Crore)

	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
Outstanding for a period exceeding six months from the date they are due for payment			
Considered Doubtful	7.68	7.13	7.73
Less : Provision for Bad and Doubtful Debts	(7.68)	(7.13)	(7.73)
	--	--	--
Considered Good	816.43	880.00	105.38
Others (Considered Good)	531.16	1,079.76	1,169.35
Total	1,347.59	1,959.76	1,274.73

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

10. Cash and cash equivalents

(in ₹ Crore)

	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
a. Cash and Cash Equivalents			
- Cash on Hand	0.19	0.23	0.49
- Balance with Banks in Current / Deposit Accounts	42.38	52.72	455.57
b. Other Bank Balances			
- Unpaid Dividend Account	3.78	4.48	4.55
- Short-term Bank Deposits*	165.75	168.08	86.35
Total	212.10	225.51	546.96

Note:- Deposit with Bank having maturity of more than 12 months from the Balance Sheet date are classified as Non-current (refer note 6)

*Short-term deposits are maintained for margin money with banks.

Details of Specified Bank Notes (SBN) held and transacted during the period 08.11.2016 to 30.12.2016

(in ₹ Crore)

	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	0.03	0.01	0.04
Add Permitted receipts	--	0.07	0.07
Less Permitted payments	--	0.05	0.05
Less Amount deposited in Banks	0.03	--	0.03
Closing cash in hand as on 30.12.2016	--	0.03	0.03

11. Other Financial Assets

(Unsecured, Considered Good)

(in ₹ Crore)

	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
Security Deposits	5.10	6.03	22.48
Interest Accrued on fixed deposits	3.33	3.74	1.88
Unbilled Revenues	1,679.09	520.40	159.25
Other Receivables	18.65	22.69	20.04
Total	1,706.17	552.86	203.65

12. Other Current Assets

(in ₹ Crore)

	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
Prepaid Expenses	23.25	37.10	68.43
Advances to Suppliers	36.47	15.57	6.48
Total	59.72	52.67	74.91

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

13. Equity Share Capital

(in ₹ Crore)

	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
a. Authorised :			
250,000,000 (31 st March 2016 - 250,000,000, 1 st April 2015 - 250,000,000) Equity Shares of ₹ 10 each	250.00	250.00	250.00
Total	250.00	250.00	250.00
b. Issued, Subscribed & Paid up :			
164,271,362 (31 st March 2016 - 162,704,096, 1 st April 2015 - 161,329,096) Equity Shares of ₹ 10 each fully paid up.	164.27	162.70	161.33
Total	164.27	162.70	161.33

c. Reconciliation of share capital

	As at 31 March 2017		As at 31 March 2016	
	Number of Shares	Amount in Cr.	Number of Shares	Amount in Cr.
Balance at the beginning of the year	162,704,096	162.70	161,329,096	161.33
Add : Issued on Account of ESOP	1,567,266	1.57	1,375,000	1.37
Balance at the end of the year	164,271,362	164.27	162,704,096	162.70

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, in proportion to their shareholding, after distribution of all preferential amounts.

e. No Bonus Shares have been issued to the shareholders during the last five years.

f. Shareholders holding more than 5% of the shares

	As at 31 st March 2017		As at 31 st March 2016	
	No. of Shares	%	No. of Shares	%
Rolta Private Limited	46,136,606	28.09	61,022,370	37.51
Rolta Shares and Stocks Pvt. Ltd.	33,840,200	20.60	18,730,000	11.51

As per the records of the Company, including its register of shareholders, members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares. The holding of Rolta Shares and Stocks Pvt. Ltd. also consists of shares of the Company received on loan from Rolta Private Limited.

g. Employee Stock Option Plan (ESOP)

The Company, from time to time, provides share based payments to its employees. These payments are provided in the form of stock options that can be exercised once the employee has completed the specified service term with the Company. The options are accounted for as "equity settled share based payment" transactions. Refer the table below for disclosure as per requirement of Ind AS 102 – Share based payments.

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

1. Details of Employee stock options scheme

Particulars	Tranche I	Tranche II	Tranche III	Tranche IV	Tranche V	Tranche VI	Tranche VII	Tranche VIII	Tranche IX	Tranche X	Tranche XI
No of Options Granted	5,989,500	305,000	220,000	6,100,000	2,450,000	500,000	1,250,000	250,000	625,000	100,000	1,050,000
Grant Price	Rs.145.15	Rs.155.55	Rs.81.55	Rs.10.00	Rs.10.00	Rs.10.00	Rs.10.00	Rs.10.00	Rs.10.00	Rs.10.00	Rs.10.00
Grant dates	August 10, 2009	December 08, 2010	November 01, 2011	January 01, 2013	April 03, 2014	September 27, 2014	February 07, 2015	May 14, 2015	November 9, 2015	February 12, 2016	December 9, 2016
Total Options Exercised	22,400	-	-	2,917,266	-	-	25,000	-	-	-	-
Total Options Lapsed	5,153,850	282,500	120,000	2,412,500	1,050,000	400,000	825,000	175,000	100,000	-	25000
Options outstanding at the end of the year	813,250	22,500	100,000	770,234	1,400,000	100,000	400,000	75,000	525,000	100,000	1,025,000
Vesting of Options	Four equal instalments at the end of 2nd, 3rd, 4th and 5th year (into Equity shares of Rs.10 each)	Four equal instalments at the end of 2nd, 3rd, 4th and 5th year (into Equity shares of Rs.10 each)	Four equal instalments at the end of 2nd, 3rd, 4th and 5th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)
Exercise Period	5 years from the date of vesting	5 years from the date of vesting	5 years from the date of vesting	3 years from the date of vesting	3 years from the date of vesting	3 years from the date of vesting	3 years from the date of vesting	3 years from the date of vesting	3 years from the date of vesting	3 years from the date of vesting	3 years from the date of vesting

2. Movement of Options Granted

Particulars	For the year ended March 31, 2017	Weighted average exercise price	For the year ended March 31, 2016	Weighted average exercise price
Options outstanding at the beginning of the year	8,660,500	42.94	11,985,100	44.79
Granted during the year	1,050,000	10.00	975,000	10.00
Options forfeited during the year	(2,812,250)	68.66	(2,924,600)	55.03
Options Exercised during the year	(1,567,266)	10.00	(1,375,000)	10.00
Options outstanding at the end of the year	5,330,984	32.57	8,660,500	42.94

3. Fair valuation of options

The aggregate share options and weighted average exercise price under all the above mentioned plans are as follows for the reporting periods presented:

Particulars	December 9, 2016
Current Market price (₹)	54.50
Exercise price (₹)	10
Weighted average volatility rate	36.01%-36.69%
Dividend pay outs	30%
Risk free rate	8.00%
Average remaining life	50-62 months

The underlying expected volatility was determined by reference to historical data, adjusted for unusual share price movements.

For ESOPs outstanding as at 31 March 2017, exercise price is ₹ 10 and the weighted average life of these options range 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 ₹ 0.08 Cr. (2016: ₹ 9.18 Cr.) has been included in the consolidated Statement of Profit and Loss, which gave rise to additional paid-in capital. No liabilities were recognized on account of share-based payment transactions.

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

14. Financial Liabilities – Long term Borrowings

(in ₹ Crore)

	As at 31 st March 2017			As at 31 st March 2016			As at 1 st April 2015		
	Non-Current	Current	Total	Non-Current	Current	Total	Non-Current	Current	Total
a. Secured									
External Commercial Borrowings (ECB) / Foreign Currency Loans (FCL) from Banks	1,232.14	761.38	1,993.52	1,697.53	608.87	2,306.40	1,647.33	248.08	1,895.41
Rupee Term Loans	600.00	--	600.00	--	--	--	--	--	--
Finance Lease Obligation	0.44	0.11	0.55	0.58	0.15	0.73	0.67	0.30	0.97
Total	1,832.58	761.49	2,594.07	1,698.11	609.02	2,307.13	1,648.00	248.38	1,896.38
b. Unsecured									
Senior Notes	3,185.31	--	3,185.31	3,270.25	--	3,270.25	3,109.07	--	3,109.07
Total	3,185.31	--	3,185.31	3,270.25	--	3,270.25	3,109.07	--	3,109.07
Total	5,017.89	761.49	5,779.38	4,968.36	609.02	5,577.38	4,757.07	248.38	5,005.45
Less: Current Maturities	--	761.49	761.49	--	609.02	609.02	--	248.38	248.38
Total	5,017.89	--	5,017.89	4,968.36	--	4,968.36	4,757.07	--	4,757.07

c. Details of Security and interest rates

ECB of USD 10 million (₹ 64.84 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 (₹ 38.90 Crores) from ICICI Bank Ltd is secured by a 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 100 million (₹ 648.39 Crores) from consortium of Union Bank of India, Bank of India and Bank of Baroda is secured by exclusive mortgage of specific building "Rolta Tower-1" located at Plot No 39, MIDC-Marol, Andheri (East), Mumbai 400093 and first pari-passu hypothecation charge on the movable fixed assets of the Company and exclusive charge over DSRA of the Company with the respective banks. ECB of USD 10.85 million (₹ 70.35 Crores) from Bank of Baroda, is secured by : (i) pledge of shares in Rolta International Inc. held by Rolta India Limited, valued at 125% of the loan amount; (ii) mortgage of 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. Working Capital Term Loan (WCTL) of ₹ 600 Crores availed during the year from consortium of Union Bank of India, Bank of India, Central Bank of India and Bank of Baroda is secured against (a) 1st pari-passu charge over leasehold rights of the land and building "Rolta Tower 2" located on Plot 35, Marol Industrial, Andheri (East), Mumbai 400093; (b) 1st pari-passu charge over Unit No. 201 to 204, 2nd floor and 501 to 504, 5th floor, MIDC multi storied building, SEEPZ SEZ, Marol Industrial Area, Andheri (East), Mumbai 400093 (c) 2nd pari-passu charge on the current assets; (d) 1st pari-passu charge on movable fixed assets/ Intellectual Property Rights held by Rolta Defence Technology Systems Pvt. Ltd.; (e) Corporate Guarantee of Rolta Defence Technology Systems Pvt. Ltd. Foreign Currency Loan (FCL) of USD 12.5 million (₹ 82.92 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 (₹ 795.99 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 pari-passu charge over movable fixed assets, and Central Bank of India & Syndicate Bank is secured by equitable mortgage by way of pari-passu charge over Rolta Tower C & second pari-passu charge over movable assets. FCL of USD 30 million (₹ 199.00 Crores) from Punjab National Bank (International) Limited & FCL of USD 19.50 million (₹ 129.35 Crores) from Export Import Bank of India is secured by way of SBLC from Central Bank of India which is secured by equitable mortgage over Rolta Tower B and second pari passu charge over movable fixed assets.

The annual interest rate on ECBs is Libor+ 350-500 basis points and on WCTL facility is 12%-13%.

d. Maturity Profile

External Commercial Borrowings repayable are as follows- FY 2017-18 - ₹ 743.37 Crores, FY 2018-19 - ₹ 20.10 Crores, FY 2019-20 - ₹ 59.00 Crores.

Working Capital Term Loans repayable are as follows- FY 2017-18 - ₹ 18.01 Crores, FY 2018-19 - ₹ 81.71 Crores FY 2019-20 - ₹ 376.73 Crores, FY 2020-21 - ₹ 529.11 Crores, FY 2021-22 - ₹ 606.63 Crores, FY 2022-23 - ₹ 158.85 Crores.

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

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 2017		As at 31 st March 2016	
	Minimum Payments	Present value of MLP	Minimum Payments	Present value of MLP
Payable not later than 1 year	0.14	0.11	0.19	0.15
Payable later than 1 year not later than five years	0.49	0.44	0.65	0.58
Payable later than five years	--	--	--	--
	0.63	0.55	0.84	0.73
Less : Amounts representing interest	(0.08)	--	(0.12)	--
Total	0.55	0.55	0.72	0.73

- 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, of which current outstanding is USD 126.65 million and on 24th July 2014 issued 8.875% Senior Notes aggregating to USD 300 million redeemable at principle value on July 24 2019 of which current outstanding is USD 372.36 million.
- g. 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.
- h. Due to the prolonged delay in the realization of dues from the customers and the tight liquidity conditions prevailing, the company could not pay the External Commercial Borrowing instalment of USD 50 Million due on 26th March, 2017, as well as certain statutory dues. The management is in the process of raising necessary resources and expediting the collection of its receivables to improve the liquidity situation. In respect of the Senior Notes, the interest on the 2013 Notes is in arrears from May 2016 and in respect of the 2014 Notes from July 2016. The Company is in discussion with the advisors of the bond holder group to arrive at an appropriate solution.

15. Long-term Provisions

(in ₹ Crore)

	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
Provision for Employee Benefits :			
Provision for Gratuity (Refer Note 23)	8.91	8.17	8.47
Provision for Leave Encashment	8.25	8.43	7.51
Provision of Other Benefits to Employee	--	--	4.69
Total	17.16	16.60	20.67

16. Deferred Taxes

a. Deferred Tax Liabilities (Net)

(in ₹ Crore)

	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
Deferred Tax Liability on fixed assets	--	375.53	831.60
Deferred Tax Asset on carry forward business losses, unabsorbed depreciation and others	390.54	13.91	(399.99)
Total	390.54	389.44	431.61

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

b. Deferred Tax Assets (Net)

(in ₹ Crore)

	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
Deferred Tax Liability on Fixed Assets	--	(95.44)	--
Deferred Tax Asset on carry forward business losses & unabsorbed depreciation and others	515.55	97.09	--
Total	515.55	1.65	--

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.

17. Short-term Borrowings

(in ₹ Crore)

	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
a. Secured			
Working Capital Borrowings from Banks	485.79	444.67	33.14
Total	485.79	444.67	33.14

b. Security

Working Capital Loans from the Consortium of Banks are secured by a first pari passu charge on current assets of the Company.

18. Trade Payables

(in ₹ Crore)

	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
a. Micro, Small and Medium Enterprise (refer Note below)	--	--	--
Others	285.45	303.98	269.03
Total	285.45	303.98	269.03

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

(in ₹ Crore)

Particulars	31 st March 2017	31 st March 2016	1 st April 2015
Principal amount due to suppliers under MSMED Act, 2006	NIL	NIL	NIL
Interest accrued and due to suppliers under MSMED Act, on the above amount	NIL	NIL	NIL
Payment made to suppliers (other than interest) beyond the appointed day, during the year	NIL	NIL	NIL
Interest paid to suppliers under MSMED Act, (Other than Section 16)	NIL	NIL	NIL
Interest paid to suppliers under MSMED Act, (Section 16)	NIL	NIL	NIL
Interest due and payable to suppliers under MSMED Act, for payment already made	NIL	NIL	NIL
Interest accrued and remaining unpaid at the end of the year under MSMED Act.	NIL	NIL	NIL

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

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

19. Other Financial Liabilities

(in ₹ Crore)

	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
Current maturities of Long-term Debt (Refer Note 14)	761.38	608.87	248.08
Current maturities of finance lease obligations	0.11	0.15	0.30
Interest accrued but not due on Borrowings	109.71	102.31	80.07
Interest accrued and due on Borrowings	309.53	--	--
Unpaid Dividends	3.78	4.48	4.55
Provision for Expenses	54.64	64.14	48.51
Provision for Other Benefits to Employee	2.65	4.58	--
Acquisition Liabilities	0.95	25.54	20.41
Salary and Directors Commission Payable	44.07	44.46	62.38
Creditors for Capital Goods	6.71	6.34	8.81
Deposits (Refer Note 31)	86.32	5.50	--
Total	1,379.85	866.37	473.11

20. Other Current Liabilities

(in ₹ Crore)

	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
Income received in advance	0.98	1.12	6.35
Deferred Revenue	35.99	32.82	8.82
Duties and Taxes	16.55	31.55	8.54
Advances from Customers	4.94	4.23	1.72
Employee related Statutory Dues	3.20	1.10	1.34
Total	61.66	70.82	26.77

21. Short Term Provisions

(in ₹ Crore)

	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
a. Provision for Employee Benefits :			
Provision for Gratuity (Refer Note 23)	2.33	2.04	2.82
Provision for Leave Encashment	2.28	1.74	10.94
b. Others			
Provision for Warranty (Refer Note c below)	0.93	0.61	0.60
Proposed dividend to equity shareholders	--	--	--
Dividend tax on proposed dividend	--	--	--
Total	5.54	4.39	14.36

c. As required by Ind AS 37, the disclosure with respect to provision for warranty and maintenance expenses is as follows

(in ₹ Crore)

	31 st March 2017	31 st March 2016
i. Amount at the beginning of the year	0.61	0.60
ii. Additional provision made during the year	0.93	0.61
iii. Amount utilized	0.05	0.56
iv. Unused amount reversed during the year	0.56	0.04
v. Amount at the end of the year	0.93	0.61

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

22. Other Income

(in ₹ Crore)

	For the year ended 31 st March 2017	For the year ended 31 st March 2016
Interest Income (TDS - ₹ 0.90 Cr; P. Y. - ₹ 1.74 Cr.)	12.78	18.86
License Fees (TDS - ₹ 0.19 Cr; P. Y. - ₹ 0.20 Cr.)	1.86	2.04
Profit on sale of Current Investment	--	0.01
Profit on Sale of Fixed Assets	0.02	1.17
Miscellaneous Income	29.02	16.13
Total	43.68	38.21

23. Employee Benefit Expense

(in ₹ Crore)

	For the year ended 31 st March 2017	For the year ended 31 st March 2016
Salaries, Wages and Bonus	689.81	762.10
Contribution to Gratuity	1.92	2.24
Contribution to Provident and other Funds	11.64	18.24
Cost of Employee Stock Option Scheme (refer note 13)	0.08	9.18
Staff Welfare Expenses	0.51	0.78
Total	703.96	792.54

Employee benefits

A. Defined Contribution Plan

The Company participates in defined contribution plan on behalf of relevant personnel. Expenses recognized in relation to the plan represents the value of contributions payable during the year by the Company at rates specified by the rules of the plan.

Provident fund

In accordance with Indian law, eligible employees of The Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees salary (currently 12% of employees salary).

The contributions, as specified under the law, are made to the respective Regional Provident Fund Commissioner and the Central Provident Fund under the State Pension scheme.

The total cost charged to Statement of Profit and Loss during the year ended March 31, 2017, is ₹ 3.56 crores (Previous year: ₹ 5.11 crores)

B. Defined benefit plans

Retiring gratuity (Unfunded)

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump-sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. Group account for the liability for gratuity benefits payable in the future based on an actuarial valuation. The Group is exposed to actuarial risk with respect to this plan.

The following table sets out the amounts recognized in the financial statements for the retiring gratuity plans in respect of the Group.

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

I. Change in defined benefit obligation

(in ₹ Crore)

	For the year ended March 31, 2017	For the year ended March 31, 2016
1. Present Value of defined benefit obligation as at the beginning of the year	10.22	11.30
Transferred	--	0.32
2. Current Service Cost	1.11	1.11
3. Interest Cost on the DBO	0.82	0.81
4. Actuarial (gains)/ losses – Experience	1.15	1.03
5. Actuarial (gains)/ losses - Financial Assumptions	0.35	(0.20)
6. Benefits paid from plan assets	(2.40)	(4.15)
7. Closing Present Value of DBO	11.25	10.22

II. Expense recognized in the Statement of Profit and Loss for the year

(in ₹ Crore)

	For the year ended March 31, 2017	For the year ended March 31, 2016
1. Current service cost	1.11	1.11
2. Net interest on net defined benefit liability	0.82	0.81
3. Total expenses included in employee benefits expense	1.93	1.92

III. Recognized in other comprehensive income for the year

(in ₹ Crore)

	For the year ended March 31, 2017	For the year ended March 31, 2016
1. Actuarial (gain)/ loss due to DBO experience	(1.50)	(0.83)
2. Actuarial (gain)/ loss due to DBO assumption changes	--	--
3. Return on plan assets (greater)/less than discount rate	--	--
4. Actuarial (gains)/ losses recognized in OCI	(1.50)	(0.83)

IV. Maturity profile of defined benefit obligation

(in ₹ Crore)

	For the year ended March 31, 2017	For the year ended March 31, 2016
1. Within the next 12 months (next annual reporting period)	1.81	3.91
2. Between 2 and 5 years	6.92	16.39
3. Between 6 and 10 years	--	--

V. Quantitative sensitivity analysis for significant assumption

(in ₹ Crore)

	For the year ended March 31, 2017	For the year ended March 31, 2016
Increase/ (decrease) on present value of defined benefits obligation at the end of the year	11.25	10.22
(i) One percentage point increase in discount rate	(0.10)	(0.52)
(ii) One percentage point decrease in discount rate	(0.01)	0.04
(i) One percentage point increase in rate of salary increase	(0.01)	0.32
(ii) One percentage point decrease in rate of salary increase	(0.08)	(0.05)

VI. Assumptions

	For the year ended March 31, 2017	For the year ended March 31, 2016
a. Discount rate (per annum)	7.55%	8%
b. Rate of escalation in salary (per annum)	5%	5%
c. Rate of attrition*	Refer note below	22%
d. Mortality	India Assured Lives Mortality(2006-08)	India Assured Lives Mortality(2006-08)

*Note:- 24.56% upto 35 years, 11.79% upto 45 years and 4.49% thereafter.

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

24. Finance Costs

(in ₹ Crore)

	For the year ended 31 st March 2017	For the year ended 31 st March 2016
Interest Expenses	529.21	444.37
Debt Issuance Cost	32.87	33.65
Total	562.08	478.02

25. Other Expenses

(in ₹ Crore)

	For the year ended 31 st March 2017	For the year ended 31 st March 2016
Repairs – Building	13.02	15.37
Repairs - Plant & Machinery	6.10	10.58
Repairs - Other Assets	0.95	0.83
Utilities & Communication	23.13	26.28
Rent	24.48	32.46
Rates & Taxes	5.02	2.75
Insurance	2.60	3.16
Advertisement & Sales Promotion	16.79	25.55
Travelling & Conveyance	31.98	44.82
Printing & Stationery	1.06	1.55
Bank & Other Charges	13.47	19.56
Auditors' Remuneration	1.85	2.84
Directors' Sitting Fees	0.39	0.30
Legal & Professional Fees	27.80	32.56
Bad Debts Written Off	1.42	32.27
Donation (includes expenditure on CSR ₹ 0.50 Cr. P.Y. ₹ 0.51 Cr.) [Refer Note 29]	0.59	0.53
Miscellaneous Expenses	21.01	33.76
Total	191.66	285.17

26. Exceptional items

Exceptional items comprises of the following:

- Provision cum write off of debts – ₹ 536.84 Cr. (previous year – Nil) pursuant to a detailed review of Trade Receivables in the course of implementation of IND AS.

27. Income Taxes

- Income tax expenses recognized in the Statement of Profit or Loss are analyzed as below:

(in ₹ Crore)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Wealth tax	--	(0.15)
Current taxes	(11.13)	(19.74)
Deferred taxes	530.59	44.06
MAT credit	5.62	13.79
Total	525.08	37.96

The Finance Act, 2017 has inserted subsection 2C to section 115JB of the Income Tax Act, 1961 relating to Minimum Alternate Tax (MAT), prescribing the treatment of the transitional adjustments with respect to first time adoption of Ind AS while calculating "book profits" u/s 115JB. The Company has considered the said provisions for calculating the tax liability under MAT.

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

- b. A reconciliation of the tax expense to the amount computed by applying the statutory income tax rate to the profit before taxes is summarized below:

(in ₹ Crore)

Particulars	For the year ended March 31, 2016
Accounting profit before tax	145.83
Tax rate – Corporate	34.61%
– Capital Gain Tax	23.07%
Expected income tax expense	50.47
Tax effect of non-taxable income (SEZ)	(4.35)
Tax effect of non-taxable income (Capital Gain On Fair Valuation Of Land)	(4.86)
Utilisation of previously unrecognised tax losses (tax effect of CF loss of earlier years)	(509.87)
Research & Development expenses allowable u/s 35 (2AB) of The Income Tax Act, 1961	(5.38)
Other non-deductible expenses	681.92
Entities with no tax	(182.19)
Difference in tax rates for certain entities of the group	11.48
Others	0.74
Total income tax expense	37.96

Since the Company does not have an accounting profit in the Consolidated Financial Statements for the year ended March 31, 2017, the above reconciliation has not been presented.

- c. Significant component of deferred tax assets and liabilities for the year ended March 31, 2017 is as follows:

(in ₹ Crore)

	Opening balance	Deferred tax expense/ (income recognized in profit and loss)	Deferred tax expense/ (income recognized in OCI)	Closing balance
Deferred tax assets				
Business tax-loss carry forwards	12.87	(744.88)	-	757.75
Retirement benefits liabilities	9.13	(0.60)	(0.35)	10.08
Provision for doubtful debts	10.22	9.90	-	0.32
Long term capital loss carry forward	35.01	-	-	35.01
Others	30.69	(8.66)	-	39.35
Total	97.92	(744.24)	(0.35)	842.51
Deferred tax liabilities				
Tangible and intangible assets	127.61	(218.51)	-	346.12
Fair valuation of land & buildings	357.50	4.86	-	352.64
Total	485.11	(213.65)	-	698.76
Translation Difference	0.60	(18.14)	-	18.74
Net deferred tax liability	387.79	512.45	0.35	(125.01)

Significant component of deferred tax assets and liabilities for the year ended March 31, 2016 is as follows:

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

(in ₹ Crore)

	Opening balance	Deferred tax expense/ (income recognized in profit and loss)	Deferred tax expense/ (income recognized in OCI)	Closing balance
Deferred tax assets				
Business tax-loss carry forwards	323.13	310.26	-	12.87
Retirement benefits liabilities & Bonus, ex-gratia etc.	13.03	4.26	(0.36)	9.13
Provision for doubtful debts	-	(10.22)	-	10.22
Long term capital loss carry forward	34.39	(0.62)	-	35.01
Others	34.21	3.52	-	30.69
Total	404.76	307.20	(0.36)	97.92
Deferred tax liabilities				
Tangible and intangible assets	474.01	346.40	-	127.61
Fair valuation of land & building	362.36	4.86	-	357.50
Total	836.37	351.26	-	485.11
Translation Difference	-	(0.60)	-	0.60
Net deferred tax liability	431.61	43.46	0.36	387.79

Upon implementation of IND AS, the Group has, in terms of IND AS 12, recognized deferred tax assets in respect of unabsorbed business losses from its international operations, amounting to ₹ 530.59 crores, as it expects the international operations to generate sufficient profits going forward that will enable it to absorb the unabsorbed losses within the time frame permitted under the respective tax jurisdictions

28. Expenditure on R&D

Research and development expenditure

(in ₹ Crore)

	For the year ended 31st March 2017	For the year ended 31st March 2016
Capital expenditure	90.09	--
Revenue Expenditure	66.04	71.97
Total	156.13	71.97

29. Corporate Social Responsibility Activities

- Gross Amount required to be spent by the company during the year ₹ 12.28 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	0.57	--	0.57
Total	0.57	--	0.57

30. Segment Reporting

- In accordance with the requirement of Ind AS 108 "Operating Segment", 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,
 - System Integration & Enterprise IT Solutions

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

The disclosure requirement as per Ind AS 108 is as under

(in ₹ Crore)

Particulars	For the year ended 31 st March 2017	For the year ended 31 st March 2016
<i>Segment Revenue</i>		
Enterprise Geospatial & Engineering Solutions	1,000.68	867.70
System Integration & Enterprise IT Solutions	2,179.20	2931.89
Less: Inter Segment revenue	--	--
Net revenue from operations	3,179.88	3,799.59
Segment Profit/(loss) before tax, interest & depreciation		
Enterprise Geospatial & Engineering Solutions	558.54	520.11
System Integration & Enterprise IT Solutions	396.11	682.38
Total	954.65	1,202.49
Unallocated		
Less: Finance Costs	562.08	478.02
Less / (Add): Exchange difference gain / (loss)	(5.34)	74.10
Less: Depreciation and amortization expenses	263.09	542.75
Add: Other Income	43.68	38.21
Total Profit before Tax	178.50	145.83

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

(in ₹ Crore)

<i>Geographical segments</i>	For the year ended 31 st March 2017	For the year ended 31 st March 2016
India	1,302.58	1,603.53
Rest of the World	1,877.30	2,196.06
Total	3,179.88	3,799.59

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.

31. 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 (Upto 30.05.2016)	Jt. Managing Director & Chief Operating Officer – Domestic Operations
Mr.Hiranya Ashar (Upto 12.02.2016)	Jt. Managing Director-International Operations & Group Chief Financial Officer
Mr. Rajesh Ramachandran (From 30.05.2016)	Jt. Managing Director-Global Product & Technology Solutions
Lt. Gen. K T Parnaik (Retd.) (From 30.05.2016)	Jt. Managing Director-Defense & Security
Mr.Ramakrishna Prabhu (From 12.02.2016)	Director Corporate Affairs & Chief Financial Officer
Mr. Verinder Khashu	Company Secretary & Head Legal/Compliance
Mr. K. R. Modi	Independent Director
Ms. Homai A Daruwalla (From 15.07.2016)	Independent Director
Mr. Ramnath Pradeep (From 17.06.2016)	Independent Director
Lt. Gen. P P S Bhandari (Retd.) (From 15.07.2016)	Independent Director

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

ii. Enterprises over which significant influence exercised by Key Management Personnel / Directors

Rolta Private Limited	Company controlled by Mr. K K Singh
Rolta Holding & Finance Corporation Pvt. Ltd	Company controlled by Mr. K K Singh
Sunsolar Renewable Energy Private Limited (Previously Rolta Power Pvt. Ltd.)	Company controlled by Mr. K K Singh
Rolta Foundation	Charitable trust in which Mr. K K Singh is a Trustee

b. Disclosures required for related parties transactions

(Current year's figures are shown in bold & comparative figures for the previous year are shown below the current year)

(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	-	9.42	9.42
	-	0.28	0.28
Rental Income	-	1.27	1.27
	-	2.04	2.04
Reimbursements	-	0.74	0.74
	-	1.78	1.78
Lease Rent & Maintenance	-	7.05	7.05
	-	17.85	17.85
Royalty Fees	-	6.35	6.35
	-	7.75	7.75
CSR Expenditure	-	0.50	0.50
	-	0.51	0.51
Legal Fees	-	1.29	1.29
	-	1.57	1.57
Remuneration incl. Commission	11.35	--	11.35
	14.37	--	14.37
Other Deposit Taken	-	77.00	77.00
	-	5.50	5.50
Security Deposit Taken	-	13.25	13.25
	-	-	-
Directors Sitting Fees	0.38	-	0.38
	0.30	-	0.30
II Closing Balances			
Trade Receivable	-	0.38	0.38
	-	--	--
Other Deposits taken	-	82.50	82.50
	-	5.50	5.50
Security Deposits (net)	-	2.22	2.22
	-	15.47	15.47
Trade Payable	-	0.14	0.14
	-	5.66	5.66
Salary & Commission Payable	7.31	-	7.31
	6.13	-	6.13

c. Significant Transactions during the year

Transactions	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
Interest on Deposit			
Rolta Private Limited	-	9.42	9.42
Rental Income			
Rolta Power Private Limited	-	1.27	1.27
Reimbursements			
Rolta Private Limited	-	0.76	0.76
Rolta Power Private Limited	-	(0.02)	(0.02)
Lease/Maintenance			

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

Transactions	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
Rolta Private Limited	-	7.05	7.05
Royalty Fees			
Rolta Private Limited	-	6.35	6.35
CSR Expenditure			
Rolta Foundation	-	0.50	0.50
Legal Fees			
Lanier Ford Shaver & Payne P.C.	-	1.29	1.29
Remuneration incl Commission			
Mr. K. K. Singh	-	-	-
Mr. Rajesh Ramachandran	3.02	-	3.02
Lt. Gen. K.T. Parnaik	2.12	-	2.12
Mr. Ramakrishna Prabhu	1.59	-	1.59
Mr. Verinder Khashu	0.74	-	0.74
Ms. Preetha Pulusani	3.88	-	3.88
Security Deposit (Adjusted)			
Rolta Private Limited	-	13.25	13.25
Other Deposit Taken			
Rolta Private Limited (ICD)	-	77.00	77.00
Directors Sitting Fees			
Mr. K. R. Modi	0.13	-	0.13
Mr. M. V. Nair	0.02	-	0.02
Mr. Vijay K. Chopra	0.03	-	0.03
Mr. T. C. Venkat Subramanian	0.03	-	0.03
Lt. Gen. K.T. Parnaik	0.05	-	0.05
Mr. Ramnath Pradeep	0.07	-	0.07
Ms. Homai Ardeshir Daruwala	0.05	-	0.05
CLOSING BALANCES			
Trade Receivables			
Rolta Private Limited	-	0.02	0.02
Sunsolar Renewable Energy Private Limited	-	0.36	0.36
Trade Payable			
Rolta Holding & Finance Corporation Pvt. Ltd.	-	0.14	0.14
Salary & Commission Payable			
Commission			
Mr. K K Singh	5.34	-	5.34
Mr. Rajesh Ramachandran	0.74	-	0.74
Lt. Gen. K.T. Parnaik	0.75	-	0.75
Mr. Ramakrishna Prabhu	0.41	-	0.41
Mr. Verinder Khashu	0.07	-	0.07
Other Deposit Taken			
Rolta Private Limited (ICD)	-	82.50	82.50
Security Deposit Given /Taken			
Rolta Private Limited (Gurgaon) (Given)	-	2.39	2.39
Sunsolar Renewable Energy Private Limited (Taken)	-	(0.17)	(0.17)

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

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 the normal course of business and at rates agreed upon between the parties.
- All loans to subsidiaries are given for meeting their working capital requirements.

32. Earning Per Share – EPS

EPS is calculated by dividing the profit attributable to the equity shareholders by the weighted 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 2017	For the year ended 31 st March 2016
a. Before Exceptional Item		
Net Profit attributable to Equity Shareholders for Basic EPS (in ₹ Cr.)	703.58	183..79
EPS (₹) Basic	43.10	11.38
EPS (₹) Diluted	42.29	10.99
b. After Exceptional Item		
Net Profit attributable to Equity Shareholders for Basic EPS (in ₹ Cr.)	166.74	183.79
EPS (₹) Basic	10.21	11.38
EPS (₹) Diluted	10.02	10.99

Reconciliation of weighted average number of equity shares outstanding during the year.

