



To BSE Ltd. Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street Mumbai – 400 001 Script Code : 500366	National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C, Block G, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 Symbol: ROLTA
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December 16, 2022

Dear Sir/Madam,

Sub: Notice of 32nd Annual General Meeting of Rolta India Limited

Pursuant to the intimated dated December 09, 2022 and pursuant to Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, please find enclosed herewith a copy of the Annual Report for Financial Year 2021-22 along with Notice of the 32nd Annual General Meeting (AGM) of Rolta India Limited scheduled to be held on **Friday, December 30, 2022 at 12:30 p.m. (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') facility.**

Kindly take the same on your record and oblige.

Thanking you.

Yours faithfully,
For **Rolta India Limited**

Hetal Vichhi
Company Secretary & Compliance Officer

Encl: a/a

ROLTA INDIA LIMITED



ROLTA INDIA LIMITED
ANNUAL REPORT 2021-22

Innovative Technology for Insightful Impact

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

- Aristotle

Rolta Vision

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

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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



Chairman's Statement

The financial year 2021-22 has been extremely challenging as planned infusion of funds into the Company got further delayed due to the prolonged and ongoing impact of COVID-19 due to new variants of virus that were causing continued impact globally.

The Company continued to work with the investor "The Streamcast Group" for an investment upto ₹5,500 crores as per the definitive Letter of Intent dated May 11, 2019 and thereafter a Definitive Restructuring Services Agreement executed on August 06, 2019. As a result, an Amendment Agreement (Novation Agreement) has been executed between the Company AND Streamcast Technologies Limited, Malta AND Jump Networks Inc. US on March 23, 2022 and this agreement assigns the Restructuring Service Agreement executed on August 06, 2019 between the Company and Streamcast Technologies Limited to Jump Networks, Inc. US with no changes in terms and conditions.

The said Novation Agreement was executed as Investor (Streamcast Technologies Limited) informed that they have carried out internal restructuring and have established Jump Networks Inc. US as a holding Company of the group. Therefore, they believe that the European Central Bank permission will no longer be required to execute RSA through US Company and they have informed that they will start implementing the RSA from fourth quarter of current financial year.

The Company had been providing Annual Maintenance Services to Ministry of Defence (MOD) till 2017. However, the services could not be invoiced to MOD because of certain procedural issues and therefore a WIP of ₹274 crores has been outstanding in the Company books. After consistent and rigorous follow up with Ministry of Defence, the Company was able to realize a sum of ₹227 crores including GST from the pending arrears of annual maintenance services provided for Military Intelligence Systems from 2010-2017. This amount was received on May 14, 2022 in Kotak Mahindra

Bank A/c of the Company. After the amount was received, Union Bank of India, the Leader of the Consortium of the secured lenders made a claim over the funds at Kotak Mahindra Bank A/c citing certain RBI circulars and their outstanding dues.

The Company has filed a suit in Hon'ble Bombay High Court against Kotak Mahindra Bank for release of the funds as they are required urgently by the Company for its critical expenses and they were brought into Kotak Bank account after Kotak Bank had clearly given a letter mentioning that they will allow the Company account to be operated, subject to payment of TDS arrears, because of which the account was blocked by TDS authorities in 2019. The above TDS arrears of ₹23 crores were paid directly by Ministry of Defence in favour of the Income Tax Authority and Income Tax department gave their letter dated July 1, 2022 to lift the embargo on the account. In spite of this the Kotak Bank did not release the funds and in the meanwhile Union Bank of India made the claim. Therefore, the Company went to Hon'ble High Court filing the suite against Kotak Mahindra Bank. The said case is ongoing and Company is hopeful of a positive decision by Hon'ble High Court.

In spite of these challenges, the Company ensured to serve the existing customers globally to their satisfaction to the best possible extent within the available resources and bandwidth.

We are hopeful that because of novation agreement with the Investor group the restructuring will be completed by second quarter of FY 2023-24 and the Company will be able to revive and normalize its business operations thereafter.



K. K. Singh
Chairman & Managing Director
November 16, 2022
DIN : 00260977

Shareholder's Information

Annual General Meeting:

Date : December 30, 2022
Time : 12:30 P.MIST
Mode : Video Conference/ Any Other Audio Visual Means

Financial year: April 01 to March 31

Financial Calendar for the Year 2022-23 (tentative and subject to change)*

Board Meetings - Financial reporting

1 st Quarter ended June 2022.	On or before August 14, 2022.*
2 nd Quarter ended September 2022	On or before November 14, 2022.*
3 rd Quarter ended December 2022.	On or before February 14, 2023.*
Financial year ending March 2023 (Audited)	On or before May 30th 2023.*

General Meeting

Annual General Meeting for the year ended March 31, 2022 - September, 2022.*

Dividend

The Company has not recommended / declared any dividend for the Financial Year 2021-22.

Listing Details:

Equity Shares

1. BSE Limited - (BSE)
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400001
Stock Code - BSE - 500366
2. National Stock Exchange of India Limited - (NSE)
Exchange Plaza, C-1 Block G, Bandra-Kurla Complex,
Bandra (East), Mumbai 400051.
Stock Code - NSE - ROLTA

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

Registered Office and Corporate Headquarters:

Rolta Tower "A", Rolta Technology Park,
MIDC-Marol, Andheri (East),
Mumbai - 400093
Phone: +91(22) 29266666
Fax: +91(22) 28365992

Share Transfer System & address for correspondence

98.99% of the equity share capital of the Company is in electronic form. Transfer of shares 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 transfer documents 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 meeting of the Management Committee of Board of Directors. All correspondences by Shareholders should be addressed to the Registrar & Transfer Agent (R&T Agent) M/s. Link Intime India Pvt. Ltd. or at 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	Registered Office:
Link Intime India Pvt. Ltd Unit :- Rolta India Ltd. C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai- 400 083 Tel No.: 022-49186270 Fax No.: 022-49186060 E : rnt.helpdesk@linkintime.co.in	Rolta India Limited Rolta Tower A, Rolta Technology Park, MIDC, Andheri (East), Mumbai- 400 093 Tel No: 292 66666 Fax No : 022 2836 5992 E : investor@rolta.com

Designated e-mail address of investor services

The designated e-mail address of investor services 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

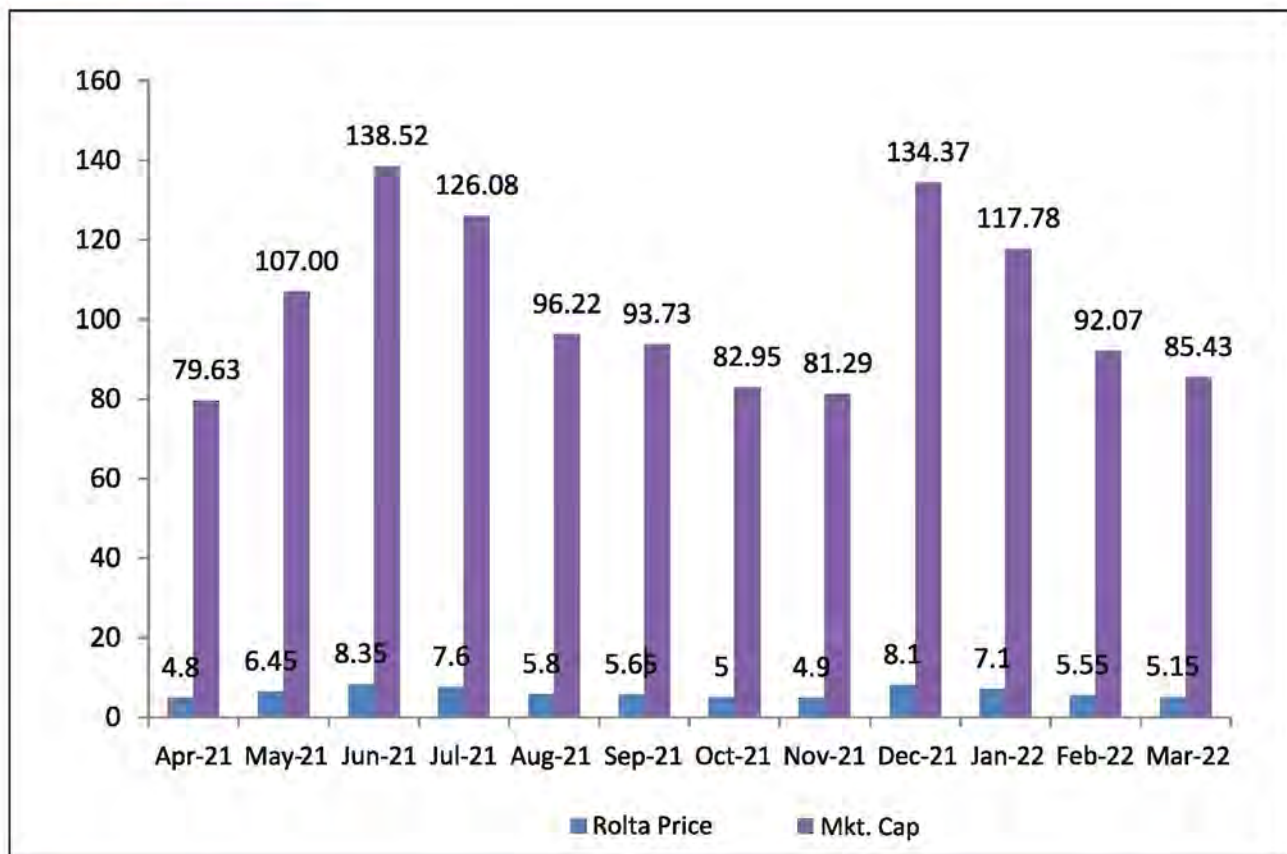
- a) National Securities Depository Ltd. (NSDL)
- b) Central Depository Services (India) Ltd. (CDSL)

Annual Listing fees for the year 2021-22 have been paid to the Stock Exchanges.

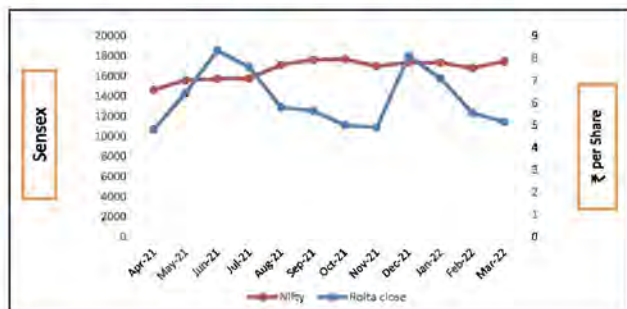
Volume as percentage of Equity

The Company's scrip continues to enjoy good trading volumes in relevant stock exchanges offering high liquidity. Over 97% of the trading volume is on the NSE. The total number of shares traded on National Stock Exchange and BSE Limited between April 01, 2021 and March 31, 2022 was 34,68,88,042 which represents 20.90% of the Share Capital of the Company as on March 31, 2022.

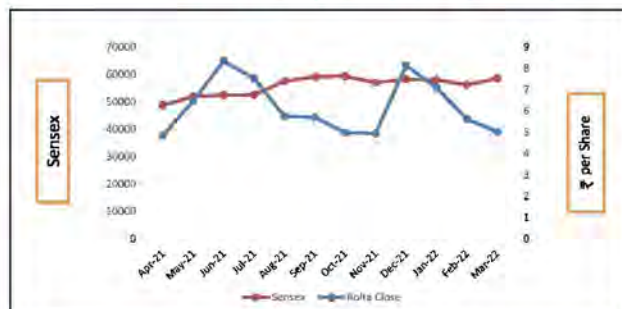
Market Capitalization



Performance of Rolta in Comparison to NIFTY



Performance of Rolta in Comparison to BSE (Sensex)



Rolta Monthly Price (BSE) April 01, 2021 to March 31, 2022

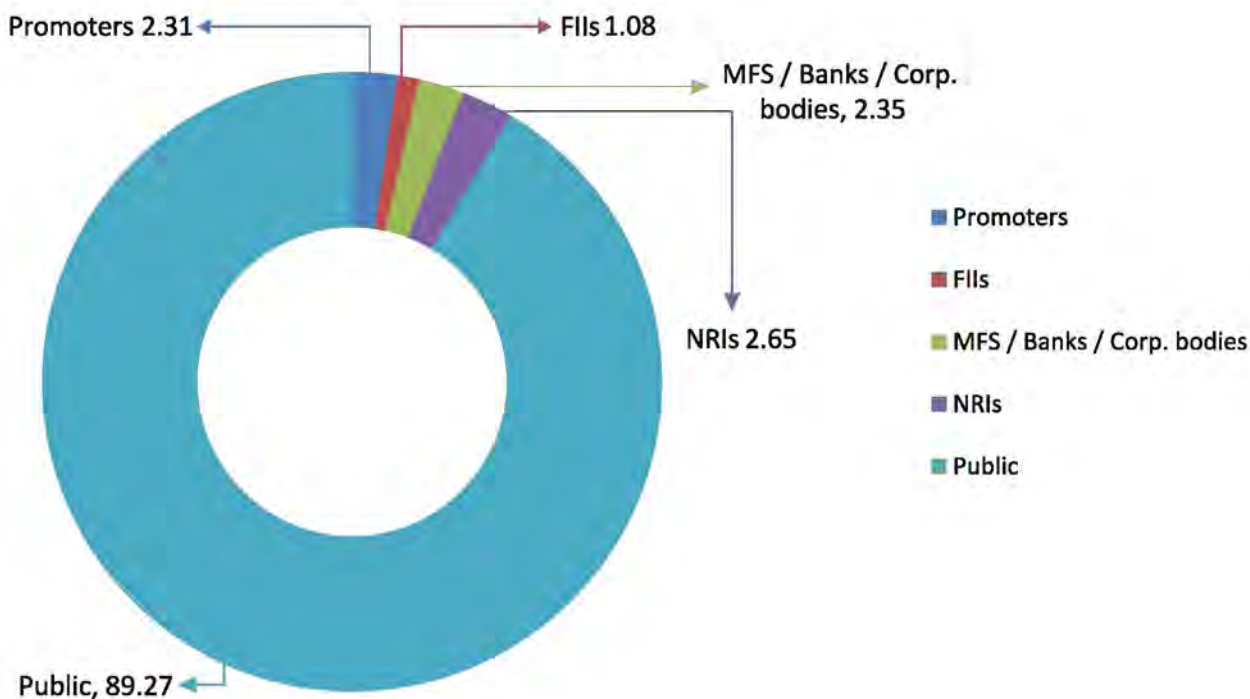
Month	High Price	Low Price (₹)	Close Price (₹)	Avg. close (₹)	Daily Avg. volume
Apr-21	05.47	03.20	04.84	04.07	582259
May-21	06.47	04.11	06.47	04.99	625807
Jun-21	09.63	05.85	08.35	07.35	933132
Jul-21	10.12	06.71	08.35	08.35	485772
Aug-21	08.19	04.89	05.76	06.13	141039
Sep-21	06.14	05.21	05.70	05.70	104552
Oct-21	06.15	04.75	04.99	05.47	185647
Nov-21	05.40	04.79	04.94	05.05	139330
Dec-21	08.20	04.85	08.14	06.17	485967
Jan-22	08.96	04.85	07.10	07.79	419298
Feb-22	07.93	05.49	05.63	06.60	195869
Mar-22	06.70	04.85	05.02	05.78	144976

Rolta Monthly Price (NSE) April 01, 2021 to March 31, 2022

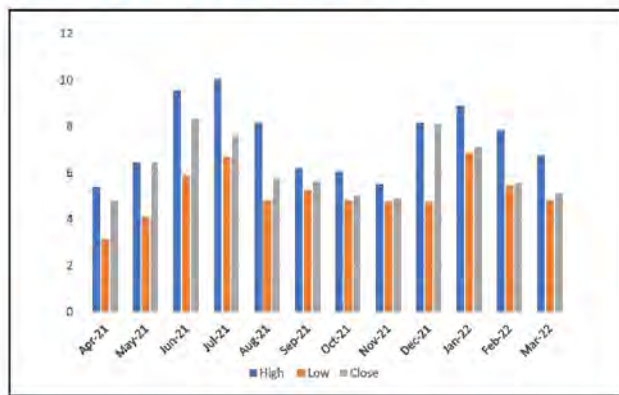
Month	High Price	Low Price (₹)	Close Price (₹)	Avg. close (₹)	Daily Avg. volume
Apr-21	05.40	03.15	04.80	04.08	1420311
May-21	06.45	04.10	06.45	04.98	1456229
Jun-21	09.55	05.85	08.35	07.29	1463575
Jul-21	10.05	06.70	07.60	07.29	1092992
Aug-21	08.15	04.80	05.80	06.13	2067071
Sep-21	06.20	05.25	05.65	05.69	1605808
Oct-21	06.05	04.80	05.00	05.44	451064
Nov-21	05.50	04.75	04.90	05.04	1071039
Dec-21	08.15	04.75	08.10	06.12	3160526
Jan-22	08.90	06.85	07.10	07.79	376937
Feb-22	07.85	05.45	05.55	06.58	325969
Mar-22	06.75	04.80	05.15	05.78	1701167

Shareholding Pattern

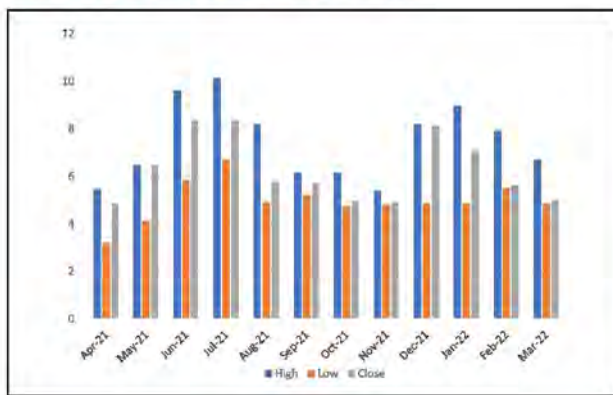
as on March 31, 2022



NSE STOCK MARKET PRICE DATA



BSE STOCK MARKET PRICE DATA



Distribution Schedule as on March 31, 2022

Sr. No.	Range		Total Holders	% to Total Holders	Total Holding	% to Total Capital
1	1	500	112112	73.75	18052148	10.88
2	501	1000	17686	11.63	14816118	08.93
3	1001	2000	10242	06.73	16026720	09.66
4	2001	3000	3803	02.50	9883502	05.95
5	3001	4000	1754	01.15	6356129	03.83
6	4001	5000	1813	01.19	8696684	05.24
7	5001	10000	2589	01.70	19685601	11.86
8	10001	*****	2015	01.35	72374453	43.62
TOTAL			152014	100	165891355	100

Shareholding Pattern as on March 31, 2022

Sr. No.	Category	No. of Shares	% Holdings
1	Promoters & Promoters Group	3839592	02.31
2	FIIIs/ Foreign Portfolio	1793603	01.08
3	NRIIs	4388751	02.65
4	FIs/ MFs/ Banks/ Insurance Cos	3899587	02.35
5	Corporate Bodies	3876903	02.34
6	Public	148092919	89.27
	Total	165891355	100

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:

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
- c. Events & Presentation
- d. Key Financial Data
- e. Share Holding Pattern

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.

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	Unclaimed Dividend Amount (₹) (As on 31.03.2022)
1	26-09-2015	2014-15	3.00	06-11-2022	61,76,724.00

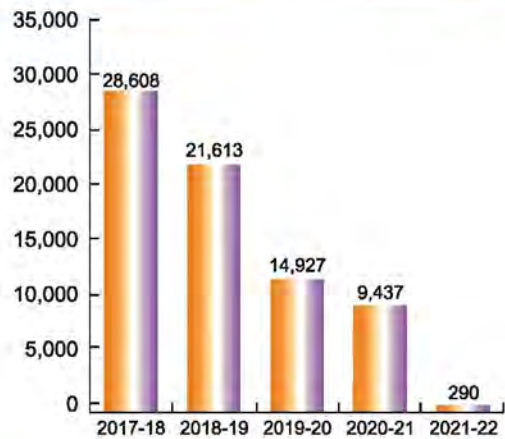
Note: The Company has not declared dividend since the Financial Year 2015-16, hence the detail thereof are not provided in the table.