	For the year ended 31 st March 2017	For the year ended 31 st March 2016
Weighted nos. of shares for Basic Earnings per share	163,256,211	161,567,962
Adjusted on account of ESOPs	3,131,992	5,663,505
Weighted nos. of shares for Diluted Earnings per share	166,388,203	167,231,467

33. Contingent Liabilities not provided for

	As at 31 st March 17	(in ₹ Crore) As at 31 st March 16
i. Guarantees issued by the bankers to customers & third party	176.84	650.04
ii. Letters of Credit issued by Bankers	82.79	117.32
iii. Claims against the company not acknowledged as debt	28.93	--

34. Disclosures in respect of Non-cancellable Operating Leases

The future obligation on account of non-cancellable Operating Leases, mainly for office premises, payable as per the rental status in respective agreement are as follows:

	2016 – 2017	(in ₹ Crore) 2015 – 2016
Upto 1 year	12.37	18.40
Later than 1 years not later than 5 years	14.41	23.78
Later than 5 years	--	--
Total	26.78	42.18

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

35. Financial Instrument

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2h to the financial statements.

(a) CLASSIFICATION OF FINANCIAL ASSETS AND LIABILITIES

All financial assets and financial liabilities are valued at amortized cost.

(b) FAIR VALUE HIERARCHY

There are no financial assets or liabilities of the Company which, after their initial recognition, have been fair valued either during the year or in the previous year. In relation to the transition date, i.e. April 1, 2015, there is an investment of ₹ 0.18 crore in mutual funds, the fair value of which is substantially similar to its cost; the fair value having been determined by applying the Level 1 hierarchy, i.e. quoted (unadjusted) prices in an active market.

(c) FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES:

The Company, in the course of its business, is exposed to a variety of financial risks, viz. market risk, credit risk and liquidity risk which can adversely impact the financial performance. The Company's endeavour is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Company has a risk management policy that which not only covers the foreign exchange risk but also other risks such as interest rate risk and credit risk which are associated with financial assets and liabilities. The risk management policy of the Company is approved by its board of directors. The risk management framework focuses on actively securing the Company's short to medium terms cash flows by minimising the exposure to financial markets.

1. Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

A. Foreign currency exchange rate risk:

The fluctuation in foreign currency exchange rates may have a potential impact on the standalone statement of profit and loss and equity. This arises from transactions entered into in foreign currency and assets/liabilities which are denominated in a currency other than the functional currency of the Company.

A majority of the Company's foreign currency transactions are denominated in US Dollars. Other foreign currency transactions entered into by the Company are in Sterling Pound (GBP), Euro, Saudi Riyal, Canadian Dollar, Australian Dollar and UAE Dirhams. However, the size of these transactions is relatively small in comparison to the US dollar transactions. Thus, the foreign currency sensitivity analysis has only been performed in relation to the US Dollar (USD).

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. Further, in accordance with its risk management policy, Company does not hedge its risks by using any derivative financial instruments.

Details of foreign currency exposure in USD are as follows:

	(in ₹ Crore)		
Particular	As at 31.03.17	As at 31.03.16	As at 01.04.15
Trade receivables	5.75	10.41	5.56
Trade payables	113.21	79.01	59.84
Borrowings	822.48	1,099.13	1,066.08

Foreign Currency sensitivity

A 5% appreciation / depreciation of the USD with respect to INR would result in decrease / increase in the Company's net profit before tax for the year ended March 31, 2017 by approximately ₹ 47.08 crores / ₹ 47.08 crores respectively (previous year ended March 31, 2016: ₹ 59.43 crores / ₹ 59.43 crores respectively).

B. Interest rate risk

Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the Company's cash flows as well as costs.

The Company has borrowed through a number of financial instruments such as ECBs, Rupee term loans and working capital demand loans. The Company is subject to variable interest rates on some of these interest bearing liabilities.

The risk estimates provided assume a parallel shift of 50 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

Based on the composition of net debt, a 50 basis points increase / decrease in interest rates over the 12 month period would increase / decrease the Company's net finance expense by approximately ₹ 14.21 crores respectively (previous year ended March 31, 2016: ₹ 15.81 crores respectively).

Summary Of Significant Accounting Policies And Other Explanatory Information to the Consolidated Financial Statement

As at and for the year ended 31st March 2017

2. Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables and loans.

The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls. The Company's policy is to deal only with creditworthy counterparties. The Company management considers that all the 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 Company financial assets are secured by collateral or other credit enhancements.

In respect of receivables other than trade receivables, the Company's exposure to any significant credit risk exposure to 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 Company has customer concentration risk as around 50% of the customers are government department / semi-government organization and public sector undertakings.

The Company's exposure to credit risk is limited to the carrying amount of financial assets recognised at the balance sheet date.

3. Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Company has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Company has access to funds from debt markets through various debt instruments. The Company invests its surplus funds in bank fixed deposits which carry no mark to market risk. The maturity of the bank loan borrowings is stated in note no. 13. In respect of the Senior Notes, the Company is in discussion with bond holders group to arrive at an appropriate solution.

36. There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

37. Dividend remittance in foreign currency

	Year ended 31 st March 2017	Year ended 31 st March 2016	Year ended 31 st March 2015
Number of Non Resident Shareholders	Nil	5	5
Number of Shares held by them	Nil	56250	56250
Amount of dividend paid (In ₹ Crore)	Nil	0.02	0.02
Year to which dividend relates	Nil	2014-2015	2013-2014

38. Previous year figures have been regrouped / rearranged wherever necessary to confirm to the classification adopted for the current year.

As per our report of even date

For N.M. Raiji & Co.
Chartered Accountants
Firm's Registration No. 108296W



Vinay D. Balse
Partner

Membership No. 39434

Mumbai
May 30, 2017



K R Modi
Director

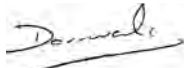


Rajesh Ramachandran
Joint Managing Director



Verinder Khashu
Company Secretary & Head
Legal / Compliance

Mumbai
May 30, 2017



Homai A Daruwalla
Director



Ramnath Pradeep
Director



Lt. Gen. K T Parnaik (Retd.)
Joint Managing Director

For and on behalf of Board of Directors



K. K. Singh
Chairman & Managing Director



Lt. Gen. P P S Bhandari (Retd.)
Director



Ramakrishna Prabhu
Director Corporate Affairs & Chief
Financial Officer

Independent Auditors' Report on the Abridged Standalone Ind AS Financial Statements

To the Members of
Rolta India Limited

1. The accompanying abridged standalone financial statements, which comprise the abridged Balance Sheet as at 31st March, 2017, the abridged Statements of Profit and Loss (including other comprehensive income), the abridged Cash Flow Statement and the abridged statement of the changes in equity for the year ended, and related notes, are derived from the audited standalone Ind AS financial statements of Rolta India Limited ("the Company") for the year ended 31st March, 2017. We had expressed an unmodified audit opinion on those Ind AS financial statements in our report dated 30th May 2017.
2. The abridged Ind AS financial statements do not contain all the disclosures required by the accounting principles generally accepted in India, including 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), applied in the preparation of the audited standalone Ind AS financial statements of the Company. Reading the abridged standalone Ind AS financial statements, therefore, is not a substitute for reading the audited standalone Ind AS financial statements of the Company.

Management's responsibility for the abridged Ind AS financial statements

3. The Company's Board of Directors is responsible for the preparation of a summary of the audited standalone Ind AS financial statements in accordance with section 136(1) of the Act read with rule 10 of the Companies (Accounts) Rules, 2014 (as amended), which are derived from the audited standalone Ind AS financial statements for the year ended 31st March, 2017, 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 standalone Ind AS 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 standalone Ind AS financial statements derived from the audited standalone financial statements of the Company as at and for the year ended 31st March, 2017 are a fair summary of those financial statements, in accordance with the section 136(1) of the Act read with rule 10 of the Companies (Accounts) Rules, 2014 (as amended).

For N.M. Raiji & Co.
Chartered Accountants
Firm Registration No.: 108296W



Place: Mumbai
Date: 30 May 2017

Vinay D. Balse
Partner
Membership No.: 39434

Independent Auditors' Report

To the Members of
Rolta India Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Rolta India Limited ("the Company"), which comprise the Balance sheet as at March 31, 2017, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of changes in equity for the year then ended and a Summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

Management's Responsibility for the Standalone Financial Statements

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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our 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 audit report under the provisions of the Act and the Rules made thereunder.

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 Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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 standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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 including the Ind AS, of the financial position of the Company as at March 31, 2017, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure "A", a statement on the matters specified in the paragraph 3 and 4 of the order.
2. 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 purposes 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;
 - (c) the Balance sheet, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of changes in equity dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rule issued thereunder;
 - (e) on the basis of the written representations received from the directors as on March 31, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure "B"; and
 - (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. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
 - ii. the Company has provided requisite disclosures in its standalone Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016 and these are in accordance with the books of accounts maintained by the Company (refer Note 9 to the standalone Ind AS financial statements).

For N.M. Raiji & Co.
Chartered Accountants
Firm Registration No.: 108296W



Place: Mumbai
Date: 30 May 2017

Vinay D. Balse
Partner
Membership No.: 39434

Annexure to Auditors' Report

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF ROLTA INDIA LIMITED

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

We report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The Company is a service company, primarily rendering software services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) The Company has granted interest free unsecured loans to its two wholly owned subsidiary companies covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
 - (a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the Subsidiaries listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company
 - (b) In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the principal and interest as stipulated.
 - (c) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made. Further the company is exempt from section 186 except sub section 1, accordingly, the provision of clause 3(iv) of the order relating to section 186 except sub section 1 is not applicable.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have not been regularly deposited during the year by the Company with the appropriate authorities and there have been significant delays in a large number of cases.
- (b) Further, undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable

Particulars	Amount	Period of Default
Interest on DDT	₹ 1.47 crore	15 months

- (c) There are no dues in respect of income-tax, sales tax, service tax, duty of customs, duty of excise and value added tax that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) There are no loans or borrowings payable to financial institutions or government and no dues payable to debenture-holders. The Company has defaulted in repayment of loans/borrowings to the following banks:

Name of the bank	Amount of default as on March 31, 2017 (\$)	Period of default	Remarks
Union Bank of India Bank of Baroda Bank of India	50 million	26th March 2017 – till date	Continuing Default

- (ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). In our opinion and according to the information and explanations given to us, the term loan has been applied for the purpose for which it was obtained.
- (x) In our opinion, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.
- (xi) Managerial remuneration has been paid and provided by the company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause (xii) of paragraph 3 of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013, and corresponding details have been disclosed in the financial statements, as required by the applicable accounting standards.
- (xiv) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, requirement under clause (xiv) of paragraph 3 of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Act are not applicable. Accordingly, requirement under clause (xv) of paragraph 3 of the Order is not applicable to the Company.
- (xvi) To the best of our knowledge and belief, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For N.M. Raiji & Co.
Chartered Accountants
Firm Registration No.: 108296W



Place: Mumbai
Date: 30 May 2017

Vinay D. Balse
Partner
Membership No.: 39434

Annexure to Auditors' Report

ANNEXURE - B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Rolta India Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI').

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively 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, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For N.M. Raiji & Co.
Chartered Accountants
Firm Registration No.: 108296W



Place: Mumbai
Date: 30 May 2017

Vinay D. Balse
Partner
Membership No.: 39434

Rolta India Limited

Abridged Balance Sheet

As at 31st March 2017

(Statement containing salient features of Balance Sheet as per Companies Act, 2013)

(Pursuant to first provision to sub-section (1) of section 136 of the Act and Rule 10 of Companies (Accounts) Rules, 2014)

(in ₹ Crore)

	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
ASSETS			
(1) Non-current assets			
(a) (i) Property, plant and equipment	3,121.30	3,116.26	4,955.49
(ii) Capital work-in-progress	0.54	0.54	96.66
(iii) Intangible assets	1.00	1.45	420.74
(b) Financial assets			
(i) Non-current investments	248.41	224.34	218.40
(ii) Other financial assets	2,038.28	2,026.87	71.30
(c) Other non-current assets	3.96	1.80	3.92
(d) Income tax assets (net)	72.25	62.02	47.56
	5,485.74	5,433.28	5,814.07
(2) Current Assets			
(a) Financial assets			
(i) Current Investments	--	--	0.18
(ii) Trade receivables	1,139.99	1,687.96	951.44
(iii) Cash and cash equivalents	93.14	99.64	373.07
(iv) Other financial assets	1,739.21	506.03	58.00
(b) Other current assets	4.47	12.71	17.36
	2,976.81	2,306.34	1,400.05
TOTAL ASSETS	8,462.55	7,739.62	7,214.12
EQUITY AND LIABILITIES			
(1) Equity			
(i) Equity Share Capital	164.27	162.70	161.33
(ii) Other equity	3,741.49	3,636.61	3,561.68
	3,905.76	3,799.31	3,723.01
(2) LIABILITIES			
(a) Non-current liabilities			
(i) Financial liabilities - Long term Borrowings	679.10	499.49	818.00
(ii) Long term provisions	9.79	11.45	15.98
(iii) Deferred tax liability (Net)	373.66	373.88	422.69
(iv) Other non-current liabilities	1,579.37	1,665.96	1,682.12
	2,641.92	2,550.78	2,938.79
(b) Current liabilities			
(i) Financial liabilities			
(a) Short term Borrowings	437.94	418.21	25.56
(b) Trade payables	233.99	193.40	156.82
(c) Others financial liabilities	1,219.80	741.30	350.02
(ii) Other current liabilities	18.97	32.23	13.85
(iii) Short-term provisions	4.17	4.39	6.07
	1,914.87	1,389.53	552.32
TOTAL EQUITY AND LIABILITIES	8,462.55	7,739.62	7,214.12

(i) See accompanying notes to the abridged financial statements

(ii) Compiled from the audited standalone financial statements of the Company referred to in our report dated May 30, 2017

(iii) Complete Balance Sheet, Statement of Profit and Loss, Other statements and notes thereto prepared as per the requirements of Schedule III to the Companies Act, 2013 are available at the Company's website at link www.rolta.com

For and on behalf of Board of Directors

For N.M. Raiji & Co.
Chartered Accountants
Firm's Registration No. 108296W


Vinay D. Balse
Partner

Membership No. 39434



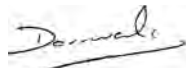
K R Modi
Director



Rajesh Ramachandran
Joint Managing Director



Verinder Khashu
Company Secretary & Head
Legal / Compliance



Homai A Daruwalla
Director



Ramnath Pradeep
Director



Lt. Gen. K T Parnaik (Retd.)
Joint Managing Director



K. K. Singh
Chairman & Managing Director



Lt. Gen. P P S Bhandari (Retd.)
Director



Ramakrishna Prabhu
Director Corporate Affairs & Chief
Financial Officer

Mumbai
May 30, 2017

Mumbai
May 30, 2017

Rolta India Limited

Abridged Statement of Profit and Loss

For the year ended 31st March 2017

(Statement containing salient features of Balance Sheet as per Companies Act, 2013)

(Pursuant to first provision to sub-section (1) of section 136 of the Act and Rule 10 of Companies (Accounts) Rules, 2014)

(in ₹ Crore)

Revenue

Sale of IT Solutions and Services

Other Income

Total Revenue

Expenses

Cost of Materials & Technical Subcontractors

Employee Benefits Expense

Finance Costs

Depreciation and Amortization Expenses

Other Expenses

Exchange Difference (Gain) / Loss

Total Expenses

Profit before Exceptional Items and Tax

Exceptional Items

Less: Loss on Transfer of Business

Provision cum Write off of Debtors

Profit Before Tax

Tax expenses

Current Tax

Deferred Tax

Profit for the year

Other Comprehensive Income

Items that will not be reclassified to profit or loss:

Re-measurement of net defined benefit liability / asset

Income tax relating to above

Total Other Comprehensive Income

Total Comprehensive Income for the year

Earnings per Equity Share

Before Exceptional Item:

Basic

Diluted

After Exceptional Item:

Basic

Diluted

(Nominal Value ₹ 10 each)

	For the Year ended 31 st March 2017	For the Year ended 31 st March 2016
Sale of IT Solutions and Services	1,454.91	1,829.71
Other Income	13.52	47.35
Total Revenue	1,468.43	1,877.06
Cost of Materials & Technical Subcontractors	374.20	141.48
Employee Benefits Expense	137.73	216.34
Finance Costs	155.99	97.16
Depreciation and Amortization Expenses	95.01	471.09
Other Expenses	74.37	142.17
Exchange Difference (Gain) / Loss	(11.34)	78.96
Total Expenses	825.96	1,147.20
Profit before Exceptional Items and Tax	642.47	729.86
Less: Loss on Transfer of Business	-	653.56
Provision cum Write off of Debtors	536.84	-
Profit Before Tax	105.63	76.30
Current Tax	-	(0.15)
Deferred Tax	(0.14)	48.45
Profit for the year	105.49	124.60
Re-measurement of net defined benefit liability / asset	(1.01)	(1.03)
Income tax relating to above	0.35	0.36
Total Other Comprehensive Income	(0.66)	(0.67)
Total Comprehensive Income for the year	104.83	123.93
Before Exceptional Item:		
Basic	39.35	48.16
Diluted	38.60	46.53
After Exceptional Item:		
Basic	6.46	7.71
Diluted	6.34	7.45

(i) See accompanying notes to the abridged financial statements

(ii) Compiled from the audited standalone financial statements of the Company referred to in our report dated May 30, 2017

(iii) Complete Balance Sheet, Statement of Profit and Loss, Other statements and notes thereto prepared as per the requirements of Schedule III to the Companies Act, 2013 are available at the Company's website at link www.rolta.com

For and on behalf of Board of Directors

For N.M. Raiji & Co.
Chartered Accountants
Firm's Registration No. 108296W

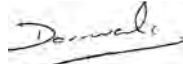


Vinay D. Balse
Partner

Membership No. 39434



K R Modi
Director



Homai A Daruwalla
Director



K. K. Singh
Chairman & Managing Director



Rajesh Ramachandran
Joint Managing Director



Ramnath Pradeep
Director



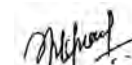
Lt. Gen. P P S Bhandari (Retd.)
Director



Verinder Khashu
Company Secretary & Head
Legal / Compliance



Lt. Gen. K T Parnaik (Retd.)
Joint Managing Director



Ramakrishna Prabhu
Director Corporate Affairs & Chief
Financial Officer

Mumbai
May 30, 2017

Mumbai
May 30, 2017

ABRIDGED STATEMENT OF CHANGES IN EQUITY

For the year ended 31st March 2017

A. Equity Share Capital

(in ₹ Crore)

	As at 31 March 2017		As at 31 March 2016	
	Number of Shares	Amount	Number of Shares	Amount
Balance at the beginning of the year	162,704,096	162.70	161,329,096	161.33
Add : Issued on Account of ESOP	1,567,266	1.57	1,375,000	1.37
Balance at the end of the year	164,271,362	164.27	162,704,096	162.70

B. Other Equity

As at 31.03.2017

(in ₹ Crore)

Particulars	Reserve & Surplus					Share Options Outstanding Account	Total Other Equity
	Share application money Pending Allotment	Securities Premium Reserve	General Reserve	Retained Earnings	Fair Valuation Reserve		
Balance as at 1st April, 2016	0.06	121.32	362.43	1,879.33	1,246.45	27.02	3,636.61
Total profit for the year	-	-	-	105.49	-	-	105.49
ESOP cost during the year	-	-	-	-	-	0.95	0.95
ESOP cost of Subsidiary employees	-	-	-	-	-	(0.87)	(0.87)
Re-measurement loss on defined benefit plans	-	-	-	(0.66)	-	-	(0.66)
Other addition \ (deductions) during the year	(0.03)	-	-	-	-	-	(0.03)
Balance as at 31st March, 2017	0.03	121.32	362.43	1,984.16	1,246.45	27.10	3,741.49

As at 31.03.2016

(in ₹ Crore)

Particulars	Reserve & Surplus					Share Options Outstanding Account	Total Other Equity
	Share application money Pending Allotment	Securities Premium Reserve	General Reserve	Retained Earnings	Fair Valuation Reserve		
Balance as at 1st April, 2015	-	121.32	352.08	1,813.64	1,256.80	17.84	3,561.68
Total profit for the year	-	-	-	124.60	-	-	124.60
Dividend (Including dividend distribution tax)	-	-	-	(58.25)	-	-	(58.25)
ESOP cost during the year	-	-	-	-	-	3.30	3.30
ESOP cost of Subsidiary employees	-	-	-	-	-	5.88	5.88
Re-measurement loss on defined benefit plans	-	-	-	(0.66)	-	-	(0.66)
Other addition \ (deductions) during the year	0.06	-	10.35	-	(10.35)	-	0.06
Balance as at 31st March, 2016	0.06	121.32	362.43	1,879.33	1,246.45	27.02	3,636.61

- (i) See accompanying notes to the abridged financial statements
- (ii) Compiled from the audited standalone financial statements of the Company referred to in our report dated May 30, 2017
- (iii) Complete Balance Sheet, Statement of Profit and Loss, Other statements and notes thereto prepared as per the requirements of Schedule III to the Companies Act, 2013 are available at the Company's website at link www.rolta.com
- a. **Securities premium reserve:** Securities premium reserve is used to record the premium on issue of shares. The reserve is utilized in accordance with the provision of section 52 of the Companies Act, 2013.
- b. **Retained earnings / General reserve –** These are free reserves that are available for distribution of dividends.
- c. **Fair valuation reserve (Revaluation surplus) -** The fair valuation reserve represent gain / (loss) arising on fair valuation of free-hold and leasehold land & buildings held by the Company, as permitted under Ind AS 101. The fair valuation has been carried out by an independent valuer. This reserve is not a free reserve.
- d. **Share option outstanding account -** The share option outstanding account is used to recognize the value of equity-settled share-based payments provided to employees, including key management personnel.

ABRIDGED CASH FLOW STATEMENTS

For the year ended 31st March 2017

(in ₹ Crore)

A	CASH FROM OPERATING ACTIVITIES
B	CASH USED IN INVESTING ACTIVITIES
C	CASH FROM FINANCING ACTIVITIES
B	NET INCREASE IN CASH & CASH EQUIVALENTS
	CASH & CASH EQUIVALENTS (OPENING BALANCE)
	CASH & CASH EQUIVALENTS (CLOSING BALANCE)

For the year ended 31 st March 2017	For the year ended 31 st March 2016
(64.65)	269.75
(162.75)	(803.46)
223.36	232.62
(4.04)	(301.09)
18.56	319.65
14.52	18.56

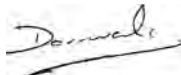
As per our report of even date

For and on behalf of Board of Directors

For N.M. Raiji & Co.
Chartered Accountants
Firm's Registration No. 108296W



K R Modi
Director



Homai A Daruwalla
Director



K. K. Singh
Chairman & Managing Director



Vinay D. Balse
Partner
Membership No. 39434



Rajesh Ramachandran
Joint Managing Director




Ramnath Pradeep
Director



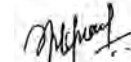
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Joint Managing Director



Ramakrishna Prabhu
Director Corporate Affairs & Chief
Financial Officer

Mumbai
May 30, 2017

Mumbai
May 30, 2017

1. SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Preparation of Financial Statements

The Company has, for the first time, prepared its financial statements in accordance with Indian Accounting Standards (referred to as "Ind AS").

The transition from previous GAAP (i.e., IGAAP) to Ind AS has been accounted for in accordance with Ind AS 101 "First Time Adoption of Indian Accounting Standards", with April 1, 2015, as the transition date.

The financial statements have been prepared under the historical cost convention, with the exception of certain assets and liabilities that are required to be carried at fair values as per Ind AS.

b. Use of Estimates

In preparation of the financial statements, the Company makes judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Changes in estimates are reflected in the financial statements in the period in which the changes are made.

Significant judgements and estimates relating to the carrying amounts of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets, provision for employee benefits and other provisions and recoverability of deferred tax assets.

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. The Company's long term contracts specify a fixed price for the sale of license and installation of software solutions and 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 the total estimated efforts on the contract. If the contract is considered profitable, it is valued at

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

As at and for the year ended 31st March 2017

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 under Other Financial Assets represent revenue recognized in respect of work completed but not billed as on the Balance Sheet date.

- iii. Income from maintenance contracts is recognized proportionately over the period of the contract.
- iv. Dividend income from investments is recognized when the shareholder's right to receive payment has been established.
- v. Interest income is recognized on a time proportion basis, taking into account the principal amount outstanding and the effective interest rate applicable.

d. Property, plant and equipment

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to the costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the Statement of Profit and Loss, as and when incurred.

All property, plant and equipment, except for free hold, leasehold land and buildings which are fair valued, are stated at cost of acquisition or construction, less accumulated depreciation and impairment loss, if any. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Capital Work-in-Progress is stated at cost, comprising of direct cost and related incidental expenditure.

The gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset, and is recognised in the Statement of Profit and Loss.

e. Intangible assets

Intellectual Property Rights and software costs are included in the balance sheet as intangible assets, where they are clearly linked to long term economic benefits for the Company. They are amortized on a straight-line basis over their estimated useful lives. All other costs on Intellectual Property Rights and software are expensed in the Statement of Profit and Loss as and when incurred.

Expenditure on research activities is recognized as intangible assets from the date that all of the following conditions are met:

- i) completion of the development is technically feasible;
- ii) it is the intention to complete the intangible asset and use or sell it;
- iii) it is clear that the intangible asset will generate probable future economic benefits;
- iv) adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and
- v) it is possible to reliably measure the expenditure attributable to the intangible asset during its development.

Recognition of costs as an asset is ceased when the project is complete and available for its intended use, or if these criteria no longer apply. Where development activities do not meet the conditions for recognition as an asset, any associated expenditure is treated as an expense in the period in which it is incurred.

f. Depreciation and amortization of property, plant and equipment and intangible assets

Depreciation or amortization 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
Building	60 Years
Computer Systems	2 to 6 Years
Other Equipment	10 Years
Furniture & Fixture	10 Years
Vehicles	5 Years
Intangibles assets (Third party acquired IP)	10 Years
Internally developed IP with continuous upgradation	20 Years
Assets acquired for specific projects	Over the period of the project

g. Impairment of Assets

At each balance sheet date, the Company reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that the carrying amount of those assets may not be recoverable through continuing use.

If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment loss, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

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

As at and for the year ended 31st March 2017

Recoverable amount is the higher of the fair value, less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset, for which the estimates of future cash flows have not been adjusted. An impairment loss is recognised in the Statement of Profit and Loss as and when the carrying amount of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately. The last impairment effect was considered in the financial year ended March 2014.

h. Foreign Currency Transactions

The financial statements of the Company are presented in INR, which is the functional currency of the Company and the presentation currency for the financial statements. Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction.

At the end of each reporting period, all monetary items denominated in foreign currencies are translated at the rates prevailing as at the balance sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

The exchange difference arising on account of the 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 is recognized as income or expense, as the case may be, in the Statement of Profit and Loss for the year.

i. Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss, are immediately recognised in the Statement of Profit and Loss.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

a) Financial assets

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business model whose objective is to hold these assets, in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at fair value

Financial assets are measured at fair value through other comprehensive income, if these financial assets are held within a business model, whose objective is to hold these assets in order to collect contractual cash flows, or to sell these financial assets, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets not measured at amortised cost, or at fair value through other comprehensive income, are carried at fair value through profit or loss.

Impairment of financial assets

The Company assesses, on a forward looking basis, the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

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

As at and for the year ended 31st March 2017

b) Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method.

Interest-bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the Company's accounting policy for borrowing costs.

Derecognition of financial liabilities

The Company derecognises financial liabilities when the Company's obligations are discharged, cancelled or they expire.

j. 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. Other long-term employee benefit obligations

Leave Encashment

Liability in respect of leave encashment as at the balance sheet date is determined based on actuarial valuation, by using the Projected Unit Credit Method and gains/losses for the year are recognized immediately in the Statement of Profit and Loss.

iii. 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 the 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 amount 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 as at the balance sheet date is determined on the basis of actuarial valuation, using the Projected Unit Credit Method. Re-measurement gains and losses of the net defined benefit liability/ (asset) are recognised immediately in other comprehensive income. The service cost, net interest on the net defined benefit liability/ (asset) is treated as a net expense within employment costs and are recognized immediately in the Statement of Profit and Loss.

iv. Employee Stock Options

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 the Statement of Profit and Loss, with a corresponding credit to Employee Stock Compensation Reserve. 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

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

As at and for the year ended 31st March 2017

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, ultimately, fewer share options 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.

k. Borrowing Cost

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

l. Earnings Per Share

In accordance with the Ind AS 33 "Earnings Per Share", basic / diluted earnings per share is computed by taking the weighted average number of shares outstanding during the period.

m. Taxation

Tax expense for the year comprises of current tax and deferred tax.

The tax currently payable is based on the taxable profit for the year. Taxable profit differs from net profit, as reported in the Statement of Profit and Loss, because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences. In contrast, deferred tax assets for all deductible temporary differences and unused tax losses are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

Deferred tax assets are reviewed at each balance sheet date for the appropriateness of their respective carrying values.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax are recognised as an expense or income in the Statement of Profit and Loss, except when they relate to items credited or debited either in other comprehensive income or directly in equity, in which case the tax is also recognised in other comprehensive income or directly in equity.

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 tax during the specified period. Accordingly, MAT entitlement 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.

n. 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.

o. Provisions

Provisions are recognized in the balance sheet when the Company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. When appropriate, provisions are measured on a discounted basis.

Constructive obligation is an obligation that derives from a Company's actions where:

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

As at and for the year ended 31st March 2017

- (a) by an established pattern of past practice, published policies or a sufficiently specific current statement, the Company has indicated to other parties that it will accept certain responsibilities; and
- (b) as a result, the Company has created a valid expectation on the part of those other parties that it will discharge those responsibilities.

p. Leases

The Company determines whether an arrangement contains a lease by assessing whether the fulfillment of a transaction is dependent on the use of a specific asset and whether the transaction conveys the right to use that asset to the Company, in return for payment. Where this occurs, the arrangement is deemed to include a lease and is accounted for either as finance or operating lease.

Leases are classified as finance leases where 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.

Rentals payable under operating leases are charged to the Statement of Profit and Loss on a straight line basis, over the term of the relevant lease, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

q. Cash and Cash Equivalents

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

2. Explanation of Transition to IND AS

I. Exemptions availed by the Company

Ind AS 101 "First time adoption of Indian accounting standards" permits companies adopting Ind AS for the first time to avail of certain exemptions from the full retrospective application of Ind AS in the transition period. The Company, on transition to Ind AS, has availed the following key exemptions:

a. Property, plant and equipment

The Company has elected to treat fair value as the deemed cost for certain items of its property, plant and equipment. For items of property, plant and equipment where fair value has not been adopted, Ind AS 16 "Property, plant and equipment" has been applied retrospectively.

b. Intangible assets

The Company has elected to treat the carrying value as deemed cost for all items of intangible assets.

c. Investment in subsidiary

The Company has elected to take the carrying amount of all its investments in its subsidiaries as at April 1, 2015, as its deemed cost under Ind AS.

d. Share based payments

The Company has elected to apply the requirements of Ind AS 102, retrospectively, only for those stock options that have not been vested on the date of transition to Ind AS.

e. Leases

The Company has elected to carry out the assessment of leases based on conditions prevailing as at the date of transition.

II. Exceptions applicable to Company

Ind AS 101 "First time adoption of Indian accounting standards" contains certain exceptions that prohibit full retrospective application of Ind AS in the transition period. From amongst these exceptions, the one applicable to the Company are as follows:

a. De-recognition of financial assets and liabilities

The Company has elected to apply the de-recognition provisions of Ind AS 109 (Financial Instruments) prospectively from the date of transition to Ind AS.

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

As at and for the year ended 31st March 2017

b. Classification and measurement of financial assets

The Company has classified the financial assets in accordance with Ind AS 109 (Financial Instruments) on the basis of facts and circumstances that existed as at the date of transition to Ind AS.

III. Reconciliation between previous IGAAP and Ind AS

a. Equity Reconciliation

(in ₹ Crore)

Particulars	Note	As at March 31, 2016	As at April 01, 2015
Equity as per Previous IGAAP		3,892.74	3,754.10
Add / (Less) : Adjustments on transition to Ind AS			
Proposed dividend	1	-	58.25
Fair valuation of land & building	2	605.02	605.02
Deferred tax	3	(375.53)	(376.56)
Derecognition of revenue on application of guidance under para 23 & 25 of Ind AS 18	4	(327.93)	(327.93)
Employee stock option plan	9	16.01	10.13
Exchange differences capitalized	5	(1.94)	-
Amortization of leasehold land and buildings	6	(9.06)	-
Adjustments (Total)		(93.43)	(31.09)
Equity as per Ind AS		3,799.31	3,723.01

b. Total Comprehensive Income Reconciliation

(in ₹ Crore)

Particulars	Note	For the Year ended March 31, 2016
Net Profit as per Previous IGAAP		112.23
Add / (Less) : Adjustments on transition to Ind AS		
Foreign currency monetary items translation difference	7	13.33
Exchange differences earlier capitalized now charged off	5	(1.94)
Deferred tax impact	3	1.03
Amortization of land & buildings (Fair valued portion)	6	(9.06)
Employee benefits	8	0.67
Employee stock option plan	9	8.34
Adjustments (Total)		12.37
Net profit as per Ind AS		124.60
Other Comprehensive Income as per Ind AS	10	(0.67)
Total Comprehensive Income as per Ind AS		123.93

Notes:

- Proposed dividend declared by the Company is accounted for once approved in the Annual General Meeting, as against the earlier practice under previous IGAAP of accounting for the same after being proposed by the Board of Directors.
- Fair valuation of land and buildings has been carried out on the transition date as the Company has elected to treat the fair value as the deemed cost for land and buildings held by Company.
- Deferred taxes include deferred tax recognized on fair valued portion of land and deferred tax on foreign currency monetary items translation difference account (FCMITDA). Further, fair valuation of land and buildings, on which deferred tax has been created, includes both the fair valuation carried out on the date of transition as well as fair valuation carried out prior to the date of transition.

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

As at and for the year ended 31st March 2017

4. As part of the exercise the Company has reviewed its revenue recognition policy including assessment of stage of completion, recognition of unbilled revenue as well as raising invoicing for progress of work, final approval by customers and its realization. Accordingly, ₹ 327.93 Cr. has been derecognized on application of guidance under para 23 & 25 of Ind AS and adjusted against the opening reserves.
5. Exchange differences arising on account of restatement / settlement of borrowings made for purchase of fixed assets, which were hitherto capitalized to the fixed assets are, in terms of Ind AS 21 – "The Effect of Changes in Foreign Exchange Rates", now charged to the Statement of Profit and Loss.
6. The amount of ₹ 9.06 crores represents the amortization of the fair valued portion of leasehold land and buildings, the fair valuation of which was carried out and recognized on the transition date.
7. Exchange differences arising on account of translation of long term foreign currency monetary items which were hitherto amortized over the balance tenure of the underlying contracts are, under Ind AS, charged to the Statement of Profit and Loss in the period in which they arise.
8. The Group has recognized all actuarial gains and losses on post retirement defined benefit schemes in other comprehensive income. Deferred taxes pertaining to these losses have also been recognized in other comprehensive income.
9. The amount of ₹ 8.34 crores represents the impact of change in the valuation of stock options from the erstwhile intrinsic value method under IGAAP to the fair value method under Ind AS
10. Other Comprehensive Income of ₹ 0.67 crore represents the loss arising on re-measurement of post employment defined benefits.

3. Non-current Investments (valued at cost) (Note – 4 of Standalone Financial Statement) (Trade and Unquoted)

Investments in Equity – Subsidiary Companies (fully paid up)

					(in ₹ Crore)		
Units	Currency	Face Value	% of Holding		As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
39,725 (39,725)	US\$	1,000	51.78	Common Shares of Rolta International Inc. Atlanta U S A (26,750 Common Shares pledged with Bank of Baroda)	217.38	218.69	213.87
2,550,000 (2,550,000)	INR	10	51	Equity Shares of Rolta Thales Ltd	2.55	2.55	2.55
1,001 (1,001)	US\$	1	100	Equity Shares of Rolta Global BV	3.20	2.96	1.97
9,999 (9,999)	INR	10	100	Equity Shares of Rolta BI and Big Data Analytics Pvt Ltd	0.01	0.01	0.01
59,993 (--)	INR	10	100	Equity Shares of Rolta Defence Technology Systems Pvt Ltd.	25.27	0.13	-
Total					248.41	224.34	218.40

4. Cash and cash equivalents (Note -10 of Standalone Financial Statement)

				(in ₹ Crore)		
				As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
a.	Cash and Cash Equivalents					
	- Cash on Hand			0.08	0.05	0.38
	- Balance with Banks in Current / Deposit Accounts			14.44	18.51	319.27
b.	Other Bank Balances					
	- Unpaid Dividend Account			3.78	4.48	4.55
	- Short-term Bank Deposits*			74.84	76.60	48.87
Total				93.14	99.64	373.07

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

*Short-term deposits are maintained for margin money with banks.

Details of Specified Bank Notes (SBN) held and transacted during the period 08.11.2016 to 30.12.2016

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

As at and for the year ended 31st March 2017

(in ₹ Crore)

Closing cash in hand as on 08.11.2016
Add Permitted receipts
Less Permitted payments
Less Amount deposited in Banks
Closing cash in hand as on 30.12.2016

SBNs	Other denomination notes	Total
0.03	0.01	0.04
--	0.07	0.07
--	0.05	0.05
0.03	--	0.03
--	0.03	0.03

5. Other Financial Asset (Note – 11 of Standalone Financial Statement) (Unsecured, Considered Good)

(in ₹ Crore)

Security Deposits
Interest Accrued on fixed deposits
Unbilled Revenues
Inter-company deposit Related Parties
Share Application Money
Other Receivables
Total

As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
0.83	1.68	2.77
2.47	2.88	1.81
1,635.99	452.17	45.37
99.42	24.25	--
--	24.94	--
0.50	0.11	8.05
1,739.21	506.03	58.00

6. Equity Share Capital (Note – 13 of Standalone Financial Statement)

(in ₹ Crore)

a. Authorised :

250,000,000 (31st March 2016 250,000,000, 1st April 2015 250,000,000)
Equity Shares of ₹ 10 each
Total

As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
250.00	250.00	250.00
250.00	250.00	250.00

b. Issued, Subscribed & Paid up :

164,271,362 (31st March 2016 - 162,704,096, 1st April 2015 - 161,329,096)
Equity Shares of ₹ 10 each fully paid up.
Total

As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
164.27	162.70	161.33
164.27	162.70	161.33

c. Reconciliation of share capital

Balance at the beginning of the year
Add : Issued on Account of ESOP

Balance at the end of the year

As at 31 March 2017		As at 31 March 2016	
Number of Shares	in ₹ Crore	Number of Shares	in ₹ Crore
162,704,096	162.70	161,329,096	161.33
1,567,266	1.57	1,375,000	1.37
164,271,362	164.27	162,704,096	162.70

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, in proportion to their shareholding, after distribution of all preferential amounts.

e. No Bonus Shares have been issued to the shareholders during the last five years.

f. Shareholders holding more than 5% of the shares

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

As at and for the year ended 31st March 2017

	As at 31 st March 2017		As at 31 st March 2016	
	No. of Shares	%	No. of Shares	%
Rolta Private Limited	46,136,606	28.09	61,022,370	37.51
Rolta Shares and Stocks Pvt. Ltd.	33,840,200	20.60	18,730,000	11.51

As per the records of the Company, including its register of shareholders, members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares. The holding of Rolta Shares and Stocks Pvt. Ltd. also consists of shares of the Company received on loan from Rolta Private Limited.

g. Employee Stock Option Plan (ESOP)

The Company, from time to time, provides share based payments to its employees. These payments are provided in the form of stock options that can be exercised once the employee has completed specified service term with the Company. The options are accounted for as 'equity settled share based payment' transactions. Refer the table below for disclosure as per requirement of Ind AS 102 – Share based payments.

1. Details of Employee stock options scheme

Particulars	Tranche I	Tranche II	Tranche III	Tranche IV	Tranche V	Tranche VI	Tranche VII	Tranche VIII	Tranche IX	Tranche X	Tranche XI
No of Options Granted	5,989,500	305,000	220,000	6,100,000	2,450,000	500,000	1,250,000	250,000	625,000	100,000	1,050,000
Grant Price	Rs.145.15	Rs.155.55	Rs.81.55	Rs.10.00	Rs.10.00	Rs.10.00	Rs.10.00	Rs.10.00	Rs.10.00	Rs.10.00	Rs.10.00
Grant dates	August 10, 2009	December 08, 2010	November 01, 2011	January 01, 2013	April 03, 2014	September 27, 2014	February 07, 2015	May 14, 2015	November 9, 2015	February 12, 2016	December 9, 2016
Total Options Exercised	22,400	-	-	2,917,266	-	-	25,000	-	-	-	-
Total Options Lapsed	5,153,850	282,500	120,000	2,412,500	1,050,000	400,000	825,000	175,000	100,000	-	25000
Options outstanding at the end of the year	813,250	22,500	100,000	770,234	1,400,000	100,000	400,000	75,000	525,000	100,000	1,025,000
Vesting of Options	Four equal instalments at the end of 2nd, 3rd, 4th and 5th year (into Equity shares of Rs.10 each)	Four equal instalments at the end of 2nd, 3rd, 4th and 5th year (into Equity shares of Rs.10 each)	Four equal instalments at the end of 2nd, 3rd, 4th and 5th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4 th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)
Exercise Period	5 years from the date of vesting	5 years from the date of vesting	5 years from the date of vesting	3 years from the date of vesting	3 years from the date of vesting	3 years from the date of vesting	3 years from the date of vesting	3 years from the date of vesting	3 years from the date of vesting	3 years from the date of vesting	3 years from the date of vesting

2. Movement of Options Granted

Particulars	For the year ended March 31, 2017	Weighted average exercise price	For the year ended March 31, 2016	Weighted average exercise price
Options outstanding at the beginning of the year	8,660,500	42.94	11,985,100	44.79
Granted during the year	1,050,000	10.00	975,000	10.00
Options forfeited during the year	(2,812,250)	68.66	(2,924,600)	55.03
Options Exercised during the year	(1,567,266)	10.00	(1,375,000)	10.00
Options outstanding at the end of the year	5,330,984	32.57	8,660,500	42.94

3. Fair valuation of options

The aggregate share options and weighted average exercise price under all the above mentioned plans are as follows for the reporting periods presented:

Particulars	December 9, 2016
Current Market price (₹)	54.50
Exercise price (₹)	10
Weighted average volatility rate	36.01%-36.69%
Dividend pay outs	30%
Risk free rate	8.00%
Average remaining life	50-62 months

The underlying expected volatility was determined by reference to historical data, adjusted for unusual share price movements.

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

As at and for the year ended 31st March 2017

For ESOPs outstanding as at 31 March 2017, exercise price is ₹ 10 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 ₹ 0.95 Cr. (2016: ₹ 3.30 Cr.) has been included in the Statement of Profit and Loss, which gave rise to additional paid-in capital. No liabilities were recognized due to share-based payment transactions.

7. Due to the prolonged delay in the realization of dues from the customers and the tight liquidity conditions prevailing, the External Commercial Borrowing instalment of USD 50 Million due on 26th March, 2017, as well as certain statutory dues are still outstanding. The management is in the process of raising necessary resources and expediting the collection of its receivables to improve the liquidity situation. (Note – 14 d of Standalone Financial Statement)

8. Deferred Tax Liability (Net) (Note – 16 of Standalone Financial Statement)

(in ₹ Crore)

	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
Deferred Tax Liability on fixed assets	507.34	470.97	822.68
Deferred Tax Asset on carry forward business losses, unabsorbed depreciation and others	(133.68)	(97.09)	(399.99)
Total	373.66	373.88	422.69

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. As required by Ind AS 37, the disclosure with respect to provision for warranty and maintenance expenses is as follows:
(Note – 22c of Standalone Financial Statement)

(in ₹ Crore)

	31 st March 2017	31 st March 2016
i. Amount at the beginning of the year	0.61	0.60
ii. Additional provision made during the year	0.93	0.61
iii. Amount utilized	0.05	0.56
iv. Unused amount reversed during the year	0.56	0.04
v. Amount at the end of the year	0.93	0.61

10. Employee benefits (Note – 24 of Standalone Financial Statement)

A. Defined Contribution Plan

The Company participates in defined contribution plan on behalf of relevant personnel. Expenses recognized in relation to the plan represent the value of contributions payable during the period by the Company at rates specified by the rules of the plan.

Provident fund

In accordance with Indian law, eligible employees of The Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary).

The contributions, as specified under the law, are made to the respective Regional Provident Fund Commissioner and the Central Provident Fund under the State Pension scheme.

The total cost charged to Statement of Profit and Loss during the year ended March 31, 2017, is ₹ 3.56 crores (Previous year ₹ 5.11 crores)

B. Defined benefit plans

Retiring gratuity (Unfunded)

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump-sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. Group account for the liability for gratuity benefits payable in the future based on an actuarial valuation. The Group is exposed to actuarial risk with respect to this plan.

The following table sets out the amounts recognized in the financial statements for the retiring gratuity plans in respect of the Group.

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

As at and for the year ended 31st March 2017

I. Change in defined benefit obligation

(in ₹ Crore)

1. Present Value of defined benefit obligation as at the beginning of the year
- Less: Transferred Rolta BI & Big Data Analytics Private Limited (RBDA)
2. Current Service Cost
3. Interest Cost on the DBO
4. Actuarial (gains)/ losses – Experience
5. Actuarial (gains)/ losses - Financial Assumptions
6. Benefits paid from plan assets
7. Closing Present Value of DBO

For the year ended March 31, 2017	For the year ended March 31, 2016
7.86	11.30
(0.79)	(1.95)
0.59	0.81
0.57	0.75
0.75	1.03
0.12	0.00
(2.05)	(4.08)
7.05	7.86

II. Expense recognized in the Statement of Profit and Loss for the year

(in ₹ Crore)

1. Current service cost
2. Net interest on net defined benefit liability
3. Total expenses included in employee benefits expense

For the year ended March 31, 2017	For the year ended March 31, 2016
0.59	0.81
0.57	0.75
1.16	1.56

III. Recognized in other comprehensive income for the year

(in ₹ Crore)

1. Actuarial (gain)/ loss due to DBO experience
2. Actuarial (gain)/ loss due to DBO Financial Assumptions
3. Return on plan assets (greater)/less than discount rate
4. Actuarial (gains)/ losses recognized in OCI

For the year ended March 31, 2017	For the year ended March 31, 2016
(0.75)	(1.03)
(0.12)	-
-	-
(0.87)	(1.03)

IV. Maturity profile of defined benefit obligation

(in ₹ Crore)

1. Within the next 12 months (next annual reporting period)
2. Between 2 and 5 years
3. Between 6 and 10 years

For the year ended March 31, 2017	For the year ended March 31, 2016
0.95	3.11
3.88	12.97
-	-

V. Quantitative sensitivity analysis for significant assumption

(in ₹ Crore)

Increase/ (decrease) on present value of defined benefits obligation at the end of the year

- (i) One percentage point increase in discount rate
- (ii) One percentage point decrease in discount rate
- (i) One percentage point increase in rate of salary increase
- (ii) One percentage point decrease in rate of salary increase

For the year ended March 31, 2017	For the year ended March 31, 2016
7.05	7.86
(0.04)	(0.40)
0.03	0.04
0.02	0.26
(0.03)	(0.03)

VI. Assumptions

- a. Discount rate (per annum)
- b. Rate of escalation in salary (per annum)
- c. Rate of attrition*
- d. Mortality

For the year ended March 31, 2017	For the year ended March 31, 2016
7.55%	8%
5%	5%
Refer note below	22%
India Assured Lives	India Assured Lives
Mortality(2006-08)	Mortality (2006-08)

*Note:- 24.56% upto 35 years, 11.79% upto 45 years and 4.49% thereafter

11. Exceptional items (Note – 27 of Standalone Financial Statement)

Exceptional items comprise of the following:

- (i) Loss on transfer of certain assets of the Company to a wholly owned subsidiary under a slump sale agreement – Nil (previous year – ₹ 653.56 crores); and
- (ii) Provision cum write off of debts – ₹ 536.84 crores (previous year – Nil) pursuant to a detailed review of Trade Receivables in the course of implementation of IND AS.

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

As at and for the year ended 31st March 2017

12. Income Taxes (Note – 28 of Standalone Financial Statement)

- a. Income tax expenses recognized in the Statement of Profit or Loss are analysed as below:

(in ₹ Crore)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Wealth tax	--	(0.15)
Current taxes	(5.62)	(13.79)
Deferred taxes	(0.14)	48.45
MAT credit	5.62	13.79
Total	(0.14)	48.30

The Finance Act, 2017 has inserted sub-section 2C to section 115JB of the Income Tax Act, 1961, relating to Minimum Alternate Tax (MAT), prescribing the treatment of the transitional adjustments with respect to first time adoption of Ind AS while calculating "book profits" u/s 115JB. The Company has considered the said provisions for calculating the tax liability under MAT.

13. The Company has reorganized its various business groups, considering emerging business opportunities in the arena of Digital Transformation and Data Analytics. The Company is charting a course to constantly transform itself in order to remain relevant in the face of relentlessly changing digital technologies and market needs, while still remaining focused on core competencies and transition from Services to a predominantly IP led Solutions organization. This necessitated moving employees within various business groups and subsidiary companies. In the process, the Company has transferred Big Data Analytics related employees along with certain assets and liabilities to Rolta Optronics and Communications Pvt. Ltd which is now renamed as Rolta BI & Big Data Analytics Private Ltd., with the total book value of ₹ 23.92 Cr. for an amount of ₹ 25 Cr. (Note – 29 of Standalone Financial Statement)

14. Corporate Social Responsibility Activities (Note – 31 of Standalone Financial Statement)

- a. Gross Amount required to be spent by the company during the year ₹ 12.28 Cr.
- b. Amount spent during the year on

(in ₹ Crore)

- i. Construction / acquisition of any asset
- ii. On purposes other than i. above
- Total**

In cash	Yet to be paid in cash	Total
--	--	--
0.57	--	0.57
0.57	--	0.57

15. Related Parties (Note – 32 of Standalone Financial Statement)

a. List of Related Parties and Relationships

i. Party

Rolta Global BV
 Rolta International Inc. USA
 Rolta Thales Limited.
 Rolta BI and Big Data Analytics Pvt. Ltd.
 (formerly Rolta Optronics & Communication Pvt. Ltd.)
 Rolta Middle East FZ LLC
 Rolta Muscat LLC
 Rolta UK Ltd.
 Rolta Saudi Arabia Ltd.
 Rolta Benelux BV
 Rolta Canada Ltd
 Rolta Asia Pacific Pty Ltd.
 Rolta Advizex Technologies LLC
 Rolta LLC
 Rolta Americas LLC
 Rolta Hungary KFT
 Rolta Defence Technology Systems Pvt Ltd.

Relation

Subsidiary
 Subsidiary
 Subsidiary
 Subsidiary
 Subsidiary of Rolta Global BV
 Subsidiary of Rolta Middle East FZ LLC
 Subsidiary of Rolta Global BV
 Subsidiary of Rolta Middle East FZ LLC
 Subsidiary of Rolta UK Ltd.
 Subsidiary of Rolta International Inc
 Subsidiary of Rolta International Inc.
 Subsidiary of Rolta International Inc.
 Subsidiary of Rolta International Inc.
 Subsidiary of Rolta International Inc.
 Subsidiary of Rolta International Inc.
 Subsidiary

ii. Key Management Personnel / Directors

Mr. K K Singh
 Mr. A D Tayal (Upto 30.05.2016)
 Mr. Rajesh Ramachandran (From 30.05.2016)
 Lt. Gen. K. T. Parnaik (Retd.) (From 30.05.2016)
 Mr. Ramakrishna Prabhu (From 12.02.2016)
 Mr. Verinder Khashu
 Mr. K. R. Modi
 Ms. Homai A Daruwalla (From 15.07.2016)
 Mr. Ramnath Pradeep (From 17.06.2016)
 Lt. Gen. P P S Bhandari (Retd.) (From 15.07.2016)

Chairman & Managing Director
 Jt. Managing Director & Chief Operating Officer – Domestic Operations
 Jt. Managing Director-Global Product & Technology Solutions
 Jt. Managing Director-Defense & Security
 Director Corporate Affairs & Chief Financial Officer
 Company Secretary & Head Legal/Compliance
 Independent Director
 Independent Director
 Independent Director
 Independent Director

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

As at and for the year ended 31st March 2017

iii. Enterprises over which significant influence exercised by Key Management Personnel / Directors

Rolta Private Limited	Company controlled by Mr. K K Singh
Rolta Holding & Finance Corporation Pvt. Ltd	Company controlled by Mr. K K Singh
Sunsolar Renewable Energy Private Limited (Previously Rolta Power Pvt. Ltd.)	Company controlled by Mr. K K Singh
Rolta Foundation	Charitable Trust in which Mr. K K Singh is a Trustee

b. Disclosures required for related parties transactions

(Current year's figures are shown in bold & comparative figures for the previous year are shown below the current year)

(in ₹ Crore)

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Management Personnel	Total
I Transactions during the year					
Rendering of Services	21.53 15.35	53.91 57.45	-	-	75.44 72.80
Interest Income	-	-	-	-	-
Interest Expenses	17.56	8.51	-	-	26.07
Interest on Deposit	-	2.02	-	-	2.02
Rental Income	-	-	-	9.42	9.42
Purchase of Material	-	-	-	0.28	0.28
Reimbursements	-	-	-	1.27	1.27
Lease Rent & Maintenance	-	-	-	2.04	2.04
Royalty Fees	232.29 7.02	8.89 13.24	-	-	241.18 20.26
CSR Expenditure	(15.84) (8.69)	(7.30) 3.85	-	0.74	(22.40) (3.06)
Remuneration incl Commission	-	-	-	1.78	1.78
Directors Sitting Fees	-	-	-	7.05	7.05
Purchase of Assets	-	-	-	17.85	17.85
Slump Sale	-	-	-	6.35	6.35
Share Application Money	-	-	-	7.75	7.75
Other Deposit Taken	-	-	-	0.50	0.50
Security Deposit Taken	-	-	-	0.51	0.51
Investments during the year	-	-	7.47	-	7.47
Redemption/Transfer of shares during the year	-	-	11.56	-	11.56
Loans & Advances	-	-	0.38	-	0.38
Advance Received	-	-	0.30	-	0.30
Corporate Guarantees	27.67 0.30	-	-	-	27.67 0.30
Share Application Money	25.00 2,024.01	-	-	-	25.00 2,024.01
Other Deposit Taken	24.94	-	-	-	24.94
Security Deposit Taken	-	0.73	-	77.00	77.73
Investments during the year	-	19.60	-	5.50	25.10
Redemption/Transfer of shares during the year	-	-	-	13.25	13.25
Loans & Advances	78.31 24.25	-	-	-	78.31 24.25
Advance Received	(48.27) 8.23	(38.32) (24.39)	-	-	(86.59) (16.16)
Corporate Guarantees	(508.51) 678.22	-	-	-	(508.51) 678.22
II Closing Balances					
Trade Receivable	0.05 0.07	4.09 6.56	-	0.38	4.52 6.63
Other Receivables	2,024.07 1,999.07	-	-	-	2,024.07 1,999.07
Share Application Money	24.94	-	-	-	24.94
Other Deposits taken	-	20.33	-	82.50	102.83
Security Deposits (net)	-	19.60	-	5.50	25.10
Loans & Advances	-	-	-	2.22	2.22
Trade Payable	102.56 24.25	-	-	15.47	102.56 24.25
Advance from customer	99.83 63.78	115.89 112.87	-	0.14	215.86 182.25
Investments at the Year End	1,216.25 1,264.53	363.11 401.43	-	5.60	1,579.36 1,665.96
Salary & Commission Payable	248.41 224.34	-	-	-	248.41 224.34
Corporate Guarantee on behalf of Subsidiaries	-	-	7.31	-	7.31
	-	-	6.13	-	6.13
	6,624.10 7,132.61	-	-	-	6,624.10 7,132.61

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

As at and for the year ended 31st March 2017

c. Significant Transactions during the year

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
Rendering of Services					
Rolta International Inc. USA	21.53	-	-	-	21.53
Rolta Americas LLC		0.03	-	-	0.03
Rolta U K Ltd.	-	10.68	-	-	10.68
Rolta Benelux BV	-	0.13	-	-	0.13
Rolta Middle East FZ LLC	-	23.33	-	-	23.33
Rolta Middle East FZ LLC (Oman)	-	0.21	-	-	0.21
Rolta Middle East FZ LLC (Baharin)	-	0.26	-	-	0.26
Rolta Saudi Arabia Ltd.	-	2.08	-	-	2.08
Rolta Canada Ontario Limited	-	1.76	-	-	1.76
Rolta Advizex Technologies LLC	-	15.43	-	-	15.43
Interest on Deposit					
Rolta Private Limited	-	-	-	9.42	9.42
Rental Income					
Sunsolar Renewable Energy Private Limited	-	-	-	1.27	1.27
Purchase of Material					
Rolta International Inc USA	3.50	-	-	-	3.50
Rolta Defence Technologies Systems Pvt Ltd	228.79	-	-	-	228.79
Rolta Canada Ontario Limited	-	8.23	-	-	8.23
Rolta Middle East FZ LLC	-	0.66	-	-	0.66
Reimbursements					
Rolta Private Limited	-	-	-	0.76	0.76
Sunsolar Renewable Energy Private Limited	-	-	-	(0.02)	(0.02)
Rolta Defence Technologies Systems Pvt. Ltd.	(1.91)	-	-	-	(1.91)
Rolta International Inc. USA	(13.93)	-	-	-	(13.93)
Rolta Advizex Technologies LLC	-	(0.04)	-	-	(0.04)
Rolta Middle East FZ LLC	-	(6.29)	-	-	(6.29)
Rolta UK Ltd.	-	(0.79)	-	-	(0.79)
Rolta Middle East FZ LLC (Oman)	-	(0.04)	-	-	(0.04)
Rolta Saudi Arabia Ltd.	-	(0.14)	-	-	(0.14)
Purchase of Assets					
Rolta International INC USA	27.67	-	-	-	27.67
Slump Sale					
Rolta BI and Big Data Analytics Pvt Ltd.	25.00	-	-	-	25.00
Lease Rent & Maintenance					
Rolta Private Limited	-	-	-	7.05	7.05
Royalty Fees					
Rolta Private Limited	-	-	-	6.35	6.35
CSR Expenditure					
Rolta Foundation	-	-	-	0.50	0.50
Remuneration incl Commission					
Mr. K.K.Singh	-	-	-	-	-
Mr. Rajesh Ramachandran	-	-	3.02	-	3.02
Lt. Gen. K.T. Parnaik (Retd.)	-	-	2.12	-	2.12

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

As at and for the year ended 31st March 2017

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
Mr. Ramakrishna Prabhu	-	-	1.59	-	1.59
Mr. Verinder Khashu	-	-	0.74	-	0.74
Directors Sitting Fees					
Mr.K.R.Modi			0.13		0.13
Mr. M.V. Nair			0.02		0.02
Mr. Vijay K. Chopra			0.03		0.03
Mr. T. C. Venkat Subramanian			0.03		0.03
Lt.Gen.PPS Bhandari (Retd.)			0.05		0.05
Mr. Ramnath Pradeep			0.07		0.07
Ms. Homai Ardeshir Daruwalla			0.05		0.05
Loans & Advances					
Rolta International Inc.USA	16.05	-	-	-	16.05
Rolta Thales Ltd.	0.01	-	-	-	0.01
Rolta Defence Technology Systems Pvt Ltd.	60.13	-	-	-	60.13
Rolta BI and Big Data Analytics Pvt Ltd.	2.12	-	-	-	2.12
Advance During the Year					
Rolta International Inc. USA	(48.27)	-	-	-	(48.27)
Rolta U K Ltd.	-	(9.43)	-	-	(9.43)
Rolta Middle East FZ LLC	-	(28.89)	-	-	(28.89)
Investments During the Year					
Rolta Defence Technology Systems Pvt. Ltd.	25.15	-	-	-	25.15
Rolta Global BV	0.24	-	-	-	0.24
Redemption/Transfer of shares during the year					
Rolta International Inc. USA	1.32	-	-	-	1.32
Other Deposit					
Rolta Middle East FZ LLC	-	0.73	-	-	0.73
Rolta Private Limited (ICD) Taken	-	-	-	77.00	77.00
Security Deposit (Adjusted)					
Rolta Private Limited	-	-	-	13.25	13.25
Corporate Guarantees Given	(508.51)	-	-	-	(508.21)
CLOSING BALANCES					
Trade Receivable					
Rolta Thales Limited	0.05	-	-	-	0.05
Rolta Private Limited	-	-	-	0.02	0.02
Sunsolar Renewable Energy Private Limited	-	-	-	0.36	0.36
Rolta Advizex Technologies LLC.	-	4.09	-	-	4.09
Other Receivable					
Rolta Defence Technologies Systems Pvt Ltd	1,999.07	-	-	-	1,999.07
Rolta BI and Big Data Analytics Pvt Ltd.	25.00	-	-	-	25.00
Trade Payable					
Rolta Holding & Finance Pvt. Ltd.	-	-	-	0.14	0.14
Rolta International INC USA	93.31	-	-	-	93.31
Rolta Defence Technologies Systems Pvt Ltd	6.52	-	-	-	6.52

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

As at and for the year ended 31st March 2017

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
Rolta U K Ltd.	-	0.09	-	-	0.09
Rolta BENELUX BV	-	0.11	-	-	0.11
Rolta Middle East FZ LLC	-	14.38	-	-	14.38
Rolta Middle East FZ LLC (Oman)	-	0.07	-	-	0.07
Rolta Middle East FZ LLC (Baharin)	-	0.03	-	-	0.03
Rolta Saudi Arabia Ltd	-	0.18	-	-	0.18
Rolta Canada Ontario Limited	-	101.03	-	-	101.03
Loans & Advances					
Rolta International Inc. USA	27.29	-	-	-	27.29
Rolta Defence Technology Systems Pvt Ltd.	73.14	-	-	-	73.14
Rolta BI and Big Data Analytics Pvt Ltd.	2.12	-	-	-	2.12
Rolta Thales Ltd.	0.01	-	-	-	0.01
Advances From Customer					
Rolta International Inc	1,216.25	-	-	-	1,216.25
Rolta Middle east FZ LLC	-	153.96	-	-	153.96
Rolta UK Ltd.	-	209.15	-	-	209.15
Investments					
Rolta International Inc. USA	217.38	-	-	-	217.38
Rolta Thales Ltd.	2.55	-	-	-	2.55
Rolta Global BV	3.20	-	-	-	3.20
Rolta BI and Big Data Analytics Pvt Ltd.	0.01	-	-	-	0.01
Rolta Defence Technologies Systems Pvt Ltd.	25.27	-	-	-	25.27
Salary & Commission Payable					
Mr. K.K.Singh	-	-	5.34	-	5.34
Mr. Rajesh Ramachandran	-	-	0.74	-	0.74
Lt. Gen. K.T. Parnaik (Retd.)	-	-	0.75	-	0.75
Mr. Ramakrishna Prabhu	-	-	0.41	-	0.41
Mr. Verinder Khashu	-	-	0.07	-	0.07
Security Deposit Given /Taken					
Rolta Private Limited (Gurgaon) Given	-	-	-	2.39	2.39
Sunsolar Renewable Energy Private Limited (Taken)	-	-	-	(0.17)	(0.17)
Other Deposit Taken					
Rolta Middle East FZLLC	-	20.33	-	-	20.33
Rolta Private Limited (ICD)	-	-	-	82.50	82.50
Corporate Guarantee on behalf of Subsidiaries					
Corporate Guarantees	176.84	-	-	-	176.84
Bond Guarantees	5,263.96	-	-	-	5,263.96
Counter Guarantees	1,183.30	-	-	-	1,183.30

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.

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

As at and for the year ended 31st March 2017

- c) 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 the normal course of business and at rates agreed upon between the parties.
- d) All loans to subsidiaries are given for meeting their working capital requirements.

16. Earning Per Share – EPS (Note – 33 of Standalone Financial Statement)

EPS is calculated by dividing the profit attributable to the equity shareholders by the weighted 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 2017	For the year ended 31 st March 2016
a. Before Exceptional Item		
Net Profit attributable to Equity Shareholders for Basic EPS (in ₹ Cr.)	642.33	778.16
EPS (₹) Basic	39.35	48.16
EPS (₹) Diluted	38.60	46.53
b. After Exceptional Item		
Net Profit attributable to Equity Shareholders for Basic EPS (in ₹ Cr.)	105.49	124.60
EPS (₹) Basic	6.46	7.71
EPS (₹) Diluted	6.34	7.45

Reconciliation of weighted average number of equity shares outstanding during the year.

	For the year ended 31 st March 2017	For the year ended 31 st March 2016
Weighted nos. of shares for Basic Earnings per share	163,256,211	161,567,962
Adjusted on account of ESOPs	3,131,992	5,663,505
Weighted nos. of shares for Diluted Earnings per share	166,388,203	167,231,467

17. Contingent Liabilities not provided for (Note – 34 of Standalone Financial Statement)

Particulars	As at 31 st March 17	As at 31 st March 16
i. Guarantees issued by the bankers to customers & third party	6,624.10	7,225.29
ii. Letters of Credit issued by Bankers	82.79	117.32
iii. Claims against the company not acknowledged as debt	28.93	--

(in ₹ Crore)

18. There are no amounts due and outstanding, to be credited to Investor Education and Protection Fund. (Note – 39 of Standalone Financial Statement)
19. Segment information has been presented in the Consolidated Financial Statements. (Note – 40 of Standalone Financial Statement)
20. Previous year's figures have been regrouped / rearranged wherever necessary to conform to the classification adopted for the current year. (Note – 41 of Standalone Financial Statement)

As per our report of even date

For and on behalf of Board of Directors

For N.M. Raiji & Co.
Chartered Accountants
Firm's Registration No. 108296W

K R Modi
Director

Homai A Daruwalla
Director

K. K. Singh
Chairman & Managing Director

Vinay D. Balse
Partner
Membership No. 39434

Rajesh Ramachandran
Joint Managing Director

Ramnath Pradeep
Director

Lt. Gen. P P S Bhandari (Retd.)
Director

Verinder Khashu
Company Secretary & Head
Legal / Compliance

Lt. Gen. K T Parnaik (Retd.)
Joint Managing Director

Ramakrishna Prabhu
Director Corporate Affairs & Chief
Financial Officer

Mumbai
May 30, 2017

Mumbai
May 30, 2017

Corporate Governance

As at 31st March, 2017

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 "Policy on 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Listing Regulations) 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 insights. 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, and as at March 31, 2017, the Board consists of eight members, of which four 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 inform the Company about the Board Membership and Board's Committee Membership they occupy in other companies including Chairmanship in Board / Committee of such companies. Directors 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. Company Secretary of the Company acts as Secretary of the Committees as well. 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 is 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, Nomination & Remuneration, Stakeholder's Relationship, 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 services 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 required in [Part] of Schedule II of Listing Regulations is placed before the Board for its consideration.

(ii) Board Meetings:

During the year ended March 31, 2017, **Eight (8)** 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:

April 09, 2016; May 30, 2016; June 17, 2016; July 15, 2016; August 20, 2016; September 14, 2016; December 9, 2016, and February 14, 2017.

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 Part A of Schedule to Regulation 17 of Listing Regulations, 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, 2017 and no commission has been paid to the Non-Executive Directors for the period under consideration. Details of the fees paid to the Non-Executive Directors are disclosed elsewhere in this report.

Corporate Governance

As at 31st March, 2017

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(6) 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.

(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 31 st March, 2017		Whether attended last AGM held on August 20, 2016	Number of directorships in other public companies		Number of committee positions held in other public companies	
		held during tenure of directorship	Attended		Chair-person	Member	Chair-person	Member
Mr. Kamal K. Singh (Chairman and Managing Director) DIN 00260977	Non-Independent, Executive	8	8	YES	1	-	-	-
Mr. K R Modi DIN 00261506	Independent, Non-Executive	8	8	YES	-	-	-	-
Ms. Homai A. Daruwalla ³ DIN 00365880	Independent, Non-Executive	5	4	YES	-	7	2	2
Mr. Ramnath Pradeep ² DIN 02608230	Independent, Non-Executive	5	5	YES	-	4	2	2
Lt. Gen. Padam Pal Singh Bhandari ³ (Retd.) DIN 02082258	Independent, Non-Executive	5	5	YES	-	-	-	-
Mr. Rajesh Ramachandran ¹ (Joint Managing Director - Global Products & Technology Solutions) DIN 07531344	Non-Independent, Executive	6	6	YES	-	-	-	-
Lt. Gen. Kaiwalya T. Parnaik (Retd.) ¹ (Joint Managing Director - Defense & Security) DIN 07129253	Non-Independent, Executive	6	6	YES	-	-	-	-
Mr. Ramakrishna Prabhu ¹ (Director Corporate Affairs & CFO) DIN 01945079	Non-Independent, Executive	6	6	YES	-	-	-	-
Mr. V K Chopra ⁶ DIN 02103940	Independent, Non-Executive	2	2	NO	-	8	3	5
Mr. T C Venkat Subramanian ⁵ DIN 00040526	Independent, Non-Executive	2	2	NO	-	3	-	2
Mr. M V Nair ⁶ DIN 02284165	Independent, Non-Executive	2	2	NO	1	3	-	2
Mr. A D Tayal ⁴ (Joint Managing Director & COO) DIN 00261332	Non-Independent, Executive	2	-	NO	-	1	-	-
Ms. Preetha Pulusani ⁷ (Director and President – Americas) DIN 02085775	Non-Independent, Non-Executive	2	-	NO	-	-	-	-

¹Appointed as Director w.e.f. 30.05.2016 - ²Appointed as Director w.e.f. 17.06.2016 - ³Appointed as Director w.e.f. 15.07.2016

⁴Resigned from Directorship w.e.f. 30.05.2016 - ⁵Resigned from Directorship w.e.f. 10.06.2016 - ⁶Resigned from Directorship w.e.f. 11.06.2016

⁷Resigned from Directorship w.e.f. 16.06.2016

1. The Directorships held by Directors as mentioned above, do not include Alternate Directorships and Directorships in Foreign Companies, Companies Registered under Section 8 of the Companies Act, 2013 and Private Limited Companies. It 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

Corporate Governance

As at 31st March, 2017

reckoning the limits, Chairmanships/ Memberships of Board Committees include only Audit and Stakeholder's Relationship Committee.