The Company had transferred a sum ₹48,02,043.00 during the financial year 2021-22 to the Investor Education and Protection Fund established by the Central Government. The Said amount represents Unclaimed Dividend for the financial year 2013-14 with the Company for a period of 7 years from the date of payment.

Ratios & Ratio Analysis (Consolidated)

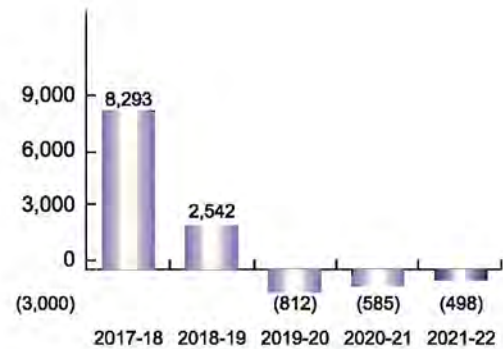
Net Revenue

(In ₹ Million)



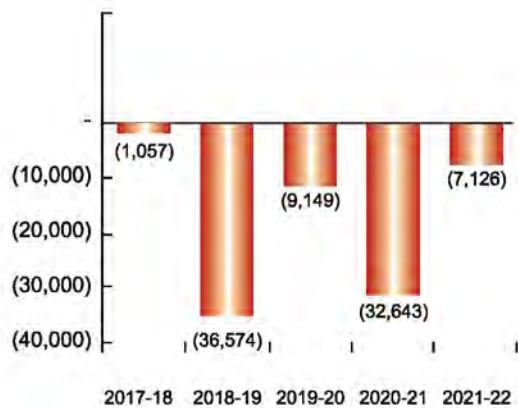
Operating Profit

(In ₹ Million)



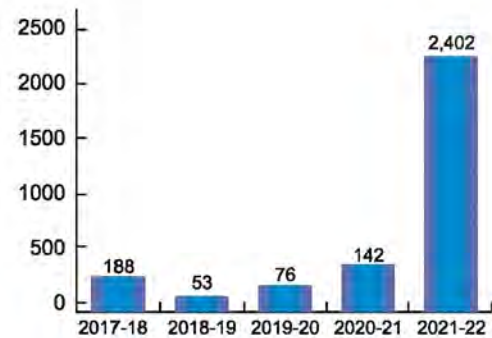
Net Profit

(In ₹ Million)



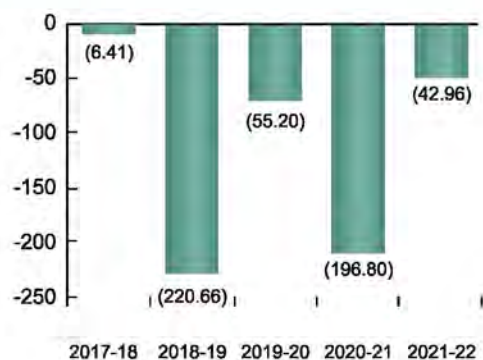
Debtors Turnover

(No. of days)



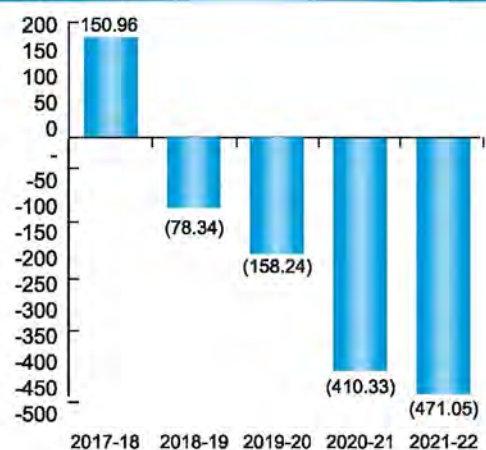
EPS

(In ₹)



Book Value

(In ₹)



Board's Report

To,
The Members
Rolta India Limited

Dear Members,

Your Directors are pleased to present the 32nd Annual Report on the business & operations of your Company together with Audited Financial Statements & Auditor's Report for the Financial Year ended March 31, 2022.

FINANCIAL HIGHLIGHTS & REVIEW OF PERFORMANCE

Company's financial performance, for the year ended March 31, 2022 is summarised below:

(₹ in Crore)

Particulars	Consolidated	
	Financial year ended March 31, 2022	Financial year ended March 31, 2021
Revenue		
Sales of IT Solutions and Services	29.01	943.74
Other Income	09.11	333.86
Total Revenue	38.12	1,277.60
Expenses		
Cost of Materials & Technical Sub-contractors	08.20	666.28
Employee Benefit Expenses	31.59	270.49
Finance Costs	755.29	957.31
Depreciation and Amortization Expenses	48.52	125.04
Other Expenses	39.04	65.46
Exchange Difference Gain / (Loss)	24.08	4.72
Total Expenses	906.73	2,089.31
Profit / (Loss) before Exceptional items and tax	(868.61)	(811.71)
Exceptional Items	185.60	(2,857.05)
Profit / (Loss) before Tax	(683.00)	(3,668.77)
Deferred Tax	(96.86)	405.96
Tax of Earlier Year	(67.36)	-
Current Tax	(0.07)	(1.46)
Profit / (Loss) for the year	(712.57)	(3,264.26)

Results of Operations and the State of Company's Affair

During the financial year 2021-2022, the Company's consolidated revenue was of ₹29.01 Crore as against ₹943.74 Crore in previous year, registering a decrease of 96.92% in Year-on-Year basis. Consolidated loss after tax for the financial year ended March 31, 2022 is ₹(712.57) Crore as against loss of ₹(3,264.26) Crore in the previous year registering a reduction of 78.17% in Year-on-Year losses. The basic Earnings Per Share after exceptional item and

tax for the financial year ended March 31, 2022 is ₹(42.91) as against previous period ₹(196.81). 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 Financial performance on Standalone basis is as follows:

(₹ in Crore)

Particulars	Standalone	
	Financial year ended March 31, 2022	Financial year ended March 31, 2021
Revenue		
Sales of IT Solutions and Services	07.53	28.81
Other Income	09.69	75.93
Total Revenue	17.22	104.75
Expenses		
Cost of Materials & Technical Sub-contractors	00.36	07.66
Employee Benefit Expenses	12.87	32.85
Finance Costs	753.96	771.60
Depreciation and Amortization Expenses	41.36	71.23
Other Expenses	20.82	25.67
Exchange Difference Gain / (Loss)	-	47.42
Total Expenses	829.40	956.43
Profit / (Loss) Before Exceptional Items and Tax	(812.18)	(851.68)
Exceptional Items	190.55	(2,417.19)
Profit / (Loss) Before Tax	(621.63)	(3,268.87)
Tax Expenses/ Deferred tax assets	(15.49)	107.17
Profit / (Loss) for the year	(606.14)	(3,161.70)

The Company's standalone revenue was ₹07.53 Crore for the financial year ended March 31, 2022 as against ₹28.81 Crore for the previous financial year ended March 31, 2021 representing (96.92%) decrease. The loss after tax for the financial year ended March 31, 2022 is ₹(606.14) Crore as against ₹(3,161.70) Crore in the previous financial year ended March 31, 2021 representing reduction in losses by 80.82%.

The Company's standalone net worth is ₹(4,001.49) Crore as on March 31, 2022 and ₹(3,248.05) crore in March 31, 2021. The book value per share on a standalone basis, as on March 31, 2022 is ₹(36.54) as against ₹(195.80) as on March 31, 2021.

BUSINESS OPERATIONS OVERVIEW AND OUTLOOK

Business Overview

Digital Transformation has emerged as a driver of sweeping change in the world around us. It is the integration of digital technology into all areas of a business resulting in fundamental changes of how businesses operate and how they deliver value to customers. This digital revolution is being fueled by technologies such as the Cloud, Mobility, Enterprise/Cyber Security, Internet of Things (IoT) and Big Data Analytics, amongst others.

Rollta with its rare combination of deep Geospatial and Engineering expertise combined with its IT process 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.

The Company is in position to help various organizations and government bodies to accelerate the digital transformation by abstracting the complexities of the nexus of technologies such as Geospatial, Engineering, Big Data, Internet of Things, Cloud, Cyber Security, Mobility and Social Media through Rollta's digital transformation platforms and solutions built on growing portfolio of IPs and replicable software solutions. Rollta had been uniquely leveraging the exceptional combination of IT, Geospatial and Engineering domains addressing high growth verticals with proven Rollta IP led solutions panning across many Patents together with registered copyrights for software packages and will again do so after ongoing financial

restructuring is complete during the financial year 2023-24.

Rollta currently operates in the following verticals;

1. Defence and Security

Rollta continues to serve Indian Defence and Security software market of Command and Control (C2) & Intelligence, Surveillance and Reconnaissance (ISR) and assisting them in their Digital Transformation.

War Gaming: Rollta has developed indigenous software application for Aakrosh, the Indian Army's War gaming project for Counter Insurgency and Counter Terrorism(CI/CT) operations. This will meet the Army's need for smart solutions to provide dynamic and cost-effective training by simulating operational and strategic scenarios. It is first of its kind War gaming solution for training Battalion/Company and Platoon levels of the Indian Army to meet the real challenges being faced by them.

2. Geospatial Solutions

With decades of expertise and leadership in the Geospatial technologies, Rollta has built a formidable track record and IP for replicable Smart City Solutions which include creation of rich geospatial enabled digital repositories, build geo enabled business critical applications, and deep learning based advanced geospatial analytics to drive business outcomes. 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.

3. Big Data Analytics

The Internet of Things (IoT) and Big Data are two technologies that are changing the way business is done and is gaining remarkable momentum world over. Rollta's rich heritage of creating and designing digital repositories enriched with geospatial and engineering data has uniquely positioned the Company to analyse complex patterns and thereby extract deep insights from the digital data. 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.

Rolta Today: The Company continues to work with the investor 'The Streamcast Group' for an investment upto ₹5,500/- crore as per the definitive Letter Of Intent dated May 11, 2019, and thereafter on August 6, 2019 Definitive Restructuring Services Agreement (RSA) was executed. This will assist Rolta in repayment and restructuring its liabilities including providing financial assistance. On account of the ongoing COVID-19 pandemic, the Investor was facing issues and was unable to receive certain permissions from the European Central Bank and thus RSA was kept on hold.

An Amendment Agreement (Novation Agreement) has been executed between the Company AND Streamcast Technologies Limited, Malta AND Jump Networks Inc. US on March 23, 2022. This agreement assigns the Restructuring Service Agreement executed on August 06, 2019 between the Company and Streamcast Technologies Limited to Jump Networks, Inc. US - holding Company of Streamcast Technologies Limited, with no changes in terms and conditions.

The said Novation Agreement was executed as Investor (Streamcast Technologies Limited) had carried out internal restructuring and has established Jump Networks Inc. US as a holding Company of the group. Therefore, they believe that the European Central Bank permission will no longer be required to execute RSA through US Company and thus they will be able to implement the RSA.

The Business activities of the Company are currently limited to UK and the Middle East region and India to the extent of supporting UK & Middle East operations. The restructuring will start in Q4 of FY 2022-23 and will be completed by the second quarter of FY 2023-24. The Company will be revived thereafter and will start ramping up operations throughout the world.

DIVIDEND

Your Directors have not recommended any dividend for the Financial Year ended March 31, 2022. No amount has been transferred to reserve during the year. The Company had transferred a sum ₹48,02,043.00 during the financial year 2021-22 to the Investor Education and Protection Fund established by the Central Government. The Said amount represents Unclaimed Dividend for the financial year 2013-14 with the Company for a period of 7 years from the date of payment.

SHARE CAPITAL

The paid up equity share capital of the Company as on March 31, 2022 was ₹1,65,89,13,550/- divided into 16,58,91,355 equity shares of ₹10/- each. During the year under review, the Company has not allotted any shares under ESOP Plan. 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.

Pursuant to Section 124(6) of the Companies Act, 2013, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the Investor Education and Protection Fund. Such activity requires expenses to be incurred by the Company on a large scale. On account of severe financial crunch faced by the Company, the Company is yet to transfer 1,08,764 Equity Shares of ₹10/- each to Investor Education Protection Fund (IEPF) Account for the Financial Year 2009-10 and also for subsequent years thereafter. The said transfer will be carried out pursuant to receipt of RSA funds.

EXTRACT OF THE ANNUAL RETURN

Pursuant to the provisions of Section 92(1) of the Companies Act, 2013 ('Act') as amended by the Companies Amendment Act, 2017, the extract of Annual Return in Form MGT-9 is provided under "Annexure-D" to this Report. Further, pursuant to Section 134 (3) (a) of the Act, a copy of the Annual Return is uploaded on the website of the Company and the web link of which is:

<http://www.rolta.com/wp-content/uploads//pdfs/investor-relations/Rolta Annual Report 2022>

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, 2022, Four (4) meetings of the Board were held including a separate meeting of the Independent Directors. It may be noted that the Company was admitted under Insolvency and Bankruptcy Code, 2016 by the National Company Law Tribunal from May 13, 2021 upto August 25, 2021 and hence, no meeting of the Board of Directors could be held during that period. 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 pursuance 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. No personnel has been denied access to the Audit Committee pertaining to reporting his/her concern(s) as per WBP mechanism. The details of the WBP is explained in the Corporate Governance Report and also posted on the website of the Company.

Your Company hereby affirms that no complaints were received during the year.

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 members of the Nomination & Remuneration Committee consists only of Independent Directors. The Board has, on the recommendation of the 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:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- 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.
- whether to extend or continue the term of appointment of the Managing Director and Executive Director, on the basis of the report of performance evaluation of Managing Director and Executive Director.

- g) 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 who recommends the list of the same to the NRC. The Human Resource Department will facilitate in identifying the candidates internally or externally. NRC will consider the list of various 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 the Listing Regulations read with Section 177 of the Companies Act, 2013. The members of Audit Committee comprise of Ms. Homai A Daruwalla (Chairperson), Mr. Ramnath Pradeep and Mr. Kamal K. Singh. More details of the Audit Committee are given in the Corporate Governance Report.

EMPLOYEES STOCK OPTION SCHEME

In accordance with the Employee Stock Options Plan of the company, 8,12,500 Options were outstanding at beginning of the year. No options were granted or exercised during the year under consideration. During the year under review 8,12,500 Options have been surrendered by the holders. Accordingly, there were Nil Options outstanding at end of the financial year. The particulars required under the SEBI (Share Based Employee Benefits) Regulations, 2014 are annexed to and forms part of this report as "Annexure-F".

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 the 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;
- they have prepared the annual accounts on a going concern basis;
- 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; and
- 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 December 31, 2020, M/S. J. Kala & Associates, Chartered Accountants have been appointed Statutory Auditors of the Company for a period of Five (5) years to hold office till the conclusion of the AGM to be held in the Calendar year 2025.

During the year under review, Statutory Auditors have expressed their

qualified opinion/ remarks in the Audit Report & comments of the Board of Directors are as under:

For Standalone Financial Statement

Basis for Qualified Opinion

- a) The Company has incurred net loss before tax of ₹207.10 Crores and ₹ 621.63 Crores, during the quarter and year ended March 31, 2022, respectively and having accumulated losses of ₹4,152.25 Crores as on that date. Considering continuing liquidity crunch, applications pending against the Company in NCLT/DRT and the significant fall in revenues indicate that presently a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

The financial statement have been prepared on going concern basis as explained in note no 4 and 5 (a) of the Statement and the same is also dependent upon the implementation of Restructuring Services Agreement (RSA) pending for more than three years

In view of uncertainty, we are unable to express an opinion as to whether the Company can operate as a going concern and also to the extent of the effect on the accumulated losses, assets and liabilities as at the year-end and losses for the year which is presently not ascertainable.

- b) (i) During the year ended March 31, 2021, the Company had adjusted in its books, the amount receivable from its US subsidiary, Rolta International Inc. (RUS) arising from devolvement of Standby Letters of Credit (SBLC) and interest thereon against long term export advances received. Further, the Company has also adjusted amount payable to step down subsidiary of RUS against the SBLC dues receivable from RUS. The Company has made necessary applications stating the above facts to Reserve Bank of India for their permission for adjusting the amount receivable from RUS against the amount payable to them, which is still awaited.
- (ii) We draw attention to Note 6 of the Statement. The Company has adjusted in its books, the amount receivable from its UK subsidiary i.e. Rolta UK Limited (RUK) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon against long term export advance received. Further, the Company has also adjusted the receivables against the payables and advance of RUK. Similarly the Company has adjusted in its books the amount receivable from its subsidiary i.e. Rolta Middle East FZ LLC (RME) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon against long term export advance received. Further, the Company has also adjusted the receivables against the payables and advance of RME. The Company has made necessary application stating the above facts to Reserve Bank of India for their permission for adjusting the amount receivable from RUK and RME against the amount payable to them which is still awaited.

Management's views:

- a. i) Pursuant to the execution of a definitive Restructuring Services Agreement (RSA) entered with the Streamcast Group on August 6, 2019, under the terms of which the Streamcast Group will assist Rolta India Ltd., its group Companies and its subsidiaries in repayment and restructuring of its liabilities. In view of the difficulties faced by the Streamcast Group, with the statutory authority in Europe, the company has recently signed a tripartite amendment agreement on 23rd March, 2022 with Streamcast Group and its holding Company Jump Network Inc, USA. The Board has conducted the due diligence of Jump Network Inc. and are satisfied with their credentials. As per the agreement now the RSA has been taken over by Jump Network Inc. USA and as per the recent communication from Jump Network Inc. USA, the RSA is expected to be implemented from October, 2022 onwards. Thereafter, the Company will be able to come out of the financial crisis and all the liabilities will be settled by Jump Network Inc. Therefore, Management of the Company is of the view that the Company continues to be a going concern.

The Company had received the payment of ₹227.77 Crores out of

which amount of ₹7.72 Crores was deducted towards TDS (Income Tax and GST) and also further deducted ₹23.18 Crores towards TDS payable by the company for earlier period and remitted the same to the department directly. Accordingly the company received ₹196.87 Crores net of taxes in Kotak Mahindra Bank. The said amount was not released by Kotak Mahindra Bank due to the claim received from Union Bank of India. The company therefore filed a commercial suit against Kotak Mahindra Bank in Hon'ble High Court, Mumbai and the matter is sub-judice and Kotak Mahindra Bank account became non-operational.

Once the company receives a favorable order from the court, the Company will receive ₹196.87 Crores which will help the company to settle all pressing liabilities including statutory dues etc.

ii) The Company is putting full efforts to realise the balance amount from the Government department.

- b) The Company has adjusted in its books the amount receivable from its UK subsidiary i.e. Rolta UK Limited (RUK) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon against long term export advance received. Further, the company has also adjusted the receivables against the payables and advance of RUK.

Similarly the Company has also adjusted in its books the amount receivable from its subsidiary i.e. Rolta Middle East FZ LLC (RME) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon against long term export advance received. Further, the Company has also adjusted the receivables against the payables and advance of RME.

The Company has made necessary application stating the above facts to Reserve Bank of India seeking their permission for the above adjustments and the approval is awaited.

For Consolidated Financial Statement

Basis for Qualified Opinion

- a) The Group has incurred net loss before tax of ₹239.45 Crores and ₹683.00 Crores, during the quarter and year ended March 31, 2022, respectively and having accumulated losses of ₹7,980.13 Crores as on that date. Considering continuing liquidity crunch, applications pending against the Company in NCLT/DRT and the significant fall in revenues indicate that presently a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

The financial statement have been prepared on going concern basis as explained in note no 4 and 5 (a) of the Statement and the same is also dependent upon the implementation of Restructuring Services Agreement (RSA) pending for more than three years.

In view of uncertainty, we are unable to express an opinion as to whether the Company can operate as a going concern and also as to the extent of the effect on accumulated losses, assets and liabilities as at the year-end and losses for the year which is presently not ascertainable.