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 14, 2017, as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) 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.

The Independent Directors namely Ms. Homai A. Daruwalla, Mr. K R Modi, Mr. Ramnath Pradeep & Lt. Gen. P P S Bhandari (Retd.) attended the Meeting of Independent Directors and Lt. Gen. P P S Bhandari (Retd.), Director 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, 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 VIZ. <http://www.rolta.com/wp-content/uploads/pdfs/investor-relations/Rolta-Familiarization-Program-for-Independent-Directors.pdf>.

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 Regulation 17 (5)(a) of Listing Regulations, 2015, the Chairman & Managing Director of the Company confirmed compliance with the Code by all members of the Board and the Senior Management.

Code of Insider Trading

The Company has formulated Insider Trading Policy (Policy) under the

SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") with a view to regulate, monitor and report trading in Companies securities by its employees and other connected persons. The Policy is applicable to Promoters and Promoter's Group, all Directors and such designated employees who are expected to have access to unpublished Price sensitive Information (UPSI) relating to the Company. The Policy further requires pre-clearance for dealing in the Company's shares by the aforesaid persons and their dependents' trades and prohibits the dealing while in possession of UPSI in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code during the year.

The Policy is displayed on Company's website viz. <http://www.rolta.com/wp-content/uploads/pdfs/investor-relations/Rolta-Insider-Trading-Policy.pdf>.

(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 meets to deliberate and take decisions on various matters which are relating to business operations covering strategic, financial, corporate, legal, Subsidiary, Share transfer and Investor Grievances. Besides removing administrative difficulties, this enables quick decision pertaining to the routine & urgent business operations.

The Management Committee comprised of three Directors, two Executive Directors namely Mr. Kamal K Singh, Mr. Ramakrishna Prabhu and one Non- Executive Independent Director namely Mr. K R Modi. Mr. Kamal K Singh is the Chairman of the Management Committee. During the year, Mr. Ramakrishna Prabhu was inducted as member of the Management Committee on resignation of Mr. Atul Dev Tayal from the Directorship. The minutes of the Management Committee and other Committee meetings are placed before the Board at the immediate following Board Meeting.

Seven (07) Management Committee Meetings were held during the financial year ended March 31 2017.

April 29, 2016; June 29, 2016; September 26, 2016, October 12, 2016; October 24, 2016; January 16, 2017 and March 14, 2017

Attendance of Directors at the Management Committee during the financial year ended March 31 2017:

Name of the Director	Designation / Category	Meetings held during the tenure of the Director	Meetings Attended
Mr. Kamal K Singh	Chairman (Non- Independent)	7	7
Mr. K R Modi	Member (Independent)	7	7
Mr. Ramakrishna Prabhu ¹	Member (Non-Independent)	6	6
Mr. A D Tayal ²	Member (Non-Independent)	1	1

¹Appointed as Director w.e.f. May 30, 2016

²Resigned from Directorship w.e.f. May 30, 2016

(C) Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of Listing Regulations, 2015 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.

Six (06) Audit Committee Meetings were held during Financial Year 2016-17. The dates on which the said meetings were held are as follows:

Corporate Governance

As at 31st March, 2017

April 09, 2016; May 30, 2016; July 15, 2016; September 14, 2016; December 9, 2016, and February 14, 2017.

Attendance of Directors at the Audit Committee Meetings during the financial year ended March 31, 2017:

Member	Designation / Category	Meeting held	Meetings Attended
Ms. Homai A. Daruwalla ³	Chairperson (Independent)	3	2
Mr. K R Modi	Member (Independent)	6	6
Mr. Ramnath Pradeep ²	Member (Independent)	4	4
Mr. Ramakrishna Prabhu ¹	Member (Non Independent)	4	4
Mr. V K Chopra ⁵	Chairman (Independent)	2	2
Mr. T C Venkat Subramanian ⁴	Member (Independent)	2	2

¹ Inducted as Member w.e.f. 30.05.2016 - ² Inducted as Member w.e.f. 17.06.2016

³ Inducted as Member w.e.f. 15.07.2016 - ⁴ Resigned from Directorship w.e.f. 10.06.2016

⁵ Resigned from Directorship w.e.f. 11.06.2016

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 Part C of Schedule II of Regulation 18(3) read with Listing Regulations and the 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.

A. The role of the audit committee shall include the following:

- (1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;

- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 - (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 - (8) approval or any subsequent modification of transactions of the listed entity with related parties;
 - (9) scrutiny of inter-corporate loans and investments;
 - (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
 - (11) evaluation of internal financial controls and risk management systems;
 - (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - (14) discussion with internal auditors of any significant findings and follow up there on;
 - (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 - (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - (18) to review the functioning of the whistle blower mechanism;
 - (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
 - (20) carrying out any other function as is mentioned in the terms of reference of the audit committee.
- B. The Audit Committee shall mandatorily review the following information:
- (1) management discussion and analysis of financial condition and results of operations;
 - (2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - (3) management letters / letters of internal control weaknesses issued by the statutory auditors;
 - (4) internal audit reports relating to internal control weaknesses; and
 - (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
 - (6) statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Corporate Governance

As at 31st March, 2017

(D) Nomination & Remuneration Committee (NRC):

The Committee's constitution and terms of reference are in compliance with provisions of the Companies Act, 2013, Regulation 19(1) of Listing Regulations and Clause 5 of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time.

Mr. K R Modi, Non-executive Independent Director is the Chairman of Nomination and Remuneration Committee (NRC). Other members of the Committee are Mr. Kamal K Singh, Chairman & Managing Director, Ms. Homai A Daruwalla and Mr. Ramnath Pradeep, Non-executive Independent Directors. During the year, Mr. Ramnath Pradeep and Ms. Homai A Daruwalla were inducted as members of the NRC. The Company Secretary acts as the Secretary of the Nomination and Remuneration Committee.

Three (03) Nomination and Remuneration Committee meeting were held during 2016-17. The dates on which the said meetings were held were as follows:

May 30, 2016; July 15, 2016; and December 9, 2016

Attendance of Directors at the Nomination and Remuneration Committee Meetings during the financial year ended March 31, 2017:

Member	Designation / category	Meeting held during the tenure of the Director	Meetings Attended
Mr. K R Modi	Chairman	03	03
Mr. Kamal K Singh	Member	03	03
Ms. Homai A. Daruwalla ²	Member	01	01
Mr. Ramnath Pradeep ¹	Member	02	02
Mr. M V Nair ⁴	Member	01	01
Mr. T C Venkat Subramanian ³	Member	01	01

¹Inducted as Member w.e.f. 17.06.2016 - ²Inducted as Member w.e.f. 15.07.2016

³Resigned from Directorship w.e.f. 10.06.2016 - ⁴Resigned from Directorship w.e.f. 11.06.2016

The terms of reference of the NRC, inter alia, includes

- Formulation of policy for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees
- 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, also to recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance. 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.
- 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.
- 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.
- Formulate Remuneration Policy and a policy on Board Diversity.

- Formulation of criteria for evaluation of Independent Directors and the Board;
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- 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 (SRC):

The Stakeholder Relationship Committee of the Company is constituted in line with the provisions of Section 178 (5) of the Companies Act, 2013 and Regulation 20 of Listing Regulations. The Committee comprises of three Directors, out of which two are Non-Executive and one Executive Director. Mr. K R Modi, Non-executive Independent Director chaired the SRC. Other member of SRC are Mr. Ramnath Pradeep, Non-Independent Director and Mr. Ramakrishna Prabhu, Executive Non-Independent Director. Company Secretary acts as the Secretary of the Stakeholder Relationship Committee.

One (01) meeting of the Stakeholder Relationship Committee was held during the year on December 9, 2016.

Member	Designation / category	Meeting held during the tenure of the Director	Meetings Attended
Mr. K R Modi	Chairman	01	01
Mr. Kamal K Singh	Member	01	01
Mr. Ramnath Pradeep ¹	Member	01	01
Mr. Ramakrishna Prabhu ²	Member	01	01

¹Inducted as Member w.e.f. 17.06.2016 - ²Inducted as Member w.e.f. 30.05.2016

This Committee's mandate requires it to look into investors' grievances relating matters such as the transfer of shares, non-receipt of annual reports, non-receipt of dividends, and also review 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. Management Committee of Board of Directors meets more often and also considers the matters relating to investors litigation, complaints, correspondence, share transfer and other investor related matters.

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, 2017. 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 29. The above complaints include 5 SEBI complaints which are duly redressed by the Company. There are no complaints outstanding or pending with the regulatory authorities as on March 31, 2017 for redressal.

The Company is in receipt of 'No Complaint' Certificates as on March 31, 2017 from both the Exchanges where the equity shares are listed namely BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

Corporate Governance

As at 31st March, 2017

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 Committee (CSR):

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', 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 2016-17 forms a part of the Board's Report.

The Committee comprises of three Directors out of which two are Non-Executive and one Executive Directors. The Committee is chaired by Mr. Kamal K Singh, Executive Non-Independent Director and its other members include Mr. K R Modi, Non-Executive Independent Director & Mr. Ramakrishna Prabhu, Executive Director. Mr. Ramakrishna Prabhu, was inducted as member of the Committee in place of Mr. Atul Dev Tayal, Executive Director upon his resignation from Directorship. 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 July 15, 2016.

Member	Meeting held during the tenure of the Director	Meetings Attended
Mr. Kamal K Singh	01	01
Mr. K R Modi	01	01
Mr. Ramakrishna Prabhu ¹	01	01
Mr. Atul Dev Tayal ²	-	-

¹Inducted as Member w.e.f. 30.05.2016 - ² Resigned from Directorship w.e.f. 30.05.2016

3. SUBSIDIARY COMPANIES

As on March 31, 2017, the Company has 3 Indian and 2 overseas wholly owned Subsidiaries and 11 step-down overseas subsidiaries. During the year, Mr. K R Modi, Independent Director has been appointment as Director on the Board of Rolta Defence Technology Systems Private Limited, being a material subsidiary of the Company. Except as above, 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 Discussion and Analysis Report.

4. MANAGEMENT DISCUSSION & ANALYSIS

A detailed report on the Management Discussion and Analysis prepared in accordance with Regulation 34 (2) of Listing Regulations 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	20.08.2016 at 11:30 AM	<ul style="list-style-type: none"> Nil

Location	Date and time	Special Resolutions passed
Rolta Tower-A, Rolta Technology Park, MIDC- Marol, Andheri (East), Mumbai – 400093	26.09.2015 at 11:30 AM	<ul style="list-style-type: none"> Issue of various Equity related securities – ADRs, GDRs, QIPs, Convertible Bonds, Shares, Convertible Debentures, etc.
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.

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 one 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 viz. <http://www.rolta.com/wp-content/uploads/pdfs/investor-relations/Rolta-Related-Party-Transaction-Policy.pdf>.

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.

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 and Remuneration Committee (NRC) within the salary scale approved by the members and are effective July 1, each year. The NRC 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 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 Board and Committees thereof.

Service Contract, Severance Fee and Notice Period of the Executive Directors

The appointment of the Executive Directors is governed by resolutions

Corporate Governance

As at 31st March, 2017

Details of remuneration / sitting fees paid to Directors during the financial year ended March 31, 2017 is given below:

₹ in Lakh

Name of Directors	Service Term	No of shares held	Sitting Fee (A)	Salary and Perks (B)	Commission	Total (A+B)
Mr. Kamal K. Singh ¹	01.07.2012 to 30.06.2017	-	-	-	-	-
Mr. K R Modi	27.09.2014 to 26.09.2017	1000	12.75	-	-	12.75
Ms. Homai A Daruwalla ⁴	15.07.2016 to 17.07.2019	-	5.00	-	-	5.00
Mr. Ramnath Pradeep ³	17.06.2016 to 16.06.2019	-	7.00	-	-	7.00
Lt. Gen. P P S Bhandari (Retd.) ⁴	15.07.2016 to 17.07.2019	15,250	5.25	-	-	5.25
Mr. Rajesh Ramachandran ²	30.05.2016 to 29.05.2019	79,588	-	151 ⁹	60	211
Lt. Gen. K T Parnaik (Retd.) ²	30.05.2016 to 29.05.2019	-	-	152	60	212
Mr. Ramakrishna Prabhu ²	30.05.2016 to 29.05.2019	-	-	114	30	144
Mr. V K Chopra ⁷	-	-	2.50	-	-	2.50
Mr. T C Venkat Subramanian ⁶	-	-	2.75	-	-	2.75
Mr. M V Nair ⁷	-	-	2.25	-	-	2.25
Mr. A D Tayal ⁵	-	-	-	530	-	530
Ms. Preetha Pulusani ⁸	-	2,49,827	-	-	-	-

¹Previous term of Mr. Kamal K Singh as Chairman & Managing Directors expired on June 30, 2017. The Board at its meeting held on May 30, 2017 re-appointed Mr. Kamal K Singh designated as Executive Chairman & Managing Director subject to the approval of shareholders at the ensuing Annual General Meeting. As per the approved terms, Mr. Kamal K. Singh is entitled to fixed Commission @ 5% of the Net Profits of the Company. - ²Appointed as Director w.e.f. 30.05.2016 - ³ Appointed as Director w.e.f. 17.06.2016 - ⁴ Appointed as Director w.e.f. 15.07.2016 - ⁵ Resigned from Directorship w.e.f. 30.05.2016 - ⁶ Resigned from Directorship w.e.f. 10.06.2016 - ⁷ Resigned from Directorship w.e.f. 11.06.2016 - ⁸ Resigned from Directorship w.e.f. 16.06.2016. ⁹Excludes ESOP value of ₹ 13 lakhs. - ² As per the approved terms, Mr. Rajesh Ramachandran and Lt. Gen. K T Parnaik (Retd.) are entitled upto 0.50% of the consolidated Net Profits of the Company on an annual basis not exceeding ₹ 1 Crore each and Mr. Ramakrishna Prabhu is entitled to Commission upto 0.25% of the consolidated Net Profits of the Company on an annual basis not exceeding ₹ 50 lakhs provided that executive Directors are not under notice period or under resignation at the time of disbursement. None of the Directors received any loans and advances from the Company during the financial year ended March 31, 2017. Tax Deducted at Source as per applicable Tax Laws and Rules.

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 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

The Company has duly complied with the requirements of the provisions of Corporate Governance specified under Listing Regulations, as well as with the Regulations of the Securities Exchange Board of India and such other statutory authority relating to the Capital Markets.

Adoption of non-mandatory requirements of Listing Regulations is being reviewed by the Board from time to time.

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 of English and Marathi languages. 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. Investors / 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, 2017 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.

Corporate Governance

As at 31st March, 2017

8. CEO/CFO CERTIFICATION

A certificate from Chairman & Managing Director and Chief Financial Officer on the financial statements of the company and on the matters which were required to be certified according to the Regulation 17(8) of Listing Regulations, 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 Corporate Governance as required under Listing Regulations. The Company has submitted the quarterly compliance status report to the stock exchanges within the prescribed time limit.

10. CODE OF CONDUCT

In compliance with regulation 26(3) of the Listing Regulation, the Company has framed and adopted a code of conduct. The code is

applicable to the members of the Board and Senior Management Personnel of the Companies and its subsidiaries. All the members of the Board and Senior Management Personnel have confirmed compliance to the Code as on March 31, 2017.

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 Regulation 26 (3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, 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, 2017.



Mumbai
14th August, 2017

Kamal K Singh
Chairman and Managing Director

11. CERTIFICATE ON CORPORATE GOVERNANCE

As required under Listing Regulations, 2015, the certificate on compliance of the Corporate Governance norms is attached with this report.

Virendra Bhatt

Company Secretary

Office:
602, Tardeo Airconditioned Market,
Tardeo Main Road, Tardeo,
Mumbai - 400 034
Tel. : 2351 4867 / 2351 2412
Mobile : 98200 48670
email : bhattivrandra1945@yahoo.co.in

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of **Rolta India Limited**

I have examined the compliance of Corporate Governance by **Rolta India Limited** ('the Company') for the year ended 31st March, 2017, as stipulated in relevant regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period ended 31st March 2017.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. My examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the Compliance with the conditions of Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, as applicable.

In my opinion and to the best of our information and according to the explanation given to me and based on the representations made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, as applicable.

I further state that such compliance is neither an assurance to the future 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

Place: Mumbai
Date: 14th August, 2017

BUSINESS RESPONSIBILITY REPORT

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY																													
1.	Corporate Identity Number (CIN) of the Company:	L74999MH1989PLC052384																											
2.	Name of the Company	Rolta India Limited ("the Company")																											
3.	Registered address:	Rolta Tower A, Rolta Technology Park, MIDC- Marol, Andheri (East), Mumbai – 400093, Maharashtra, India																											
4.	Website:	www.rolta.com																											
5.	E-mail id:	investor@rolta.com																											
6.	Financial Year reported:	2016-2017																											
7.	Sector(s) that the Company is engaged in (industrial activity code-wise):	IT Software, Services and related activities (NPCS Code - 99831)																											
8.	List three key products/services that the Company manufactures/provides (as in balance sheet):	a) Rolta OneView b) Rolta IT-OT Fusion c) Rolta iPerspective																											
9.	Total number of locations where business activity is undertaken by the Company																												
	1. Number of International Locations (Provide details of major 5):	1 (Office 411, Al Hilal Bldg., Al Falah Road, Abu Dhabi, U.A.E.)																											
	2. Number of National Locations:	6																											
10.	Markets served by the Company	National / International																											
SECTION B: FINANCIAL DETAILS OF THE COMPANY																													
1.	Paidup Share Capital }	Please refer Board's Report																											
2.	Total Turnover }																												
3.	Total Profit }																												
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%):	0.54%																											
5.	List of activities in which expenditure in 4 above has been incurred:-	Please refer CSR Report (Annexure G)																											
SECTION C: OTHER DETAILS																													
1	Does the Company have any Subsidiary Company/ Companies?	Yes																											
2	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s):	No																											
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]:	No																											
SECTION D: BR INFORMATION																													
1	Details of Director/Directors responsible for BR (a) Details of the Director/Director responsible for implementation of the BR policy/policies (b) Details of the BR head	<table border="1"> <tr> <td>DIN Number</td> <td>07531344</td> <td>07129253</td> <td>01945079</td> </tr> <tr> <td>Name</td> <td>Mr. Rajesh Ramachandran</td> <td>Lt. Gen. K T Parnaik (Retd)</td> <td>Mr. Ramakrishna Prabhu</td> </tr> <tr> <td>Designation</td> <td>Joint Managing Director</td> <td>Joint Managing Director</td> <td>Director Finaance & Corporate Affiars</td> </tr> <tr> <td>Telephone number</td> <td>(022) 29266666</td> <td>(022) 29266666</td> <td>(022) 29266666</td> </tr> <tr> <td>email id</td> <td>Rajesh.ramachandran@rolta.com</td> <td>Kt.parnaik@rolta.com</td> <td>Ramakrishna.prabhu@rolta.com</td> </tr> </table>								DIN Number	07531344	07129253	01945079	Name	Mr. Rajesh Ramachandran	Lt. Gen. K T Parnaik (Retd)	Mr. Ramakrishna Prabhu	Designation	Joint Managing Director	Joint Managing Director	Director Finaance & Corporate Affiars	Telephone number	(022) 29266666	(022) 29266666	(022) 29266666	email id	Rajesh.ramachandran@rolta.com	Kt.parnaik@rolta.com	Ramakrishna.prabhu@rolta.com
DIN Number	07531344	07129253	01945079																										
Name	Mr. Rajesh Ramachandran	Lt. Gen. K T Parnaik (Retd)	Mr. Ramakrishna Prabhu																										
Designation	Joint Managing Director	Joint Managing Director	Director Finaance & Corporate Affiars																										
Telephone number	(022) 29266666	(022) 29266666	(022) 29266666																										
email id	Rajesh.ramachandran@rolta.com	Kt.parnaik@rolta.com	Ramakrishna.prabhu@rolta.com																										
2	Principle-wise (as per NVCs) BR Policy/policies (a) Details of compliance (Reply in Y/N)	<table border="1"> <tr> <td>Ethics, transparency and accountability</td> <td>Product safety</td> <td>Well-being of employees</td> <td>Stakeholders engagement</td> <td>Human rights</td> <td>Environment policy</td> <td>Public and regulatory policy</td> <td>Inclusive growth</td> <td>Value to customers and consumers</td> </tr> </table>								Ethics, transparency and accountability	Product safety	Well-being of employees	Stakeholders engagement	Human rights	Environment policy	Public and regulatory policy	Inclusive growth	Value to customers and consumers											
Ethics, transparency and accountability	Product safety	Well-being of employees	Stakeholders engagement	Human rights	Environment policy	Public and regulatory policy	Inclusive growth	Value to customers and consumers																					
No.	Questions	<table border="1"> <tr> <td>P1</td> <td>P2</td> <td>P3</td> <td>P4</td> <td>P5</td> <td>P6</td> <td>P7</td> <td>P8</td> <td>P9</td> </tr> </table>								P1	P2	P3	P4	P5	P6	P7	P8	P9											
P1	P2	P3	P4	P5	P6	P7	P8	P9																					
1	Do you have a policy/ policies for....	<table border="1"> <tr> <td>Y</td> <td>Y</td> <td>Y</td> <td>Y</td> <td>Y</td> <td>Y</td> <td>Y</td> <td>Y</td> <td>Y</td> </tr> </table>								Y	Y	Y	Y	Y	Y	Y	Y	Y											
Y	Y	Y	Y	Y	Y	Y	Y	Y																					
2*	Has the policy being formulated in consultation with the relevant stakeholders ?	<table border="1"> <tr> <td>Y</td> <td>Y</td> <td>Y</td> <td>Y</td> <td>Y</td> <td>Y</td> <td>Y</td> <td>Y</td> <td>Y</td> </tr> </table>								Y	Y	Y	Y	Y	Y	Y	Y	Y											
Y	Y	Y	Y	Y	Y	Y	Y	Y																					
3	Does the policy conform to any national / international standards? If yes, specify ? (50 words)	Policies are prepared ensuring adherence to applicable laws and in line with international standards and practices such as ISO 9001, ISO 14001, ISO 27001, etc. and meet the National regulatory requirements such as the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015																											
4	Has the policy being approved by the Board ?	Approval of the Board has been obtained where it is mandatory.																											

* Yes, to the extent wherever possible

5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Yes, to the extent it is applicable.
6	Indicate the link for the policy to be viewed online?	http://www.rolta.com/investors/corporate-governance/
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes, to the extent it is applicable.
8	Does the company have in-house structure to implement the policy/ policies.	Yes
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Yes
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	No, being first year, not applicable
	(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why:	Not Applicable
SECTION E: PRINCIPLE-WISE PERFORMANCE		
Principle 1		
1	Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others?	Yes it covers Company and its subsidiary
2	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.	No complaint was received regarding ethical and other matters contained in this principle.
Principle 2		
1	List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.	Products/ Solutions namely Rolta SafeCity Command & Control and Rolta SmartCity Environment Monitoring Solution has incorporated environmental concerns.
2	For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):	With regard to businesses of Rolta India Limited, the question is not applicable to the Company.
	(a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?	
	(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?	
3	Does the company have procedures in place for sustainable sourcing (including transportation)? (a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.	Company is engaged in IT Services & Solution Business which do not involve any input to be sourced except certain hardware which is procured from reputed vendors.
4	Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? (a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?	The Company has a policy of procuring goods and services like office supplies, house-keeping and services from nearby suitable source of supply.
5	Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.	The nature of the Company's business is such that there are no significant emissions or process wastes. The e-waste is disposed-off to authorized e-waste management agencies.
Principle 3		
1	Please indicate the Total number of employees	Total number of Employees including domestic subsidiaries as on March 31, 2017 was 1414. Company engages resources on need basis for execution of Projects from time to time.
2	Please indicate the Total number of employees hired on temporary/contractual/ casual basis	16 (variable)
3	Please indicate the Number of permanent women employees	255
4	Please indicate the Number of permanent employees with disabilities	8
5	Do you have an employee association that is recognized by management	None
6	What percentage of your permanent employees is members of this recognized employee association?	Not applicable
7	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	Nil
8	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?	Yes, majority of employees were given safety training and skill up-gradation training during the year.

Principle 4		
1	Has the company mapped its internal and external stakeholders? Yes/No	Yes.
2	Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.	For the Company, all stakeholders are equally significant and no one is considered as disadvantaged, vulnerable and marginalized.
3	Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.	Not applicable
Principle 5		
1	Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?	The policy extends to Company as well as subsidiary.
2	How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	The Company has not received any complaints from any stakeholders pertaining to human rights.
Principle 6		
1	Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.	The Company has adopted best practices in its own volition. The Company policy is applicable for the Company and no other contractor.
2	Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.	Not applicable
3	Does the company identify and assess potential environmental risks? Y/N	Not applicable
4	Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?	Not applicable
5	Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.	Please refer Annexure G to Board's Report.
6	Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?	Nil / Not applicable
7	Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.	Nil / Not applicable
Principle 7		
1	Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:	Yes, Rolta is a member of CII (Confederation of Indian Industries), FICCI (Federation of Indian Chambers of Commerce and Industry) and NASSCOM – (National Association of Software and Services Companies).
2	Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)	Yes through interactions and meetings on a general discussion when Company's representative participate in the meetings with trade chambers / associations.
Principle 8		
1	Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.	Yes, such details are provide CSR Report forming part of Boards Report.
2	Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?	The CSR programmes of the Company are undertaken directly or run through Trust (Rolta Foundation) having subject expertise.
3	Have you done any impact assessment of your initiative?	The CSR programmes and their impacts/ outcomes are monitored and reviewed by the CSR Committee.
4	What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.	Refer CSR Report (Annexure G) forming part of Boards Report
5	Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.	Yes, through Corporate Social Responsibility measure.
Principle 9		
1	What percentage of customer complaints/consumer cases are pending as on the end of financial year.	Nil
2	Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks(additional information)	Not applicable
3	Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.	Nil
4	Did your company carry out any consumer survey/ consumer satisfaction trends?	No

RISK MANAGEMENT

RISK MANAGEMENT

The Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner by periodically assessing risks and incorporating risk mitigation in its strategy, business and operational plans. Risk management is therefore an integral part of business at Rolta and is an enterprise wide function that aims at assessing threats to business sustainability and mitigating those threats.

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.

The global economic environment is constantly changing and thus businesses face the inherent risk of contraction in business due to disruptive technologies, evolving industry standards, varying client preferences as well as new product and service introductions. Also, any change in central and state governments, adverse changes in public or defense policies and/or funding allocations can adversely affect the business. The Company's business may also be affected if it cannot continue or license or enforce its Intellectual Property Rights which is an increasing part of its business.

Rolta successfully transformed itself from a predominantly services oriented organization into a differentiated IP led solutions organization enabling it to benefit from a non-linear business growth model. The Company also constantly evaluates and realigns its product innovation to focus on emerging technologies that are fueling business growth. Rolta's products and solutions are now aligned to the digital transformation solutions that are being sought by industries, governments and defence forces.

TECHNOLOGY RISK

Achieving and Sustaining constant growth depends on seamless adoption of emerging technologies.

Rapid and accelerating changes in technologies is resulting in constant change in consumer behavior. Future success will depend on the Company's ability to anticipate such disruptive technologies and adapt its solutions and services in line with evolving marketplace.

Rolta was early to recognize the disruptive impact of emerging digital technologies such as cloud, big data, mobile, social media and streaming IoT/IloT data on virtually all the industries and governments across the globe. Based on this foresight the Company leveraged its R & D strengths to develop innovative IP led products and industry rich solutions targeting these next generation technologies.

COMPETITION RISK

Inability of companies to guard against competition could result in shrinkage of revenues.

The stiff competition can lead to pressure on pricing, vendor consolidation and hence can impact Company growth and profitability. 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 has been operating under a competitive environment for more than three decades and thrives on healthy competition. The Company uniquely differentiates itself through its rich IP led solutions to enable entry into new customers accounts. As a result, Rolta's repeatable IP is proving to be a major differentiator when compared to the approach of pure-play services or consulting companies who typically undertake individual projects. Rolta's innovative IP combined with rich industry domain knowledge and deep technical skills is enabling it to retain its competitive positioning amongst peers and compete with some of the world's largest consulting firms.

SKILLS RISK

Lack of ability of a knowledge intensive company to source and retain people with right skills may lead to business attrition.

Failure to attract, retain and motivate key employees can adversely impact deliveries and customer satisfaction which can in turn impact growth. Additionally, there could be supply side risks on the availability of a talented pool of people especially in certain niche areas of domain and technology experts. As an innovative developer of IP led solutions the ability to attract and retain the right talent is therefore seen as a critical risk.

Rolta has continuously evolved its workplace to ensure that it remains the employer of choice and attracts the best available talent. Having successfully transformed its business model into an IP led organization Rolta is able to attract and retain some of the brightest talent.

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's differentiated IP led solutions is enabling the Company to penetrate into new customer accounts and subsequently expand its foothold. This has resulted in the Company forging many multi-year, multi-million dollar, enduring engagements with its customers.

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.

With changing political scenarios in the developed markets such as US and Europe as well as uncertainties in economic outlook is posing significant geographic risks to the IT industry and can hamper Company's growth.

With almost 50% of the Company's operations coming from India which is generally considered to be a vibrant and growing emerging market, Rolta is able to balance and mitigate against geographic risk to a great degree. 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.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following discussion should be read in conjunction with the Company's audited consolidated financial statements as per Indian Accounting Standards (referred to as "Ind AS") as at and for the year ended 31st March 2017 and as of and for the year ended 31st March 2016 and the related notes thereto.

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 close to 25 offices spread across the globe and in India. Additionally, the company has established a 51:49 Joint Venture Company, Rolta Thales Limited with Thales Group of France.

Rolta has been charting a course to constantly transform itself to remain relevant in the face of relentlessly changing digital technologies and market needs while still remaining focused on core competencies. The Company has successfully transitioned from Services to a predominantly IP led Solutions organization. Rolta is able to bring together rich solutions powered by our growing portfolio of IP and uniquely combining these with deep vertical specific domain expertise together with decades of Geospatial, Engineering and Enterprise IT experience. Going forward, the Company is expected to greatly benefit from nonlinear growth because of these IP led Solutions. The Company now owns a vast repository of around 250+ software packages powering differentiated Digital Transformation Solutions in the areas of Defence, Smart Cities, Cloud, Enterprise and Cyber Security as well as BI and Big Data Analytics.

Enterprises are going digital, with over \$30 trillion in market capitalization across 8 key verticals including Energy and Utilities. Businesses need to be hyper connected in the ecosystem and generate real-time insights to remain relevant and succeed in the digital economy. With over 80% of digital data having a locational context, adding a geospatial dimension is vital for deeper insights. Rolta has been successfully leveraging its Geospatial expertise and proven IP in the areas of Smart Cities and e-Governance. Having deployed more than 400 geospatial enabled Smart City projects in leading cities across Canada, North America, Europe, Middle East, and India, Rolta has built deep expertise and a rich proven portfolio of rapidly deployable productized solutions.

Asset intensive industries have realized the intrinsic value of their digital asset information and are demanding robust Engineering Information Management systems for effective plant management. Rolta's unique ability to integrate its portfolio of engineering solutions with enterprise-level IT has positioned the Company to address this growing demand. Over last few years Rolta has successfully delivered hundreds of million dollar projects in North America, Middle East, Japan and India. Asset Lifecycle Management solutions are essentially precursors to large digital transformation initiatives which many industries are adopting to address the problems of having accurate, up-to-date data for subsequent deeper analytics.

Rolta addresses the full spectrum of Big Data analytics maturity journey from initial advisory, data discovery, enablement of big data landscape, establishing an asset information model (AIM) to secure IoT integration and advanced analytics. Rolta's unique IP is a vital differentiator in automating several aspects of this journey. Rolta's flagship enterprise product continues to remain at the leading edge with innovations such as AI, Deep Machine Learning, Data Lake and Predictive Analytics. Rolta OneView™ continues to win industry and analyst accolades as well as gaining global traction.

The maturity and exceptional value of Rolta's Products and Solutions are clearly evident from the tremendous traction built by Rolta over the years with more than a 100 BI and Big Data Analytics customers worldwide. This customer base includes several marquee clients who have adopted Rolta's BI and Big Data Analytics Solution for their Digital Transformation including 11 Fortune 500 companies and 2 Indian Navratnas. What is even more encouraging is that Rolta's BI and Big Data customers span across all the asset intensive industries served by the company.

Customers are increasingly looking for a single vendor capable of designing, delivering, optimizing and subsequently managing their

Enterprise wide solutions. Rolta's focus in the area of Enterprise IT is to deliver end-to-end solutions, whether for sophisticated BI and Big Data Analytics, building specialized Enterprise Applications customized for individual verticals, Mobility or for creating underlying sophisticated Cloud enabled IT Infrastructure.

Rolta's wholly-owned subsidiary, Rolta AdvizeX, a global leader in IT solutions and managed services, was recognized by VMware with the Global Partner Innovation Award as well as Global Professional Services Partner of the Year for Rolta's Cloud Solutions. Similarly, Rolta AdvizeX received the 2017 Partner Services Quality (PSQ) Award for achieving extraordinary results and commitment to Dell EMC. This marks the seventh year Rolta has received the exclusive recognition.

Defence & Security

Rolta has successfully deployed its Command, Control, Communications, Computers, Intelligence, Surveillance and Reconnaissance (C4ISR) solutions at more than 175 installations with the armed forces in India, enabling them to achieve synergy in inter service military operations. Extensively deployed along the sensitive land borders, they are being exploited to ward off current threats in day to day operations.