- b) (i) During the year ended March 31, 2021, the Group had adjusted in its books the amount receivable from its US subsidiary, Rolta International Inc. (RUS) arising from devolvement of Standby Letters of Credit (SBLC) and interest thereon against long term export advances received. Further, the company has also adjusted amount payable to step down subsidiary of RUS against the SBLC dues receivable from RUS. The Company has made necessary applications stating the above facts to Reserve Bank of India for their permission for adjusting the amount receivable from RUS against the amount payable to them, which is still awaited.

(ii) We draw attention to Note no. 6 of the Statement. The Company has adjusted in its books the amount receivable from its UK subsidiary i.e. Rolta UK Limited (RUK) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon against long term export advance received. Further, the Company has also adjusted the receivables against the payables and advance of RUK. Similarly the Company has adjusted in its books the amount receivable from its subsidiary i.e. Rolta Middle East FZ LLC (RME) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon

against long term export advance received. Further, the Company has also adjusted the receivables against the payables and advance of RME. The Company has made necessary application stating the above facts to Reserve Bank of India for their permission for adjusting the amount receivable from RUK and RME against the amount payable to them which is still awaited.

Management's views:

- a) Pursuant to the execution of a definitive Restructuring Services Agreement (RSA) entered with the Streamcast Group on August 6, 2019, under the terms of which the Streamcast Group will assist Rolta India Ltd., its group companies and its subsidiaries in repayment and restructuring of its liabilities. In view of the difficulties faced by the Streamcast Group, with the statutory authority in Europe, the company has recently signed a tripartite amendment agreement on 23rd March, 2022 with Streamcast Group and its holding Company Jump Network Inc, USA. The Board has conducted the due diligence of Jump Network Inc, and are satisfied with their credentials. As per the agreement now the RSA has been taken over by Jump Network Inc, USA and as per the recent communication from Jump Network Inc, USA, the RSA is expected to be implemented from October, 2022 onwards. Thereafter, the Company will be able to come out of the financial crisis and all the liabilities will be settled by Jump Network Inc, USA. Therefore, Management of the Company is of the view that the Company continues to be a going concern.

The Company had received the payment of ₹227.77 Crores out of which amount of ₹7.72 Crores was deducted towards TDS (Income Tax and GST) and also further deducted ₹23.18 Crores towards TDS payable by the company for earlier period and remitted the same to the department directly. Accordingly the Company received ₹196.87 Crores net of taxes in Kotak Mahindra Bank. The said amount was not released by Kotak Mahindra Bank due to the claim received from Union Bank of India. The company therefore filed a commercial suit against Kotak Mahindra Bank in Hon'ble High Court, Mumbai and the matter is sub-judice and Kotak Mahindra Bank account became non-operational.

Once the Company receives the favorable order from the court the company will receive ₹196.87 Crores which will help the company to settle all pressing liabilities including statutory dues etc.

The Company is putting full efforts to realise the balance amount from the Government department.

- b) The Company has adjusted in its books the amount receivable from its UK subsidiary i.e. Rolta UK Limited (RUK) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon against long term export advance received. Further, the company has also adjusted the receivables against the payables and advance of RUK.

Similarly the company has adjusted in its books the amount receivable from its subsidiary i.e. Rolta Middle East FZ LLC (RME) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon against long term export advance received. Further, the company has also adjusted the receivables against the payables and advance of RME.

The Company has made necessary application stating the above facts to Reserve Bank of India seeking their permission for the above adjustment and the approval is still awaited.

Further, 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 the 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. Priyanka Yadav & Associates, Practicing Company Secretary (ACS No. 48355, COP No. 19836) as the Secretarial Auditor of the Company to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2022. The report of the said Secretarial Auditor is enclosed as

“Annexure E” to this report in form MR-3. The qualifications/ notings given by Secretarial Auditor have been replied/ subsequently complied with by the Company.

SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company and its subsidiaries, prepared in accordance with the Accounting Standard 21 notified under Section 133 the Companies Act, 2013 read with Rule 7 of the 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, 2022, the Company has 3 Indian subsidiaries out of which 2 are wholly owned subsidiaries and 10 Direct/ Indirect 100% overseas subsidiaries some of which were present only upto September 30, 2021. The Company has reorganized during the current year, its various business groups, considering the present challenges being faced by the Company.

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 the 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

The Company had made an announcement on the Stock Exchanges at Bombay Stock Exchange and National Stock Exchange on May 11, 2019 announcing an investment of ₹5,500/- crore by a high tech international group, “The Streamcast Group”. Further in conjunction to this the Company had executed a Definitive Restructuring Services Agreement (RSA) with Streamcast Group on August 06, 2019, under the terms of which, Streamcast Group will assist Rolta in repayment and restructuring its liabilities (including providing financial assistance) commencing with immediate effect. On account of the ongoing COVID-19 pandemic, the Investor was facing issues and was unable to receive certain permissions from the European Central Bank and thus RSA was kept on hold.

An Amendment Agreement (Novation Agreement) has been executed between the Company AND Streamcast Technologies Limited, Malta AND Jump Networks Inc. US on March 23, 2022. This agreement assigns the Restructuring Service Agreement executed on August 06, 2019 between the Company and Streamcast Technologies Limited to Jump Networks, Inc. US - holding Company of Streamcast Technologies Limited, with no changes in terms and conditions.

The said Novation Agreement was executed as Investor (Streamcast Technologies Limited) had carried out internal restructuring and has established Jump Networks Inc. US as a holding Company of the group. Therefore, they believe that the European Central Bank permission will no longer be required to execute RSA through US Company and thus they will be able to implement the RSA.

Except for the abovementioned Investment announcement for ₹5,500/- crore investment by hi-tech Investor group and definitive RSA and Novation Agreement, there has been no other material changes and commitments affecting the financial position of the Company during the financial year.

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, 2022, 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 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.

Your Company hereby affirms that no complaints were received during the year by the Corporate Harmony Committee.

DIRECTORS

Retirement by rotation

As per Section 152 (6) of the Act, unless the articles provide for the retirement of all directors at every Annual General Meeting, not less than two-thirds of the total number of directors of a public Company shall be liable to determination by retirement of directors by rotation and one-third of such of the directors for the time being as are liable to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.

The Members, at its Twenty Ninth (29th) Annual General Meeting (AGM) held on September 28, 2019 had re-appointed Lt. Gen. K. T. Parnaik (Retd.) as Joint Managing Director of the Company, liable to retire by rotation with effect from May 30, 2019. Accordingly, Lt. Gen. K. T. Parnaik (Retd.), Joint Managing Director of the Company shall retire by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. The Director currently, does not offer himself for re-appointment.

Managing Director & Executive Director

Mr. Kamal K. Singh, Chairman & Managing Director of the Company was appointed in 27th Annual General Meeting of the Company held on September 23, 2017 to hold office for a period of Five(5) years from July 01, 2017 to June 30, 2022. The term was further extended upto the conclusion of the 32nd Annual General Meeting to be held in the year 2022. The Director currently, does not offer himself for re-appointment

Lt. Gen. K. T. Parnaik (Retd.), Joint Managing Director of the Company was appointed in the 29th Annual General Meeting of the Company held on September 28, 2019 to hold office for a period of Three (3) years from May 30, 2019 upto May 29, 2022. The term was further extended upto the conclusion of the 32nd Annual General Meeting to be held in the year 2022. The Director currently, does not offer himself for re-appointment

Independent Directors

As per Section 149(10) of the Act, 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 five consecutive years on the Board of the Company. The Independent Directors of the Company, Ms. Homai A. Daruwalla, Non-Executive Independent Director, Mr. Ramnath Pradeep,

Non-Executive Independent Director were re-appointed as Non-Executive Independent Directors of the Company for a second term of five years and or until they attain the age of 75 years, whichever is earlier, in their Twenty Ninth (29th) Annual General Meeting of the Company held on Saturday, September 28, 2019. Mr. Ramdas Gupta, Non-Executive Independent Director, was appointed for a period of three years or until he attains the age of 75, whichever is earlier, by the members in their Thirtieth (30th) Annual General Meeting of the Company held on December 31, 2020.

Ms. Homai Daruwalla, Mr. Ramnath Pradeep, and Mr. Ramdas Gupta Non-Executive, Independent Directors, are registered under the databank of Independent Directors of the Indian Institute of Corporate Affairs (IICA) as an Independent Director and are not eligible for appearing for proficiency test.

The Company has received declaration from all Independent Directors of the Company confirming that they meet with criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

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. On account of financial losses faced by the Company in last 3 years, there is no requirement of incurring CSR by the Company. 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, there are no 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.

ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the financial Year 2021-22, On May 13, 2021 (received by the Company on May 25, 2021), the Hon'ble National Company Law Tribunal (NCLT) had passed an Order in the matter of Dinesh Gupta vs. Rolta India Limited, appointing Ms. Vandana Garg, as an Interim Resolution Professional to conduct the Insolvency Resolution Process for Rolta India Limited.

The Promotor of Company Mr. Kamal K Singh, had filed a Special Leave Petition (Civil) with the Hon'ble Supreme Court of India. On August 25, 2021, (received by the Company on September 13, 2021) the Hon'ble Supreme Court of India, allowed the Special Leave Petition (Civil) and set aside the impugned order dated May 13, 2021 passed by the Hon'ble NCLT.

The management, under the supervision of the Board of Directors had taken control of the Company and the Powers of the Board were restored, as per the Order passed by the Hon'ble Supreme Court of India on August 25, 2021.

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

Human Resource policies of the Company are business focused and employee friendly, providing employees with opportunities to grow professionally as well as personally.

However, the Company has been facing losses and cash crunch which has caused unavoidable suffering to its employees. The Company expects that with the induction of new capital and funds by investor through Restructuring Service Agreement of August 06, 2019, and Novation Agreement dated March 22, 2022, situation will be normalised.

ACKNOWLEDGMENTS

The Board of Directors wishes to express its sincere appreciation and thanks to all customers, stakeholders & shareholders for their consistent support and co-operation for its success.

Your Directors deeply appreciate contributions made by the Roltaites (employees) at all the levels worldwide and acknowledge their hard work and dedication in ensuring that the Company consistently performs well even in current turbulent times.

For and on behalf of the Board of Directors



Kamal K Singh
Chairman & Managing Director
DIN: 00260977

Mumbai
November 16, 2022

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)

Sr No	Name of the subsidiary	Financial period ended	Date of acquisition	Reporting currency	Exchange Rate	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover (1)	Profit before taxation (1)	Provision for taxation (1)	Profit after taxation (1)	Proposed Dividend (1)	% of Share holding Direct/Indirect
1	Rolta International Inc.	30-Sept-21	10-Sep-93	USD	1 USD = INR 75.80710	581.63	(2,011.21)	1,088.21	2,792.50	274.71	0.68	(79.01)	21.11	(57.84)	-	100%
2	Rolta Canada Limited	30-Sept-21	01-Jul-08	CAD	1 CAD = INR 60.54548	218.35	(57.55)	138.00	8.61	-	1.53	0.03	-	0.03	-	100%
3	Rolta America LLC	30-Sept-21	24-Jul-14	USD	1 USD = INR 75.80710	-	193.75	4,027.87	3,834.12	-	99.41	99.41	-	99.41	-	100%
4	Rolta LLC	30-Sept-21	15-Mar-13	USD	1 USD = INR 75.80710	-	69.78	912.25	842.46	-	33.37	33.37	-	33.37	-	100%
5	Rolta Hungary Kft.	30-Sept-21	16-Dec-14	HUF	1 HUF = INR 0.22753	(0.00)	0.01	-	-	-	0.03	(0.03)	(0.00)	(0.03)	-	100%
6	Rolta Middle East FZ- LLC	31-Mar-22	20-Aug-01	AED	1 AED = INR 20.63705	1.03	(757.07)	201.95	1,024.33	66.34	18.06	(27.03)	-	(27.03)	-	100%
7	Rolta Saudi Arabia Limited	31-Mar-22	17-Mar-95	SAR	1 SAR = INR 20.21055	3.03	(44.10)	0.51	41.58	-	-	(11.54)	-	(11.54)	-	100%
8	Rolta Muscat LLC	31-Mar-22	24-Jan-16	OMR	1 OMR = INR 196.789	-	-	-	-	-	-	-	-	-	-	100%
9	Rolta UK Limited	31-Mar-22	28-May-02	GBP	1 GBP = INR 99.55240	104.86	(631.75)	252.15	779.04	8.68	10.14	(70.52)	-	(70.52)	-	100%
10	Rolta Global BV	31-Mar-22	14-Jun-13	USD	1 USD = INR 75.80710	0.09	(315.74)	-	807.73	0.49	-	(18.04)	-	(18.04)	-	100%
11	Rolta Thales Limited	31-Mar-22	20-Aug-07	INR	INR	5.00	(5.10)	0.02	0.12	-	-	(0.01)	-	(0.01)	-	51%
12	Rolta Defence Technologies Pvt. Ltd.	31-Mar-22	03-Jul-14	INR	INR	25.00	469.38	519.9	30.36	-	3.56	(39.23)	289.99	250.76	-	100%
13	Rolta BI& Big Data Analytics Pvt. Ltd.	31-Mar-22	23-Oct-15	INR	INR	0.01	(12.41)	1.04	13.44	-	-	(9.06)	(0.32)	(9.38)	-	100%

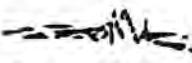
Part "B": Associates and Joint Ventures

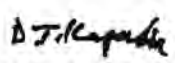
Statement pursuant to Section 129(3) of the Companies Act, 2013 related to associated Companies and Joint Ventures:
Not Applicable

For and on behalf of Board of Directors

Mumbai
November 16, 2022


K. K. Singh
Chairman & Managing Director


Ramnath Pradeep
Director


Dinesh Kapadia
Chief Financial Officer

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 March 31, 2022.

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, 2021 to Sept 30, 2021	Based on transfer pricing guidelines
Rolta Americas LLC	Subsidiary	April 01, 2021 to Sept 30, 2021	Based on transfer pricing guidelines
Rolta UK Ltd	Subsidiary	April 01, 2021 to March 31, 2022	Based on transfer pricing guidelines
Rolta Middle East FZ- LLC	Subsidiary	April 01, 2021 to March 31, 2022	Based on transfer pricing guidelines
Rolta Saudi Arabia Ltd	Subsidiary	April 01, 2021 to March 31, 2022	Based on transfer pricing guidelines
Rolta Canada Ltd	Subsidiary	April 01, 2021 to Sept 30, 2021	Based on transfer pricing guidelines
Rolta Defence Technology Systems Private Limited	Common Director	April 01, 2021 to March 31, 2022	Service/Purchased
Rolta BI and Big Data Analytics Private Limited	Common Director	April 01, 2021 to March 31, 2022	Service/Purchased
Rolta Private Limited	Common Director	April 01, 2021 to March 31, 2022	ICD /Temporary Loan

(b) Aggregate Value of the above contracts or arrangements or transactions is ₹241.60 Crores during the year ended March 31, 2022.

For and on behalf of Board of Directors

D. T. Kapadia

Dinesh Kapadia
Chief Financial Officer

Mumbai,
November 16, 2022

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

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

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

Executive Directors	Title	Ratio to median remuneration*
Mr. Kamal K Singh	Chairman & Managing Director	-
Lt. Gen. K T Parnaik (Retd.)	Joint Managing Director	8.89
Mr. Sateesh Dasari #	Executive Director	6.67
Mr. Dineshkumar Kapadia	Chief Financial Officer	14.39

- (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	NIL
Lt. Gen. K T Parnaik (Retd.)	Joint Managing Director	NIL
Mr. Sateesh Dasari #	Executive Director	NIL
Mr. Dineshkumar Kapadia	Chief Financial Officer	NIL
Ms. Hetal Vichhi	Management Associate I - Assistant Company Secretary	NIL

Mr. Sateesh Dasari served as Executive Director w.e.f. 12-02-2021 to 31-12-2021; thereafter w.e.f. 01-01-2022 as Executive Vice President

*Remuneration considered is as per CTC.

- (iii) The percentage increase in the median remuneration of employees in the financial year: -14.36%
- (iv) The number of permanent employees on the rolls of Company: 129 (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	March 31, 2022
Average Percentage increase in the salaries of employees (Other than the managerial personnel) who were in employment for the full financial year (12 months)	NIL
Average increase in the salary of the Managerial personnel for the full financial year.	NIL

- (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. MR.3
SECRETARIAL AUDIT REPORT

for the financial year ended 31st March, 2022

[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
(CIN: L74999MH1989PLC052384)

Registered Office: Rolta Tower-A, Rolta Technology Park,
22nd Street MIDC-Marol, Andheri (East)
Mumbai, Maharashtra- 400093, India.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by Rolta India Limited (herein after called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other record 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 financial year ended 31st March, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined that the books, papers, minute books, forms and returns filed and other records were properly maintained by Rolta India Limited ("the Company") for the financial year ended on 31st March 2022, according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of 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') to the extent applicable to the Company: -
 - (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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; [Not applicable during the Audit Period]
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; [Not applicable during the Audit Period]
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not applicable during the Audit Period]
 - (f) 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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and- [Not applicable during the Audit Period]
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; [Not applicable during the Audit Period]

1. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

On examination of the relevant documents and records on test-check basis, the Company has complied with the following Laws applicable specifically to the Company:

The Information Technology Act, 2000.

2. I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances of specific laws applicable to the Company.

3. I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange(s) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

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

a) Observations/ Non-Compliances/ Adverse Remarks/ Qualifications are as follows:

1. *There were certain instances where Company has not filed/delayed in filing of forms with the ROC as per the provisions of the Companies Act, 2013, as the Company was under CIRP.*
2. *Unspent CSR amount are not transferred to separate bank account in non-compliance of General circular No.14/2021/E-file no. CSR-05/01/2021-CSR-MCA.*
3. *The Company has not transferred equity shares in respect of which dividend had not been paid or claimed by the members for seven consecutive years or more to the IEPF Authority.*
4. *The gap between two board meetings/Audit Committee is more than one hundred and twenty days, and not met four times in a year. Company is not complying with the section 173 of the Companies Act, 2013, Regulation 17(2) and 18 (2) of SEBI (LODR) Regulations, 2015 for the reason stated above.*
5. *The Composition of the Board of Directors was not in compliance with the regulation 17 read with Regulation 25 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 149(3) of the Companies Act, 2013 read with The Companies (Appointment and Qualification of directors) Rules, 2014 from 01.01.2022 to 31.03.2022.*
6. *The Company has generally complied with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except for delays in submission of statement(s) under regulation 13(3), 14, 24A, 31(1)(b), 33(3), 34(1) of SEBI (LODR) Regulations, 2015, Regulation 76 of SEBI (DP) Regulations, 2018, non-submission of Disclosure of Related Party Transactions under regulation 23(9) of SEBI (LODR) Regulations, 2015 to the stock exchanges and a policy on materiality of related party transactions as per regulation 23(1) of SEBI (LODR) Regulations, 2015 is yet to be reviewed by the Board of Directors of the Company as the company was under CIRP. Delayed filings are subsequently complied with.*
7. *The Company is required to disclose the certain details as per the SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2019/140.*

Based on the information received and records maintained, I further report that:

FORM NO. MR.3
SECRETARIAL AUDIT REPORT

for the financial year ended 31st March, 2022
[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]

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. 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 except the instances provided above in the Observations.
2. As per the Information provided by the management, adequate notice were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were atleast 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.
3. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes: All the decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the Board of Directors or Committee of the Board, as the case may be.

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

I further report that during the audit period there have been enlisted major actions or events undertaken by the Company which may have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, guidelines, standards etc:-

- i. *The management of company was under the Supervision of IRP from May 13, 2021 to September 13, 2021. (Order passed by the Hon'ble Supreme Court of India dated August 25, 2021).*
- ii. *During the review period the Demat Account of the promoter is under freeze, on account of delayed compliance and disclosures to Stock Exchange.*
- iii. *There are legal matters pending at various courts.*
- iv. *Trading window closure period was stretched to six months (closed from 01.04.2021 upto 04.11.2021 and from 01.01.2022 to 48 hours after such financial results become generally available information.), as the company was in NCLT, Mumbai Bench.*

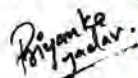
As informed, the Company has responded to notices for demands, claims, penalties etc. levied by various statutory/regulatory authorities and initiated actions for corrective measures, wherever necessary.

Statutory auditors report is a qualified report- we have relied on the same for other qualifications identified.

I have relied on the information and representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws, and Regulations to the Company.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

For Priyanka Yadav and Associates,
Practicing Company Secretary
(Peer Review No.: 2222 / 2022)



CS Priyanka Yadav
ACS No.: 48355
COP No.: 19836
UDIN : A048355D002644621

Place: Mumbai
Date : 07 December, 2022

Annexure A

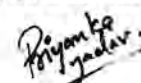
To,

The Members
ROLTA INDIA LIMITED
(CIN: L74999MH1989PLC052384)
Registered Office: Rolta Tower-A, Rolta Technology Park,
22nd Street MIDC-Marol, Andheri (East)
Mumbai, Maharashtra- 400093, India.

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company my responsibility is to express an opinion on these secretarial records based on my 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 secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards etc., is the responsibility of the management of the Company. My examination was limited to the verification of procedures on random test basis.
5. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Priyanka Yadav and Associates,
Practicing Company Secretary
(Peer Review No.: 2222 / 2022)



CS Priyanka Yadav
ACS No.: 48355
COP No.: 19836
UDIN : A048355D002644621

Place: Mumbai
Date : 07 December, 2022

Disclosure pursuant to Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014 as amended.

	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	ESOP Grant FY 2017-18	ESOP Grant FY 2018-19
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 1st January 2013	24,50,000 options at ₹10/- per share on 3rd April 2014, 5,00,000 options at ₹10/- per share on 27th September 2014 and 12,50,000 options at ₹10/- per share on 7th February 2015.	2,50,000 options at ₹10/- per share on 14th May 2015, 6,25,000 options at ₹10/- per share on 9th November, 2015 and 1,00,000 options at ₹10/- per share on 12th February 2016.	10,50,000 options at ₹10/- per share on 9th December 2016	23,50,000 options at ₹10/- per share on 30th May 2017 and 8,25,000 options at ₹10/- per share on 10th November, 2017.	7,75,000 options at ₹10/- per share on 30th May 2018 and 6,37,500 options at ₹10/- per share on 21st June, 2018.
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 ₹10/-.	Options have been granted at ₹10/-.	Options have been granted at ₹10/-.	Options have been granted at ₹10/-.	Options have been granted at ₹10/-.	Options have been granted at ₹10/-.
c)	Options vested	47,12,625 Options vested since the grant of options.	1,47,500 Options vested since the grant of options.	1,90,000 Options vested since the grant of Options	37,50,000	12,12,500 Options vested on grant made on 3rd April 2014. 3,37,500 Options vested on grant made on 7th February, 2015	3,50,000 Options vested on grant made on 9th November 2015.	1,87,500	NIL	NIL
d)	Options exercised	22,400	NIL	NIL	36,37,259	7,12,500 options have been exercised on grant made on 3rd April 2014. 2,12,500 have been exercised on grant made on 7th February, 2015	Nil	Nil	NIL	NIL
e)	Total number of Ordinary shares arising out of the Options	NIL	NIL	NIL	NIL	NIL	Nil	Nil	NIL	NIL
f)	Options lapsed / Surrendered	59,67,100 out of grants made on 10/08/2009 have lapsed consequent upon the cessation of employment by the grantees.	3,05,000 out of grant made on 08/12/2010 have lapsed consequent upon the cessation of employment of the grantees.	2,20,000 out of grant made on 01/11/2011 have lapsed consequent upon the cessation of employment of the grantees.	24,62,741 out of grant made on 01/01/2013 have lapsed consequent upon the cessation of employment of the grantees.	17,37,500 out of grant made on 3rd April 2014, 5,00,000 out of grant made on 27th September 2014 and 9,00,000 out of grant made on 7th February, 2015 have lapsed consequent upon the cessation of employment of the grantees.	2,50,000 out of grant made on 14th May 2015, 4,75,000 out of grant made on 9th November, 2015 and 1,00,000 out grant made on 12th February, 2016 have lapsed consequent upon the cessation of employment of the grantees.	6,75,000 out of grant made on 9th December 2016 have lapsed consequent upon the cessation of employment of the grantees.	15,25,000 out of grant made on 30th May 2017 and 7,25,000 out of grant made on 10th November, 2017 have lapsed consequent upon the cessation of employment of the grantees.	7,25,000 out of grant made on 30th May 2018 and 6,37,500 out of grant made on 21st June, 2018 have lapsed consequent upon the cessation of employment of the grantees.
g)	Variations of terms of Options	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h)	Money realized by exercise of the Options	32,51,360.00	NIL	NIL	3,63,72,590	92,50,000	NIL	NIL	NIL	NIL
i)	Total number of Options in force	NIL	NIL	NIL	NIL	1,37,500	1,50,000	3,75,000	9,25,000	50,000

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	ESOP Grant FY 2017-18	ESOP Grant FY 2018-19
i) i) Details of Options granted to senior managerial personnel during the Financial Year	NIL	NIL	NIL	NIL	42,00,000	975000	10,50,000	31,75,000	14,12,500
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	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	NIL	NIL
k) Diluted Earnings Per Share(EPS) calculated in accordance with Accounting Standard 20 issued by ICAI for the year ended March 31,2022.	₹(36.54)								
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 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 FY ended March 31,2022 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 ₹(189.66) per share.								

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 earnings and outgo.

A. CONSERVATION OF ENERGY

In view of the nature of activities that are being carried on by 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 significant investments in developing differentiating intellectual property (IP) targeted to the growing demand for Digital Transformation Solutions.

The in-house R&D at Rolta has played a critical role in designing and developing a large set of existing Intellectual Properties which are being enhanced. In spite of the current challenging environment, the Company has continued its investment in R&D.

Expenditure on R&D:

(₹ in Crore)

Particulars	Financial Year Ended March 31, 2022	Financial Year Ended March 31, 2021
Capital Expenditure	-	-
Revenue Expenditure	-	-
India	-	11.67
Overseas	-	-
Total	-	11.67
Total R&D expenditure as percentage of total turnover	-	1.24%

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 Crore)

Particulars	Financial Year Ended March 31, 2022	Financial Year Ended March 31, 2021
a. Foreign exchange earnings ^b .	9.33	27.41
b. Dividend remittance in foreign currency ^c .	-	-
c. CIF Value of imports ^d .	-	-
d. Expenditure in foreign currency	-	-

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.

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.

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.

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.

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.

IMPACT OF COVID-19

1. Impact on business:

The company is complying with various directives issued by the Central/ State/ Municipal authorities on the outbreak of COVID-19 Pandemic. Considering the fact that the situation is exceptional and dynamic, the Company is not in a position to gauge with certainty the impact on our business at this point of time.

The Company has taken a series of pro-active measures and preventive measures to ensure health and safety of all its employees and provided a safe workplace for them, with appropriate social distancing norms and high standards of hygiene. The Company has also taken various steps such as thermal screening of all its employees and visitors at the entry gate sanitizing the premises on a regular basis, enforcing wearing of masks, asking all employees to have "Arogya Setu" app installed on their mobile phones and continuously follow guidelines, as prescribed by the Central/ State/ Municipal authorities. "Work from home" option is also provided for a certain category of employees.

2. Ability to maintain operations including the factories/ units/ office spaces/ functioning and closed down:

Technical staff has been provided with all facility and necessary infrastructure to enable them to work from home effectively and therefore, there was no disruption in delivery of ongoing projects.

3. Schedule, if any for restarting the operations:

The Company has taken all the measures to restart all the other functions as per the Government guidelines. Accordingly, non-technical functions and maintenance support continues without any hindrance to the extent permitted by State Governments.

4. Estimation of future impact of COVID-19 on its operations:

The capital and financial resources, profitability and liquidity are likely to be impacted due to COVID-19 lockdown and the impact of the same cannot be assessed unless full normalcy return in business environment.

5. COVID-19 will have adverse effect on financial resources, profitability, liquidity position, new sales and collection of receivables. It is difficult to quantify the exact impact as of now.

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, with its Flagship Company, Rolta India Limited, is focused towards improvements in the lives of the economically and socially challenged 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, towards healthcare, education and social upliftment, contributing towards the nation's inclusive growth.

Rolta is committed towards uplifting the social fabric of the society in which it operates. Rolta reaches out to the underprivileged sections of the society

and enriches lives to create a healthier and happier world and makes a positive social impact.

Rolta Foundation contributes to relevant social issues through their ecosystem, to generate 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

Annexure H

National Importance", was passed by the Parliament on July 27, 2017, authorizing them to award B.Tech, M.Tech and Doctorate degrees. Rolta Foundation has been selected for sponsoring IITs as one of the Partners by the State Governments of Kerala and West Bengal. The IITs, 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.

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 B.Tech / M.Tech 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 challenged students. Over 100 computers are available 24x7, also with Braille systems for the visually challenged, benefiting over 6000 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 ₹3 Crores towards these facilities on cumulative basis.

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 facilitates 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.

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. Over the years, over 60,000 economically and socially underprivileged patients have benefited.

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, UNICEF, Bhagwan Mahaveer Viklang Samiti (Jaipur), V.Care Foundation, 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) Ms. Homai Daruwalla - Member c) Lt. Gen. K. T. Parnaik (Retd.) - Member
3	Average net profit of the Company for last three financial years (₹)	₹(25,16.23) Crores
4	Prescribed CSR Expenditure (2% of the amount as in item 3 above) (₹)	₹(50.32) Crores
5	Details of CSR spent during the financial year Total amount spent for the financial year	₹ 0.00

6. Manner in which the amount spent during the financial year:

Since the prescribed CSR expenditure amount calculated on the basis on average net profit of last three financial years is ₹(50.32) crore (negative), no CSR contribution was made during the financial year under review.

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.

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

Independent Auditor's Report on the Quarterly and Year to Date Audited Consolidated Financial Results of Rolta India Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To The Board of Directors of

Rolta India Limited

Qualified Opinion

We have audited the accompanying statement of consolidated financial results of **Rolta India Limited** (the Holding Company) and its subsidiaries (the Holding Company and its subsidiaries together referred as "the Group") for the quarter and year ended March 31, 2022 ("the Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulations 33 of the SEBI (Listing, Obligations and Disclosure requirements) Regulations, 2015 ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors on separate audited financial statements of the subsidiaries, the statement:

a. includes the results of the following subsidiaries

Name of the Entity	Relationship	For the period / year ended
Rolta International Inc. (RUS)*	Subsidiary of Rolta India Limited	Sept. 30, 2021
Rolta Canada Limited*	Subsidiary of Rolta International Inc.	Sept. 30, 2021
Rolta LLC*	Subsidiary of Rolta International Inc.	Sept. 30, 2021
Rolta America LLC*	Subsidiary of Rolta International Inc.	Sept. 30, 2021
Rolta Hungary KFT*	Subsidiary of Rolta International Inc.	Sept. 30, 2021
Rolta Global BV	Subsidiary of Rolta India Limited	Mar. 31, 2022
Rolta UK Limited	Subsidiary of Rolta Global BV	Mar. 31, 2022
Rolta Middle East FZ – LLC	Subsidiary of Rolta Global BV	Mar. 31, 2022
Rolta Saudi Arabia Limited	Subsidiary of Rolta Middle East FZ LLC	Mar. 31, 2022
Rolta Muscat LLC	Subsidiary of Rolta Middle East FZ LLC	Mar. 31, 2022
Rolta Defence Technology Systems Pvt. Ltd.	Subsidiary of Rolta India Limited	Mar. 31, 2022
Rolta Thailes Limited	Subsidiary of Rolta India Limited	Mar. 31, 2022
Rolta BI and Big Data Analytics Pvt. Ltd.	Subsidiary of Rolta India Limited	Mar. 31, 2022

* Refer Note 3 (a) of the Statement

- b. is presented in accordance with the requirements of Regulation 33 of the Listing Regulations, and
- c. except for the possible effects of the matters described in the basis for qualified opinion paragraph below, gives a true and fair view in conformity with the applicable Indian Accounting Standards (Ind AS) and other accounting principles generally accepted in India, of the net loss, total comprehensive income and other financial information of the Group for the quarter and year ended March 31, 2022.

Basis for Qualified Opinion

- a) The Group has incurred net loss before tax of ₹ 239.45 crores and ₹ 683.00 crores, during the quarter and year ended March 31, 2022, respectively and having accumulated losses of ₹ 7,980.13 crores as on that date. Considering continuing liquidity crunch, applications pending against the Company in NCLT/DRT and the significant fall in revenues indicate that presently a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

The financial statement have been prepared on going concern basis as explained in note no 4 and 5 (a) of the Statement and the same is also dependent upon the implementation of Restructuring Services Agreement (RSA) pending for more than three years.

In view of uncertainty, we are unable to express an opinion as to whether the Company can operate as a going concern and also as to the extent of the effect on accumulated losses, assets and liabilities as at the year-end and losses for the year which is presently not ascertainable.

- b) (i) During the year ended March 31, 2021, the Group had adjusted in its books the amount receivable from its US subsidiary, Rolta International Inc. (RUS) arising from devolvement of Standby Letters of Credit (SBLC) and interest thereon against long term export advances received. Further, the company has also adjusted amount payable to step down subsidiary of RUS against the SBLC dues receivable from RUS. The Company has made necessary applications stating the above facts to Reserve Bank of India for their permission for adjusting the amount receivable from RUS against the amount payable to them, which is still awaited.
- (ii) We draw attention to Note no. 6 of the Statement. The Company has adjusted in its books the amount receivable from its UK subsidiary i.e. Rolta UK Limited (RUK) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon against long term export advance received. Further, the Company has also adjusted the receivables against the payables and advance of RUK. Similarly the Company has adjusted in its books the amount receivable from its subsidiary i.e. Rolta Middle East FZ LLC (RME) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon against long term export advance received.

Further, the Company has also adjusted the receivables against the payables and advance of RME. The Company has made necessary application stating the above facts to Reserve Bank of India for their permission for adjusting the amount receivable from RUK and RME against the amount payable to them which is still awaited.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those SAs are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Results" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Statement under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Statement.

Emphasis of Matter

- a. We draw attention to Note 3 of the Statement regarding case filed by certain Bond holders against the Company and its international subsidiaries at Supreme Court of the State of New York and status of the same.

i) An order of Hon'ble Supreme Court of the State of New York, County of New York, has been passed on September 02, 2020 in favour of certain Bondholders for an amount of US \$ 183 million (approx.) plus interest at 9% upto the date of payment against the Company and its International Subsidiaries of the Company. Further a turnover order dated October 20, 2020 on a motion submitted by the plaintiffs was passed by the said Hon'ble Court in New York in favour of the Plaintiffs, directing the defendants to turn over their cash on hand and their stock / membership interest owned in subsidiaries of the company.

Rolta India Ltd. has filed a suit no. 3396/2020 dated November 10, 2020 in Hon'ble Bombay High Court with the main prayer to grant interim injunction and declare that the summary judgement dated September 02, 2020 and turnover order dated October 20, 2020 cannot be executed and the suit is pending before the Hon'ble Bombay High Court. The Hon'ble Supreme Court of New York appointed a receiver vide its order dated April 16, 2021 against Rolta International Inc (RUS), its subsidiaries and Rolta India Ltd vide its order dated August 24, 2021.

Based on the advice of Legal Advisor for the Company in US, the company turned over its shareholding in Rolta Canada Ltd, Rolta LLC and Rolta America LLC, the subsidiaries of RUS to the Bondholders on September 13, 2021 who had obtained the Turnover Order dated October 20, 2020 from Hon'ble Supreme Court of the County of New York. As per New York Court Order, the Rolta Directors on RUS have cease to be on Board of RUS and the Receiver has taken over the Management and financial control of RUS and its subsidiaries from September 2021. As the company has not received the financials of RUS and its subsidiaries thereafter and therefore the company has considered for consolidation of the unaudited/ limited reviewed financials available for the period of six months up to September 2021. However, ownership of RUS still remains with Rolta India Ltd and Rolta Global BV as turnover order for shares owned by Rolta India Ltd and Rolta Global BV has not been domesticated in local jurisdictions.

Recently on March 22, 2022, the company has perfected the appeal before the higher Appellate court of New York against the (i) Turnover Orders, (ii) the Receivership Orders, which is still under consideration of Appellate Court. The New York court also ordered RIL and its Chairman and Managing Director to provide all emails from May 2016 onwards including privileged communication also to be handed over to the litigant bondholders vide its order dated March 25, 2022. The company appealed this order in appellate court of New York and got the interim stay for the appellate court on June 09, 2022. There are no further orders by the Appellate Court apart for the above matter.

Consideration for transfer of shares of the three US subsidiaries of RUS would be accounted by RUS as and when ordered by the Court and finalised and thereafter, would be adjusted against the liability of the Bondholders. Meanwhile, these subsidiaries have been considered for consolidation upto September 2021. Further, the audit of Rolta International Inc. and its four subsidiary could not be undertaken as the books of accounts are not available as they are under control of Receiver.

The Management of the Company is confident of improvement in the business after restructuring as mentioned in Note 4 and 5(a) and therefore, notwithstanding ongoing legal dispute, the financial results of the said subsidiaries have been prepared on a going concern basis.

(ii) In case of International subsidiaries wherein the "Senior Notes-2013" (Bond 1) amounting to USD 126.65 million which was due for repayment on May 16, 2018 and "Senior Notes 2014" (Bond 2) amounting to USD 372.36 million which was due for repayment on July 24, 2019, both of which continue to be outstanding. As per the Agreement, after the maturity date of the Bonds, no provision is required to be made for payment of interest.

- b. We draw attention to Note 7 of the Statement. Company's Current Bank Accounts (except for current account with Axis Bank where inward or outward foreign remittances were not permitted) were attached by the Income Tax Department (TDS Division) during September, 2019. In absence of operating Current Accounts, the Export remittances from RIL's overseas subsidiaries were received by the Group Company Rolta Overseas Private Limited (ROPL) by way of assignments of Invoices raised on RIL's overseas subsidiaries, based on legal opinion, the funds so received were fully utilised for RIL's expenses through

Independent Auditor's Report

Axis Bank up to June 2021 and thereafter the private companies made the payments directly to the parties as per RIL's direction.

- e. We draw attention to Note 9 (c) of the Statement, in the absence of operative bank accounts, the funding and operations are carried through promoter group companies.
- d. We draw attention to Note 11 of the Statement. As at March 31, 2022, outstanding fund-based borrowings of Banks aggregates to ₹5,711.87 crores. The Banks have not provided the balance confirmation to the company due to its NPA status. Adjustment to principal and interest, if any, will be recognized in the year of final settlement, pending receipt of confirmations of their balances as on the reporting date. The Company has borrowed from Group Private Companies amounting to ₹636.39 crores and has received the confirmation from them. No Confirmation is received from one private party for an amount of ₹4.50 crores.

Our conclusion is not modified in respect of the above.

Management's Responsibilities for the Consolidated Financial Results

The Statement has been prepared on the basis of the consolidated financial statements.

The Holding Company's Board of Directors are responsible for the preparation and presentation of Statement that give a true and fair view of the net loss and other comprehensive income and other financial performance of the Company in accordance with the applicable Accounting Standards specified under section 133 of the Act read with relevant rules issued there under and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. 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 of the assets of the Group 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 Statement, that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance whether the Statement, as a whole, is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group of which we are the independent auditors to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Statement of which we are the independent auditors. For the other entities included in the Statement, which have been audited by other auditors, such other

auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Statement that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the Statement may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of any identified misstatements in the Statement.

We communicate with those charged with governance of the Holding Company and such other entities included in the Statement of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the Circular issued by the SEBI under Regulation 33(8) of the Listing Regulations, to the extent applicable.

Other Matters

- a. The Statement includes the audited financial statements of 2 Indian subsidiaries, 1 subsidiary of foreign subsidiary and 1 subsidiary of step down foreign subsidiary which have been audited by their respective independent auditors whose financial results reflect total assets of ₹ 789.81 crores as at March 31, 2022, revenue from operation of ₹ 5.00 crores and ₹ 18.02 crores and total loss before tax of ₹ 0.31 crores and ₹ 51.78 crores for the quarter and year ended March 31, 2022. The independent auditors report on the financial statements of these entities has been furnished to us and our opinion on the Statement, in so far it relates to the amounts and disclosures included in respect of these entities is based solely on the report of such auditors and the procedures performed by us as stated in the paragraph above.