As one of the world leaders in Geographical Information Systems, Rolta joined a handful of companies worldwide, with the latest 64-bit release of its C4ISR software suite which brings sophisticated technology to fully exploit the latest advances in satellite and aerial imaging. This Next Generation ISR Solution seamlessly integrates Photogrammetry and Imaging with GIS to dynamically generate and display vast expanses of high quality imagery necessary for intelligence, operational planning and execution.

The Battlefield Management System (BMS), aimed at ushering in Digital Transformation of the Indian Army, is one of the largest such program in the world, with an estimated expenditure of ₹ 70,000 Crores. The Consortium of BEL and Rolta selected as a Development Agency for BMS is fulfilling its responsibilities and continues to achieve major milestones within the stipulated timeframes under the active support and guidance of the Indian Army.

Rolta as an Indian organization with rich indigenous IP and an established track record is eminently suited and poised to reap the benefits arising out of the recent "Make India" vision and introduction of new categorization, "Buy Indian IDDM" (indigenously designed, developed & manufactured).

In Homeland Security, with the implementation of specialized communications projects across the country, Rolta has successfully established itself in the rapidly expanding mission critical communications segment.

The Company has organised its business into two business groups (each, a "BC"): Enterprise Geospatial and Engineering Solutions (EGES); and Enterprise IT and Security Solutions (EITS). For the year ended 31st March, 2017, the Enterprise Geospatial and Engineering Solutions (EGES); and Enterprise IT and Security Solutions (EITS) segment respectively, accounted for 31.47% and 68.53% of the Company's consolidated revenues, as compared to 22.84% and 77.16% for the year ended 31st March, 2016.

Industry Overview

Nasscom's report strategic review of the IT sector states – "In light of the very disruptive emerging technologies, the industry is re-imagining itself to become the Digital Solutions Partner for the world." Rolta with its rich IP led solutions targeted at this digital transformation requirement is expected to gain from an early mover advantage.

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 conducted by an independent firm of Chartered Accountants 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 Audit Committee of the Board, Statutory Auditors and the top management executives are periodically apprised of internal audit finding. The Audit Committee of the Company chaired by an independent director and consisting of other non-executive independent directors and whole time director periodically reviews 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 Company has an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were effective operating as at 31st March, 2017. The statutory auditors checked and reviewed all such internal financial controls and have submitted their report under section 143 (3) of the Companies Act, 2013.

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, 2017 and 31st March, 2016, consolidated revenues amounted to ₹ 3,179.88 crore and ₹ 3,799.59 crore, respectively. This represented a decline of 16.31% for the year ended 31st March, 2017, as compared to the year ended 31st March, 2016.

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, 2017	Financial year Year Ended March 31, 2016
Enterprise Geospatial and Engineering Solutions (EGES)	1,000.68	867.70
Enterprise IT and Security Solutions (EITS)	2,179.20	2,931.89
Total	3,179.88	3,799.59
Segment wise Profit [EBIDTA]		
Enterprise Geospatial and Engineering Solutions (EGES)	558.54	520.11
Enterprise IT and Security Solutions (EITS)	396.11	682.38
Total	954.65	1,202.49

For the year ended 31st March, 2017 and 31st March, 2016, consolidated revenues from Enterprise Geospatial and Engineering Solutions amounted to ₹ 1,000.68 crore and ₹ 867.70 crore, respectively. This represented a growth of 15.3% for year ended 31st March, 2017, as compared to the

year ended 31st March, 2016. The consolidated revenues from Enterprise IT and Security Solutions amounted to ₹ 2,179.20 crore and ₹ 2,931.89 crore respectively for these two periods. This represented a decline of 25.7% for the year ended 31st March, 2017, as compared to the year ended 31st March, 2016. Revenues from EGES segment 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 EIT segment has decreased due to reduced focus on low margin system integration business.

Other Income

Other income comprises of dividend income, interest income, and other miscellaneous income. For the year ended 31st March 2017 and year ended 31st March 2016, other income amounted to ₹ 43.68 crore and ₹ 38.21 crore respectively. The increase in other income was due to reversal of certain liabilities provided in the earlier years no longer required.

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, 2017 and for the year ended 31st March, 2016, consolidated expenses amounted to ₹ 3,045.06 crore and ₹ 3,691.97 crore. This represented a decrease of 17.5% for the year ended 31st March, 2017, as compared to the year ended 31st March, 2016. For the year ended 31st March, 2017 and year ended 31st March, 2016, consolidated expenses, as a percentage of sales were 95.8% and 97.2%, respectively.

The table below shows the principal components of the Company's costs for the periods indicated:

	Financial year Year Ended March 31, 2017 (in ₹ Crore)	% to Sales	Financial year Year Ended March 31, 2016 (in ₹ Crore)	% to Sales
Cost of Materials & Technical Subcontractors	1,329.61	41.8	1,519.39	40.0
Employee benefit expenses	703.96	22.1	792.54	20.9
Other Expenses	191.66	6.0	285.17	7.5
Depreciation and Amortisation	263.09	8.3	542.75	14.3
Finance Cost	562.08	17.7	478.02	12.6
Exchange Difference	(5.34)	(0.2)	74.10	2.0
Total :	3,045.06	95.8	3,691.97	97.2

Cost of Materials & Technical Subcontractors

Cost of Materials & Technical Subcontractors principally comprise of third party software, hardware, peripherals, and cost of third party sub-contracting of services needed to execute the contracts & projects awarded.

In the year ended 31st March, 2017 and for the year ended 31st March, 2016, material and technical subcontractors amounted to ₹ 1,329.61 crore and ₹ 1,519.39 crore. This represented a decrease of 12.5% in the year ended 31st March, 2017, as compared to the year ended 31st March, 2016. The decrease was primarily attributable the change in the business mix of solutions and services undertaken by the Company in the relevant periods and reduced focus on low margin system integration business. However as percentage of sales it is slightly higher compare to previous year.

Employee Benefits Expense

Employee benefits expenses comprise salaries, wages, bonuses, provident fund contributions and welfare expenses. Employee benefit expenses decreased in the year ended 31st March, 2017 to ₹ 703.96 crore from ₹ 792.54 crore in the year ended 31st March, 2016. This represented a decrease of 11.2% for the year ended 31st March, 2017, as compared to the year ended 31st March, 2016. The decrease in employee benefit

expenses was attributable to rationalization & streamlining of the Company's human resources at its offices in India and internationally through focused efforts. However as percentage of sales employee costs for the financial year ended 31st March 2017 increased to 22.1 % from 20.9 % for the year ended 31st March, 2016.

Other Expenses

Other expenses include electricity expenses, repairs and maintenance, sales promotion expenses, legal and other miscellaneous expenses. In the year ended 31st March, 2017 and for the year ended 31st March, 2016, other expenses amounted to ₹ 191.66 crore and ₹ 285.17 crore respectively. This represented a decrease of 32.8 % for the year ended 31st March, 2017, as compared to the year ended 31st March, 2016. Other expense as a percentage of sales was at 6.0% in the year ended 31st March, 2017 as compared to 7.5% in the year ended 31st March, 2016. 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, Intellectual Properties and 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. 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 couple of years.

Depreciation and amortisation expenses for the year ended 31st March, 2017 and for the year ended 31st March, 2016 were ₹ 263.09 crore and ₹ 542.75 crore. This represented a decline of 51.5% for the year ended 31st March, 2017, due to reorganisation fixed asset within Rolta Group between computer systems and Intangibles in the form of IPs which are amortised over 20 years.

Finance Cost

Finance cost reflects the interest payable by the Company on its borrowings. Interest cost for the year ended 31st March, 2017 and for the year ended 31st March, 2016 was ₹ 562.08 crore and ₹ 478.02 crore respectively. This represented an increase of 17.6% for the year ended 31st March, 2017, as compared to the year ended 31st March, 2016. During the year ended 31st March, 2017 interest expenses increased as compared to previous year ended 31st March, 2016, primarily due to full utilization of working capital facilities and additional borrowings in respect of the rupee term loans and repayment of external commercial borrowings.

Profit before tax and exceptional item

For the reasons discussed above, profit before tax in the year ended 31st March, 2017 was ₹ 178.50 crore as against ₹ 145.83 crore for the year ended 31st March, 2016.

Exceptional Item

Exceptional item in the year ended 31st March, 2017 comprises of Provision cum Write off of Debtors amounting to ₹ 536.84 crore pursuant to a detailed review of trade receivables in the course of implementation of Ind AS.

Tax expenses

Tax expense includes current income tax expense, provision for deferred tax expenses and other tax charges. In the year ended 31st March, 2017 and year ended 31st March, 2016, income tax expense including wealth tax and deferred tax liabilities amounted to ₹ (525.08) crore and ₹ (37.96) crore respectively.

Deferred tax asset for the year ended 31st March, 2017 amounting to ₹ 530.59 crore has been recognized as per Ind AS 12 which was not recognizable under IGAAP.

Profit after tax

Profit after tax in the year ended 31st March, 2017 was ₹ 166.74 crore as against ₹ 183.79 crore in the year ended 31st March, 2016.

Property, Plant and Equipment and Intangible Assets (Fixed Assets)

The Company's net fixed assets for the year ended 31st March, 2017 amounted to ₹ 5,814.74 crore towards buildings, computer systems/acquisitions /intangibles including software, other equipments, furniture and capital work-in-progress for 31st March, 2016 the same were ₹ 5,971.33 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.

Other Financial Assets

	2017 (in ₹ Crore)	2016 (in ₹ Crore)
Non-current	14.92	30.29
Current	1,706.17	552.86
Total	1,721.09	583.15

Other Financial Assets were ₹ 1,721.09 crore as on 31st March, 2017 as against ₹ 583.15 crore in March 2016. The increase was primarily due to unbilled revenue which was 52.8% of revenue in the year ended 31st March 2017 as against 13.7% for the year ended 31st March 2016. Unbilled revenue represents the cost and earnings as excess of the billing for the contracts/projects. The increase is mainly due to a large defence and other long term projects under execution.

Trade Receivable

The Company's Trade Receivables as at 31st March, 2017 and 31st March, 2016 were ₹ 1,347.59 crore and ₹ 1,959.76 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. The reduction of receivable is largely due to write off of debtors pursuant to a detailed review of trade receivables in the course of implementation of Ind AS.

Other Assets

	2017 (in ₹ Crore)	2016 (in ₹ Crore)
Non-current	3.95	21.87
Current	59.72	52.67
Total	63.67	74.54

Other assets as on 31st March 2017 were ₹ 63.67 crore as against ₹ 74.54 crore as on 31st March 2016. These other assets extended during normal course of business and are considered necessary to carry out normal business operation.

Share Capital

As at 31st March 2017, 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 164,271,362 equity shares of ₹ 10 each, amounting to ₹ 164.27 crore were issued and fully-paid. During the year issued share capital is increase by ₹ 1.57 Crores due to allotment of shares on exercise of ESOP by the employees.

The company did not have any preference shares on its books as on 31st March, 2017 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 2017 were 5,330,984 options & which is 3.3% of current paid up capital.

Other Equity

Other Equity as on 31st March, 2017 was ₹ 2,420.36 crore as compared to ₹ 2,144.48 crore as on 31st March, 2016. Other Equity include Fair Valuation reserves of ₹ 1,246.45 crore, General reserve of ₹ 362.43 crore, Capital Reserve of ₹ 169.04 crore, Balance in share option account outstanding of ₹ 27.10 crore and ₹ 780.44 crore was retained in the Profit & Loss account.

Borrowings

	2017 (in ₹ Crore)	2016 (in ₹ Crore)
Long Term Borrowings	5,017.89	4968.36
Short Term Borrowings	485.79	444.67
Current Maturities of Long Term Borrowings	761.49	609.02
Total	6,265.17	6,022.05

The company has total borrowings in its books amounting to ₹ 6,265.17 crore representing long term borrowings of ₹ 5,017.89 Crore, working capital borrowings of ₹ 485.79 crore and Current Maturities of Long Term Borrowings of ₹ 761.49 Crore respectively. As of 31st March, 2017 our total borrowing denominated in foreign currencies was US\$ 809.68 million, or approximately 83.8% of our total borrowings.

Trade Payables

Trade Payables were ₹ 285.45 crore as on 31st March, 2017 as against ₹ 303.98 crore in March 2016.

Other Financial Liabilities

The Company's Other Financial Liabilities as at 31st March, 2017 amounted to ₹ 1379.85 crore as compared to ₹ 866.37 crore as at 30th March, 2016. The increase is primarily due to increase in the current maturities of long term debts and accrued interest payable of senior notes.

Other Current Liabilities

The Company's Other Current Liabilities as at 31st March, 2017 amounted to ₹ 61.66 crore as compared to ₹ 70.82 crore as at 30th March, 2016.

Provisions (current and non-current)

Provisions are towards warranty, employee benefits schemes and proposed dividend. The details are as follows.

	2017 (in ₹ Crore)	2016 (in ₹ Crore)
Long Term Provisions	17.16	16.60
Short Term Provisions	5.54	4.39
Total	22.70	20.99

Cash Flow

The following table sets out the Company's consolidated and summerized cash flows for each of the periods indicated:

(in ₹ Crore)

	Financial year ended 31st March 2017	Financial year ended 31st March 2016
Cash inflow/(outflow) from operating activities	(41.05)	238.57
Cash inflow/(outflow) from investment activities	(86.46)	(840.26)
Cash inflow/(outflow) from financing	117.14	198.58
Cash and cash equivalents at the end of year	42.57	52.95

Net cash outflow from operating activities of ₹ 41.05 crore and from investment activities ₹ 86.46 is mainly due to considerable ongoing investment during the current year on a very prestigious time bound defense project which has been funded from the internal accruals and raising long term working capital.

Forward Looking Statement

In the Company's report we have disclosed forward looking information so that investors can better understand a company's future prospects and make informed investment decisions. This annual report and other written and oral statements that we make from time to time contain such forward looking statements that set out anticipated results based on management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words and terms of similar substance in connection with any discussion of future operating or financial performance. We cannot guarantee that any forward-looking statement will be realized, although we believe we have been prudent in our plans and assumptions. Achievement of future results is subject to risks, uncertainties and inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Investors should bear this in mind as they consider forward-looking statements. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Directors' Profile



Mr. Kamal K Singh - Chairman and Managing Director

K K Singh is the founder Chairman of the Rolta Group of Companies. He is a first generation entrepreneur and promoted Rolta India in early 1980s. He is recognized as a pioneer in 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 25 Companies which include directorship in 13 overseas group companies. He is a Member of National Executive Committee of FICCI, Board of Governors of Indian Institute of Information Technology Pune, Maharashtra, Board of Governors of Indian Institute of Information Technology, Kalyani, West Bengal and Board of Governors of Indian Institute of Information Technology, Kottayam, Kerala. He is the Honorary Chairman of the "Association of Geospatial Industries". Mr. Singh has been placed in the "Geospatial Hall of Fame" for his outstanding contribution towards the global Geospatial Industry at the Geospatial World Forum 2016. He was 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. K R Modi - Independent Director



Mr. Modi is an advocate and solicitor by profession with over 47 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. Modi has also on the Board of Directors of Rolta Defence Technology Systems Private Limited.

Miss Homai A Daruwalla -Independent Director



Miss Homai A Daruwalla, a qualified Chartered Accountant, joined Union Bank of India in 1975 and rose to the position of General Manager in the year 1997. She was elevated

to the post of Executive Director, Oriental Bank of Commerce in August 2004.

Thereafter, on 30th June 2005 she was appointed by the Govt. of India as the Chairman & Managing Director of Central Bank of India, a position she held till 31st December 2008.

Ms. Homai A Daruwalla, has served as a Director, representing India Region, on the Board of The Institute of Internal Auditors (IIA), Florida, U.S.A, an international body having audit luminaries from all over the world

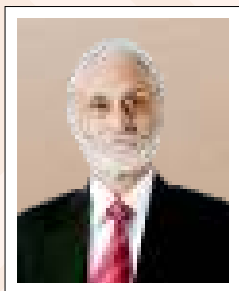
as its members, for a period of two years. Post retirement Ms. Homai A Daruwalla is active as Executive Advisor/Consultant. She is also lending her experience and expertise as Independent Director on the Boards of prestigious companies like India Infoline Asset Management Company Limited, Reliance Securities Limited, Reliance Financial Limited, Reliance Commodities Limited, Gammon Infrastructure Projects Limited, Jaiprakash Associates Limited, Triveni Engineering and Industries Limited, Meliora Asset Reconstruction Company Limited and Vizag Seaport Pvt. Limited. Ms. Homai A Daruwalla was elected as Chairperson of The Zoroastrian Co-operative Bank Ltd., a leading Multi-state Scheduled Bank, on 6th April 2017 for a period of 5 years. Carrying the rich experience of 33 years in 3 Public Sector Banks, she has assumed the challenge of taking the Bank to lead position among its peers in the co-operative sector.



Mr. Ramnath Pradeep is a post graduate in Economics and Law. He has served the banking industry for more than 37 years in various positions. He retired as Chairman &

Managing Director, Corporation Bank. During his Chairmanship, the Corporation Bank was honored with 'Best Public Sector Bank', 'Best PSU Bank of the Year', 'The Most Customer Friendly Bank', SKOCH Financial Inclusion Award and also received three Banking Technology Awards. Earlier he served as Executive Director of Central Bank of India and was appointed as Legal Adviser to ONGC Ltd. The Government of India appointed him as Chief Vigilance Officer in State Bank of India and Bank of India. He has also been on the Boards of IILFS, Cent Bank Financial Services, Cent Bank Home Finance Ltd, Corp Bank Security Ltd, Indian Institute of Banking and Finance Ltd, Zen Advisors Pvt. Ltd. He was also appointed by RBI and IBA to head various committees of Banks. Presently, he is on the Board of Credit Rating & Risk Advisory Services Private Limited, Vidli Restaurants Limited, Gajanan Industries Limited, The Mandhana Retail Ventures Limited, Kanchansobha Finance Private Limited, Indian MSME Helpline Private Limited, Finmen Advisors Private Limited. He is now an Associate with Singhania & Co, a leading International Law firm. He is a co-author of a book titled 'Financial inclusion; viable opportunity in Urban India'. Several of his articles have appeared in The Hindu Business line newspaper. He has also worked in Nepal and Vietnam for Financial Inclusion and Bank Restructuring.

Lt. Gen. P P S Bhandari (Retd.) - Independent Director



Lt. Gen. Padam Pal Singh Bhandari retired as Deputy Chief of Army Staff (DCOAS) in 2006, after serving for 40 years in the Indian Army. He is a recipient of Param Vishist

Seva Medal (PVSM) and Ati Vishist Seva Medal (AVSM) from The President of India. He is an alumnus of Defence Services Staff College, Wellington, Royal College of Defence Studies (RCDS), UK and Galilee College, Israel. Bhandari had held numerous important command, staff and instructional

appointments in the Army before taking over as DCOAS in January 2004. He has done his MSc from Madras University and M Phil (Defence and Management Studies) from University of Indore. He did his post graduate course on International Relations and Understanding including Global Economic, Industrial scene and Higher level management at RCDS (formerly known as Imperial Defence College), UK and International Security Course in Israel. Post Army career, he served on the Board of Directors of the Defence PSU, Bharat Dynamics Ltd (BDL), as an Independent Director and a Trustee on the Governing Board of Trustees of Global Cancer Concern India (GCCCI), an NGO helping millions. He was also the chairman of IT Convention of CII National Committee of Defence and a member of Defence Committee of FICCI. He was the head of Defence Business Group in Rolta India Ltd. from where he retired in June, 2013.

Mr. Rajesh Ramachandran - Joint Managing Director Global Products & Technology Solutions



Mr. Rajesh Ramachandran is the Joint Managing Director of Global Products and Technology Solutions. As part of the Global management team of Rolta, he is responsible for

leading Rolta's IP driven business model by nurturing technology driven business innovation and offerings through products and solutions to global markets. Mr. Rajesh brings over 24 years of global technology and business leadership experience including building world class multinational organizations, centers of excellences to strategize, innovate and deliver successful software products and industry rich technology solutions. Prior to Rolta, Mr. Rajesh led senior leadership positions in eBay, Oracle and Siemens. Mr. Rajesh has a postgraduate degree in Computer Science from the Illinois Institute of Technology (Chicago), and an Executive MBA from IIM, Bangalore. Mr. Rajesh is a renowned technology evangelist and regular speaker in many of the global technology and leadership forums. Mr. Rajesh is also the Managing Director on the Board of Rolta BI & Big Data Analytics Private Limited.



Lt. Gen. K T Parnaik (Retd.), is the Joint Managing Director for Defense & Security. He has been one of the most respected and dignified generals of the Indian Army with over 41 years of experience and

domain knowledge, especially in the areas of modernization and transformation. Prior to joining Rolta, Lt. Gen. K T Parnaik (Retd.), held several leadership positions in field operations and prestigious staff appointments. He commanded the 2 Rajputana Rifles in Rajasthan Sector (Udaipur) and Jammu and Kashmir, an Infantry Brigade during Operation Parakram on the Line of Control, and a Mountain Division in Sikkim. Before his tenure as Director-General of Perspective Planning, the General Officer commanded the Indian Military Training Team (IMTRAT) in Bhutan and a corps in the North-East. He has also held various instructional appointments at the Indian Military Academy, IMTRAT and Army War College, Mhow. The General held the most prestigious appointment as the Army Commander of the highly active Northern Command, a 450,000 strong force dealing with military operations and logistics along 3,500 kms. of most sensitive borders. Presently, Mr. Parnaik is also the Managing Director on the Board of Rolta Defence Technology Systems Private Limited and a Director on the Board of Rolta Thales Limited.

Mr. Ramakrishna Prabhu - Director - Finance & Corporate Affairs



Mr. Ramakrishna Prabhu is the Director - Finance & Corporate Affairs. He has joined Rolta in December 2015. A member of the Institute of Chartered Accountants of India, Mr. Prabhu brings with him

over 30 years of rich experience in all aspects of Accounting and Finance Management. Before joining Rolta, he was associated with M/s. Hindustan Construction Company Limited as Chief Financial Officer (E&C) and was a member of its core management team. Mr. Prabhu has received CA-CFO Infrastructure & Construction Award for 2015 from the Institute of Chartered Accountants of India. Mr. Prabhu's other directorships includes Pro-Vision Consultancy Services (India) Private Limited, Rolta Defence Technology Systems Private Limited, Rolta BI & Big Data Analytics Private Limited.

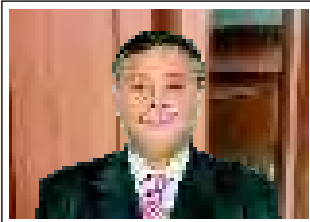
Global Management Team



Ms. Preetha Pulusani
President - International Operations



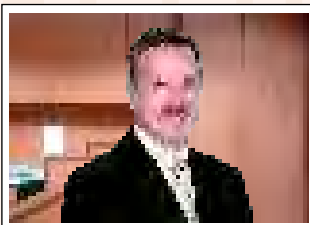
Mr. Reida Elwannas
President - GIS & Mapping, International



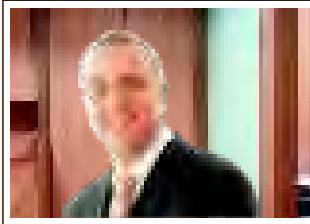
Mr. Ravi Pandey
President - Big Data Solutions, International



Mr. C R Howdyshe
President - Rolta Advizex



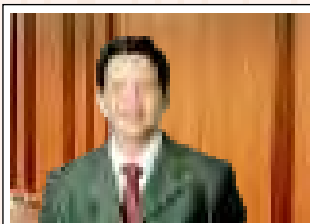
Mr. Blane Schertz
EVP - PMO, Americas



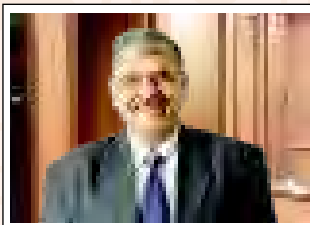
Mr. Shafik Jiwani
EVP - GIS & Mapping, International



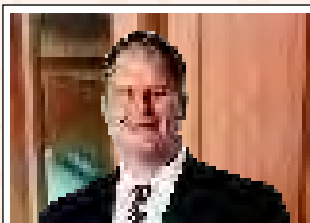
Mr. Laxmidhar V Gaopande
Technical Director and CTO - Defence & Security



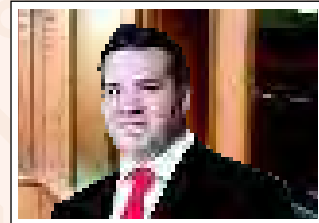
Dr. Sohrab R Bhot
Executive Director - Big Data Analytics



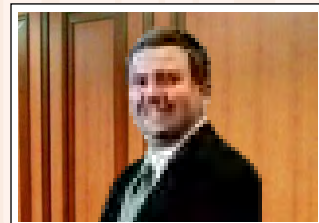
Brig Ashok Kumar Gakhar (Retd.)
Executive Director - Defence & Security



Mr. John Brier
EVP - Services, Rolta Advizex



Mr. Nick Colagiovanni
COO, Rolta Advizex



Mr. Richard Martin
EVP - Engineering Operational Excellence Solutions, Americas



Mr. Sudhindra K Shirguppi
SVP - Engineering & GeoSpatial Business



Mr. Dale Costantino
SVP - Managed Services Sales, Rolta Advizex



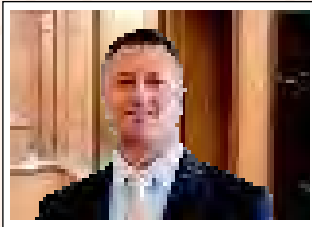
Mr. V L Ganesh
CFO & Chief Compliance Officer



Mr. Vinay K Sawarkar
SVP - Human Resources



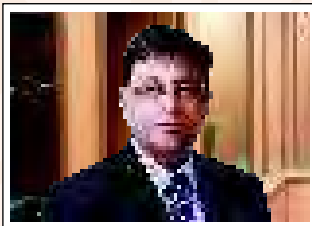
Mr. Rajendra K Varma
SVP - Administration & Infra. Support



Mr. Patrick Fettuccia
SVP - Partner Management, Rolta AdvizeX



Mr. Joseph Ung
SVP - IP Solutions Sales, Americas



Mr. Shailesh Tekurkar
SVP - Sales, Big Data Solutions, Europe



Mr. Rajbir Singh Rathie
VP - Defence & Security



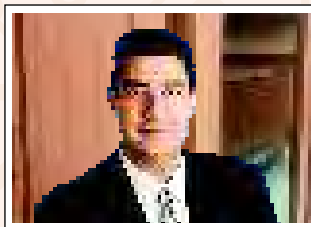
Mr. Sushil D Kulkarni
VP - EIS Solution Delivery



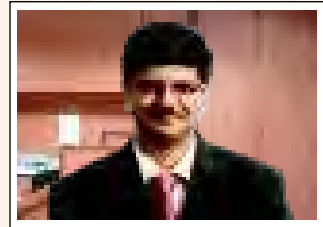
Mr. Rupam K Vakil
VP - EIS Sales



Mr. Ravindra N Kondekar
VP - Products, Defence Solution



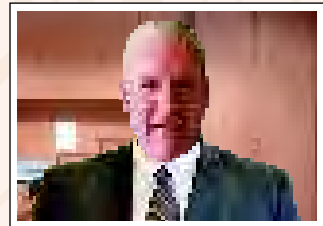
Mr. Matt Garito
VP - Finance, Rolta AdvizeX



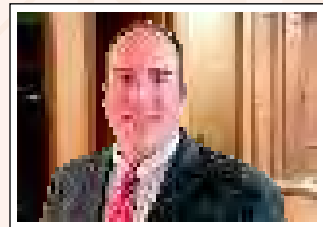
Mr. Anindya Chatterjee
VP, Solution Engineering - Big Data Analytics



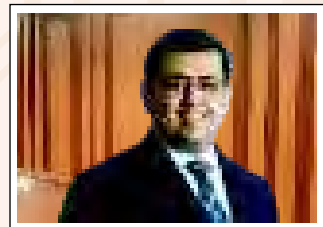
Mr. Mike Armbrust
VP & GM - Midmarket Midwest, Rolta AdvizeX



Mr. Dave Gibbons
VP & GM - Ohio Valley, Rolta AdvizeX



Mr. Matt Gaudio
VP & GM - North Coast, Rolta AdvizeX



Mr. Sanjay Bellara
VP, Product Development - Big Data Analytics

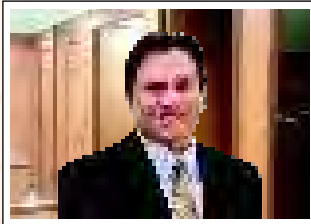
Global Management Team



Mr. Steve Kucker
VP - GM East Region, Rolta AdvizeX



Mr. Dave Crean
VP - GM Upstate NY, Rolta AdvizeX



Mr. Don Aubert
VP - Business Management, Rolta AdvizeX



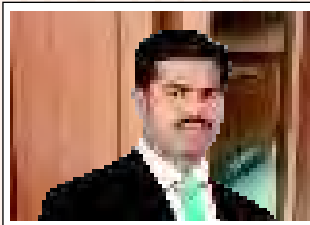
Mr. Ganesan Ramamoorthy
VP - Sales, UAE, Qatar and Kuwait



Mr. Sateesh Dasari
VP - Quality & Release Engineering



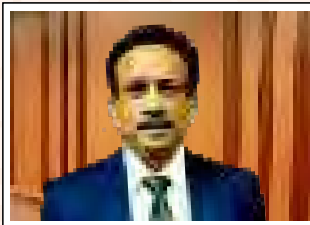
Mr. Tariq Farooqui
VP - Sales & Marketing



Mr. Mathew Joseph
VP - Big Data Solutions Sales, Middle East & Africa



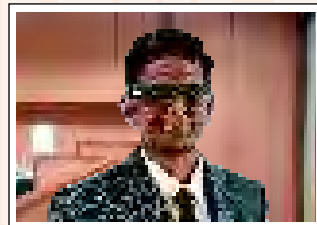
Mr. Rajesh Garg
CIO & VP - Enterprise Application
& IT Transformation



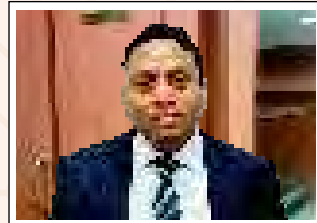
Maj Gen Bhadran R Parameswaran (Retd)
VP - Defence & Security



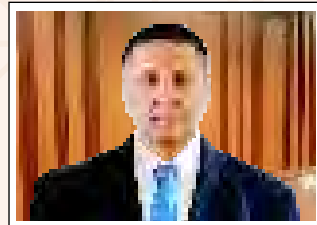
Mr. Suman Dasgupta
VP - Sales GIS, Europe



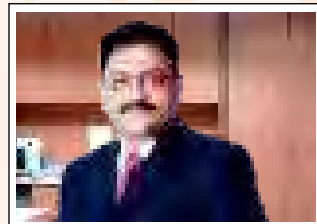
Mr. Kamalesh Raval
VP - Finance & Controller, North America



Mr. Pramod Garg
VP - Finance, Europe



Mr. John Jeffrey Kuran
Sr ED - Enterprise Opportunities, EMEA



Mr. Umesh Kumar Panthula
Sr. Divisional Director - Business Development and Sales



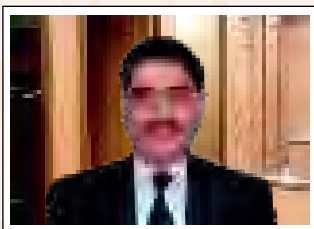
Mr. Sunil Mone
Sr. Divisional Director, Customer Support &
Order Execution - Defence & Security



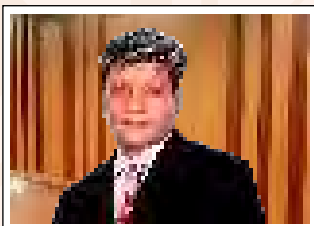
Maj Gen A K Srivastava (Retd)
Sr. Divisional Director, Business Development -
Defence & Security



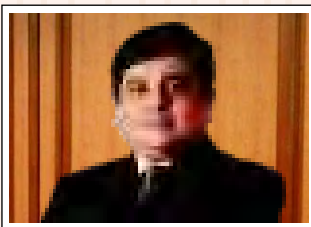
Mr. Mukund G Saligrama
Sr. Divisional Director, Sales - Defence & Security



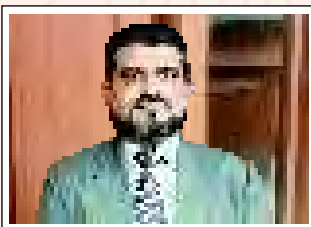
Mr. Verinder Khashu
Company Secretary



Mr. Sushil S Kulkarni
Sr. Divisional Director - Analytics Solution Delivery



Mr. Dineshkumar Kapadia
Sr. Divisional Director - Accounts & Taxation



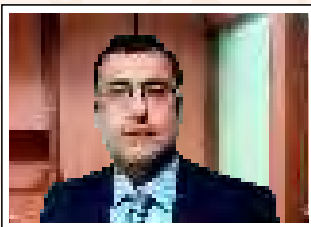
Mr. Rafiq Rajpuriya
Divisional Director - Geospatial Projects



Mr. Selvapandian Thiruvengadam
Divisional Director - Geospatial Projects



Mr. Nirmalya Mukherjee
Divisional Director - Analytics Solution Delivery



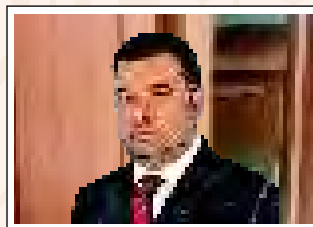
Mr. Jigar Suresh Thakkar
Divisional Director - Accounts & Audit



Mr. Sunil Dubey
Divisional Director, Sales (North & East) -
Defence & Security



Mr. Akhil A Bavisi
Divisional Director, Product Development -
Defence & Security



Mr. Abdullah Albalushi
General Manager - Oman



Mr. Khalid AL Harbi
General Manager - Saudi Arabia & Bahrain



CENTRAL AND REGISTERED OFFICE

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 Email : indsales@rolta.com

CONSORTIUM BANKS

Union Bank of India
 Bank of India
 Bank of Baroda
 Central Bank of India

SOLICITORS & LEGAL ADVISORS

Shardul Amarchand Mangaldas & Co.
 Trilegal
 Kanga & Co.