The Statement also includes the unaudited / management reviewed financial statements of 1 Indian subsidiary, 1 foreign subsidiary and 1 subsidiary of this foreign subsidiary and 1 step down subsidiary of another foreign subsidiary whose accounts are audited whose financial results reflect total assets of ₹ 746.70 crores as at March 31, 2022, total revenue from operations of ₹ 1.64 crores and ₹ 8.82 crores and total loss before tax of ₹ 40.47 crores and ₹ 89.08 crores for the quarter and year ended March 31, 2022. These unaudited / management reviewed financial results has been furnished to us by the management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on such unaudited financial statements

Further, the audit of 1 subsidiary and its 4 step down subsidiaries could not be undertaken as the books of accounts are not available. These companies have been considered for consolidation upto September 2021 whose financial results reflect total revenue from operations of ₹ 2.16 crores and total profit before tax of ₹55.44 crores for the period upto September 2021. This has resulted in the non-compliance of percentage mentioned vide regulation no 33 (3) (b) of SEBI LODR. These unaudited Financial Results have been furnished to us by the management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on such unaudited financial statements

Our opinion on the Statement is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other information certified by the Board of Directors.

- b) In the Statement, the figures of the financial results as reported for the quarter ended March 31, 2022 and March 31, 2021 are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the end of the third quarter of the relevant financial year, which figures were subjected to limited review.

For J. Kala & Associates
Chartered Accountants
ICAI Firm's Registration No. 118769W

Jayesh Kala
Partner
Membership No.101686
UDIN: 22101686AWJVTW4004

Place: Mumbai
Date: September 29, 2022

Independent Auditor's Report

To The Members of
Rolta India limited
Report on the Audit of Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying Consolidated financial statements of Rolta India Limited ("the Holding Company") and its subsidiaries (hereinafter to be referred as "the Group"), which comprises of Consolidated Balance Sheet as at March 31, 2022, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of matters described in the Basis for Qualified Opinion section of our report, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Group as at 31st March 2022, its loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

- (a) The Group has incurred net loss before tax of ₹ 683.01 crores, during the year ended March 31, 2022, and having negative Other Equity of ₹ 7,980.13 crores as on that date. Considering continuing liquidity crunch, applications pending against the Holding Company in NCLT/DRT and the significant fall in revenues indicate that presently a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern.

The financial statements have been prepared on going concern basis as explained in note no 31 (11) and 31 (12)(a) of the Consolidated Financial Statements and the same is also dependent upon the implementation of Restructuring Services Agreement (RSA) pending for more than three years.

In view of uncertainty, we are unable to express an opinion as to whether the Group can operate as a going concern and also as to the extent of the effect on accumulated losses, assets and liabilities as at the year-end and losses for the year which is presently not ascertainable.

- (b) (i) During the year ended March 31, 2021, the Group had adjusted in its books the amount receivable from its US subsidiary, Rolta International Inc. (RUS) arising from devolvement of Standby Letters of Credit (SBLC) and interest thereon against long term export advances received. Further, the Holding Company has also adjusted amount payable to step down subsidiary of RUS against the SBLC dues receivable from RUS. The Holding Company has made necessary applications stating the above facts to Reserve Bank of India for their permission for adjusting the amount receivable from RUS against the amount payable to them, which is still awaited.

(ii) We draw attention to Note no.31 (14) of the Consolidated Financial Statements. The Holding Company has adjusted in its books, the amount receivable from its UK subsidiary i.e. Rolta UK Limited (RUK) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon, trade receivables and advances recoverable against long term export advance received and other amounts payable to them. Similarly, the Holding Company has adjusted in its books the amount receivable from its subsidiary i.e. Rolta Middle East FZ LLC (RME) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon as well as trade receivables against long term export advance received and other amounts payable to them. Further, the Holding Company has also adjusted the long term export advance received from two sub subsidiaries against the SBLC due receivable from RME. The Holding Company has made necessary application stating the above facts to Reserve Bank of India for their permission for adjusting the amount receivable from RUK and RME against the amount payable to them which is still awaited.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

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

Emphasis of Matters:

- (i) We draw attention to Foot Notes (a) and (b) to Note 20 of the Consolidated Financial Statements, regarding case filed by certain Bond holders against the Holding Company and its international subsidiaries at Supreme Court of the State of New York and status of the same.

a) An order of Hon'ble Supreme Court of the State of New York, County of New York, has been passed on September 02, 2020 in favour of certain Bondholders for an amount of US\$ 183 million (approx) plus interest at 9% upto the date of payment against the Holding Company and its International Subsidiaries of the Holding Company. Further a turnover order dated October 20, 2020 on a motion submitted by the plaintiffs was passed by the said Hon'ble Court in New York in favour of the Plaintiffs, directing the defendants to turn over their cash on hand and their stock / membership interest owned in subsidiaries of the Holding Company.

Rolta India Ltd. has filed a suit no. 3396/2020 dated November 10, 2020 in Hon'ble Bombay High Court with the main prayer to grant interim injunction and declare that the summary judgement dated September 02, 2020 and turnover order dated October 20, 2020 cannot be executed and the suit is pending before the Hon'ble Bombay High Court.

The Hon'ble Supreme Court of New York appointed a receiver vide its order dated April 16, 2021 against Rolta International Inc (RUS), its subsidiaries and Rolta India Ltd vide its order dated August 24, 2021.

Based on the advice of Legal Advisor in US, the Holding Company turned over its shareholding in Rolta Canada Ltd, Rolta LLC and Rolta America LLC, the subsidiaries of RUS to the Bondholders on September 13, 2021 who had obtained the Turnover Order dated October 20, 2020 from Hon'ble Supreme Court of the County of New York. As per New York Court Order, the Rolta Directors on RUS have ceased to be on Board of RUS and the Receiver has taken over the Management and financial control of RUS and its subsidiaries from September 2021. As the Holding Company has not received the financials of RUS and its subsidiaries thereafter and therefore the Holding Company has considered for consolidation of the unaudited/ limited reviewed financials available for the period of six months up to September 2021. However, ownership of RUS still remains with Rolta India Ltd and Rolta Global BV as turnover order for shares owned by Rolta India Ltd and Rolta Global BV has not been domesticated in local jurisdictions.

Recently on March 22, 2022, the Holding Company has perfected the appeal before the higher Appellate court of New York against the (i) Turnover Orders, (ii) the Receivership Orders, which is still under consideration of Appellate Court. The New York court also ordered RIL and its Chairman and Managing Director to provide all emails from May 2016 onwards including privileged communication also to be handed over to the litigant bondholders vide its order dated March 25, 2022. The Holding Company appealed this order in appellate court of New York and got the interim stay for the appellate court on June 09, 2022. There are no further orders by the Appellate Court apart for the above matter.

Consideration for transfer of shares of the three US subsidiaries of RUS would be accounted by RUS as and when ordered by the Court and finalised and thereafter, would be adjusted against the liability of the Bondholders. Meanwhile, these subsidiaries have been considered for consolidation upto September 2021. Further, the audit of Rolta International Inc. and its four subsidiary could not be undertaken as the books of accounts are not available as they are under control of the Receiver.

The Management of the Group is confident of improvement in the business after restructuring as mentioned in Note 31 (11) and 31 (12) (a) and therefore, notwithstanding ongoing legal dispute, the financial statements of the said subsidiaries have been prepared on a going concern basis.

b) In case of International subsidiaries wherein the "Senior Notes-2013" (Bond 1) amounting to USD 126.65 million which was due for repayment on May 16, 2018 and "Senior Notes 2014" (Bond 2) amounting to USD 372.36 million which was due for repayment on July 24, 2019, both of which continue to be outstanding. As per the Agreement, after the maturity date of the Bonds, no provision is required to be made for payment of interest.

- (ii) We draw attention to Note 31 (15) of the Consolidated Financial Statements. The Holding Company's Current Bank Accounts (except for current account with Axis Bank where inward / outward foreign remittances were not permitted) were attached by the Income Tax Department (TDS Division) during September, 2019. In absence of operating Current Accounts, the Export remittances from RIL's overseas subsidiaries were received by the Rolta Overseas Private Limited by way of assignments of Invoices raised on RIL's overseas subsidiaries, based on legal opinion, the funds so received were fully utilised for RIL's expenses through Axis Bank up to June, 2021 and thereafter the private companies made the payments directly to the parties as per RIL's direction.

- (iii) We draw attention to Note 31 (17) (c) of the Consolidated Financial Statements, in the absence of operative bank accounts, the funding and operations are carried through promoter group companies.

Independent Auditor's Report

(iv) We draw attention to Note 31(19) of the Consolidated Financial Statements. As at March 31, 2022, outstanding fund-based borrowings of Banks aggregates to ₹ 5,711.87 crores. The Banks have not provided the balance confirmation to the Holding Company due to its NPA status. Adjustment to principal and interest, if any, will be recognized in the year of final settlement, pending receipt of confirmations of their balances as on the reporting date. The Holding Company has borrowed from Group Private Companies amounting to ₹ 636.39 crores and has received the confirmation from them. No Confirmation is received from one private party for an amount of ₹ 4.50 crores.

Our opinion is not modified in respect of the above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr. No.	Key Audit Matter	Auditor's Response
1	<p>Accuracy of banking of revenues in respect of fixed price ongoing contracts involving critical estimates</p> <p>Estimate of effort is a critical estimate to determine revenues in case of ongoing contracts. This estimate has a high inherent uncertainty as it requires consideration of progress of the contract, efforts incurred till date and efforts required to complete the remaining contract performance obligations.</p> <p>Refer note no. 2(b) to the Consolidated financial statements</p>	<p>Principal Audit Procedures</p> <p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> Evaluating the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations; Testing the access and application controls pertaining to time recording, allocation and budgeting systems which prevents unauthorised changes to recording of efforts incurred; Selecting a sample of contracts and thorough inspection of evidence of performance of these controls, testing the operating effectiveness of the internal controls relating to efforts incurred and estimated; Selecting a sample of contracts and performing a retrospective review of efforts incurred with estimated efforts, so as to identify significant variations and verify whether those variations have been considered in estimating the remaining efforts to complete the contract; Reviewing a sample of contracts with unbilled revenues to identify possible delays in achieving milestones, which require change in estimated efforts, to complete the remaining performance obligations.
2	<p>Non repayment of principal and interest due thereon in respect of borrowings</p> <p>Non repayment of borrowings is one of the events/ conditions that may cast significant doubt on Group's ability to continue as a going concern.</p> <p>The Holding Company has defaulted in repayment of principal and interest due thereon, aggregating ₹ 5,711.87 crores (Previous Year ₹ 5,007.37 crores), in respect of Secured Borrowings and Working Capital Term Loans taken from various banks.</p> <p>Further, the aforesaid amount also includes liability on account of devolvement of Letter of Credit and invocation of Standby Letters of Credit and Bank Guarantees.</p>	<p>Principal Audit Procedures</p> <p>We obtained details of principal and interest due thereon to various banks as at March 31, 2022 from the Management and confirmed the accuracy of the amounts outstanding payable to various banks against each of the facilities.</p> <p>Refer note number 31 (17) and 31 (19) to the consolidated financial statements</p>
3	<p>Non repayment of principal and interest due on senior notes issued by two international subsidiaries</p> <p>Two international subsidiaries of the Group have defaulted in repayment of principal and interest due thereon, aggregating USD 647.69 million in respect of Senior Note 2013 (Bond 1) and Senior Note 2014 (Bond 2) issued by them.</p> <p>Refer note number 20 to the consolidated financial statements</p>	<p>Principal Audit Procedures</p> <p>We obtained details of principal and interest due thereon as at March 31, 2022, from the Management and confirmed the accuracy of the amounts outstanding payable.</p>
4	<p>Non-payment of statutory dues</p> <p>During the year, the Holding Company and two Indian subsidiaries have defaulted in depositing statutory dues with various authorities. As at March 31, 2022, the Holding Company and two Indian subsidiaries has not deposited the following statutory dues with the respective authorities:</p> <ul style="list-style-type: none"> (a) Tax Deducted at Source - ₹ 41.60 crores. (b) Provident Fund (including Pension) - ₹ 5.15 crores (c) Profession Tax - ₹ 0.40 crores (d) ESIC (including welfare fund) - ₹ 0.08 crores (e) Sales tax and Service tax - ₹ 3.32 crores (f) Goods & Service Tax (GST)- Reverse Charge and others - ₹ 1.92 crores (g) Property Tax - ₹ 5.06 crores 	<p>Principal Audit Procedures</p> <p>Obtained details including ageing of various statutory dues payable to various authorities as at March 31, 2022, from the Management.</p> <p>Confirmed the accuracy of the statutory dues payable, as at March 31, 2022, in various authorities from the relevant documents, challans and ledger accounts.</p>

Sr. No.	Key Audit Matter	Auditor's Response
5	<p>Adjustment of certain payable and receivable balances of subsidiaries and pending approval from the Reserve Bank of India in this regard.</p> <p>The Holding Company has adjusted in its books, the amount receivable from its UK subsidiary i.e. Rolla UK Limited (RUK) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon, trade receivables and advances recoverable against long term export advance received and other amounts payable to them. Similarly the Holding Company has adjusted in its books the amount receivable from its subsidiary i.e. Rolla Middle East PZ LLC (RME) arising from devolvement of SBLC and interest thereon as well as trade receivables against long term export advance received and other amounts payable to them. Further, the Holding Company has also adjusted the long term export advance received from two sub subsidiaries against the SBLC due receivable from RME.</p>	<p>Refer to the para (b) "Basis for Qualified Opinion" section of the Report.</p>
6	<p>Holding Company's inward foreign remittances received in the bank accounts of the group companies.</p>	<p>Refer to the comments in para (ii) of the "Emphasis of Matters" section of the Report</p>
7	<p>Recognition of deferred tax assets. (Carrying amount of net Deferred tax assets amounting to ₹ 1872.67 crore).</p>	<p>We refer to our comments in the para (a) "Basis for Qualified Opinion" section of the Report.</p>
8	<p>Management assessment of appropriateness of Going Concern Assessment:</p> <p>Management has made an assessment of the Group's ability to continue as a Going Concern as required by Ind AS Presentation of Financial Statements considering all the available information and has concluded that the going concern basis of accounting is appropriate.</p> <p>Going Concern assessment has been identified as a key audit matter considering the significant judgements and estimates involved in the assessment and its dependence upon management's ability to complete the planned implementation of Restructuring Service Agreement (RSA) entered with the Streamcast Group including the possible option to refinancing of certain current financial obligations</p>	<p>Principal Audit Procedures</p> <p>Obtained an understanding of the process and tested the internal controls associated with the management's assessment of Going Concern assumption.</p> <p>Discussed with management and assessed the assumptions, judgements and estimates used in developing business plan and cash flow projections having regards to past performance and current emerging business trends affecting the business and industry.</p> <p>Status of the Restructuring service agreement (RSA) entered with the Streamcast Group and the steps taken for the implementation of RSA.</p> <p>Assessed the adequacy of the disclosures in the consolidated financial statements</p> <p>We refer to our comments in the para (a) "Basis for Qualified Opinion" section of the Report.</p>
9	<p>Assessment of contingent liabilities disclosed in respect of Corporate and Bank Guarantees given and indirect tax matters</p> <p>As at March 31, 2022, the Group has given various corporate guarantees for its customers/ senior notes issued by subsidiaries Related part and also has significant tax exposures and is subject to periodic assessments/ demands by tax authorities on income tax and a range of indirect tax matters.</p> <p>Refer to our comment in para (i) of the Emphasis of matters section of the report, regarding the status of the ongoing legal case.</p> <p>Management judgement is involved in assessing whether an obligation exists and whether a provision should be recognised as at Balance sheet date or the disclosure thereof as contingent liabilities.</p> <p>We considered this a key audit matter as:</p> <ul style="list-style-type: none"> (a) The amounts involved are significant to the consolidated financial statements. (b) Change in the management's judgements and estimates may significantly affect the provisions recognised or contingent liabilities disclosed. 	<p>Principal Audit Procedures</p> <p>Obtained management's assessment in respect of key tax matters and status of the various corporate and bank guarantees issued as to whether outflow is either probable, possible or remote.</p> <p>Obtaining an understanding of the risk analysis performed by the Group, with the relating supporting documentation and studying written statements from internal / external legal experts, where applicable.</p> <p>Evaluated the adequacy of disclosures made in the consolidated financial statements.</p> <p>Based on the above procedures, we considered the management's assessment in recognizing provisions and disclosing contingent liabilities in respect of the stated tax matters, as reasonable.</p>
10	<p>Disclosure of exceptional items of ₹ 185.60 Crores (Income) in Statement of Profit & Loss for the year ended March 31, 2022 (Refer note 30 to the Consolidated financial statements for the year ended March 31, 2022)</p> <p>Certain items of income or expense within profit or loss from ordinary activity is of such size, nature or incidence that their disclosure is relevant to explain the performance of the Group for the year, the nature and amount of such items is disclosed as exceptional items.</p> <p>We considered this a key audit matter as:</p> <ul style="list-style-type: none"> (a) The amounts involved are significant to the consolidated financial statements. (b) Involves a significant management's judgements and assessment that may significantly affect the provisions recognised. 	<p>Principal Audit Procedures:</p> <p>Assessing the appropriateness of the methodology applied in determining the recoverable and payable amounts.</p> <p>Obtained from the management, the details of the reversals made by the Group during the year ended March 31, 2022, along with the inter-company balance confirmations after considering the effect of such reversal entries.</p> <p>Verification that the accounting and /or disclosure as the case may be in the consolidated financial statements is in accordance with the assessment of legal counsel/ management.</p>
11	<p>Recoverability of carrying value of financial assets such as investments, trade receivables, unbilled revenue (contract assets) and loans.</p> <p>The assessment of recoverable amount of the Group's investments, trade receivables, unbilled revenue (contract assets) and loans is considered as significant risk area in view of the materiality of the amounts involved, judgements involved in determining of impairment/ recoverability of the carrying value of the investment or other financial assets, which includes assessment of conditions and financial indicators of the parties from whom these amounts are recoverable, such as current business operations, orders in hand, expected sales, future business plan and the latest correspondence with them.</p>	<p>Principal Audit Procedures:</p> <p>Assessing the appropriateness of the methodology applied in determining the recoverable amount</p> <p>Verification that the accounting and /or disclosure as the case may be in the consolidated financial statements is in accordance with the assessment of management.</p> <p>Refer to the comments in para (a) of the "Basis for Qualified Opinion" section of the Report and Note No. 31 (12) (b).</p>

Independent Auditor's Report

Information Other than the Consolidated Financial Statements and Auditor's report thereon

The Holding Company's Board of Directors is responsible for the preparation of other information. The Other information comprises the information included in the Board's Report including Annexures to the Board report, but does not include the Consolidated financial statements and our auditor's report thereon.

Our qualified opinion on the Consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we required to report that fact. We have nothing to report in this regard.

Management's responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated financial statements, the respective board of directors of the companies included in the Group are responsible for assessing their ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the consolidated financial statements are also responsible for overseeing their financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that

includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated financial statements that individually or in aggregate makes it probable

Independent Auditor's Report

that the economic decisions of a reasonably knowledgeable user of the Consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of an identified misstatements in the Consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- (a) The Consolidated financial statements includes the audited financial statements of 2 Indian subsidiaries, 1 subsidiary of foreign subsidiary and 1 subsidiary of step down foreign subsidiary which have been audited by their respective independent auditors whose financial statements reflect total assets of ₹ 789.81 crores as at March 31, 2022, revenue from operation of ₹ 18.02 crores, total loss before tax of ₹ 51.78 crores and net cash outflow of ₹ 0.30 crores for the year ended March 31, 2022. The independent auditors report on the financial statements of these entities have been furnished to us and our opinion on the Consolidated financial statements, in so far it relates to the amounts and disclosures included in respect of these entities is based solely on the report of such auditors.
- (b) The Consolidated financial statements also includes the unaudited / management reviewed financial statements of 1 Indian subsidiary, 1 foreign subsidiary and 1 subsidiary of this foreign subsidiary and 1 step down subsidiary of another foreign subsidiary whose accounts are audited whose financial statements reflect total assets of ₹ 746.70 crores as at March 31, 2022, total revenue from operations of ₹ 8.82 crores and total loss before tax of ₹ 89.08 crores for the year ended March 31, 2022. These unaudited / management reviewed financial statements 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 is based solely on such unaudited financial statements and information furnished by the Management.
- (c) Further, the audit of 1 subsidiary and its 4 step down subsidiaries could not be undertaken as the books of accounts are not available. These companies have been considered for consolidation upto September 2021 whose financial statements reflect total revenue from operations of ₹ 2.16 crores and total profit before tax of ₹ 55.44 crores for the period upto September

2021. These unaudited Financial Statements 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 is based solely on such unaudited financial statements

Our opinion on the Consolidated financial statements is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other information furnished by the Board of Directors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based our audit and on consideration of reports of other auditors and the other financial information of subsidiaries, as noted on other matters paragraph above, we report that:
 - (a) We and other auditors whose report we have relied upon 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 Group so far as it appears from our examination of those books and reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit & Loss (including other comprehensive income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.
 - (e) The matters described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Group.
 - (f) On the basis of the written representation received from the directors as on March 31, 2022 taken on records by the Board of Directors of Holding Company and reports of the statutory auditors of its subsidiaries incorporated in India, none of the directors of the group companies are disqualified as on March 31, 2022 from being appointed as a Directors in terms of Section 164(2) of the Act.
 - (g) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its subsidiaries incorporated in India and the operating effectiveness of such controls, refer to our separate Report in Annexure "A".
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Sec 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

Independent Auditor's Report

(i) With respect to the matters to be included in the Auditor's report in accordance with the 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 and based on the consideration of the report of other auditors and the financial statements and other information furnished by the Board of Directors, as noted in the "Other matters" paragraph:

- i. The Group has disclosed the impact of pending litigations on its financial performance in its Consolidated financial statements. (Refer note no. 20, 31(7), 31 (12)(a) and 31(17) of the consolidated financial statements).
- ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.
- iv. (a) The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have

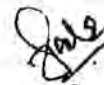
been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The Holding Company and its subsidiaries have not declared or paid any dividend during the year.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding Company and CARO reports issued by the respective auditors of its subsidiaries included in the consolidated financial statements, to which reporting under CARO is applicable, the adverse/qualified remarks are as under:

Name	CIN	Holding Company/ Subsidiary	Clause number of the CARO report which is qualified or adverse
Rolta India Limited	L74999MH1989PLC052384	Holding Company	Clause (vii) (a) Clause (ix) (a) Clause (xix)
Rolta Bi & Big Data Analytics Private Limited	U29253MH2014PTC255827	Subsidiary	Clause (vii)(a)
Rolta Defence Technology Systems Private Limited	U74120MH2015PTC269505	Subsidiary	Clause (vii)(a)

For J. Kala & Associates
Chartered Accountants
Firm's Registration no. 118769W



Jayesh Kala
Partner
Membership No. - 101686
UDIN: 22101686AWJVVG7968

Place: Mumbai
Date: September 29, 2022

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")

We have audited the internal financial controls over financial reporting of Rolta India Limited ("the Holding Company") and its subsidiaries companies incorporated in India as at March 31, 2021, in conjunction with our audit of the Consolidated financial statements of the Holding Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of holding company and its subsidiaries 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 respective 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 internal financial controls over financial reporting of the Holding Company and its subsidiary companies incorporated in India based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the 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. 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 judgement, including the assessment of the risks of material misstatement of the Consolidated 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 disclaimer of opinion on the Group's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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. Internal financial control over financial reporting includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated 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 the Management and Directors of the Company; and

- iii) 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 Consolidated 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.

Basis for Disclaimer of Opinion

According to the information and explanations given to us, the Holding Company and its Indian subsidiaries has not established its internal financial control over financial reporting on 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.

Further, based on the audit carried out by us and according to the information and explanations given to us, we have observed high levels of attrition in the financial year, which has resulted in the residual personnel having had to carry out multiple tasks which would not be desirable from the internal control mechanism perspective. However, the said risk has been substantially mitigated, due to the fact that the size of operations of the Group has also reduced significantly during the year, as compared to the previous year.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis of disclaimer of opinion paragraph above, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the Holding Company and its Indian subsidiaries had adequate Internal Financial Controls Over Financial Reporting and whether such internal financial controls were operating effectively as at March 31, 2022. Accordingly, we do not express an opinion on the Holding Company and its Indian subsidiaries internal financial controls over financial reporting.

Explanatory Paragraph

The above stated disclaimer of opinion was considered in determining the nature, timing and extent of audit tests applied in our audit of Consolidated financial statements of the Group for the year ended March 31, 2022 and this report does not affect our report of even date, which expressed a qualified opinion on those Consolidated financial statements.

For J. Kala & Associates
Chartered Accountants
Firm's Registration no. 118769W



Jayesh Kala
Partner
Membership No. - 101686
UDIN: 22101686AWJVVG7968

Place: Mumbai
Date: September 29, 2022

Consolidated Balance Sheet

As At 31st March 2022

(in ₹ Crore)

	Note	As at 31 st March 2022	As at 31 st March 2021
ASSETS			
(1) Non-current assets			
(a) (i) Property, plant and equipment	3a	1,044.39	1,097.50
(ii) Intangible assets	3b	—	9.09
(iii) Right-of Use Assets	3c	314.67	504.27
(b) Goodwill on Consolidation	4	10.55	10.23
(c) Investments	5	—	5.95
(d) Other financial assets	6	18.16	18.26
(e) Deferred tax assets (net)	17	1,872.67	1,900.59
(f) Income tax assets (net)	8	94.42	95.38
(g) Other non-current assets	7	—	0.33
		3,354.86	3,641.61
(2) Current Assets			
(a) Financial assets			
(i) Trade receivables	9	190.89	367.55
(ii) Cash and cash equivalents	10	10.31	21.83
(iii) Other bank balances	11	0.83	1.62
(iv) Other financial assets	12	277.02	312.27
(v) Other current assets	13	14.59	31.92
		493.64	735.19
		3,848.50	4,376.80
TOTAL ASSETS			
EQUITY AND LIABILITIES			
(1) Equity			
(i) Equity Share Capital	14	165.89	165.89
(ii) Other equity		(7,980.13)	(6,979.36)
Equity Attributable to shareholders of the Company		(7,814.24)	(6,813.47)
Non-Controlling Interest		(0.05)	—
		(7,814.29)	(6,813.47)
(2) LIABILITIES			
(a) Non-current liabilities			
(i) Financial liabilities – Long term borrowings			
(a) Lease Liabilities	15	(1.78)	(0.30)
(ii) Long term provisions	16	1.64	6.24
		(0.14)	5.95
(b) Current liabilities			
(i) Financial liabilities			
(a) Borrowings	18	5,711.87	5,007.37
(b) Inter Corporate Deposit	19	635.89	551.11
(c) Senior Notes	20	3,382.58	3,279.84
(d) Trade payables	21	397.03	324.86
(e) Lease liabilities	15	2.46	6.11
(f) Others financial liabilities	22	1,319.45	1,789.52
(ii) Other current liabilities	23	210.77	222.61
(iii) Short term provisions	24	2.90	2.90
		11,662.94	11,184.32
		3,848.50	4,376.80
TOTAL EQUITY AND LIABILITIES			

Accompanying notes forming integral part of the Financial Statements

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

For and on behalf of Board of Directors

For J. Kala & Associates
Chartered Accountants
Firm's Registration No. 118769W



Jayesh Kala Partner
Membership No. 101686



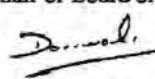
K. K. Singh
Chairman & Managing Director
DIN: 00260977



Ramdas B Gupta
Director
DIN: 08431597



Dineshkumar Kapadia
Chief Financial Officer



Homai A Daruwalla
Director
DIN: 00365880



Lt. Gen. K T Parnaik (Rtd.)
Joint Managing Director
DIN: 07129253



Hetal Vichhi
Company Secretary & Compliance Officer



Ramnath Pradeep
Director
DIN: 02608230

Consolidated Statement of Profit And Loss

For The Year Ended 31st March 2022

(in ₹ Crore)

	Note	For the Year ended 31 st March 2022	For the Year ended 31 st March 2021
Income			
Revenue from operations	25	29.01	943.74
Other Income	26	9.11	333.86
Total Income		38.12	1,277.60
Expenses			
Cost of Materials & Technical Subcontractors		8.20	666.28
Employee Benefits Expense	27	31.59	270.49
Finance Costs	28	755.29	957.31
Depreciation and Amortization Expenses	3	48.52	125.04
Other Expenses	29	39.04	65.46
Exchange Difference (Gain) / Loss		24.08	4.72
Total Expenses		906.73	2,089.31
Profit/(Loss) before Exceptional Items and Tax		(868.61)	(811.71)
Exceptional Items	30	(185.60)	2,857.05
Profit/(Loss) Before Tax		(683.01)	(3,668.77)
Tax expenses			
Current tax		(0.07)	(1.46)
Deferred Tax		(96.86)	405.96
Deferred Tax of Earlier Year		67.36	-
Net Profit/(Loss) for the year		(712.57)	(3,264.26)
Other Comprehensive Income			
<u>Item that will not be reclassified to profit or loss</u>			
Re-measurement of net defined benefit liability / asset		(0.56)	1.11
Revaluation of land and building		(129.93)	-
Income tax relating to above		-	0.39
Exchange difference on translation of foreign operations		(158.40)	123.62
Total Other Comprehensive Income		(288.89)	125.12
Total Comprehensive Income for the year		(1,001.46)	(3,139.13)
Earnings per Equity Share			
Before Exceptional Item			
Basic		(54.15)	(24.55)
Diluted		(54.15)	(24.55)
After Exceptional Item			
Basic		(42.96)	(196.77)
Diluted		(42.96)	(196.77)
(Nominal Value ₹10 each)			
Accompanying notes forming integral part of the Financial Statements			

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

For and on behalf of Board of Directors

For J. Kala & Associates
Chartered Accountants
Firm's Registration No. 118769W



Jayesh Kala Partner
Membership No. 101686



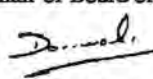
K. K. Singh
Chairman & Managing Director
DIN: 00260977



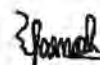
Ramdas B Gupta
Director
DIN: 08431597




Dineshkumar Kapadia
Chief Financial Officer



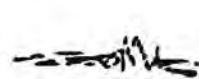
Homai A Daruwalla
Director
DIN: 00365880



Lt. Gen. K T Parnaik (Rtd.)
Joint Managing Director
DIN: 07129253



Hetal Vichhi
Company Secretary & Compliance Officer



Ramnath Pradeep
Director
DIN: 02608230

Mumbai
29th September, 2022

Mumbai
29th September, 2022

Statement Of Changes In Equity

For the year ended 31st March 2022

(in ₹ Crore)

A. Equity Share Capital

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

For the year ended 31 st March 2022	
Number of Shares	Amount
165,891,355	165.89
-	-
165,891,355	165.89

For the year ended 31 st March 2021	
Number of Shares	Amount
165,891,355	165.89
-	-
165,891,355	165.89

B. Other Equity

As at 31st March, 2022

(in ₹ Crore)

Particulars	Reserve & Surplus									
	Share application money Pending Allotment	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Share Options Outstanding Account	Revaluation reserve	Statutory Reserve	Currency Translation Reserve	Total Other Equity
Balance as at 1 st April, 2021	0.00	169.15	121.32	385.66	(7,163.54)	2.24	204.66	1.30	(700.15)	(6,979.36)
Total profit/(loss) for the year	-	-	-	-	(712.27)	-	-	-	-	(712.27)
Cost of Employee stock options	-	-	-	-	-	-	-	-	-	-
Re-measurement loss on defined benefit plans (net of taxes)	-	-	-	-	(0.56)	-	-	-	-	(0.56)
Exchange difference on translation of foreign operations	-	-	-	-	-	-	-	-	(158.40)	(158.40)
Other addition \ (deductions) during the year	-	-	-	3.70	0.16	(3.17)	(129.93)	-	-	(129.24)
Balance as at 31 st March, 2022	0.00	169.15	121.32	389.36	(7,876.51)	(0.93)	74.73	1.30	(858.35)	(7,980.13)

As at 31st March, 2021

(in ₹ Crore)

Particulars	Reserve & Surplus									
	Share application money Pending Allotment	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Share Options Outstanding Account	Revaluation reserve	Statutory Reserve	Currency Translation Reserve	Total Other Equity
Balance as at 1 st April, 2020	0.04	169.09	121.32	381.85	(3,900.82)	13.58	1,246.45	1.30	(823.77)	(2,790.96)
Total profit/(loss) for the year	-	-	-	-	(3,264.26)	-	-	-	-	(3,264.26)
Cost of Employee stock options	-	-	-	-	-	(11.34)	-	-	-	(11.34)
Re-measurement loss on defined benefit plans (net of taxes)	-	-	-	-	1.51	-	-	-	-	1.51
Exchange difference on translation of foreign operations	-	-	-	-	-	-	-	-	123.62	123.62
Other addition \ (deductions) during the year	(0.04)	0.06	-	3.81	-	-	(1,041.79)	-	-	(1,037.96)
Balance as at 31 st March, 2021	0.00	169.15	121.32	385.66	(7,163.54)	2.24	204.66	1.30	(700.15)	(6,979.36)

a. **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

b. **Securities premium:** Securities premium is used to record the premium on issue of securities such as equity shares, preference shares, debentures etc. The reserve is utilized in accordance with the provision of section 52 of the Companies Act, 2013.

c. **Retained earnings / General reserve :** These are free reserves that are available for distribution of dividends.

d. **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.

e. **Revaluation reserve :** The revaluation 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.

f. **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.


g. **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.

C. * Refer footnote (f)(b) to Note 3. There are no other changes in Equity due to prior period errors.

This is the statement of changes in Equity (SOCE) referred to in our Report of even date.

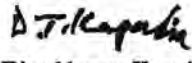
For and on behalf of Board of Directors

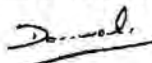
For J. Kala & Associates
Chartered Accountants
Firm's Registration No. 118769W

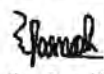

Jayesh Kala Partner
Membership No. 101686


K. K. Singh
Chairman & Managing Director
DIN: 00260977

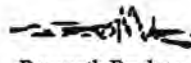

Ramdas B Gupta
Director
DIN: 08431597


Dineshkumar Kapadia
Chief Financial Officer


Homai A Daruwalla
Director
DIN: 00365880


Lt. Gen. K T Parnaik (Rtd.)
Joint Managing Director
DIN: 07129253


Hetal Vichhi
Company Secretary & Compliance Officer


Ramnath Pradeep
Director
DIN: 02608230

Mumbai
29th September, 2022

Mumbai
29th September, 2022

	For the year ended 31 st March 2022	(in ₹ Crore) For the year ended 31 st March 2021
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Loss before tax	(683.08)	(3,668.77)
Adjustments for :		
Depreciation and Amortization Expenses	48.52	125.04
Finance Costs	755.29	957.31
License Fees	-	(2.57)
Exceptional Item	(208.48)	2,857.05
Bad debts & Provision for Doubtful Debts	2.12	(1.06)
(Profit)/Loss on Sale of property, plant and equipment (net)	22.88	(0.39)
Employee Stock Option Scheme	0.01	(7.13)
Unrealised gain or loss / Exchange difference on translation of assets & liabilities (net)	89.04	(78.52)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	26.30	180.99
Adjustments for :		
Trade Receivables, Loans & Advances and Other Assets	236.04	46.21
Trade Payables, Other Liabilities and Provisions	(297.12)	(139.87)
CASH GENERATED FROM / (USED IN) FROM OPERATIONS	(34.78)	87.33
Direct taxes paid (net of refunds)	-	(88.38)
NET CASH USED IN OPERATING ACTIVITIES	(34.78)	(1.05)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment (including CWIP & Intangible)	(2.05)	(9.94)
Sale of property, plant and equipment	36.70	0.22
Sale / purchase of Investment (net)	-	(1.57)
License Fees	-	2.57
Fixed deposits with banks matured having original maturity over twelve months	0.31	1.35
NET CASH FROM / (USED IN) INVESTING ACTIVITIES	34.95	(7.37)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds/(Refund) from issue of Share Capital (includes security premium)	-	(0.05)
Repayment of Inter-corporate Deposit	(11.70)	-
NET CASH FROM FINANCING ACTIVITIES	(11.70)	(0.05)
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS	(11.53)	(8.47)
CASH & CASH EQUIVALENTS (OPENING BALANCE)	21.84	30.31
CASH & CASH EQUIVALENTS (CLOSING BALANCE) *	10.31	21.84

*The Holding Company's current accounts have been attached by the Income Tax Department (TDS Division) and Sales Tax Department

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

For J. Kala & Associates
Chartered Accountants
Firm's Registration No. 118769W



Jayesh Kala Partner
Membership No. 101686



K. K. Singh
Chairman & Managing Director
DIN: 00260977

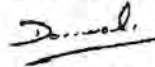


Ramdas B Gupta
Director
DIN: 08431597



Dineshkumar Kapadia
Chief Financial Officer

For and on behalf of Board of Directors



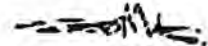
Homai A Daruwalla
Director
DIN: 00365880



Lt. Gen. K T Parnaik (Rtd.)
Joint Managing Director
DIN: 07129253



Hetal Vichhi
Company Secretary & Compliance Officer



Ramnath Pradeep
Director
DIN: 02608230

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

As at and for the year ended 31st March 2022

1.0. Background:

1.1. Overview:

Rolta is a multinational organization headquartered in India. Rolta India Limited (“RIL” or the “Company”), is 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 has been 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 has developed 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

These financial statements are prepared in accordance with Indian Accounting Standards (IndAS) under the historical cost convention on the accrual basis except leasehold land, freehold land and building which have been revalued at the transition date and for certain financial instruments which are measured at fair values, under the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The IndAS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied, except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

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 Consolidated Financial Statements (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 however not material.
 - iii) The excess of cost to the Company of its investment in a 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 the case of foreign subsidiaries revenue items have been consolidated at the average exchange 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 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 (RGBV)	Netherlands	100%	March 31, 2022
2	Rolta International Inc. (RUS)	U.S.A	100% *	September 30, 2021
3	Rolta Canada Ltd.	Canada	100% Subsidiary of RUS	September 30, 2021
4	Rolta LLC	U.S.A	100% Subsidiary of RUS	September 30, 2021
5	Rolta Americas LLC	U.S.A	100% Subsidiary of RUS	September 30, 2021
6	Rolta Hungary KFT	Hungary	100% Subsidiary of RUS	September 30, 2021
7	Rolta Saudi Arabia Ltd	Saudi Arabia	100% Subsidiary of RME	March 31, 2022
8	Rolta Middle East FZ-LLC (RME)	U.A.E	100% Subsidiary of RGBV	March 31, 2022
9	Rolta Muscat LLC	Oman	100% Subsidiary of RME	March 31, 2022
10	Rolta U. K. Ltd. (RUK)	U.K.	100% Subsidiary of RGBV	March 31, 2022
11	Rolta Defence Technology Systems Pvt. Ltd	India	100%	March 31, 2022
12	Rolta BI and Big Data Analytics Pvt Ltd	India	100%	March 31, 2022
13	Rolta Thales Limited	India	51%	March 31, 2022

*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 2022

2. Significant Accounting Policies

a. Use of Estimates

In preparation of the financial statements, the Group 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 Group'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.

c. Property, Plant and Equipment (PPE)

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 Group 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 items of PPE, except freehold Land, Leasehold Land & Buildings (which have been revalued) have been recognized in the financial statements at their carrying value (deemed cost) as at the date of transition to IND AS ie. 1st April, 2015. Items of PPE purchased subsequent to the transition date 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.