STATUTORY AUDITORS

N. M. Raiji & Co.

SHARE REGISTRAR

Link Intime India Pvt. Ltd.
 Email : rnt.helpdesk@linkintime.co.in

COMPANY SECRETARY

Verinder Khashu
 Email : verinder.khashu@rolta.com

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 Lombard, IL 60148
 Tel : +1 (630) 353-2465

Cincinnati
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 Tel : +1 (513) 229-8400

Cleveland
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 Suite 190, Independence,
 OH 44131
 Tel : +1 (216) 901-1818

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 1103 Schrock Rd.
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 Tel : +1 (614) 318-0386

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 Lakewood, Co. 80228
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Detroit
 801 West Ann Arbor Trail
 Suite 239, Plymouth, MI 48170
 Tel: +1 (734) 416-1640

Houston
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 Suite 140, Houston, TX 77077
 Tel : +1 (281) 829-4832

Nashville
 341 Cool Springs Blvd.
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 Tel: +1 (615) 224-8101

Pittsburgh
 875 Greentree Road Building 7,
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 Tel : +1 (412) 920-2341

Rochester
 632 Crosskeys Office Park
 Fairport, NY 14450
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 140 Allstate Parkway,
 Suite 503, Markham,
 Ontario L3R 5Y8, Canada
 Tel : +1 (905) 754-8100

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 100 Longwater Avenue,
 Green Park, Reading, RG2 6GP,
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EUROPE
 Jupiterstraat 96, Pluspoint2,
 2132 HE, Hoofddorp, Netherlands
 Tel: 31 (0)23 557 1916

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 Dubai Internet City, Dubai, U. A. E.
 Tel : +971 (4) 391 5212
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 Almoayyed Tower,
 21st and 22nd Floor, Building 2504,
 Road 2832, Block 428, Seef District,
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 Tel : +973 (1) 756 7900
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 KOM 4, Knowledge Oasis Muscat,
 P.O. Box 60, PC :135,
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Abu Dhabi
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ROLTA SAUDI ARABIA LTD.
 Riyadh
 Office No. 601, Al Jawhara Building,
 King Fahad Street, P.O.Box 68371,
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 Tel : +966 (11) 460 1818
 Fax: +966 (11) 216 8581

Dammam
 Office No.3,
 Al Wehaibi Building,
 Prince Mansour Street, KSA
 Tel : +966 (13) 8345074

JOINT VENTURE

Rolta Thales Ltd.
 Rolta Thales Ltd.
 Rolta Tower A,
 Rolta Technology Park,
 MIDC-Marol, Andheri (East),
 Mumbai - 400 093
 Tel : +91 (22) 2926 6666, 3087 6543

INDIAN SUBSIDIARIES

Rolta Defence Technology Systems
 Pvt. Ltd.
 Rolta Tower C,
 Rolta Technology Park,
 MIDC-Marol, Andheri (East),
 Mumbai - 400 093
 Tel : +91 (22) 2926 6666,
 3087 6543

Rolta BI & Big Data Analytics Pvt.
 Ltd.
 Rolta Tower A,
 Rolta Technology Park,
 MIDC-Marol, Andheri (East),
 Mumbai - 400 093
 Tel : +91 (22) 2926 6666,
 3087 6543

INDIA OFFICES

Delhi NCR
 Rolta Technology Park,
 Plot #187, Phase I, Udyog Vihar,
 Gurgaon - 122 016
 Tel : +91 (124) 439 7000

Bangalore
 Mittal Towers, 'C' Wing, 8th Floor,
 47 / 6, M. G. Road,
 Bangalore - 560 001
 Tel : +91 (80) 2558 1614 / 1623

Kolkata
 501, Lords, 5th Floor,
 7/1 Lord Sinha Road,
 Kolkata - 700 071
 Tel : +91 (33) 2282 5756 / 7092

Hyderabad
 213-216, 2nd Floor, 3 Block,
 White House, 6-3-1191/1/1,
 Kundanbagh, Begumpet,
 Hyderabad-500016
 Tel : +91 (40) 2330 6806

Guwahati
 Kanaklata Path, Bye Lane 1
 Bharalupar, House No 5 (2nd Floor)
 Bhangagarh, Guwahati -781005



THE LEGENDS OF GEOSPATIAL INDUSTRY





ROLTA

Rolta Tower A, Rolta Technology Park, MIDC, Andheri (East), Mumbai 400 093.

CIN No. L74999MH1989PLC052384 Tel : +91 (22) 2926 6666 / 3087 6543 Fax : +91 (22) 2836 5992 email : investor@rolta.com

www.rolta.com

Independent Auditor's Report

To the Members of Rolta India Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Rolta India Limited ('the Company'), which comprise the Balance sheet as at March 31, 2017, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of changes in equity for the year then ended and a Summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

Management's Responsibility for the Standalone Financial Statements

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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our 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 audit report under the provisions of the Act and the Rules made thereunder.

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 Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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 standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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 including the Ind AS, of the financial position of the Company as at March 31, 2017, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure "A", a statement on the matters specified in the paragraph 3 and 4 of the order.
2. 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 purposes 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;
 - (c) the Balance sheet, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of changes in equity dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rule issued thereunder;
 - (e) on the basis of the written representations received from the directors as on March 31, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure "B"; and
 - (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. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
 - ii. the Company has provided requisite disclosures in its standalone Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016 and these are in accordance with the books of accounts maintained by the Company (refer Note 9 to the standalone Ind AS financial statements).

**For N. M. Raiji & Co.
Chartered Accountants
Firm Registration No.108296W**


**Vinay D. Balse
Partner
Membership. No.: 39434**

Place: Mumbai

Date: May 30, 2017

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF ROLTA INDIA LIMITED

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

We report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The Company is a service company, primarily rendering software services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) The Company has granted interest free unsecured loans to its two wholly owned subsidiary companies covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
 - (a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the Subsidiaries listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company
 - (b) In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the principal and interest as stipulated.
 - (c) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made. Further the company is exempt from section 186 except sub section 1, accordingly, the provision of clause 3(iv) of the order relating to section 186 except sub section 1 is not applicable.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have not been regularly deposited during the year by the Company with the appropriate authorities and there have been significant delays in a large number.
- (b) Further, undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable

Particulars	Amount	Period of Default
Interest on DDT	Rs. 1.47 crore	15 months

- (c) There are no dues in respect of income-tax, sales tax, service tax, duty of customs, duty of excise and value added tax that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) There are no loans or borrowings payable to financial institutions or government and no dues payable to debenture-holders. The Company has defaulted in repayment of loans/borrowings to the following banks:

Name of the bank	Amount of default as on March 31, 2017 (\$)	Period of default	Remarks
Union Bank of India Bank of Baroda Bank of India	50 million	26 th March 2017 – till date	Continuing Default

- (ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). In our opinion and according to the information and explanations given to us, the term loan has been applied for the purpose for which it was obtained.
- (x) In our opinion, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.
- (xi) Managerial remuneration has been paid and provided by the company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause (xii) of paragraph 3 of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013, and corresponding details have been disclosed in the financial statements, as required by the applicable accounting standards.
- (xiv) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, requirement under clause (xiv) of paragraph 3 of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Act are not applicable. Accordingly, requirement under clause (xv) of paragraph 3 of the Order is not applicable to the Company.
- (xvi) To the best of our knowledge and belief, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For N. M. Raiji & Co.
Chartered Accountants
Firm Registration No.108296W



Vinay D. Balse
Partner
Membership. No.: 39434

Place: Mumbai

Date: May 30, 2017

Annexure - B to the Auditors' Report**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Rolta India Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI').

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively 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, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For N. M. Raiji & Co.
Chartered Accountants
Firm Registration No.108296W**

**Vinay D. Balse
Partner
Membership. No.: 39434**

Place: Mumbai
Date: May 30, 2017

ROLTA INDIA LIMITED
BALANCE SHEET AS AT 31ST March 2017

(in ₹ Crore)

	Note	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
ASSETS				
(1) Non-current assets				
(a) (i) Property, plant and equipment	3	3,121.30	3,116.26	4,955.49
(ii) Capital work-in-progress		0.54	0.54	96.66
(iii) Intangible assets		1.00	1.45	420.74
(b) Financial assets				
(i) Non-current investments	4	248.41	224.34	218.40
(ii) Other financial assets	5	2,038.28	2,026.87	71.30
(c) Other non-current assets	6	3.96	1.80	3.92
(d) Income tax assets (net)	7	72.25	62.02	47.56
		5,485.74	5,433.28	5,814.07
(2) Current Assets				
(a) Financial assets				
(i) Current Investments	8	--	--	0.18
(ii) Trade receivables	9	1,139.99	1,687.96	951.44
(iii) Cash and cash equivalents	10	93.14	99.64	373.07
(iv) Other financial assets	11	1,739.21	506.03	58.00
(b) Other current assets	12	4.47	12.71	17.36
		2,976.81	2,306.34	1,400.05
		8,462.55	7,739.62	7,214.12
TOTAL ASSETS				
EQUITY AND LIABILITIES				
(1) Equity				
(i) Equity Share Capital	13	164.27	162.70	161.33
(ii) Other equity		3,741.49	3,636.61	3,561.68
		3,905.76	3,799.31	3,723.01
(2) LIABILITIES				
(a) Non-current liabilities				
(i) Financial liabilities - Long term Borrowings	14	679.10	499.49	818.00
(ii) Long term provisions	15	9.79	11.45	15.98
(iii) Deferred tax liability (Net)	16	373.66	373.88	422.69
(iv) Other non-current liabilities	17	1,579.37	1,665.96	1,682.12
		2,641.92	2,550.78	2,938.79
(b) Current liabilities				
(i) Financial liabilities				
(a) Short term Borrowings	18	437.94	418.21	25.56
(b) Trade payables	19	233.99	193.40	156.82
(c) Others financial liabilities	20	1,219.80	741.30	350.02
(ii) Other current liabilities	21	18.97	32.23	13.85
(iii) Short-term provisions	22	4.17	4.39	6.07
		1,914.87	1,389.53	552.32
		8,462.55	7,739.62	7,214.12
TOTAL EQUITY AND LIABILITIES				

See accompanying notes to the Financial Statements 1 –41

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

For **N M Raiji & Co.**
Chartered Accountants
Firm's Registration No. 108296W

Vinay D. Balse
Partner
Membership No. 39434



Mumbai
May 30, 2017

K R Modi
Director

Rajesh Ramchandran
Joint Managing Director

Verinder Khashu
Company Secretary & Head Legal / Compliance

Mumbai
May 30, 2017

K. K. Singh
Chairman & Managing Director

Ramnath Pradeep
Director

Lt. Gen. K T Parnaik (Retd.)
Joint Managing Director

For and on behalf of Board of Directors

Homai A Daruwalla
Director

Lt. Gen. P P S Bhandari (Retd.)
Director

Ramakrishna Prabhu
Director Corporate Affairs & Chief Financial Officer



ROLTA INDIA LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2017

(in ₹ Crore)

	Note	For the Year ended 31 st March 2017	For the Year ended 31 st March 2016
Revenue			
Sale of IT Solutions and Services		1,454.91	1,829.71
Other Income	23	13.52	47.35
Total Revenue		1,468.43	1,877.06
Expenses			
Cost of Materials & Technical Subcontractors		374.20	141.48
Employee Benefits Expense	24	137.73	216.34
Finance Costs	25	155.99	97.16
Depreciation and Amortization Expenses	3	95.01	471.09
Other Expenses	26	74.37	142.17
Exchange Difference (Gain) / Loss		(11.34)	78.96
Total Expenses		825.96	1,147.20
Profit before Exceptional Items and Tax		642.47	729.86
Exceptional Items	27		
Less: Loss on Transfer of Business		-	653.56
Provision cum Write off of Debtors		536.84	-
Profit Before Tax		105.63	76.30
Tax expenses	28		
Current Tax		-	(0.15)
Deferred Tax		(0.14)	48.45
Profit for the year		105.49	124.60
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurement of net defined benefit liability / asset		(1.01)	(1.03)
Income tax relating to above		0.35	0.36
Total Other Comprehensive Income		(0.66)	(0.67)
Total Comprehensive Income for the year		104.83	123.93
Earnings per Equity Share	33		
Before Exceptional Item			
Basic		39.35	48.16
Diluted		38.60	46.53
After Exceptional Item			
Basic		6.46	7.71
Diluted		6.34	7.45

(Nominal Value ₹ 10 each)

See accompanying notes to the Financial Statements 1 – 41

This is the Statement of Profit and Loss referred to in our report of even date

For N M Raiji & Co.
Chartered Accountants
Firm's Registration No. 108296W

Vinay D. Balse
Partner
Membership No. 39434



Mumbai
May 30, 2017

For and on behalf of Board of Directors
K. K. Singh
Chairman & Managing Director

Homai A Daruwalla
Director

K R Modi
Director

Ramnath Pradeep
Director

Lt. Gen. P P S Bhandari (Retd.)
Director

Rajesh Ramchandran
Joint Managing Director

Lt. Gen. K T Parnaik (Retd.)
Joint Managing Director

Ramakrishna Prabhu
Director Corporate Affairs & Chief Financial Officer

Verinder Khashu
Company Secretary & Head Legal / Compliance

Mumbai
May 30, 2017



ROLTA INDIA LIMITED

CASH FLOW STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

		(in ₹ Crore)
	For the Year ended 31 st March 2017	For the Year ended 31 st March 2016
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax	105.63	76.30
Adjustments for :		
Depreciation and Amortization Expenses	95.01	471.09
Finance Costs	155.99	97.16
Interest Income	(7.00)	(17.30)
License fees	(1.86)	(2.04)
Bad debts & Provision for Doubtful Debts	536.84	29.54
Profit on Sale of Investment (net)	--	(0.01)
(Profit)/Loss on Sale of Asset (net)	(0.21)	652.43
Employee Stock Option Scheme	0.95	3.30
Exchange difference adjustment(net) Including Amortisation of FCMITDA	(20.77)	62.00
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	864.58	1,372.47
Adjustments for :		
Trade Receivables, Loans & Advances and Other Assets	(1,178.33)	(1,147.41)
Trade Payables, Other Liabilities and Provisions	259.34	59.30
CASH GENERATED FROM OPERATIONS	(54.41)	284.36
Direct taxes paid (net of refunds)	(10.24)	(14.61)
NET CASH FROM OPERATING ACTIVITIES	(64.65)	269.75
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (including CWIP)	(99.64)	(795.23)
Sale of Fixed Assets	0.25	1.71
Redemption / Sale of Investment in Subsidiary	--	(0.06)
Sale / purchase of Investment (net)	--	0.19
Loans & Advances to Subsidiaries	(75.17)	0.69
Interest received	7.44	16.55
License fees	1.86	2.04
Consideration towards Acquisition / Intangibles	--	(10.23)
Deposits having original maturity over three months and restricted balance	2.51	(19.11)
NET CASH USED IN INVESTING ACTIVITIES	(162.75)	(803.46)
C CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Short-term borrowings(Net)	19.73	392.65
Long-term borrowings	600.00	0.00
Repayment of Long-term borrowings	(257.70)	(28.95)
Dividend and Dividend Tax Paid	--	(48.40)
Interest paid	(140.20)	(84.12)
Proceeds from issue of Share Capital (includes security premium)	1.53	1.44
NET CASH FROM FINANCING ACTIVITIES	223.36	232.62
NET INCREASE IN CASH & CASH EQUIVALENTS	(4.04)	(301.09)
CASH & CASH EQUIVALENTS (OPENING BALANCE)	18.56	319.65
CASH & CASH EQUIVALENTS (CLOSING BALANCE) [Refer note no 10]	14.52	18.56

This is the Cash Flow Statement referred to in our report of even date

For **N M Raiji & Co.**
Chartered Accountants
Firm's Registration No. 108296W

Vinay D. Balse
Partner
Membership No. 39434



Mumbai
May 30, 2017

For and on behalf of Board of Directors

K. S. Sin
Chairman & Managing Director

Homai A Daruwalla
Director

K R Modi
Director

Rajesh Ramchandran
Joint Managing Director

Verinder Khashu
Company Secretary & Head Legal / Compliance

Mumbai
May 30, 2017

Ramnath Pradeep
Director

Lt. Gen. K T Parnaik (Retd.)
Joint Managing Director

Lt. Gen. P P S Bhandari (Retd.)
Director

Ramakrishna Prabhu
Director Corporate Affairs & Chief Financial Officer



ROLTA INDIA LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2017

A. Equity Share Capital

	(in ₹ Crore)			
	As at 31 March 2017		As at 31 March 2016	
	Number of Shares	Amount	Number of Shares	Amount
Balance at the beginning of the year	162,704,096	162.70	161,329,096	161.33
Add : Issued on Account of ESOP	1,567,266	1.57	1,375,000	1.37
Balance at the end of the year	164,271,362	164.27	162,704,096	162.70

B. Other Equity

As at 31.03.2017

(in ₹ Crore)

Particulars	Reserve & Surplus					Share Options Outstanding Account	Total Other Equity
	Share application money Pending Allotment	Securities Premium Reserve	General Reserve	Retained Earnings	Fair Valuation Reserve		
Balance as at 1st April, 2016	0.06	121.32	362.43	1,879.33	1,246.45	27.02	3,636.61
Total profit for the year	-	-	-	105.49	-	-	105.49
ESOP cost during the year	-	-	-	-	-	0.95	0.95
ESOP cost of Subsidiary employees	-	-	-	-	-	(0.87)	(0.87)
Re-measurement loss on defined benefit plans	-	-	-	(0.66)	-	-	(0.66)
Other addition \ (deductions) during the year	(0.03)	-	-	-	-	-	(0.03)
Balance as at 31st March, 2017	0.03	121.32	362.43	1,984.16	1,246.45	27.10	3,741.49

As at 31.03.2016

(in ₹ Crore)

Particulars	Reserve & Surplus					Share Options Outstanding Account	Total Other Equity
	Share application money Pending Allotment	Securities Premium Reserve	General Reserve	Retained Earnings	Fair Valuation Reserve		
Balance as at 1st April, 2015	-	121.32	352.08	1,813.64	1,256.80	17.84	3,561.68
Total profit for the year	-	-	-	124.60	-	-	124.60
Dividend (Including dividend distribution tax)	-	-	-	(58.25)	-	-	(58.25)
ESOP cost during the year	-	-	-	-	-	3.30	3.30
ESOP cost of Subsidiary employees	-	-	-	-	-	5.88	5.88
Re-measurement loss on defined benefit plans	-	-	-	(0.66)	-	-	(0.66)
Other addition \ (deductions) during the year	0.06	-	10.35	-	(10.35)	-	0.06
Balance as at 31st March, 2016	0.06	121.32	362.43	1,879.33	1,246.45	27.02	3,636.61

- Securities premium reserve:** Securities premium reserve is used to record the premium on issue of shares. The reserve is utilized in accordance with the provision of section 52 of the Companies Act, 2013.
- Retained earnings / General reserve** – These are free reserves that are available for distribution of dividends.
- Fair valuation reserve (Revaluation surplus)** - The fair valuation reserve represent gain / (loss) arising on fair valuation of freehold and leasehold land & buildings held by the Company, as permitted under Ind AS 101. The fair valuation has been carried out by an independent valuer. This reserve is not a free reserve.
- Share option outstanding account** - The share option outstanding account is used to recognize the value of equity-settled share-based payments provided to employees, including key management personnel.



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

1. SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Preparation of Financial Statements

The Company has, for the first time, prepared its financial statements in accordance with Indian Accounting Standards (referred to as "Ind AS").

The transition from previous GAAP (i.e., IGAAP) to Ind AS has been accounted for in accordance with Ind AS 101 "First Time Adoption of Indian Accounting Standards", with April 1, 2015, as the transition date.

The financial statements have been prepared under the historical cost convention, with the exception of certain assets and liabilities that are required to be carried at fair values as per Ind AS.

b. Use of Estimates

In preparation of the financial statements, the Company makes judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Changes in estimates are reflected in the financial statements in the period in which the changes are made.

Significant judgements and estimates relating to the carrying amounts of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets, provision for employee benefits and other provisions and recoverability of deferred tax assets.

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. The Company's long term contracts specify a fixed price for the sale of license and installation of software solutions and 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 the 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 under Other Financial Assets represent revenue recognized in respect of work completed but not billed as on the Balance Sheet date.

iii. Income from maintenance contracts is recognized proportionately over the period of the contract.

iv. Dividend income from investments is recognized when the shareholder's right to receive payment has been established.

v. Interest income is recognized on a time proportion basis, taking into account the principal amount outstanding and the effective interest rate applicable.



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

d. Property, plant and equipment

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to the costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the Statement of Profit and Loss, as and when incurred.

All property, plant and equipment, except for free hold, leasehold land and buildings which are fair valued, are stated at cost of acquisition or construction, less accumulated depreciation and impairment loss, if any. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Capital Work-in-Progress is stated at cost, comprising of direct cost and related incidental expenditure.

The gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset, and is recognised in the Statement of Profit and Loss.

e. Intangible assets

Intellectual Property Rights and software costs are included in the balance sheet as intangible assets, where they are clearly linked to long term economic benefits for the Company. They are amortized on a straight-line basis over their estimated useful lives. All other costs on Intellectual Property Rights and software are expensed in the Statement of Profit and Loss as and when incurred.

Expenditure on research activities is recognized as intangible assets from the date that all of the following conditions are met:

- i) completion of the development is technically feasible;
- ii) it is the intention to complete the intangible asset and use or sell it;
- iii) it is clear that the intangible asset will generate probable future economic benefits;
- iv) adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and
- v) it is possible to reliably measure the expenditure attributable to the intangible asset during its development.

Recognition of costs as an asset is ceased when the project is complete and available for its intended use, or if these criteria no longer apply.

Where development activities do not meet the conditions for recognition as an asset, any associated expenditure is treated as an expense in the period in which it is incurred.

f. Depreciation and amortization of property, plant and equipment and intangible assets

Depreciation or amortization 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
Building	60 Years
Computer Systems	2 to 6 Years
Other Equipment	10 Years
Furniture & Fixture	10 Years
Vehicles	5 Years
Intangibles assets (Third party acquired IP)	10 Years
Internally developed IP with continuous upgradation	20 Years
Assets acquired for specific projects	Over the period of the project



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

g. Impairment of Assets

At each balance sheet date, the Company reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that the carrying amount of those assets may not be recoverable through continuing use.

If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment loss, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of the fair value, less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset, for which the estimates of future cash flows have not been adjusted. An impairment loss is recognised in the Statement of Profit and Loss as and when the carrying amount of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately. The last impairment effect was considered in the financial year ended March 2014.

h. Foreign Currency Transactions

The financial statements of the Company are presented in INR, which is the functional currency of the Company and the presentation currency for the financial statements. Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction.

At the end of each reporting period, all monetary items denominated in foreign currencies are translated at the rates prevailing as at the balance sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

The exchange difference arising on account of the 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 is recognized as income or expense, as the case may be, in the Statement of Profit and Loss for the year.

i. Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss, are immediately recognised in the Statement of Profit and Loss.



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

a) Financial assets

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business model whose objective is to hold these assets, in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at fair value

Financial assets are measured at fair value through other comprehensive income, if these financial assets are held within a business model, whose objective is to hold these assets in order to collect contractual cash flows, or to sell these financial assets, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets not measured at amortised cost, or at fair value through other comprehensive income, are carried at fair value through profit or loss.

Impairment of financial assets

The Company assesses, on a forward looking basis, the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

b) Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method.

Interest-bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the Company's accounting policy for borrowing costs.

Derecognition of financial liabilities

The Company derecognises financial liabilities when the Company's obligations are discharged, cancelled or they expire.

j. 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. Other long-term employee benefit obligations

Leave Encashment

Liability in respect of leave encashment as at the balance sheet date is determined based on actuarial valuation, by using the Projected Unit Credit Method and gains/losses for the year are recognized immediately in the Statement of Profit and Loss.

iii. 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 the 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 amount 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 as at the balance sheet date is determined on the basis of actuarial valuation, using the Projected Unit Credit Method. Re-measurement gains and



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

losses of the net defined benefit liability/ (asset) are recognised immediately in other comprehensive income. The service cost, net interest on the net defined benefit liability/ (asset) is treated as a net expense within employment costs and are recognized immediately in the Statement of Profit and Loss.

iv. Employee Stock Options

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 the Statement of Profit and Loss, with a corresponding credit to Employee Stock Compensation Reserve. 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, ultimately, fewer share options 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.

k. Borrowing Cost

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

l. Earnings Per Share

In accordance with the Ind AS 33 "Earnings Per Share", basic / diluted earnings per share is computed by taking the weighted average number of shares outstanding during the period.

m. Taxation

Tax expense for the year comprises of current tax and deferred tax.

The tax currently payable is based on the taxable profit for the year. Taxable profit differs from net profit, as reported in the Statement of Profit and Loss, because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences. In contrast, deferred tax assets for all deductible temporary differences and unused tax losses are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

Deferred tax assets are reviewed at each balance sheet date for the appropriateness of their respective carrying values.



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax are recognised as an expense or income in the Statement of Profit and Loss, except when they relate to items credited or debited either in other comprehensive income or directly in equity, in which case the tax is also recognised in other comprehensive income or directly in equity.

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 tax during the specified period. Accordingly, MAT entitlement 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.

n. 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.

o. Provisions

Provisions are recognized in the balance sheet when the Company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. When appropriate, provisions are measured on a discounted basis.

Constructive obligation is an obligation that derives from a Company's actions where:

- (a) by an established pattern of past practice, published policies or a sufficiently specific current statement, the Company has indicated to other parties that it will accept certain responsibilities; and
- (b) as a result, the Company has created a valid expectation on the part of those other parties that it will discharge those responsibilities.

p. Leases

The Company determines whether an arrangement contains a lease by assessing whether the fulfillment of a transaction is dependent on the use of a specific asset and whether the transaction conveys the right to use that asset to the Company, in return for payment. Where this occurs, the arrangement is deemed to include a lease and is accounted for either as finance or operating lease.

Leases are classified as finance leases where 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.



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

Rentals payable under operating leases are charged to the Statement of Profit and Loss on a straight line basis, over the term of the relevant lease, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

q. Cash and Cash Equivalents

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

2. Explanation of Transition to IND AS

I. Exemptions availed by the Company

Ind AS 101 "First time adoption of Indian accounting standards" permits companies adopting Ind AS for the first time to avail of certain exemptions from the full retrospective application of Ind AS in the transition period". The Company, on transition to Ind AS, has availed the following key exemptions:

a. Property, plant and equipment

The Company has elected to treat fair value as the deemed cost for certain items of its property, plant and equipment. For items of property, plant and equipment where fair value has not been adopted, Ind AS 16 "Property, plant and equipment" has been applied retrospectively.

b. Intangible assets

The Company has elected to treat the carrying value as deemed cost for all items of intangible assets.

c. Investment in subsidiary

The Company has elected to take the carrying amount of all its investments in its subsidiaries as at April 1, 2015, as its deemed cost under Ind AS.

d. Share based payments

The Company has elected to apply the requirements of Ind AS 102, retrospectively, only for those stock options that have not been vested on the date of transition to Ind AS.

e. Leases

The Company has elected to carry out the assessment of leases based on conditions prevailing as at the date of transition.

II. Exceptions applicable to Company

Ind AS 101 "First time adoption of Indian accounting standards" contains certain exceptions that prohibit full retrospective application of Ind AS in the transition period. From amongst these exceptions, the one applicable to the Company are as follows:

a. De-recognition of financial assets and liabilities

The Company has elected to apply the de-recognition provisions of Ind AS 109 (Financial Instruments) prospectively from the date of transition to Ind AS.



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

b. Classification and measurement of financial assets

The Company has classified the financial assets in accordance with Ind AS 109 (Financial Instruments) on the basis of facts and circumstances that existed as at the date of transition to Ind AS.

III. Reconciliation between previous IGAAP and Ind AS

a. Equity Reconciliation

Particulars	Note	As at March 31, 2016	As at April 01, 2015
Equity as per Previous IGAAP		3,892.74	3,754.10
Add / (Less) : Adjustments on transition to Ind			
Proposed dividend	1	-	58.25
Fair valuation of land & building	2	605.02	605.02
Deferred tax	3	(375.53)	(376.56)
Derecognition of revenue on application of guidance under para 23 & 25 of Ind AS 18	4	(327.93)	(327.93)
Employee stock option plan	9	16.01	10.13
Exchange differences capitalized	5	(1.94)	-
Amortization of leasehold land and buildings	6	(9.06)	-
Adjustments (Total)		(93.43)	(31.09)
Equity as per Ind AS		3,799.31	3,723.01

b. Total Comprehensive Income Reconciliation

Particulars	Note	For the Year ended March 31, 2016
Net Profit as per Previous IGAAP		112.23
Add / (Less) : Adjustments on transition to Ind AS		
Foreign currency monetary items translation difference	7	13.33
Exchange differences earlier capitalized now charged off	5	(1.94)
Deferred tax impact	3	1.03
Amortization of land & buildings (Fair valued portion)	6	(9.06)
Employee benefits	8	0.67
Employee stock option plan	9	8.34
Adjustments (Total)		12.37
Net profit as per Ind AS		124.60
Other Comprehensive Income as per Ind AS	10	(0.67)
Total Comprehensive Income as per Ind AS		123.93

Notes:

1. Proposed dividend declared by the Company is accounted for once approved in the Annual General Meeting, as against the earlier practice under previous IGAAP of accounting for the same after being proposed by the Board of Directors.
2. Fair valuation of land and buildings has been carried out on the transition date as the Company has elected to treat the fair value as the deemed cost for land and buildings held by Company.
3. Deferred taxes include deferred tax recognized on fair valued portion of land and deferred tax on foreign currency monetary items translation difference account (FCMITDA). Further, fair valuation of



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

land and buildings, on which deferred tax has been created, includes both the fair valuation carried out on the date of transition as well as fair valuation carried out prior to the date of transition.

4. As part of the exercise the Company has reviewed its revenue recognition policy including assessment of stage of completion, recognition of unbilled revenue as well as raising invoicing for progress of work, final approval by customers and its realization. Accordingly, ₹ 327.93 Cr. has been derecognized on application of guidance under para 23 & 25 of Ind AS and adjusted against the opening reserves.
5. Exchange differences arising on account of restatement / settlement of borrowings made for purchase of fixed assets, which were hitherto capitalized to the fixed assets are, in terms of Ind AS 21 – “The Effect of Changes in Foreign Exchange Rates”, now charged to the Statement of Profit and Loss.
6. The amount of ₹ 9.06 crores represents the amortization of the fair valued portion of leasehold land and buildings, the fair valuation of which was carried out and recognized on the transition date.
7. Exchange differences arising on account of translation of long term foreign currency monetary items which were hitherto amortized over the balance tenure of the underlying contracts are, under Ind AS, charged to the Statement of Profit and Loss in the period in which they arise.
8. The Group has recognized all actuarial gains and losses on post retirement defined benefit schemes in other comprehensive income. Deferred taxes pertaining to these losses have also been recognized in other comprehensive income.
9. The amount of ₹ 8.34 crores represents the impact of change in the valuation of stock options from the erstwhile intrinsic value method under IGAAP to the fair value method under Ind AS
10. Other Comprehensive Income of ₹ 0.67 crore represents the loss arising on re-measurement of post employment defined benefits.



ROLTA INDIA LIMITED

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017

3. Property plant and equipment and Intangible assets and cwip

(in ₹ Crore)

		GROSS BLOCK				DEPRECIATION / AMORTISATION			NET BLOCK		
	Description	Opening Balance 01.04.2016	Additions / Adjustments	Sale / Adjustments	Closing Balance 31.03.2017	Up to 31.03.2016	For the Year	On Deduction / Adjustment	Up to 31.03.2017	As at 31.03.2017	As at 31.03.2016
i)	Tangible Assets										
	Freehold Land	441.32	--	--	441.32	--	--	--	--	441.32	441.32
	Leasehold Land	1,179.79	--	--	1,179.79	48.20	21.19	--	69.39	1,110.40	1,131.59
	Buildings	1,478.43	--	--	1,478.43	131.68	24.60	--	156.28	1,322.15	1,346.75
	Computer Systems	84.42	12.06	-	96.48	75.16	8.51	--	83.67	12.81	9.26
	Other Equipment	126.65	82.79	0.14	209.30	61.69	16.27	0.10	77.86	131.44	64.96
	Furniture & Fixtures	237.04	4.79	-	241.83	115.56	23.68	--	139.24	102.59	121.48
	Vehicles	1.93	--	-	1.93	1.03	0.31	--	1.34	0.59	0.90
	Total	3,549.58	99.64	0.14	3,649.08	433.32	94.56	0.10	527.78	3,121.30	3,116.26
	Previous Year	6,197.59	445.34	3,093.35	3,549.58	1,242.10	430.79	1,239.57	433.32	3,116.26	
ii)	Capital Work-in-Progress									0.54	0.54
iii)	Intangible Assets										
	Intellectual Property Rights	2.82	-	-	2.82	1.37	0.45	--	1.82	1.00	1.45
	Total	2.82	-	-	2.82	1.37	0.45	--	1.82	1.00	1.45
	Previous Year	570.12	10.23	577.53	2.82	149.38	40.30	188.31	1.37	1.45	
	Grand Total	3,552.40	99.64	0.14	3,651.90	434.69	95.01	0.10	529.60	3,122.84	3,118.25



ROLTA INDIA LIMITED

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017

Description	GROSS BLOCK			DEPRECIATION / AMORTISATION				NET BLOCK	
	Opening Balance 01.04.2015	Additions / Adjustments	Sale / Adjustments	Closing Balance 31.03.2016	Up to 31.03.2015	For the Year	On Deduction / Adjustment	Up to 31.03.2016	As at 31.03.2016 As at 31.03.2015
i) Tangible Assets									
Freehold Land	441.32	--	--	441.32	--	--	--	--	441.32
Leasehold Land	1,179.79	--	--	1,179.79	27.01	21.19	--	48.20	1,131.59
Buildings	1,476.68	2.51	0.76	1,478.43	107.29	24.60	0.21	131.68	1,346.75
Computer Systems	2,516.29	428.88	2,860.75	84.42	902.89	330.02	1,157.75	75.16	9.26
Other Equipment	343.41	13.84	230.60	126.65	114.29	28.55	81.15	61.69	64.96
Furniture & Fixtures	237.02	0.11	0.09	237.04	89.72	25.92	0.08	115.56	121.48
Vehicles	3.08	--	1.15	1.93	0.90	0.51	0.38	1.03	0.90
Total	6,197.59	445.34	3,093.35	3,549.58	1,242.10	430.79	1,239.57	433.32	3,116.26 4,955.49
ii) Capital Work-in-Progress									
									0.54 96.66
iii) Intangible Assets									
Intellectual Property Rights	570.12	10.23	577.53	2.82	149.38	40.30	188.31	1.37	1.45 420.74
Total	570.12	10.23	577.53	2.82	149.38	40.30	188.31	1.37	1.45 420.74
Grand Total	6,767.71	455.57	3,670.88	3,552.40	1,391.48	471.09	1,427.88	434.69	3,118.25 5,472.89



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

**4. Non-current Investments (valued at cost)
(Trade and Unquoted)**

Investments in Equity – Subsidiary Companies (fully paid up)

Units	Currency	Face Value	% of Holding		As at 31 st March 2017	As at 31 st March 2016	(in ₹ Crore) As at 1 st April 2015
39,725 (39,725)	US\$	1,000	51.78	Common Shares of Rolta International Inc. Atlanta U S A (26,750 Common Shares pledged with Bank of Baroda)	217.38	218.69	213.87
2,550,000 (2,550,000)	INR	10	51	Equity Shares of Rolta Thales Ltd	2.55	2.55	2.55
1,001 (1,001)	US\$	1	100	Equity Shares of Rolta Global BV	3.20	2.96	1.97
9,999 (9,999)	INR	10	100	Equity Shares of Rolta BI and Big Data Analytics Pvt Ltd	0.01	0.01	0.01
59,993 (--)	INR	10	100	Rolta Defence Technology Systems Pvt Ltd.	25.27	0.13	-
Total					248.41	224.34	218.40

**5. Other Financial Asset
(Unsecured, considered Good)**

	As at 31 st March 2017	As at 31 st March 2016	(in ₹ Crore) As at 1 st April 2015
Security Deposits (Refer note 32)	2.82	15.64	15.64
Interest accrued on Long-term Bank Deposits	--	0.03	0.34
Long-term Bank Deposits :			
-Debt Services Reserve Account	11.39	12.13	9.37
-Other Deposits	--	--	11.37
Unbilled revenue	--	--	34.58
Other Receivables from related party (refer note 32)	2,024.07	1,999.07	--
Total	2,038.28	2,026.87	71.30

**6. Other Non-Current Asset
(Unsecured, Considered Good)**

	As at 31 st March 2017	As at 31 st March 2016	(in ₹ Crore) As at 1 st April 2015
Prepaid Expenses	3.96	1.80	3.92
Total	3.96	1.80	3.92



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

7. Income Tax Asset

(Unsecured, Considered Good)

	(in ₹ Crore)		
	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
Advance Income Tax, net of Provision for Tax [₹ 50.39 Cr (31 st March 2016 ₹ 55.86 Cr. , 1 st April 2015 ₹ 46.40)]	19.63	9.59	4.44
MAT Credit Entitlement	52.62	52.43	43.12
Total	72.25	62.02	47.56

8. Current Investment (Non Trade)

Investments in mutual funds - Unquoted

	(in ₹ Crore)		
	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
Union KBC Ultra Short Term Debt Fund - Daily Dividend Reinvestment - Direct Plan	--	--	0.18
Total	--	--	0.18

9. Trade Receivables (Unsecured)

	(in ₹ Crore)		
	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
Outstanding for a period exceeding six months from the date they are due for payment			
Considered Doubtful	0.93	--	
Less : Provision for Bad and Doubtful Debts	(0.93)	--	
	--	--	
Considered Good	816.43	876.65	101.66
Others (Considered Good)	323.56	811.31	849.78
Total	1,139.99	1,687.96	951.44

10. Cash and cash equivalents

	(in ₹ Crore)		
	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
a. Cash and Cash Equivalents			
- Cash on Hand	0.08	0.05	0.38
- Balance with Banks in Current / Deposit Accounts	14.44	18.51	319.27
b. Other Bank Balances			
- Unpaid Dividend Account	3.78	4.48	4.55
- Short-term Bank Deposits*	74.84	76.60	48.87
Total	93.14	99.64	373.07

Note:- Deposit with Bank having maturity of more than 12 months from the Balance Sheet date are classified as Non-current (refer note 5)

*Short-term deposits are maintained for margin money with banks.



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**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

Details of Specified Bank Notes (SBN) held and transacted during the period 08.11.2016 to 30.12.2016

	SBNs	Other denomination notes	(in ₹ Crore) Total
Closing cash in hand as on 08.11.2016	0.03	0.01	0.04
Add Permitted receipts	--	0.07	0.07
Less Permitted payments	--	0.05	0.05
Less Amount deposited in Banks	0.03		0.03
Closing cash in hand as on 30.12.2016	--	0.03	0.03

11. Other Financial Asset

(Unsecured, Considered Good)

	As at 31 st March 2017	As at 31 st March 2016	(in ₹ Crore) As at 1 st April 2015
Security Deposits	0.83	1.68	2.77
Interest Accrued on fixed deposits	2.47	2.88	1.81
Unbilled Revenues	1,635.99	452.17	45.37
Inter-company deposit Related Parties (Refer Note No 30)	99.42	24.25	--
Share Application Money	--	24.94	--
Other Receivables	0.50	0.11	8.05
Total	1,739.21	506.03	58.00

12. Other Current Assets

	As at 31 st March 2017	As at 31 st March 2016	(in ₹ Crore) As at 1 st April 2015
Prepaid Expenses	4.44	4.34	4.71
Advances to Suppliers	0.03	8.37	12.65
Total	4.47	12.71	17.36

13. Equity Share Capital

	As at 31 st March 2017	As at 31 st March 2016	(in ₹ Crore) As at 1 st April 2015
a. Authorised :			
250,000,000 (31 st March 2016 250,000,000, 1 st April 2015 250,000,000) Equity Shares of ₹ 10 each	250.00	250.00	250.00
Total	250.00	250.00	250.00
b. Issued, Subscribed & Paid up :			
164,271,362 (31 st March 2016 - 162,704,096, 1 st April 2015 - 161,329,096) Equity Shares of ₹ 10 each fully paid up.	164.27	162.70	161.33
Total	164.27	162.70	161.33



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**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
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c. Reconciliation of share capital

	As at 31 March 2017		As at 31 March 2016	
	Number of Shares	Amount	Number of Shares	Amount
Balance at the beginning of the year	162,704,096	162.70	161,329,096	161.33
Add : Issued on Account of ESOP	1,567,266	1.57	1,375,000	1.37
Balance at the end of the year	164,271,362	164.27	162,704,096	162.70

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, in proportion to their shareholding, after distribution of all preferential amounts.

e. No Bonus Shares have been issued to the shareholders during the last five years.

f. Shareholders holding more than 5% of the shares

	As at 31 st March 2017		As at 31 st March 2016	
	No. of Shares	%	No. of Shares	%
Rolta Private Limited	46,136,606	28.09	61,022,370	37.51
Rolta Shares and Stocks Pvt. Ltd.	33,840,200	20.60	18,730,000	11.51

As per the records of the Company, including its register of shareholders, members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares. The holding of Rolta Shares and Stocks Pvt. Ltd. also consists of shares of the Company received on loan from Rolta Private Limited.

g. Employee Stock Option Plan (ESOP)

The Company, from time to time, provides share based payments to its employees. These payments are provided in the form of stock options that can be exercised once the employee has completed specified service term with the Company. The options are accounted for as 'equity settled share based payment' transactions. Refer the table below for disclosure as per requirement of Ind AS 102 – Share based payments.

1. Details of Employee stock options scheme

Particulars	Tranche I	Tranche II	Tranche III	Tranche IV	Tranche V	Tranche VI	Tranche VII	Tranche VIII	Tranche IX	Tranche X	Tranche XI
No of Options Granted	5,989,500	305,000	220,000	6,100,000	2,450,000	500,000	1,250,000	250,000	625,000	100,000	1,050,000
Grant Price	Rs.145.15	Rs.155.55	Rs.81.55	Rs.10.00	Rs.10.00	Rs.10.00	Rs.10.00	Rs.10.00	Rs.10.00	Rs.10.00	Rs.10.00
Grant dates	August 10, 2009	December 08, 2010	November 01, 2011	January 01, 2013	April 03, 2014	September 27, 2014	February 07, 2015	May 14, 2015	November 9, 2015	February 12, 2016	December 9, 2016
Total Options Exercised	22,400	-	-	2,917,266	-	-	25,000	-	-	-	-
Total Options Lapsed	5,153,850	282,500	120,000	2,412,500	1,050,000	400,000	825,000	175,000	100,000	-	25,000
Options outstanding at the end of the year	813,250	22,500	100,000	770,234	1,400,000	100,000	400,000	75,000	525,000	100,000	1,025,000



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Particulars	Tranche I	Tranche II	Tranche III	Tranche IV	Tranche V	Tranche VI	Tranche VII	Tranche VIII	Tranche IX	Tranche X	Tranche XI
Vesting of Options	Four equal instalments at the end of 2nd, 3rd, 4th and 5th year (into Equity shares of Rs.10 each)	Four equal instalments at the end of 2nd, 3rd, 4th and 5th year (into Equity shares of Rs.10 each)	Four equal instalments at the end of 2nd, 3rd, 4th and 5th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)	Two equal instalments at the end of 3rd, 4th year (into Equity shares of Rs.10 each)
Exercise Period	5 years from the date of vesting	5 years from the date of vesting	5 years from the date of vesting	3 years from the date of vesting	3 years from the date of vesting	3 years from the date of vesting	3 years from the date of vesting	3 years from the date of vesting	3 years from the date of vesting	3 years from the date of vesting	3 years from the date of vesting

2. Movement of Options Granted

Particulars	For the year ended March 31, 2017	Weighted average exercise price	For the year ended March 31, 2016	Weighted average exercise price
Options outstanding at the beginning of the year	8,660,500	42.94	11,985,100	44.79
Granted during the year	1,050,000	10.00	975,000	10.00
Options forfeited during the year	(2,812,250)	68.66	(2,924,600)	55.03
Options Exercised during the year	(1,567,266)	10.00	(1,375,000)	10.00
Options outstanding at the end of the year	5,330,984	32.57	8,660,500	42.94

3. Fair valuation of options

The aggregate share options and weighted average exercise price under all the above mentioned plans are as follows for the reporting periods presented:

Particulars	December 9, 2016
Current Market price (₹)	54.50
Exercise price (₹)	10
Weighted average volatility rate	36.01%-36.69%
Dividend pay outs	30%
Risk free rate	8.00%
Average remaining life	50-62 months

The underlying expected volatility was determined by reference to historical data, adjusted for unusual share price movements.

For ESOPs outstanding as at 31 March 2017, exercise price is ₹ 10 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.



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In total, employee remuneration expense of ₹ 0.95 Cr. (2016: ₹ 3.30 Cr.) has been included in the Statement of Profit and Loss, which gave rise to additional paid-in capital. No liabilities were recognized due to share-based payment transactions.

14. Financial liabilities - Long-term Borrowings

	As at 31 st March 2017			As at 31 st March 2016			As at 1 st April 2015		
	Non-Current	Current	Total	Non-Current	Current	Total	Non-Current	Current	Total
a. Secured									
External Commercial Borrowings (ECB) from Banks	79.10	743.37	1,422.47	499.49	599.65	1,099.14	818.00	248.08	1,066.08
Rupee Term Loans	600.00	--	600.00	--	--	--	--	--	--
Total	679.10	743.37	1,422.47	499.49	599.65	1,099.14	818.00	248.08	1,066.08
Less : Current Maturities (refer note 20)	--	743.37	743.37	--	599.65	599.65	--	248.08	248.08
Total	679.10	--	679.10	499.49	--	499.49	818.00	--	818.00

b. Details of Security and interest rates

ECB of USD 10 million (₹ 64.84 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 (₹ 38.90 Crores) from ICICI Bank Ltd is secured by a 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 100 million (₹ 648.39 Crores) from consortium of Union Bank of India, Bank of India and Bank of Baroda is secured by exclusive mortgage of specific building "Rolta Tower-1" located at Plot No 39, MIDC-Marol, Andheri (East), Mumbai 400093 and first pari-passu hypothecation charge on the movable fixed assets of the Company and exclusive charge over DSRA of the Company with the respective banks. ECB of USD 10.85 million (₹ 70.35 Crores) from Bank of Baroda, is secured by : (i) pledge of shares in Rolta International Inc. held by Rolta India Limited, valued at 125% of the loan amount; (ii) mortgage of 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. Working Capital Term Loan (WCTL) of ₹ 600 Crores availed during the year from consortium of Union Bank of India, Bank of India, Central Bank of India and Bank of Baroda is secured against (a) 1st pari-passu charge over leasehold rights of the land and building "Rolta Tower 2" located on Plot 35, Marol Industrial, Andheri (East), Mumbai 400093; (b) 1st pari-passu charge over Unit No. 201 to 204, 2nd floor and 501 to 504, 5th floor, MIDC multi storied building, SEEPZ SEZ, Marol Industrial Area, Andheri (East), Mumbai 400093 (c) 2nd pari-passu charge on the current assets; (d) 1st pari-passu charge on movable fixed assets/ Intellectual Property Rights held by Rolta Defence Technology Systems Pvt. Ltd.; (e) Corporate Guarantee of Rolta Defence Technology Systems Pvt. Ltd.

The annual interest rate on ECBs is Libor+ 350-500 basis points and on WCTL facility is between 12%-13%.

c. Maturity Profile

External Commercial Borrowings repayable are as follows- FY 2017-18 - ₹ 743.37 Crores, FY 2018-19 - ₹ 20.10 Crores, FY 2019-20 - ₹ 59.00 Crores.

Working Capital Term Loans repayable are as follows- FY 2018-19 - ₹ 54.70 Crores, FY 2019-20 - ₹ 155.20 Crores, FY 2020-21 - ₹ 253.55 Crores and FY 2021-22 - ₹ 136.55 Crores.



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**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
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- d. Due to the prolonged delay in the realization of dues from the customers and the tight liquidity conditions prevailing, the External Commercial Borrowing instalment of USD 50 Million due on 26th March, 2017, as well as certain statutory dues are still outstanding. The management is in the process of raising necessary resources and expediting the collection of its receivables to improve the liquidity situation.

15. Long-term Provisions

	(in ₹ Crore)		
	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
Provision for Employee Benefits :			
Provision for Gratuity (Refer Note 24)	5.22	5.82	8.47
Provision for Leave Encashment	4.57	5.63	7.51
Total	9.79	11.45	15.98

16. Deferred Tax Liability (Net)

	(in ₹ Crore)		
	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
Deferred Tax Liability on fixed assets	507.34	470.97	822.68
Deferred Tax Asset on carry forward business losses, unabsorbed depreciation and others	(133.68)	(97.09)	(399.99)
Total	373.66	373.88	422.69

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.

17. Other Non-current Liabilities

	(in ₹ Crore)		
	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
Others:			
Mark-to Market Loss on Interest Rate Swap	--	--	--
Advance Against Shares	399.05	399.05	399.05
Advances from Customers (Refer Note 32)	1,180.32	1,266.91	1,283.07
Total	1,579.37	1,665.96	1,682.12

18. Short-term Borrowings

	(in ₹ Crore)		
	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
a. Secured			
Working Capital Borrowings from Banks	437.94	418.21	25.56
Total	437.94	418.21	25.56

b. Security

Working Capital Loans from Consortium of Banks are secured by first pari passu charge on current assets of the Company.



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**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
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19. Trade Payables

	(in ₹ Crore)		
	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
a. Micro, Small and Medium Enterprise (refer Note below)	--	--	--
Others (Refer note 32)	233.99	193.40	156.82
Total	233.99	193.40	156.82

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

	(in ₹ Crore)		
Particulars	31 st March 2017	31 st March 2016	As at 1 st April 2015
Principal amount due to suppliers under MSMED Act, 2006	NIL	NIL	NIL
Interest accrued and due to suppliers under MSMED Act, on the above amount	NIL	NIL	NIL
Payment made to suppliers (other than interest) beyond the appointed day, during the year	NIL	NIL	NIL
Interest paid to suppliers under MSMED Act, (Other than Section 16)	NIL	NIL	NIL
Interest paid to suppliers under MSMED Act, (Section 16)	NIL	NIL	NIL
Interest due and payable to suppliers under MSMED Act, for payment already made	NIL	NIL	NIL
Interest accrued and remaining unpaid at the end of the year under MSMED Act.	NIL	NIL	NIL

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

20. Other Financial Liabilities

	(in ₹ Crore)		
	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
Current maturities of Long-term Debt (Refer Note 14)	743.37	599.65	248.08
Interest accrued but not due on Borrowings	31.88	16.09	3.05
Unpaid Dividends	3.78	4.48	4.55
Provision for Expenses	250.73	33.87	19.61
Salary and Directors Commission Payable	16.45	21.94	32.09
Creditors for Capital Goods	66.94	40.17	42.64
Deposits (Refer Note 32)	106.65	25.10	--
Total	1,219.80	741.30	350.02

21. Other Current Liabilities

	(in ₹ Crore)		
	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
Income received in advance	0.98	1.12	6.21
Duties and Taxes	10.96	26.13	5.10
Advances from Customers	4.94	4.23	1.42
Employee related Statutory Dues	2.09	0.75	1.12
Total	18.97	32.23	13.85



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22. Short Term Provisions

	(in ₹ Crore)		
	As at 31 st March 2017	As at 31 st March 2016	As at 1 st April 2015
a. Provision for Employee Benefits :			
Provision for Gratuity (Refer Note 24)	1.83	2.04	2.82
Provision for Leave Encashment	1.41	1.74	2.65
b. Others			
Provision for Warranty (Refer Note c below)	0.93	0.61	0.60
Total	4.17	4.39	6.07

c. As required by Ind AS 37, the disclosure with respect to provision for warranty and maintenance expenses is as follows:

	(in ₹ Crore)	
	31 st March 2017	31 st March 2016
i. Amount at the beginning of the year	0.61	0.60
ii. Additional provision made during the year	0.93	0.61
iii. Amount utilized	0.05	0.56
iv. Unused amount reversed during the year	0.56	0.04
v. Amount at the end of the year	0.93	0.61

23. Other Income

	(in ₹ Crore)	
	For the year ended 31 st March 2017	For the year ended 31 st March 2016
Interest Income (TDS - ₹0.90 Cr; P. Y. - ₹ 1.74 Cr.)	7.00	17.30
License Fees (TDS - ₹ 0.19 Cr; P. Y. - ₹ .20 Cr.)	1.86	2.04
Profit on sale of Current Investment	--	0.01
Profit on Sale of Fixed Assets	0.21	1.14
Miscellaneous Income	4.45	26.86
Total	13.52	47.35

24. Employee Benefit Expense

	(in ₹ Crore)	
	For the year ended 31 st March 2017	For the year ended 31 st March 2016
Salaries, Wages and Bonus	131.39	205.27
Contribution to Gratuity	1.33	1.88
Contribution to Provident and other Funds	3.57	5.11
Cost of Employee Stock Option Scheme (refer note 13g)	0.95	3.30
Staff Welfare Expenses	0.49	0.78
Total	137.73	216.34

Employee benefits

A. Defined Contribution Plan

The Company participates in defined contribution plan on behalf of relevant personnel. Expenses recognized in relation to the plan represent the value of contributions payable during the period by the Company at rates specified by the rules of the plan.



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

Provident fund

In accordance with Indian law, eligible employees of The Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary).

The contributions, as specified under the law, are made to the respective Regional Provident Fund Commissioner and the Central Provident Fund under the State Pension scheme.

The total cost charged to Statement of Profit and Loss during the year ended March 31, 2017, is ₹ 3.56 crores (Previous year ₹ 5.11 crores)

B. Defined benefit plans

Retiring gratuity (Unfunded)

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump-sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. Group account for the liability for gratuity benefits payable in the future based on an actuarial valuation. The Group is exposed to actuarial risk with respect to this plan.

The following table sets out the amounts recognized in the financial statements for the retiring gratuity plans in respect of the Group.

I. Change in defined benefit obligation

(in ₹ Crore)

	For the year ended March 31, 2017	For the year ended March 31, 2016
1. Present Value of defined benefit obligation as at the beginning of the year	7.86	11.30
Less: Transferred Rolta BI & Big Data Analytics Private Limited (RBDA)	(0.79)	(1.95)
2. Current Service Cost	0.59	0.81
3. Interest Cost on the DBO	0.57	0.75
4. Actuarial (gains)/ losses – Experience	0.75	1.03
5. Actuarial (gains)/ losses - Financial Assumptions	0.12	0.00
6. Benefits paid from plan assets	(2.05)	(4.08)
7. Closing Present Value of DBO	7.05	7.86

II. Expense recognized in the Statement of Profit and Loss for the year

(in ₹ Crore)

	For the year ended March 31, 2017	For the year ended March 31, 2016
1. Current service cost	0.59	0.81
2. Net interest on net defined benefit liability	0.57	0.75
3. Total expenses included in employee benefits expense	1.16	1.56

III. Recognized in other comprehensive income for the year

(in ₹ Crore)

	For the year ended March 31, 2017	For the year ended March 31, 2016
1. Actuarial (gain)/ loss due to DBO experience	(0.75)	(1.03)
2. Actuarial (gain)/ loss due to DBO Financial Assumptions	(0.12)	-
3. Return on plan assets (greater)/less than discount rate	-	-
4. Actuarial (gains)/ losses recognized in OCI	(0.87)	(1.03)



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
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IV. Maturity profile of defined benefit obligation

(in ₹ Crore)

	For the year ended March 31, 2017	For the year ended March 31, 2016
1. Within the next 12 months (next annual reporting period)	0.95	3.11
2. Between 2 and 5 years	3.88	12.97
3. Between 6 and 10 years	-	-

V. Quantitative sensitivity analysis for significant assumption

(in ₹ Crore)

	For the year ended March 31, 2017	For the year ended March 31, 2016
Increase/ (decrease) on present value of defined benefits obligation at the end of the year	7.05	7.86
(i) One percentage point increase in discount rate	(0.04)	(0.40)
(ii) One percentage point decrease in discount rate	0.03	0.04
(i) One percentage point increase in rate of salary increase	0.02	0.26
(ii) One percentage point decrease in rate of salary increase	(0.03)	(0.03)

VI. Assumptions

	For the year ended March 31, 2017	For the year ended March 31, 2016
a. Discount rate (per annum)	7.55%	8%
b. Rate of escalation in salary (per annum)	5%	5%
c. Rate of attrition*	Refer note below	22%
d. Mortality	India Assured Lives Mortality(2006-08)	India Assured Lives Mortality(2006-08)

*Note:- 24.56% upto 35 years, 11.79% upto 45 years and 4.49% thereafter

25. Finance Costs

(in ₹ Crore)

	For the year ended 31 st March 2017	For the year ended 31 st March 2016
Interest Expenses	93.69	59.09
Other borrowing costs	62.30	38.07
Total	155.99	97.16

26. Other Expenses

(in ₹ Crore)

	For the year ended 31 st March 2017	For the year ended 31 st March 2016
Repairs – Building	2.00	1.47
Repairs - Plant & Machinery	5.75	9.88
Repairs - Other Assets	0.91	0.83
Utilities & Communication	9.24	11.66
Rent	8.49	18.85
Rates & Taxes	3.95	1.47
Insurance	1.13	1.42
Advertisement & Sales Promotion	4.25	8.75
Travelling & Conveyance	5.69	12.25
Printing & Stationery	0.97	1.43



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**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

	For the year ended 31 st March 2017	For the year ended 31 st March 2016
Bank & Other Charges	8.46	14.92
Auditors' Remuneration (Refer Note 36)	0.84	0.98
Directors' Sitting Fees	0.38	0.30
Legal & Professional Fees	12.55	16.48
Bad Debts Written Off	--	29.54
Donation (includes expenditure on CSR - ₹ 0.50 Cr.; P.Y. - ₹ 0.51 Cr.) [Refer Note 31]	0.59	0.52
Miscellaneous Expenses	9.17	11.42
Total	74.37	142.17

27. Exceptional items

Exceptional items comprise of the following:

- Loss on transfer of certain assets of the Company to a wholly owned subsidiary under a slump sale agreement – Nil (previous year – ₹ 653.56 crores); and
- Provision cum write off of debts – ₹ 536.84 crores (previous year – Nil) pursuant to a detailed review of Trade Receivables in the course of implementation of IND AS.

28. Income Taxes

a. Income tax expenses recognized in the Statement of Profit or Loss are analyzed as below:

(in ₹ Crore)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Wealth tax	--	(0.15)
Current taxes	(5.62)	(13.79)
Deferred taxes	(0.14)	48.45
MAT credit	5.62	13.79
Total	(0.14)	48.30

The Finance Act, 2017 has inserted sub-section 2C to section 115JB of the Income Tax Act, 1961, relating to Minimum Alternate Tax (MAT), prescribing the treatment of the transitional adjustments with respect to first time adoption of Ind AS while calculating "book profits" u/s 115JB. The Company has considered the said provisions for calculating the tax liability under MAT.

b. A reconciliation of the tax expense to the amount computed by applying the statutory income tax rate to the profit before taxes is summarized below:

(in ₹ Crore)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Accounting profit before tax	105.63	76.30
Tax rate - Corporate Tax	34.61%	34.61%
- Capital Gain Tax	23.07%	23.07%
Expected income tax expense	36.56	26.41
Tax effect of non taxable income (SEZ)	(7.80)	(4.35)
Tax effect of non taxable income (Capital Gain On Fair Valuation Of Land)	4.86	(4.86)
Utilisation of previously unrecognised tax losses (tax effect of CF loss of earlier years)	120.76	(645.28)
Research & Development expenses allowable u/s 35 (2AB) of The Income Tax Act, 1961	(54.02)	(5.38)



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Other non deductible expenses	(100.49)	681.92
Others	-	(0.15)
Total income tax expense	(0.14)	48.30

- c. Significant component of deferred tax assets and liabilities for the year ended March 31, 2017 is as follows:

(in ₹ Crore)

	Opening balance	Deferred tax expense/ (income recognized in profit and loss)	Deferred tax expense/ (income recognized in OCI)	Closing balance
Deferred tax assets				
Business tax-loss carry forwards	12.87	(61.52)	-	74.39
Retirement benefits liabilities	9.13	1.81	(0.35)	7.67
Provision for doubtful debts	10.22	9.90	-	0.32
Long term capital loss carry forward	35.01	-	-	35.01
Others	29.86	13.57	-	16.30
Total	97.09	(36.24)	(0.35)	133.69
Deferred tax liabilities				
Tangible and intangible assets	113.47	(41.24)	-	154.71
Fair valuation of land & buildings	357.50	4.86	-	352.64
Total	470.97	(36.38)	-	507.35
Net deferred tax liability	373.88	(0.14)	0.35	373.66

- Significant component of deferred tax assets and liabilities for the year ended March 31, 2016 is as follows:

(in ₹ Crore)

	Opening balance	Deferred tax expense/ (income recognized in profit and loss)	Deferred tax expense/ (income recognized in OCI)	Closing balance
Deferred tax assets				
Business tax-loss carry forwards	323.13	310.26	-	12.87
Retirement benefits liabilities & Bonus, ex-gratia etc.	13.03	4.26	(0.36)	9.13
Provision for doubtful debts	-	(10.22)	-	10.22
Long term capital loss carry forward	34.39	(0.62)	-	35.01
Others	34.21	4.35	-	29.86
Total	404.76	308.03	(0.36)	97.09
Deferred tax liabilities				
Tangible and intangible assets	465.09	351.62	-	113.47
Fair valuation of land & building	362.36	4.86	-	357.50
Total	827.45	356.48	-	470.97
Net deferred tax liability	422.69	48.45	0.36	373.88



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
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29. The Company has reorganized its various business groups, considering emerging business opportunities in the arena of Digital Transformation and Data Analytics. The Company is charting a course to constantly transform itself in order to remain relevant in the face of relentlessly changing digital technologies and market needs, while still remaining focused on core competencies and transition from Services to a predominantly IP led Solutions organization. This necessitated moving employees within various business groups and subsidiary companies. In the process, the Company has transferred Big Data Analytics related employees along with certain assets and liabilities to Rolta Optronics and Communications Pvt. Ltd which is now renamed as Rolta BI & Big Data Analytics Private Ltd., with the total book value of ₹ 23.92 Cr. for an amount of ₹ 25 Cr.

30. Expenditure on R&D

Research and development expenditure

(in ₹ Crore)

	For the year ended 31st March 2017	For the year ended 31st March 2016
Capital expenditure	90.09	--
Revenue Expenditure	66.04	71.97
Total	156.13	71.97

31. Corporate Social Responsibility Activities

- a. Gross Amount required to be spent by the company during the year ₹ 12.28 Cr.
b. 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	0.57	--	0.57
Total	0.57	--	0.57

32. Related Parties

a. List of Related Parties and Relationships

i. Party

Relation

Rolta Global BV	Subsidiary
Rolta International Inc. USA	Subsidiary
Rolta Thales Limited.	Subsidiary
Rolta BI and Big Data Analytics Pvt. Ltd. (formerly Rolta Optronics & Communication Pvt. Ltd.)	Subsidiary
Rolta Middle East FZ LLC	Subsidiary of Rolta Global BV
Rolta Muscat LLC	Subsidiary of Rolta Middle East FZ LLC
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 Canada Ltd	Subsidiary of Rolta International Inc
Rolta Asia Pacific Pty Ltd.	Subsidiary of Rolta International Inc.
Rolta Advizex Technologies LLC	Subsidiary of Rolta International Inc.
Rolta LLC	Subsidiary of Rolta International Inc.
Rolta Americas LLC	Subsidiary of Rolta International Inc.
Rolta Hungary KFT	Subsidiary of Rolta International Inc.
Rolta Defence Technology Systems Pvt Ltd.	Subsidiary



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

ii. Key Management Personnel / Directors

Mr. K K Singh	Chairman & Managing Director
Mr. A D Tayal (Upto 30.05.2016)	Jt. Managing Director & Chief Operating Officer – Domestic Operations
Mr. Rajesh Ramachandran (From 30.05.2016)	Jt. Managing Director-Global Product & Technology Solutions
Lt. Gen. K. T. Parnaik (Retd.) (From 30.05.2016)	Jt. Managing Director-Defense & Security
Mr. Ramakrishna Prabhu (From 12.02.2016)	Director Corporate Affairs & Chief Financial Officer
Mr. Virender Khashu	Company Secretary & Head Legal/Compliance
Mr. K. R. Modi	Independent Director
Ms. Homai A Daruwalla (From 15.07.2016)	Independent Director
Mr. Ramnath Pradeep (From 17.06.2016)	Independent Director
Lt. Gen. P P S Bhandari (Retd.) (From 15.07.2016)	Independent Director

iii. Enterprises over which significant influence exercised by Key Management Personnel / Directors

Rolta Private Limited	Company controlled by Mr. K K Singh
Rolta Holding & Finance Corporation Pvt. Ltd	Company controlled by Mr. K K Singh
Sunsolar Renewable Energy Private Limited (Previously Rolta Power Pvt. Ltd.)	Company controlled by Mr. K K Singh
Rolta Foundation	Charitable Trust in which Mr. K K Singh is a Trustee

b. Disclosures required for related parties transactions

(Current year's figures are shown in bold & comparative figures for the previous year are shown below the current year)

	(in ₹ Crore)				
Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Management Personnel	Total
I Transactions during the year					
Rendering of Services	21.53	53.91	-		75.44
	15.35	57.45	-	-	72.80
Interest Income	-	-	-	-	-
	17.56	8.51	-	-	26.07
Interest Expenses	-	-	-	-	-
	-	2.02	-	-	2.02
Interest on Deposit	-	-	-	9.42	9.42
	-	-	-	0.28	0.28
Rental Income	-	-	-	1.27	1.27
	-	-	-	2.04	2.04
Purchase of Material	232.29	8.89	-	-	241.18
	7.02	13.24	-	-	20.26
Reimbursements	(15.84)	(7.30)	-	0.74	(22.40)
	(8.69)	3.85	-	1.78	(3.06)
Lease Rent & Maintenance	-	-	-	7.05	7.05



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**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Management Personnel	Total
	-	-	-	17.85	17.85
Royalty Fees	-	-	-	6.35	6.35
	-	-	-	7.75	7.75
CSR Expenditure	-	-	-	0.50	0.50
	-	-	-	0.51	0.51
Remuneration incl Commission	-	-	7.47	-	7.47
	-	-	11.56	-	11.56
Directors Sitting Fees	-	-	0.38	-	0.38
	-	-	0.30	-	0.30
Purchase of Assets	27.67	-	-	-	27.67
	0.30	-	-	-	0.30
Slump Sale	25.00	-	-	-	25.00
	2,024.01	-	-	-	2,024.01
Share Application Money	-	-	-	-	-
	24.94	-	-	-	24.94
Other Deposit Taken	-	0.73	-	77.00	77.73
	-	19.60	-	5.50	25.10
Security Deposit Taken	-	-	-	13.25	13.25
	-	-	-	-	-
Investments during the year	25.39	-	-	-	25.39
	0.06	-	-	-	0.06
Redemption/Transfer of shares during the year	1.32	-	-	-	1.32
	-	-	-	-	-
Loans & Advances	78.31	-	-	-	78.31
	24.25	-	-	-	24.25
Advance Received	(48.27)	(38.32)	-	-	(86.59)
	8.23	(24.39)	-	-	(16.16)
Corporate Guarantees	(508.51)	-	-	-	(508.51)
	678.22	-	-	-	678.22
II Closing Balances					
Trade Receivable	0.05	4.09	-	0.38	4.52
	0.07	6.56	-	-	6.63
Other Receivables	2,024.07	-	-	-	2,024.07
	1,999.07	-	-	-	1,999.07
Share Application Money		-	-	-	-



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Management Personnel	Total
	24.94	-	-	-	24.94
Other Deposits taken	-	20.33	-	82.50	102.83
	-	19.60	-	5.50	25.10
Security Deposits (net)	-	-	-	2.22	2.22
	-	-	-	15.47	15.47
Loans & Advances	102.56	-	-	-	102.56
	24.25	-	-	-	24.25
Trade Payable	99.83	115.89	-	0.14	215.86
	63.78	112.87	--	5.60	182.25
Advance from customer	1,216.25	363.11	-	-	1,579.36
	1,264.53	401.43	-	-	1,665.96
Investments at the Year End	248.41	-	-	-	248.41
	224.34	-	-	-	224.34
Salary & Commission Payable	-	-	7.31	-	7.31
	-	-	6.13	-	6.13
Corporate Guarantee on behalf of Subsidiaries	6,624.10	-	-	-	6,624.10
	7,132.61	-	-	-	7,132.61

c. Significant Transactions during the year

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
Rendering of Services					
Rolta International Inc. USA	21.53	-	-	-	21.53
Rolta Americas LLC		0.03	-	-	0.03
Rolta U K Ltd.	-	10.68	-	-	10.68
Rolta Benelux BV	-	0.13	-	-	0.13
Rolta Middle East FZ LLC	-	23.33	-	-	23.33
Rolta Middle East Ltd. (Oman)	-	0.21	-	-	0.21
Rolta Middle East Ltd. (Baharin)	-	0.26	-	-	0.26
Rolta Saudi Arabia Ltd.	-	2.08	-	-	2.08
Rolta Canada Ontario Limited	-	1.76	-	-	1.76
Advizex Technologies LLC	-	15.43	-	-	15.43
Interest Income					
Rolta International Inc. USA	-	-	-	-	-
Rolta Middle East FZ LLC	-	-	-	-	-
Rolta Uk Ltd.	-	-	-	-	-
Interest Expenses					
Rolta Middle East FZ LLC	-	-	-	-	-