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 Group. 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 development 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 2022

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

Based on technical evaluation, the Management believes that the useful lives as given above best represent the period over which the Management expects to use these assets.

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. Investments

Investments are measured at cost.

h. 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.

i. 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 2022

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 Group 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 Group's accounting policy for borrowing costs.

Derecognition of financial liabilities

The Group derecognises financial liabilities when the Group'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 are 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 any incremental/differential charge on account of such actuarial valuation is recognized 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 2022

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 ₹20 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.

* Applicable only to the company and its Indian subsidiaries.

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. Taxation

Tax expense comprises of current tax and deferred tax.

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 Group'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 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. The amount of deferred income tax asset considered realizable, however, could be reduced in the near term if the estimates of future taxable income during the carry forward period are reduced.

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 Group 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 Group will pay normal income tax during the specified period.

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

As at and for the year ended 31st March 2022

m. 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. Diluted earnings per share is computed by taking the weighted average number of equity shares that could have been issued by conversion of all dilutive potential equity shares.

n. 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 the Groups's actions where:

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

o. 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.

p. 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. Property plant and equipment and Intangible assets and Right of Use Asset

Current year :

(in ₹ Crore)

DESCRIPTION	GROSS BLOCK					DEPRECIATION AND AMORTISATION				NET BLOCK
	As At 1 st April 2021	During the year			As At 31 st March 2022	As At 1 st April 2021	For the year	Deduction / Adjustment	As At 31 st March 2022	As At 31 st March 2022
		Additions/ Adjustments	Revaluation	Sale / Adjustment						
A. Property, Plant and Equipment										
Freehold Land	73.16	-	15.92	47.19	178.89	-	-	-	-	178.89
Buildings	921.68	-	(102.38)	16.99	802.30	4.49	12.33	4.96	11.86	790.45
Computer System	179.87	0.90	-	46.40	134.37	172.95	0.82	40.86	132.91	1.46
Other Equipment	255.17	1.15	-	27.88	228.44	178.31	16.40	25.89	168.82	59.62
Furniture & Fixture	247.67	-	-	5.80	241.86	224.33	9.37	5.80	227.90	13.97
Vehicles	0.66	-	-	0.01	0.65	0.66	-	0.01	0.65	-
Total	1,678.21	2.05	50.54	144.27	1586.52	580.74	38.92	77.53	542.14	1044.39
B. Intangible Assets										
Other (IPR)	121.96	-	-	119.06	2.90	121.96	-	119.06	2.90	-
Goodwill on Acquisition	28.74	-	-	28.74	-	19.65	1.51	21.16	-	-
Total	150.74	-	-	147.84	2.90	141.61	1.51	140.22	2.90	-

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

As at and for the year ended 31st March 2022

Previous year :

(in ₹ Crore)

DESCRIPTION	GROSS BLOCK				DEPRECIATION AND AMORTISATION				NET BLOCK	
	As At 1 st April 2020	During the year			As At 31 st March 2021	As At 1 st April 2020	For the year	Deduction / Adjustment	As At 31 st March 2021	As At 31 st March 2021
		Additions/ Adjustments	Revaluation	Sale / Adjustments						
A. Property, Plant and Equipment										
Freehold Land	441.33	-	(368.17)	-	73.16	-	-	-	-	73.16
Buildings	1,480.56	-	(375.03)	# 183.85	921.68	233.66	20.90	250.07	4.49	917.19
Computer System	174.18	7.39	-	1.70	179.87	171.02	3.10	1.17	172.95	6.92
Other Equipment	253.31	2.50	-	0.64	255.17	158.63	17.83	(1.85)	178.31	76.86
Furniture & Fixture	247.78	-	-	0.11	247.67	210.68	13.72	0.10	224.33	23.34
Vehicles	3.19	-	-	2.53	0.66	3.05	0.14	2.53	0.66	-
Total	2,600.35	9.89	(743.20)	188.83	1,678.21	777.04	55.69	252.03	580.71	1,097.50
B. Intangible Assets										
Other (IPR)	2,942.10	0.05	-	**2,820.19	121.96	735.95	35.19	649.18	121.96	-
Goodwill on Acquisition	28.74	-	-	-	28.74	16.62	3.03	-	19.65	9.09
Total	2,970.84	0.05	-	2,820.19	150.70	752.57	38.22	649.18	141.61	9.09

C. Right of Use- Lease Asset

Current year :

(in ₹ Crore)

DESCRIPTION	As At 1 st April 2021	GROSS BLOCK			As At 31 st March 2022	DEPRECIATION AND AMORTISATION				NET BLOCK
		During the year				At 1 st April 2021	For the year	Deduction / Adjustment	As At 31 st March 2022	As At 31 st March 2022
		Additions/ Adjustments	Revaluation	Sale / Adjustments						
Leasehold Land	500.28	-	(179.93)	(0.03)	320.38	0.73	5.35	(0.03)	6.11	314.27
Leasehold Premises	19.84	-	-	15.08	4.76	15.12	2.74	13.50	4.36	0.40
Total	520.12	-	(179.93)	15.05	325.14	15.85	8.09	13.47	10.47	314.67

Previous year :

(in ₹ Crore)

DESCRIPTION	As At 1 st April 2020	GROSS BLOCK			As At 31 st March 2021	DEPRECIATION AND AMORTISATION				NET BLOCK
		During the year				At 1 st April 2020	For the year	Deduction / Adjustment	As At 31 st March 2021	As At 31 st March 2021
		Additions/ Adjustments	Revaluation	Sale / Adjustments						
Leasehold Land	1,180.54	-	(680.24)	0.02	500.28	133.74	19.92	152.93	0.73	499.55
Leasehold Premises	35.47	-	-	15.63	19.84	11.44	11.29	7.61	15.12	4.72
Total	1,216.01	-	(680.24)	15.65	520.12	145.18	31.21	160.56	15.83	504.27

Note:

- Refer Note No. 18 (b) for charges created against the asset
- During the previous year, the Company had revalued its freehold land, leasehold land and building by obtaining a valuation report from an independent registered valuer. Impact of revaluation has been directly taken in the other equity under the revaluation reserve.
 - * The Revaluation Impact pursuant to what is mentioned at (a) above, now appropriately stated.
- # Refer Note 30 regarding write off of Building due to fire.
- ** Refer Note 30 for Write off of IP Rights.

4. Goodwill on Consolidation

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

Gross carrying amount

Opening balance

Goodwill Written off (Refer note 30)

Net exchange difference

Closing balance

	31 st March 2022	31 st March 2021
	10.23	559.85
	-	(443.41)
	0.32	(106.21)
	10.55	10.23

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

As at and for the year ended 31st March 2022

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.

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, impairment is identified and recognised. 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.

5. Investments (Non-Current)

	(in ₹ Crore)	
	As at 31 st March 2022	As at 31 st March 2021
Non-Current Investments*	0.00	5.95
Total	0.00	5.95

*This represents an investment made by Rolta UK Ltd in a limited partnership viz Seraphim LLP

6. Other Financial Assets (Non-Current)

	(in ₹ Crore)	
	As at 31 st March 2022	As at 31 st March 2021
Security Deposits	0.07	0.17
Deposited with Court*	18.09	18.09
Total	18.16	18.26

*Refer note 31(7)(iii)

7. Other Non-Current Assets

	(in ₹ Crore)	
	As at 31 st March 2022	As at 31 st March 2021
Prepaid Expenses	--	0.33
Total	--	0.33

8. Income Tax Assets (net)

	(in ₹ Crore)	
	As at 31 st March 2022	As at 31 st March 2021
Advance Income Tax (net of provision for tax)	8.21	8.20
MAT Credit Entitlement	86.21	87.18
Total	94.42	95.38

9. Trade Receivables

	(in ₹ Crore)	
	As at 31 st March 2022	As at 31 st March 2021
Unsecured, Considered Doubtful	0.16	8.17
Less : Provision for Bad and Doubtful Debts	(0.16)	(8.17)
	--	--
Unsecured and Considered Good	190.89	367.55
TOTAL	190.89	367.55

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

As at and for the year ended 31st March 2022

Trade receivables ageing schedule as at 31st March, 2022

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 years	
Undisputed trade receivables - considered good	4.11	0.35	–	3.02	1.39	182.02	190.89
Undisputed trade receivables - which have significant increase in credit risk	–	–	–	–	–	–	–
Undisputed trade receivables- credit impaired	–	–	–	–	–	–	–
Disputed trade receivables – considered good	–	–	–	–	–	–	–
Disputed trade receivables - which have significant increase in credit risk	–	–	–	–	–	–	–
Disputed trade receivables – credit impaired	–	–	–	–	–	–	–
Less: Allowances for bad and doubtful trade receivables – billed	–	–	–	–	–	–	–

Trade receivables ageing schedule as at 31st March, 2021

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 years	
Undisputed trade receivables - considered good	3.52	3.29	2.87	5.13	6.47	346.27	367.55
Undisputed trade receivables - which have significant increase in credit risk	–	–	–	–	–	–	–
Undisputed trade receivables- credit impaired	–	–	–	–	–	–	–
Disputed trade receivables – considered good	–	–	–	–	–	–	–
Disputed trade receivables - which have significant increase in credit risk	–	–	–	–	–	–	–
Disputed trade receivables – credit impaired	–	–	–	–	–	–	–
Less: Allowances for bad and doubtful trade receivables – billed	–	–	–	–	–	–	–

10. Cash and cash equivalents

(in ₹ Crore)

- Cash on Hand	
- Balance with Banks in Current / Deposit Accounts*	
Total	

As at 31 st March 2022	As at 31 st March 2021
0.20	10.51
10.11	11.32
10.31	21.83

* The Holding Company's current accounts have been attached by the Income Tax Department (TDS Division) and Sales Tax Department. Also Refer Note 31(17)(c)

11. Other Bank Balances

(in ₹ Crore)

- Unpaid Dividend Account	
- Bank Deposits*	
Total	

As at 31 st March 2022	As at 31 st March 2021
0.62	1.10
0.21	0.52
0.83	1.62

*Deposits are maintained for margin money with banks.

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

As at and for the year ended 31st March 2022

12. Other Financial Assets (Current) (Unsecured, Considered Good)

(in ₹ Crore)

	As at 31 st March 2022	As at 31 st March 2021
Security Deposits	6.62	6.43
Interest Receivable	0.08	0.08
Unbilled Revenues (Contract Assets)*	279.49	300.97
Other Receivables	0.05	3.37
Loans and Advances to Related Parties	(9.22)	1.42
Total	277.02	312.27

* Refer Note 31(12) for Unbilled Revenues.

13. Other Current Assets

(in ₹ Crore)

	As at 31 st March 2022	As at 31 st March 2021
Prepaid Expenses	1.55	6.20
Duties and Taxes*	11.78	22.26
Advances to Suppliers	1.26	3.46
Total	14.59	31.92

* Including input tax credit amounting to ₹9.37 Crores surrendered to the Department during the previous year. Also refer note 31 (7) (iv).

14. Equity Share Capital

(in ₹ Crore)

	As at 31 st March 2022	As at 31 st March 2021
a. Authorised :		
250,000,000 Equity Shares of ₹10 each (P.Y. 250,000,000 Equity shares of ₹10 each)	250.00	250.00
Total	250.00	250.00

	As at 31 st March 2022	As at 31 st March 2021
b. Issued, Subscribed & Paid up :		
165,891,355 Equity Shares of ₹ 10 each fully paid up. (P.Y. 165,891,355 Equity shares of ₹ 10 each)	165.89	165.89
Total	165.89	165.89

	As at 31 st March 2022		As at 31 st March 2021	
	Number of Shares	Amount	Number of Shares	Amount
c. Reconciliation of share capital				
Balance at the beginning of the year	165,891,355	165.89	165,891,355	165.89
Add : Changes during the year	-	--	-	--
Balance at the end of the year	165,891,355	165.89	165,891,355	165.89
Total				

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

There are no shareholders holding more than 5% of Shares of the Company as on the reporting date.

*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.

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

As at and for the year ended 31st March 2022

as at 31st March, 2021

Particulars	Tranche VII	Tranche IX	Tranche XI	Tranche XII	Tranche XIII	Tranche XIV
No of Options Granted	1250000	625000	1050000	2350000	825000	775000
Grant Price	₹10.00	₹10.00	₹10.00	₹10.00	₹10.00	₹10.00
Grant dates	February 07, 2015	November 09, 2015	December 09, 2016	May 30, 2017	November 10, 2017	May 30, 2018
Total Options Exercised	212500	0	0	0	0	0
Total Options Lapsed	912500	575000	775000	2050000	787500	750000
Options outstanding at the end of the year	125000	50000	275000	300000	37500	25000
Vesting of Options	Two equal instalments at the end of 3rd, 4th (into Equity shares of ₹10 each)	Two equal instalments at the end of 3rd, 4th (into Equity shares of ₹10 each)	Two equal instalments at the end of 3rd, 4th (into Equity shares of ₹10 each)	Two equal instalments at the end of 3rd, 4th (into Equity shares of ₹10 each)	Two equal instalments at the end of 3rd, 4th (into Equity shares of ₹10 each)	Two equal instalments at the end of 3rd, 4th (into Equity shares of ₹10 each)
Exercise Period	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

ii. Movement of Options Granted

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Options outstanding at the beginning of the year	812,500	1,637,500
Options forfeited during the year	(812,500)	(825,000)
Options outstanding at the end of the year	--	812,500
Options Exercisable at the end of the period	--	587,500

iii. Fair valuation of options

For ESOPs outstanding as at 31st March 2022, exercise price is ₹ 10 and weighted average life of these options ranges from 26 to 39 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 ₹ 0.01 Crores. (P.Y. ₹ 0.54 Crores.) 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.

15. Lease Liabilities

(in ₹ Crore)

	As at 31 st March 2022	As at 31 st March 2021
Lease Liabilities (Non - Current Liability)	(1.78)	(0.30)
Lease Liabilities (Current Liability)	2.46	6.11
Total	0.68	5.81

16. Long-term Provisions

(in ₹ Crore)

	As at 31 st March 2022	As at 31 st March 2021
a. Provision for Employee Benefits :		
Provision for Gratuity*	0.99	3.76
Provision for Leave Encashment	0.65	2.48
Total	1.64	6.24

*Refer note 27

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

As at and for the year ended 31st March 2022

17. Deferred Taxes

a. Deferred Tax Assets (Net)

(in ₹ Crore)

Deferred Tax Liability on PPE	(220.46)
Deferred Tax Asset on carry forward business losses, unabsorbed depreciation and others	2093.13
Total	1,872.67

As at 31 st March 2022	As at 31 st March 2021
(220.46)	(606.25)
2093.13	2,506.84
1,872.67	1,900.59

* Refer Note 31(1) (c) for movement

18. Secured Borrowings

a. Secured

(in ₹ Crore)

Working Capital Borrowings from US Bank	–
Term Loans from Banks	1,007.26
Other Loan from Banks	4,704.61
Total	5,711.87

As at 31 st March 2022	As at 31 st March 2021
–	44.72
1,007.26	1,007.17
4,704.61	3,955.48
5,711.87	5007.37

b. Details of Security and interest rates

Outstanding Loans are secured against pari-passu charge over, land & building situated at "Rolta Tower-1", Plot No 39, MIDC-Marol, Andheri (East), Mumbai 400093; leasehold rights of the land and building "Rolta Tower 2" located on Plot 35, Marol Industrial, Andheri (East), Mumbai 400093; 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, Land & Building situated at Rolta Tower – A, situated at Plot no 15C, Rolta Technology Park, MIDC-Marol, Andheri (E); 6 flats (no. 1801 and 1802 (18th Floor), 1901, and 1902 (19th Floor), 2001 and 2002 (20th Floor), building known as "Lake Primrose" in Lake Homes, Wing-A, Building No.1, Phase-IV, off Adi Shankarcharya Marg, Vill - Chandivali, Powai, Mumbai-400076, Rolta Tower "B", Plot No. C-12, Rolta Technology Park, MIDC, Andheri (E), Rolta Tower "C", Plot No. C-11, Rolta Technology Park, MIDC, Andheri (E); hypothecation charge on the current assets and movable items of Property, Plant & Equipment of the Company, movable items of Property, Plant & Equipment / Intellectual Property Rights held by Rolta Defence Technology Systems Pvt. Ltd. (RDTSP), hypothecation and charge over cash flows and Corporate Guarantee of Rolta Defence Technology Systems Pvt. Ltd. Exclusive charge over DSRA of the Company with the respective banks and pledge of 26,750 shares of USD 1000 each in Rolta International Inc. held by Rolta India Limited, valued at 125% of the loan amount and guaranteed by Rolta International Inc.

c. Breakup of Secured Borrowings

(in ₹ Crore)

Name of The Bank	As at 31 st March, 2022	As at 31 st March, 2021
Union Bank of India	1,962.32	1,687.53
Bank of India	1,112.57	954.29
Bank of Baroda	842.44	728.77
Central Bank of India	1295.10	1,167.22
Syndicate Bank	499.44	424.84
Huntington National Bank	–	44.72
Total	5,711.87	5,007.37

The Company has filed a counter claim of ₹ 35,255.57 Crores before Debt Recovery Tribunal – II at New Delhi against all the consortium bankers.

19. Inter Corporate Deposit (Unsecured)

(in ₹ Crore)

Inter corporate Deposits (ICD) from related party*	631.89
Others	4.00
Total	635.89

As at 31 st March 2022	As at 31 st March 2021
631.89	551.11
4.00	–
635.89	551.11

* Refer Note 31 (4)

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

As at and for the year ended 31st March 2022

20. Unsecured Borrowings

(in ₹ Crore)

a. Senior Notes

Total

As at 31 st March 2022	As at 31 st March 2021
3,382.58	3,279.84
3,382.58	3,279.84

- (a) An order of Hon'ble Supreme Court of the State of New York, County of New York, has been passed on September 02, 2020 in favour of certain Bondholders for an amount of US \$ 183 million (approx) plus interest at 9% upto the date of payment against the Company and its International Subsidiaries. Further a turnover order dated October 20, 2020 on a motion submitted by the plaintiffs was passed by the said Hon'ble Court in New York in favour of the Plaintiffs, directing the defendants to turn over their cash on hand and their stock / membership interest owned in subsidiaries of the Company.

Rolta India Ltd. has filed a suit no. 3396/2020 dated November 10, 2020 in Hon'ble Bombay High Court with the main prayer to grant interim injunction and declare that the summary judgement dated September 2, 2020 and turnover order dated October 20, 2020 cannot be executed and the suit is pending before the Hon'ble Bombay High Court.

The Hon'ble Supreme Court of New York appointed a receiver vide its order dated 16th April, 2021 against Rolta International Inc (RUS), its subsidiaries and Rolta India Ltd vide its order dated August 24, 2021.

Based on the advice of Legal Advisor for the Company in US, the Company turned over its shareholding in Rolta Canada Ltd, Rolta LLC and Rolta America LLC, the subsidiaries of RUS to the Bondholders on 13/09/2021 who had obtained the Turnover Order dated 20th October, 2020 from Hon'ble Supreme Court of the County of New York. As per New York Court Order, the Rolta Directors on RUS have cease to be on Board of RUS and the Receiver has taken over the Management and financial control of RUS and its subsidiaries from September, 2021. As the Company has not received the financials of RUS and its subsidiaries thereafter and therefore the Company has considered for consolidation of the unaudited/ limited reviewed financials available for the period of six months up to September, 2021. However, ownership of RUS still remains with Rolta India Ltd and Rolta Global BV as turnover order for shares owned by Rolta India Ltd and Rolta Global BV has not been domesticated in local jurisdictions.

Recently on 22nd March, 2022, the Company has perfected the appeal before the higher Appellate court of New York against the (i) Turnover Orders, (ii) the Receivership Orders, which is still under consideration of Appellate Court. The New York court also ordered RJI and its Chairman and Managing Director to provide all emails from May 2016 onwards including privileged communication also to be handed over to the litigant bondholders. The Company appealed this order in appellate court of New York and got the interim stay for the appellate court on 9th June 2022. There are no further orders by the Appellate Court apart for the above matter.