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**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
Interest on Deposit					
Rolta Private Limited	-	-	-	9.42	9.42
Rental Income					
Sunsolar Renewable Energy Private Limited	-	-	-	1.27	1.27
Purchase of Material					
Rolta International Inc USA	3.50	-	-	-	3.50
Rolta Defence Technologies Systems Pvt Ltd	228.79	-	-	-	228.79
Rolta Canada Ontario Limited	-	8.23	-	-	8.23
Rolta Middle East FZ LLC	-	0.66	-	-	0.66
Reimbursements					
Rolta Private Limited	-	-	-	0.76	0.76
Sunsolar Renewable Energy Private Limited	-	-	-	(0.02)	(0.02)
Rolta Defence Technologies Systems Pvt. Ltd.	(1.91)	-	-	-	(1.91)
Rolta BI & BIG Data Analytics Pvt Ltd	-	-	-	-	-
Rolta Thales Ltd.	-	-	-	-	-
Rolta International Inc. USA	(13.93)	-	-	-	(13.93)
Rolta Advizex Technologies LLC	-	(0.04)	-	-	(0.04)
Rolta Middle East FZ LLC	-	(6.29)	-	-	(6.29)
Rolta UK Ltd.	-	(0.79)	-	-	(0.79)
Rolta Middle East Ltd. (Oman)	-	(0.04)	-	-	(0.04)
Rolta Middle East Ltd. (Baharin)	-	-	-	-	-
Rolta Saudi Arabia Ltd.	-	(0.14)	-	-	(0.14)
Purchase of Assets					
Rolta International INC USA	27.67	-	-	-	27.67
Slump Sale					
Rolta BI and Big Data Analytics Pvt Ltd.	25.00	-	-	-	25.00
Lease Rent & Maintenance					
Rolta Private Limited	-	-	-	7.05	7.05
Royalty Fees					
Rolta Private Limited	-	-	-	6.35	6.35
CSR Expenditure					
Rolta Foundation	-	-	-	0.50	0.50
Remuneration incl Commission					
Mr. K.K.Singh	-	-	-	-	-
Mr. Rajesh Ramchandran	-	-	3.02	-	3.02
Lt. Gen. K.T. Parnaik	-	-	2.12	-	2.12
Mr. Ramkrishna Prabhu	-	-	1.59	-	1.59



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**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
Mr. Virender Khashu	-	-	0.74	-	0.74
Directors Sitting Fees					
Mr.K.R.Modi			0.13		0.13
Mr. M.V. Nair			0.02		0.02
Mr. Vijay K. Chopra			0.03		0.03
Mr. T. C. Venkat Subramanian			0.03		0.03
Lt.Gen.PPS Bhandari			0.05		0.05
Mr. Ramnath Pradeep			0.07		0.07
Ms. Homai Ardeshir Daruwalla			0.05		0.05
Loans & Advances					
Rolta International Inc.USA	16.05	-	-	-	16.05
Rolta Thales Ltd.	0.01	-	-	-	0.01
Rolta Defence Technology Systems Pvt Ltd.	60.13	-	-	-	60.13
Rolta BI and Big Data Analytics Pvt Ltd.	2.12	-	-	-	2.12
Advance During the Year					
Rolta International Inc. USA	(48.27)	-	-	-	(48.27)
Rolta U K Ltd.	-	(9.43)	-	-	(9.43)
Rolta Middle East Ltd.	-	(28.89)	-	-	(28.89)
Investments During the Year					
Rolta Defence Technology Systems Pvt. Ltd.	25.15	-	-	-	25.15
Rolta Global BV	0.24	-	-	-	0.24
Redemption/Transfer of shares during the year					
Rolta International Inc. USA	1.32	-	-	-	1.32
Other Deposit					
Rolta Middle East FZLLC	-	0.73	-	-	0.73
Rolta Private Limited (ICD) Taken	-	-	-	77.00	77.00
Security Deposit (Adjusted)					
Rolta Private Limited	-	-	-	13.25	13.25
Corporate Guarantees Given	(508.51)	-	-	-	(508.21)
CLOSING BALANCES					
Trade Receivable					
Rolta Thales Limited	0.05	-	-	-	0.05
Rolta Private Limited	-	-	-	0.02	0.02
Sunsolar Renewable Energy Private Limited	-	-	-	0.36	0.36
Rolta Advizex Technologies LLC.	-	4.09	-	-	4.09
Other Receivable					



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**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
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Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
Rolta Defence Security Systems Pvt Ltd.	1,999.07	-	-	-	1,999.07
Rolta BI and Big Data Analytics Pvt Ltd.	25.00	-	-	-	25.00
Trade Payable					
Rolta Holding & Finance Pvt. Ltd.	-	-	-	0.14	0.14
Rolta International INC USA	93.31	-	-	-	93.31
Rolta Defence Technologies Systems Pvt Ltd	6.52	-	-	-	6.52
Rolta U K Ltd.	-	0.09	-	-	0.09
Rolta BENELUX BV	-	0.11	-	-	0.11
Rolta Middle East FZ LLC	-	14.38	-	-	14.38
Rolta Middle East Ltd. (Oman)	-	0.07	-	-	0.07
Rolta Middle East Ltd. (Baharin)	-	0.03	-	-	0.03
Rolta Saudi Arabia Ltd	-	0.18	-	-	0.18
Rolta Canada Ontario Limited	-	101.03	-	-	101.03
Loans & Advances					
Rolta International Inc. USA	27.29	-	-	-	27.29
Rolta Defence Technology Systems Pvt Ltd.	73.14	-	-	-	73.14
Rolta BI and Big Data Analytics Pvt Ltd.	2.12	-	-	-	2.12
Rolta Thales Ltd.	0.01	-	-	-	0.01
Advances From Customer					
Rolta International Inc	1,216.25	-	-	-	1,216.25
Rolta Middle east FZ LLC	-	153.96	-	-	153.96
Rolta UK Ltd.	-	209.15	-	-	209.15
Investments					
Rolta International Inc. USA	217.38	-	-	-	217.38
Rolta Thales Ltd.	2.55	-	-	-	2.55
Rolta Global BV	3.20	-	-	-	3.20
Rolta BI and Big Data Analytics Pvt Ltd.	0.01	-	-	-	0.01
Rolta Defence Technologies Systems Pvt Ltd.	25.27	-	-	-	25.27
Salary & Commission Payable					
Mr. K.K.Singh	-	-	5.34	-	5.34
Mr. Rajesh Ramchandran	-	-	0.74	-	0.74
Lt. Gen. K.T. Parnaik	-	-	0.75	-	0.75
Mr. Ramkrishna Prabhu	-	-	0.41	-	0.41
Mr. Virender Khashu	-	-	0.07	-	0.07
Security Deposit Given /Taken					
Rolta Private Limited (Gurgaon) Given	-	-	-	2.39	2.39
Sunsolar Renewable Energy Private Limited (Taken)	-	-	-	(0.17)	(0.17)



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
Other Deposit Taken					
Rolta Middle East FZLLC	-	20.33	-	-	20.33
Rolta Private Limited (ICD)	-	-	-	82.50	82.50
Corporate Guarantee on behalf of Subsidiaries					
Corporate Guarantees	176.84	-	-	-	176.84
Bond Guarantees	5,263.96	-	-	-	5,263.96
Counter Guarantees	1,183.30	-	-	-	1,183.30

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 the normal course of business and at rates agreed upon between the parties.
- All loans to subsidiaries are given for meeting their working capital requirements.

33. Earning Per Share – EPS

EPS is calculated by dividing the profit attributable to the equity shareholders by the weighted 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 2017	For the year ended 31 st March 2016
a. Before Exceptional Item		
Net Profit attributable to Equity Shareholders for Basic EPS (in ₹ Cr.)	642.33	778.16
EPS (₹) Basic	39.35	48.16
EPS (₹) Diluted	38.60	46.53
b. After Exceptional Item		
Net Profit attributable to Equity Shareholders for Basic EPS (in ₹ Cr.)	105.49	124.60
EPS (₹) Basic	6.46	7.71
EPS (₹) Diluted	6.34	7.45

Reconciliation of weighted average number of equity shares outstanding during the year.

	For the year ended 31 st March 2017	For the year ended 31 st March 2016
Weighted nos. of shares for Basic Earnings per share	163,256,211	161,567,962
Adjusted on account of ESOPs	3,131,992	5,663,505
Weighted nos. of shares for Diluted Earnings per share	166,388,203	167,231,467



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

34. Contingent Liabilities not provided for

(in ₹ Crore)

	Particulars	As at 31 st March 17	As at 31 st March 16
i.	Guarantees issued by the bankers to customers & third party	6,624.10	7,225.29
ii.	Letters of Credit issued by Bankers	82.79	117.32
iii.	Claims against the company not acknowledged as debt	28.93	--

35. Disclosures in respect of Non-cancellable Operating Leases

The future obligation on account of non-cancellable Operating Leases, mainly for office premises, payable as per the rental status in respective agreement are as follows:

(in ₹ Crore)

	2016 – 2017	2015 – 2016
Upto 1 year	4.93	18.40
Later than 1 years not later than 5 years	1.27	23.78
Later than 5 years	--	--
Total	6.20	42.18

36. Auditor's Remuneration

(in ₹ Crore)

Auditor's Remuneration	For the Year ended 31 st March 2017	For the Year ended 31 st March 2016
Audit fees	0.40	0.65
Limited Review	0.29	0.15
Other Matters	0.14	0.12
Out of Pocket expenses	0.01	0.06
Total	0.84	0.98

37. Financial Instrument

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 1i to the financial statements.

(a) CLASSIFICATION OF FINANCIAL ASSETS AND LIABILITIES

All financial assets and financial liabilities are valued at amortized cost.

(b) FAIR VALUE HIERARCHY

There are no financial assets or liabilities of the Company which, after their initial recognition, have been fair valued either during the year or in the previous year. In relation to the transition date, i.e. April 1, 2015, there is an investment of ₹ 0.18 crore in mutual funds, the fair value of which is substantially similar to its cost; the fair value having been determined by applying the Level 1 hierarchy, i.e. quoted (unadjusted) prices in an active market.



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

(c) FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES:

The Company, in the course of its business, is exposed to a variety of financial risks, viz. market risk, credit risk and liquidity risk which can adversely impact the financial performance. The Company's endeavour is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Company has a risk management policy that which not only covers the foreign exchange risk but also other risks such as interest rate risk and credit risk which are associated with financial assets and liabilities. The risk management policy of the Company is approved by its board of directors. The risk management framework focuses on actively securing the Company's short to medium terms cash flows by minimising the exposure to financial markets.

1. Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

A. Foreign currency exchange rate risk:

The fluctuation in foreign currency exchange rates may have a potential impact on the standalone statement of profit and loss and equity. This arises from transactions entered into in foreign currency and assets/liabilities which are denominated in a currency other than the functional currency of the Company.

A majority of the Company's foreign currency transactions are denominated in US Dollars. Other foreign currency transactions entered into by the Company are in Sterling Pound (GBP), Euro, Saudi Riyal, Canadian Dollar, Australian Dollar and UAE Dirhams. However, the size of these transactions is relatively small in comparison to the US dollar transactions. Thus, the foreign currency sensitivity analysis has only been performed in relation to the US Dollar (USD).

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. Further, in accordance with its risk management policy, Company does not hedge its risks by using any derivative financial instruments.

Details of foreign currency exposure in USD are as follows:

(in ₹ Crore)

Particular	As at 31.03.17	As at 31.03.16	As at 01.04.15
Trade receivables	5.75	10.41	5.56
Trade payables	113.21	79.01	59.84
Borrowings	822.48	1,099.13	1,066.08

Foreign Currency sensitivity

A 5% appreciation / depreciation of the USD with respect to INR would result in decrease / increase in the Company's net profit before tax for the year ended March 31, 2017 by approximately ₹ 47.08 Cr. / ₹ 47.08 Cr. respectively (previous year ended March 31, 2016 : ₹ 59.43 Cr. / ₹ 59.43 Cr. respectively).

B. Interest rate risk

Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the Company's cash flows as well as costs.

The Company has borrowed through a number of financial instruments such as ECBs, Rupee term loans and working capital demand loans. The Company is subject to variable interest rates on some of these interest bearing liabilities.



ROLTA INDIA LIMITED

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017

The risk estimates provided assume a parallel shift of 50 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

Based on the composition of net debt, a 50 basis points increase / decrease in interest rates over the 12 month period would increase / decrease the Company's net finance expense by approximately ₹ 8.34 crores / ₹ 8.34 crores respectively (previous year ended March 31, 2016 : ₹ 9.78 crores / ₹ 9.78 crores respectively).

2. Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables and loans.

The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls. The Company's policy is to deal only with creditworthy counterparties. The Company management considers that all the 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 Company financial assets are secured by collateral or other credit enhancements.

In respect of receivables other than trade receivables, the Company's exposure to any significant credit risk exposure to 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 Company has customer concentration risk as majority of the customers are government department / semi-government organization and public sector undertakings.

The Company's exposure to credit risk is limited to the carrying amount of financial assets recognised at the balance sheet date.

3. Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Company has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Company has access to funds from debt markets through various debt instruments. The Company invests its surplus funds in bank fixed deposits which carry no mark to market risk. The maturity of the bank loan borrowings is stated in note no. 13. In respect of the Senior Notes, the Company is in discussion with bond holders group to arrive at an appropriate solution.

38. Dividend remittance in foreign currency

	for the year ended 31 st March 2017	for the year ended 31 st March 2016	for the year ended 31 st March 2015
Number of Non Resident Shareholders	Nil	5	5
Number of Shares held by them	Nil	56250	56250
Amount of dividend paid (In ₹ Crore)	Nil	0.02	0.02
Year to which dividend relates	Nil	2014-2015	2013-2014



ROLTA INDIA LIMITED

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE
STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2017**

39. There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.
40. Segment information has been presented in the Consolidated financial statements.
41. Previous year figures have been regrouped / rearranged wherever necessary to confirm to the classification adopted for the current year.

As per our report of even date

For **N M Raiji & Co.**
Chartered Accountants
Firm's Registration No. 108296W


Vinay D. Balse
Partner
Membership No. 39434



Mumbai
May 30, 2017


K R Modi
Director



Rajesh Ramchandran
Joint Managing Director



Verinder Khashu
Company Secretary & Head Legal / Compliance


Mumbai
May 30, 2017

For and on behalf of Board of Directors


K. K. Singh
Chairman & Managing Director


Ramnath Pradeep
Director


Lt. Gen. K T Parnaik (Retd.)
Joint Managing Director


Homai A Daruwalla
Director


Lt. Gen. P P S Bhandari (Retd.)
Director


Ramakrishna Prabhu
Director Corporate Affairs & Chief Financial Officer





ROLTA INDIA LIMITED

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

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of Members of ROLTA INDIA LIMITED will be held on Saturday, September 23, 2017 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 Statement of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon; (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2017 together with the Report of the Auditors thereon and in this regard, pass the following resolution(s) as an Ordinary Resolution(s):

(a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

(b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

Item no. 2 – Ratification of appointment of Auditors, M/s. N M Raiji & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No 108296W)

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules made thereunder as amended from time to time, and pursuant to the resolution passed by the members at the 26th Annual General Meeting (AGM) held on August 20, 2016, the Company hereby ratifies the appointment of M/s. N. M. Raiji & Co, Chartered Accountants, Mumbai (ICAI Firm Registration No 108296W), as Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the next AGM of the Company to be held in the calendar year 2018 and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Item no. 3 – Appointment of Mr. Ramakrishna Prabhu (DIN: 01945079) as a Director liable to retire by rotation

To appoint a Director in place of Mr. Ramakrishna Prabhu (DIN: 01945079) who retires by rotation and, being eligible,

offers himself for re-appointment and in this regard pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Ramakrishna Prabhu (DIN: 01945079), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

ITEM NO. 4- Re-appointment of Mr. Kamal K Singh (DIN: 00260977) as Executive Chairman & Managing Director (CMD)

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

"RESOLVED THAT, pursuant to recommendation of the Nomination & Remuneration Committee and of the Board of Directors and subject to the provisions of Sections 196, 197, 198, 203, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof), and Article 136 of Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Kamal K. Singh (DIN 00260977), as Executive Chairman & Managing Director (designated as "Chairman & Managing Director"), of the Company, for a period of five years with effect from July 1, 2017, to June 30, 2022, on terms and conditions and the remuneration / emoluments as stated herein below, which is hereby approved and sanctioned with authority to the Board of Directors of the Company (herein after referred to as 'the Board' which term shall be deemed to include any existing Committee or any Committee which the Board may constitute to exercise its powers, including powers conferred by this resolution) to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Kamal K Singh.

REMUNERATION / EMOLUMENTS

A. BASIC SALARY

NIL

B. COMMISSION

Fixed Commission @ 5% of the Net Profits of the Company (computed under and subject to the Companies Act, 2013) or more as may be permissible under Section 196, 197, 198 & 203 and other applicable provisions of the Companies Act, 2013 read together with Schedules and Rules made thereunder; subject to the limit, if any, on maximum remuneration as per the Companies Act, 2013. The Commission shall become due for payment only after the Company's Financial Statement

under Section 33 of the Companies Act, 2013 are placed before the Company's Annual General Meeting and approved by the members thereat.

C. PERQUISITES

- Fully furnished and duly maintained (including repairs, renovations) self-owned residence of CMD, with Insurance Premiums paid with household staff and security, etc. as may be desired / required.
- Health Insurance, Personal Accident Insurance, Reimbursement of Medical Expenses for self and family at actuals, at any place, without any limit or limitation.
- Club Fees, including admission and life membership fees of clubs and / or such business organizations as required.
- Such number of Cars with drivers duly maintained with, fuel expenses, repairs and maintenance etc, communication and telephones facilities will be provided as may be desired / required.

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

The appointment, terms & conditions and remuneration shall be subject to provisions of Section 196, 197, 198, 199, 203 and other applicable provisions of Companies Act, 2013 read together with Schedule V and applicable Rules made thereunder.

RESOLVED FURTHER that the Board be and is hereby, authorized to take all such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things that may be necessary, proper, expedient or incidental for giving effect to this Resolution."


ITEM NO. 5- Re-appointment of Mr. K. R. Modi (DIN: 00261506) as Non-Executive Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. K.R. Modi (DIN: 00261506), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed to hold office for a term of three consecutive years and whose office shall not be liable to retire by rotation."

By Order of the Board of Directors

14th August, 2017
Mumbai


Verinder Khashu
Company Secretary & Head Legal

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Business under Items Nos. 2 to 5 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of persons seeking appointment /re-appointment as Directors under items 3 to 5 of the Notice are stated and forms an integral part of the explanatory statement. The Director(s) has furnished the requisite declaration(s) for their appointment / re-appointment.
2. 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.

3. 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 2008-09, 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 August 20, 2016 (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.

4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address, etc. 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.
5. 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.

6. Electronic copy of the Annual Report for 2016-17 and the Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Ballot Form is being sent by email 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 2016-17 and the Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting /or voting through Ballot along with Attendance Slip, Proxy Form and Ballot Form is being sent in the permitted mode.
7. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for 2016-17 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
8. 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.
9. 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 September 22, 2017. 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.
10. 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.
11. 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. Friday, September 22, 2017.
12. 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 Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at an 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 Participant(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. If you are already registered with NSDL for e-Voting then you can use your existing user ID and 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.

NOTE: Shareholders who forgot the User Details/ Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
 - (v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Rolta India Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to bhattvirendra1945@yahoo.co.in or evoting@rolta.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
 - (i) Initial password is provided as below/at the bottom of the Ballot Form 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 Wednesday, September 20, 2017 (9:00 am IST) and ends on Friday September 22, 2017 (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 Saturday, September 16, 2017 (cut-off), 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.
- 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. Saturday, September 16, 2017 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. Rajeev, Ranjan, NSDL, Trade world, 'A' Wing, 4th Floor, Kamala Mills Compound, SenapatiBapat 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.

EXPLANATORY STATEMENT IN RESPECT OF ORDINARY BUSINESS

RESOLUTION AT ITEM NO.2

M/s. N. M. Rajji & Co, Chartered Accountants, Mumbai (ICAI Firm Registration No 108296W), were appointed as the statutory auditors of the Company for a period of Four years at the Annual General Meeting (AGM) of the Company held on August 20, 2016, to hold office from the conclusion of the 26th AGM till conclusion of the AGM to be held in the calendar year 2020.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM. Accordingly, ratification of the members is being sought for appointment of statutory auditors as per the proposal contained in the Resolution set out at item no. 2 of the Notice.

The Board commends the Resolution at item No. 2 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 2 of the accompanying Notice.

RESOLUTION AT ITEM NO. 3

Pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, one-third of such of the Directors as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every AGM. Mr. Ramakrishna Prabhu an Executive Director is a director liable to retire by rotation and being eligible, offers himself for re-appointment as Director.

Other details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 laid together with applicable Secretarial Standards are stated as below:

Name	Mr. Ramakrishna Prabhu
DIN	01945079
Age	55 years
Date of First Appointment	30-05-2016
Qualification	B.Com., FCA
Experience / Expertise in specific functional areas	Finance, Accounts & Taxation
Remuneration last drawn	₹ 1.14 Cr (10 months)
Relationship with other Directors / Managers / KMP	None
Number of Meetings of the Board attended during the Financial Year 2016-17	Six
Number of Equity Shares held in his personal name	None
Directorship held in other Companies	1) Rolta BI & Big Data Analytics Pvt. Ltd. 2) Rolta Defence Technology Systems Pvt. Ltd. 3) Provision Consultancy Services (India) Private Ltd.
Member of Committees in other Companies	None

The Board commends the Resolution at item No. 3 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

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

RESOLUTION AT ITEM NO. 4

The members of the Company had approved the appointment of Mr. Kamal K. Singh, as Executive Chairman & Managing Director (CMD) of the Company, for a period of 5 years from July 1, 2012 to June 30, 2017 at the 21st Annual General Meeting of the Company. The present appointment of Mr. Kamal K. Singh, as Chairman & Managing Director (CMD) of the Company, expired on June 30, 2017. His appointment is proposed to be extended for another 5 years.

Mr. Kamal K Singh, will attain the age of 70 years during the extended tenure of five years and hence the proposed appointment requires the approval of members by way of a special resolution in terms of Section 196 (3) of the Companies Act, 2013.

In view of his outstanding, excellent and invaluable services to the Company, the Board at its meeting held on May 30, 2017 re-appointed Mr. Kamal K. Singh, as Executive Chairman & Managing Director of the Company (hereinafter referred as 'Chairman & Managing Director' or CMD) for a period of five years, from July 1, 2017 to June 30, 2022, with a remuneration for a period of 5 years from the date of appointment and on such terms & conditions as stated in the resolution, subject to the approval of the members of the Company at the ensuing Annual General Meeting;

The Nomination and Remuneration Committee and the Board of Directors of the Company are of the opinion that he is fit and proper person to hold the said office and his reappointment will be in the interest of the Company.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Brief Resume of Mr. Kamal K Singh

Mr. K K Singh is the founder Chairman & Promotor of the Rolta Group of Companies. He is a first generation entrepreneur and promoted Rolta India Limited in early 1980's. He is recognized as a pioneer in 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 25 Companies which include directorship in 13 overseas group companies. He is a Member of National Executive Committee of FICCI, Board of Governors of Indian Institute of Information Technology Pune, Maharashtra, Board of Governors of Indian Institute of Information Technology, Kalyani, West Bengal and Board of Governors of Indian Institute of Information Technology, Kottayam, Kerala. He is the Honorary Chairman of the "Association of Geospatial Industries". Mr. Singh has been placed in the "Geospatial Hall of Fame" for his outstanding contribution towards the global Geospatial Industry at

the Geospatial World Forum 2016. He was 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.

Other details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards are stated ats below:

Name	Mr. Kamal K Singh
DIN	00260977
Age	68 years
Date of First Appointment	2-06-1989
Qualification	Bachelor in Engineering, Masters in Business Administration
Experience / Expertise in specific functional areas	Corporate Management including Finance, Technology and International Business
Remuneration last drawn	Nil
Relationship with other Directors / Managers / KMP	None
Number of Meetings of the Board attended during the Financial Year 2016-17	Eight
Number of Equity Shares held in his personal name	Nil
Directorship held in other Companies	1) Rolta BI & Big Data Analytics Pvt. Ltd 2) Rolta Defence Technology Systems Pvt. Ltd. 3) Rolta Thales Limited 4) Rolta Pvt. Ltd. 5) Rolta Shares & Stocks Pvt. Ltd. 6) Rolta Holding & Finance Corporation Pvt. Ltd. 7) Rolta Resources Pvt. Ltd. 8) Rolta Properties Pvt. Ltd. 9) Rolta Infrastructure & Technology Services Pvt. Ltd. 10) Sunsolar Renewable Energy Pvt. Ltd. 11) Kkarma Holding Pvt. Ltd. 12) Rolta Infotech Ltd., Hongkong 13) Rolta International Inc. 14) Rolta Canada Ltd. 15) Rolta LLC. 16) Rolta Americas LLC. 17) Rolta Asia Pacific Pty Ltd. 18) Rolta Advizex Technologies LLC 19) Rolta Middle East FZ-LLC 20) Rolta Saudi Arabia Ltd. 21) Rolta UK Ltd 22) Rolta Benelux BV 23) Rolta Hungary Kft 24) Rolta Global B.V.
Member of Committees in other Companies	Nil

Board is of the opinion that it is in the interest of the Company to appoint Mr. Kamal K Singh as Executive Chairman & Managing Director of the Company designated as "Chairman & Managing Director" whose directorship shall not be liable to retire by rotation.

Except Mr. Kamal K Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

RESOLUTION AT ITEM NO. 5

The Members of the Company, at the 24th Annual General Meeting held in the year 2014 had for the first time after the enactment of Companies Act, 2013 (CA 2013), approved, the appointment of Mr. K R Modi as an Independent Director of the Company, whose term is due to expire in the year 2017. Mr. K R Modi is a Non-executive Independent Director of the Company. He joined the Board of Directors of the Company in November 1989. Mr. Modi is an advocate and solicitor by profession with over 45 years of experience in legal profession. His academic qualifications include a Bachelor's degree in Arts and Law. Mr. Modi is enrolled as a Solicitor with the High Court at Mumbai. He was a senior partner with Messers Kanga & Co., advocates and solicitors.

As per Section 149(10) of the CA 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. K R Modi, has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the CA, 2013. In the opinion of the Board, Mr. K R Modi fulfills the conditions specified in the CA 2013 and except for the mentioned shareholding he is independent of the management.

In view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. K R Modi, and on the basis of the report of performance evaluation, Board proposes to re-appoint him for the second term as an Independent Director on the Board of the Company for a period of three consecutive years and accordingly recommends passing of the Resolution at Item No. 5 of the Notice as a Special Resolution.

Copy of the draft letter for appointment of Mr. K R Modi as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Other details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards are stated below:

Name	Mr. K R Modi
DIN	00261506
Age	75 years
Date of First Appointment	14-11-1989
Qualification	B. A, L.L.B
Experience/Expertise in specific functional areas	Advocate and Solicitor
Remuneration last drawn	Nil
Relationship with other Directors / Managers / KMP	None
Number of Meetings of the Board attended during the Financial Year 2016-17	Eight
Number of Equity Shares held in his personal name	2000 (jointly holds with his wife Mrs. Sandhya K Modi.)
Directorship held in other Companies	M/s. Rolta Defence Technology Systems Private Limited
Member of Committees in other Companies	Nil

Except Mr. K R Modi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no. 5.

By Order of the Board of Directors



14th August, 2017
Mumbai

Verinder Khashu
Company Secretary & Head Legal



ROLTA

ROLTA INDIA LIMITED

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

PROXY FORM

Name of the member (s): _____

Registered Address: _____

E-mail ID: _____

Folio No. / DP ID: / Client 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 27th Annual General Meeting of the Company on Saturday, September 23, 2017 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 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.		For	Against
Ordinary Business			
1	Adoption of Financial Statements		
2	Ratification of appointment of Auditors, M/s. N M Rajji & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No 108296W)		
3	Appointment of Mr. Ramakrishna Prabhu (DIN: 01945079) as a Director liable to retire by rotation		
Special Business			
4	Re-Appointment of Mr. Kamal K Singh (DIN: 00260977) as Executive Chairman & Managing Director.		
5	Re-appointment of Mr. K R Modi (DIN: 00261506) as Non-executive Independent Director		

Signed this _____ day of _____ 2017.

Signature of Shareholder: _____

Signature of Proxy holder(s) _____

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 27th Annual General Meeting.

* 3. It is optional to put a '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Affix
Revenue
Stamp



ROLTA

ROLTA INDIA LIMITED

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

ADMISSION SLIP

Twenty-Seventh Annual General Meeting to be held on Saturday, September 23, 2017 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 _____

Folio No. / DP ID: / Client Id: _____

No. of Shares _____

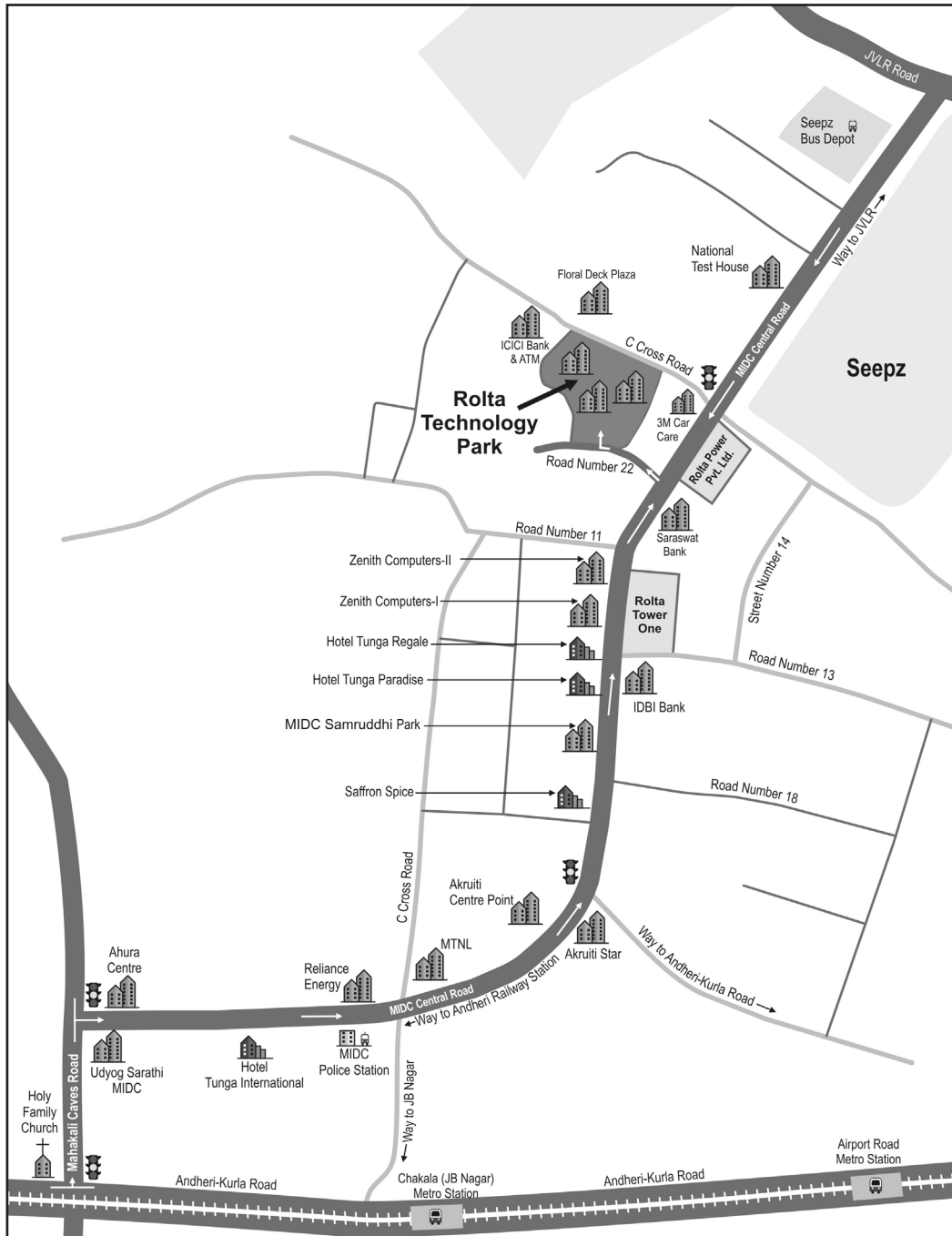
Name of the Proxy _____

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./:

4. Folio No. / DP ID: / Client Id:

5. Number of Share(s) held :

6. I / We hereby exercise my / our vote(s) in respect of the resolutions set out in the Notice of the 27th Annual General Meeting (AGM) of the Company to be held on Saturday, September 23, 2017 by recording my/our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Resolution No.	No. of Shares held	For	Against
Ordinary Business		I/We assent to the resolution	I/We dissent to the resolution
1 Adoption of Financial Statements			
2 Ratification of appointment of Auditors, M/s. N M Rajji & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No 108296W)			
3 Appointment of Mr. Ramakrishna Prabhu (DIN: 01945079) as a Director liable to retire by rotation			
Special Business:			
4 Re-Appointment of Mr. Kamal K Singh (DIN: 00260977) as Executive Chairman & Managing Director			
5 Re-appointment of Mr. K R Modi (DIN: 00261506) as Non- executive Independent Director			

Place :

Date :

Signature

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

PARTICULARS OF E-VOTING

During the e-voting period Wednesday, September 20, 2017 at 9.00 a.m. to Friday, September 22, 2017 at 5.00 p.m., members of the Company holding shares as on cutoff date Saturday, September 16, 2017 may cast their vote electronically.

The electronic voting particulars are set out below;

ELECTRONIC VOTING PARTICULARS		
EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Note: Please read instructions given at Note No.12 of the Notice of the 27th Annual General Meeting carefully before voting electronically.

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 Friday, September 22, 2017. 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 Friday, September 22, 2017.
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. 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 Saturday, September 16, 2017 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 tickmarked 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 Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of voting forthwith.
11. The results declared along with the Scrutinizer's Report, shall be placed on the Company's website www.rolta.com within three working days of the passing of the resolutions at the AGM and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
12. 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.

By Order of the Board of Directors



14th August, 2017
Place : Mumbai

Verinder Khashu
Company Secretary & Head- Legal