Consideration for transfer of shares of the three US subsidiaries of RUS would be accounted by RUS as and when ordered by the Court and finalised and thereafter, would be adjusted against the liability of the Bondholders. Meanwhile, these subsidiaries have been considered for consolidation upto September, 2021. Further, the audit of Rolta International Inc. and its four subsidiaries could not be undertaken as the books of accounts are not available as they are under control of Receiver.

The Management of the Company is confident of improvement in the business after restructuring as mentioned in Note 11 and 12(a) and therefore, notwithstanding ongoing legal dispute, the financial results of the said subsidiaries have been prepared on a going concern basis.

- (b) In case of International subsidiaries wherein the "Senior Notes-2013" (Bond 1) amounting to USD 126.65 million which was due for repayment on May 16, 2018 and "Senior Notes 2014" (Bond 2) amounting to USD 372.36 million which was due for repayment on July 24, 2019, both of which continue to be outstanding. As per the Agreement, after the maturity date of the Bonds, no provision is required to be made for payment of interest.

21. Trade Payables

(in ₹ Crore)

a. Micro, Small and Medium Enterprise (refer note b below) Others

As at 31 st March 2022	As at 31 st March 2021
2.37	2.21
394.66	322.65
397.03	324.86

- 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, 2022	31 st March, 2021
Principal amount due to suppliers under MSMED Act, 2006	2.37	2.21
Interest accrued and due to suppliers under MSMED Act, on the above amount	Not ascertainable	Not ascertainable
Payment made to suppliers (other than interest) beyond the appointed day, during the year	Not ascertainable	Not ascertainable
Interest paid to suppliers under MSMED Act, (Other than Section 16)	NIL	NIL
Interest paid to suppliers under MSMED Act, (Section 16)	NIL	NIL
Interest due and payable to suppliers under MSMED Act, for payment already made	Not ascertainable	Not ascertainable
Interest accrued and remaining unpaid at the end of the year under MSMED Act.	Not ascertainable	Not ascertainable

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 2022

Trade receivables ageing schedule as at 31st March, 2022

Particulars	Unbilled / Not Due	Outstanding for following period from the transaction date				Total
		Less than 1 years	1 - 2 years	2-3 Years	More than 3 years	
As at 31 March 2022	--	--	--	--	--	--
MSMED	--	--	--	--	2.37	2.37
Others	1.58	7.54	7.40	7.66	370.48	394.66
Disputed dues -MSMED	--	--	--	--	--	--
Disputed dues-Others	--	--	--	--	--	--

Trade receivables ageing schedule as at 31st March, 2021

Particulars	Unbilled / Not Due	Outstanding for following period from the transaction date				Total
		Less than 1 years	1 - 2 years	2-3 Years	More than 3 years	
As at 31 March 2021	--	--	--	--	--	--
MSMED	--	--	--	--	2.21	2.21
Others	6.20	12.65	7.32	10.76	285.72	322.65
Disputed dues -MSMED	--	--	--	--	--	--
Disputed dues-Others	--	--	--	--	--	--

22. Other Financial Liabilities

(in ₹ Crore)

Interest accrued and due on Borrowings*	1,315.03
Unpaid Dividends (Deposited in Bank)	0.62
Provision for Other Benefits to Employee	1.03
Deposits	2.77
Total	1,319.45

As at 31 st March 2022
1,315.03
0.62
1.03
2.77
1,319.45

As at 31 st March 2021
1,784.64
1.11
1.00
2.77
1,789.52

* Refer Note 31(4)

23. Other Current Liabilities

(in ₹ Crore)

Deferred Revenue	14.91
Duties and Taxes	54.26
Salary & Commission Payable	80.94
Advances from Customers	--
Provision for Warranty	--
Provision for Expenses	52.29
Employee related Statutory Dues	8.37
Total	210.77

As at 31 st March 2022
14.91
54.26
80.94
--
--
52.29
8.37
210.77

As at 31 st March 2021
30.49
58.88
92.91
0.22
0.10
29.73
10.28
222.61

24. Short Term Provisions

(in ₹ Crore)

a. Provision for Employee Benefits :	
Provision for Gratuity*	1.98
Provision for Leave Encashment	0.92
Total	2.90

As at 31 st March 2022
1.98
0.92
2.90

As at 31 st March 2021
1.98
0.92
2.90

*Refer note 27

25. Revenue from Operations

(in ₹ Crore)

Sale of IT Solutions & Services	29.01
Total	29.01

For the year ended 31 st March 2022
29.01
29.01

For the year ended 31 st March 2021
943.74
943.74

- Sales of IT solutions and services include Sale of IT product/Systems procured for the purpose of system integration purpose amount to ₹ 0.00 Crores. (PY - ₹ 703.82 Crores.)
- Contracted price is equivalent to the amount of revenue recognized.

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

As at and for the year ended 31st March 2022

26. Other Income

(in ₹ Crore)

Interest Income	
License Fees	
Profit on sale of items of property, plant and equipment	
Miscellaneous Income	
Total	

For the year ended 31 st March 2022	For the year ended 31 st March 2021
0.01	--
--	2.57
--	0.39
9.10	330.90
9.11	333.86

27. Employee Benefit Expense

(in ₹ Crore)

Salaries, Wages and Bonus	
Contribution to Gratuity	
Contribution to Provident and other Funds	
Cost of Employee Stock Option Scheme*	
Staff Welfare Expenses	
Total	

For the year ended 31 st March 2022	For the year ended 31 st March 2021
28.31	263.93
0.56	0.95
2.57	4.86
0.02	0.49
0.13	0.26
31.59	270.49

*Refer note 14(h)

Employee benefits

A. Defined Contribution Plan

The Group 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 Group are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Group 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 31st March, 2022, is ₹ 0.56 crores (Previous year: ₹ 0.95 crores)

B. Defined benefit plans

Retiring gratuity (Unfunded)

The Group 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 Net Defined Benefit Obligation

(in ₹ Crore)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
1. Net defined benefit liability at the start of the period	5.75	7.55
Addition: Employees transferred from Rolta Defence Technology Services Pvt. Ltd.	--	1.06
2. Service Cost	0.17	0.35
3. Past Service Cost	--	--
4. Net Interest Cost (Income)	0.39	0.60
5. Re-measurements	(0.19)	0.03
6. Benefits paid directly by the enterprise	(3.15)	(3.85)
7. Net defined benefit liability at the end of the period	2.97	5.75

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

As at and for the year ended 31st March 2022

II. The amount recognized in the income statement

(in ₹ Crore)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
1. Service Cost	0.17	0.35
2. Net Interest Cost	0.39	0.60
3. Past Service Cost	-	-
4. Expense Recognised in the Income Statement	0.56	0.95

III. Other Comprehensive Income (OCI)

(in ₹ Crore)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
1. Net cumulative unrecognized actuarial gain/(loss) opening	-	-
2. Actuarial gain / (loss) for the year on PBO	0.19	(0.03)
3. Actuarial gain / (loss) for the year on Asset	--	--
4. Unrecognized actuarial gain/(loss) at the end of the year	0.19	(0.03)

IV. Maturity profile of defined benefit obligation

(in ₹ Crore)

Particulars	Amount
a) Apr 2022- Mar 2023	1.30
b) Apr 2023- Mar 2024	1.26
c) Apr 2024- Mar 2025	1.32
d) Apr 2025- Mar 2026	1.39
e) Apr 2026- Mar 2027	1.45

V. Sensitivity Analysis of the defined benefit obligation

(in ₹ Crore)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
A) Impact of the change in discount rate		
Present Value of Obligation at the end of the period	2.96	5.75
a) Impact due to increase of 0.50%	(0.03)	(0.06)
b) Impact due to decrease of 0.50%	0.03	0.10
B) Impact of the change in salary increase		
Present Value of Obligation at the end of the period	2.97	3.39
a) Impact due to increase of 0.50%	0.03	0.10
b) Impact due to decrease of 0.50%	(0.03)	(0.05)

VI. Assumptions

(in ₹ Crore)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021*
a. Discount rate (per annum)	7.28%	6.81%
b. Rate of escalation in salary (per annum)	5%	5%
c. Rate of attrition		
Upto 30 Years	51%	38%
From 31 to 44 Years	46%	35%
Above 44 Years	38%	31%
d. Mortality	India Assured Lives Mortality(2012-14)	India Assured Lives Mortality(2012-14)

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

As at and for the year ended 31st March 2022

28. Finance Costs

(in ₹ Crore)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Interest Expense on Borrowings	755.29	957.31
Total	755.29	957.31

29. Other Expenses

(in ₹ Crore)

	For the year ended 31 st March 2022	For the year ended 31 st March 2021
Repairs – Building	1.38	6.89
Repairs - Plant & Machinery	0.06	0.43
Repairs - Other Assets	0.28	0.96
Utilities & Communication	1.47	6.22
Rent	0.46	0.15
Rates & Taxes	9.50	1.17
Insurance	0.91	1.73
Advertisement & Sales Promotion	0.04	5.06
Travelling & Conveyance	1.03	2.09
Printing & Stationery	0.02	0.39
Bank & Other Charges	0.96	2.76
Auditors' Remuneration	0.45	0.90
Directors' Sitting Fees	0.21	0.34
Legal & Professional Fees	8.75	23.03
Provision for Bad & Doubtful Debts	2.12	–
Overdue Interest on Statutory dues	3.29	6.50
Miscellaneous Expenses	8.11	6.84
Total	39.04	65.46

30. Exceptional items

Exceptional items comprise of the following:

(in ₹ Crore)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Write Off of unbilled receivables	(4.34)	–
Reversal of interest expenses on Inter Corporate Deposits*	224.57	–
Write off of amount receivable from the Company's subsidiary, Rolta Defence Technology Systems Pvt. Ltd. (RDTSP) pursuant to the transfer of defence business to RDTSP in the year 2015. The write off of the receivable was necessitated on account of the write off of the IPs in the books of RDTSP based on a valuation exercise undertaken by RDTSP through an external agency, pursuant to which were fully written off, on account of their obsolescence.	–	(2,165.28)
Write off of Building value of Rolta Tower 'C' due to fire in February 2020 **	–	(162.84)
Loss on Write Off of Goodwill	(7.58)	–
Trade Receivables Written Off	(7.97)	(8.32)
Advance to Supplier Written Off	(2.12)	–
Loss on Sale of Immovable Property – Delhi	(22.34)	–
Excess Provisions for Expenses and sundry balances written back	5.38	33.86
Advances Received from Customers no more payable – Written Back	–	1.56
Amount payable to Rolta Private Limited no longer payable	–	25.72
Foreign Exchange Difference on account of adjustment of receivable on account of devolvement of stand by letter of credit against long term export advances received.	–	(138.34)
RUS Goodwill Written off	–	(443.41)
Total	185.60	(2,857.05)

*Company had provided interest liability on Inter Corporate Call Money Deposit from Rolta Private Limited, a related party, which has been waived off by them from April, 2019. Accordingly, the interest cost provided in earlier years has been reversed. In view of this, interest cost for the year is not comparable with previous year.

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

As at and for the year ended 31st March 2022

** The Company has applied for Insurance claim and it is under process of being settled towards cost of building, furniture and computer systems and other equipments.

31. Other Notes: Explanatory Notes Annexed to and Forming Part of the Accounts as on 31st March 2022.

1. Income Taxes

a. Income tax expense recognized in the Statement of Profit/(Loss) are analysed as below:

(in ₹ Crore)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Current taxes	(0.07)	(1.46)
Deferred taxes	(96.86)	405.96
Taxation of Earlier Year	67.36	–
Total	(29.57)	404.50

b. Since the Group does not have an accounting profit in the Consolidated Financial Statements for the year ended 31st March, 2022 and 31st March 2021 the reconciliation of the tax expense to the amount computed by applying the statutory income tax rate to the profit before taxes has not been presented.

c. Significant component of deferred tax assets and liabilities for the year ended 31st March, 2022 is as follows:

(in ₹ Crore)

Particulars	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	2,441.36	(404.90)	–	2,036.46
Retirement benefits liabilities	(0.14)	(4.32)	0.37	(4.09)
Provision for doubtful debts	0.85	–	–	0.85
Long term capital loss carry forward	35.10	–	–	35.10
Others	29.67	(4.86)	–	24.81
Total	2,506.84	(414.08)	0.37	2,093.14
Deferred tax liabilities				
Tangible and intangible assets	269.84	(66.91)	–	202.93
Fair valuation of land & buildings	336.41	(318.88)	–	17.53
Total	606.25	(385.79)	–	220.46
Net deferred tax liability / (Assets)	(1,900.59)	28.29	(0.37)	(1,872.67)

Significant component of deferred tax assets and liabilities for the year ended 31st March, 2021 is as follows:

(in ₹ Crore)

Particulars	Opening balance	Deferred tax expense/ (income recognized in profit and loss)	Deferred tax expense/ (income recognized in OCI)	Others	Closing balance
Deferred tax assets					
Business tax-loss carry forwards	2,309.15	132.21	–	–	2,441.36
Retirement benefits liabilities	6.43	0.68	0.39	(7.64)	(0.14)
Provision for doubtful debts	0.85	–	–	–	0.85
Long term capital loss carry forward	35.10	–	–	–	35.10
Others	29.67	–	–	–	29.67
Total	2,381.20	132.89	0.39	(7.64)	2,506.84
Deferred tax liabilities					
Tangible and intangible assets	538.00	(268.16)	–	–	269.84
Fair valuation of land & buildings	341.32	(4.91)	–	–	336.41
Total	879.32	(273.07)	–	–	606.25
Net deferred tax liability / (Assets)	(1,501.88)	(405.96)	0.39	7.64	(1,900.59)

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

As at and for the year ended 31st March 2022

2. Expenditure on R&D

(in ₹ Crore)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Capital expenditure	--	--
Revenue Expenditure	--	11.67
Total	--	11.67

3. Business Segment:

The Group is engaged in the business of Enterprise Geospatial, Defence, Data Analytics and connected Solutions and reviewed by the Chairman and Managing Director to make decisions about resources to be allocated to the segment and assess its Performance. Currently, the Group has only one Business Segment.

4. Related Parties

a. List of Related Parties and Relationships

i. Key Management Personnel / Directors

Mr. K K Singh	Chairman & Managing Director
Lt. Gen. K. T. Parnaik (Retd.)	Joint Managing Director
Mr. Dineshkumar Kapadia	Chief Financial Officer
Ms. Hetal Vichhi	Company Secretary & Compliance Officer
Mr. Sateesh Dasari	Executive Director (w.e.f 11 th February, 2021 upto 31 st December 2021)
Ms. Homai A Daruwalla	Independent Director
Mr. Ramnath Pradeep	Independent Director
Mr. Ramdas Gupta	Independent Director

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

Rolta Private Limited	Company controlled by Mr. K K Singh
Rolta Overseas Private Limited	Company controlled by Mr. K K Singh

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)

Sr. No.	Transactions	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
I	Transactions during the year			
	Sale of IP	--	--	--
		--	10.00	10.00
	Sale of Motor Car	--	--	--
		--	0.10	0.10
	Interest on Royalty Expenses	--	--	--
		--	1.47	1.47
	Reversal of Interest on Royalty Expenses	--	--	--
		--	14.82	14.82
	Interest on Inter Corporate Deposit taken	--	--	--
		--	121.06	121.06
	Excess Provision for Expenses Written-Back	--	--	--
		--	6.32	6.32
	Reversal of Royalty Payable	--	--	--
		--	19.40	19.40
	Reversal of Interest on Inter Corporate Deposit taken	--	224.47	224.47

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

As at and for the year ended 31st March 2022

(in ₹ Crore)

Sr. No.	Transactions	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
		--	--	--
	Managerial Remuneration (excluding Commission)	2.08	--	2.08
		2.23	--	2.23
	Directors Sitting Fees	0.20	--	0.20
		0.33	--	0.33
	Inter Corporate Deposit and advances			
	- Take	--	61.41	61.41
		--	33.32	33.32
	- Repaid	--	81.76	81.76
		--	42.74	42.74
	Assignment of Trade Receivable to	--	7.77	7.77
		--	35.17	35.17
	Adjustment of receivables against loan liability	--	--	--
		--	2.00	2.00
II	Closing Balances			
	Salary & Commission Payable	6.20	--	6.20
		6.10	--	6.10
	Directors Sitting Fees Payable	0.05	--	0.05
		--	--	--
	Interest accrued and due on Borrowings	--	--	--
		--	325.60	325.60
	Inter Corporate Deposits Taken	--	631.89	631.89
		--	551.11	551.11
	Corporate Guarantees Given	--	940.00	940.00
		--	940.00	940.00

c. Significant Transactions during the year

(in ₹ Crore)

Transactions	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
Sale of IP			
Rolta Private Limited	--	--	--
	--	5.00	5.00
Rolta Overseas Private Limited	--	--	--
	--	5.00	5.00
CY - TOTAL	--	--	--
PY - TOTAL	--	10.00	10.00
Sale of Motor Car			
Rolta Private Limited	--	--	--
	--	0.10	0.10
CY - TOTAL	--	--	--
PY - TOTAL	--	0.10	0.10
Interest on Royalty Expenses			
Rolta Private Limited	--	--	--
	--	1.47	1.47
CY - TOTAL	--	--	--
PY - TOTAL	--	1.47	1.47

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

As at and for the year ended 31st March 2022

(in ₹ Crore)

Transactions	Key Management Personnel	Enterprises over which significant influence exercised by Key Mgmt. Personnel	Total
Reversal of Interest on Royalty Expenses			
Rolta Private Limited	-	-	--
	-	14.82	14.82
CY - TOTAL	-	-	--
PY - TOTAL	-	14.82	14.82
Interests on Inter Corporate Deposit taken			
Rolta Private Limited	-	-	--
	-	121.06	121.06
CY-TOTAL	-	-	--
PY- TOTAL	-	121.06	121.06
Excess Provision for Expenses Written-Back			
Rolta Private Limited	-	-	--
	-	6.32	6.32
CY - TOTAL	-	-	--
PY - TOTAL	-	6.32	6.32
Reversal of Royalty Payable			
Rolta Private Limited	-	-	--
	-	19.40	19.40
CY - TOTAL	-	-	--
PY - TOTAL	-	19.40	19.40
Reversal of Interest on Inter Corporate Deposit taken			
Rolta Private Limited	-	224.47	224.47
	-	-	-
CY - TOTAL	-	224.47	224.47
PY - TOTAL	-	-	-
Managerial Remuneration (excluding Commission)			
Lt. Gen. K.T. Parnaik (Rtd.)	0.51	-	0.51
	0.61	-	0.61
Mr. Dineshkumar Kapadia	0.79	-	0.79
	0.78	-	0.78
Ms. Hetal Vichhi	0.10	-	0.10
	0.09	-	0.09
Mr. Sateesh Dasari	0.68	-	0.68
	0.75	-	0.75
CY - TOTAL	2.08	-	2.08
PY - TOTAL	2.23	-	2.23
Directors Sitting Fees			
Lt.Gen.PPS Bhandari (Rtd.)	-	-	--
	0.07	-	0.07
Mr. Ramnath Pradeep	0.08	-	0.08
	0.11	-	0.11
Ms. Homai Ardeshir Daruwalla	0.07	-	0.07
	0.10	-	0.10
Mr Ramdas Gupta	0.05	-	0.05
	0.05	-	0.05
CY - TOTAL	0.20	-	0.20
PY - TOTAL	0.33	-	0.33
Inter Corporate Deposit and advances			
Rolta Private Limited (ICD) Taken			
- Taken	-	53.54	53.54
	-	25.84	25.84

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

As at and for the year ended 31st March 2022

(in ₹ Crore)

Transactions	Key Management Personnel	Enterprises over which significant influence exercised by Key Mgmt. Personnel	Total
- Repaid	-	73.89	73.89
	-	37.70	37.70
Rolta Overseas Private Limited			
- Taken	-	7.87	7.87
	-	7.48	7.48
- Repaid	-	7.87	7.87
	-	5.04	5.04
- Taken			
CY – TOTAL	--	61.41	61.41
PY – TOTAL	-	33.32	33.32
- Repaid			
CY – TOTAL	--	81.76	81.76
PY - TOTAL	-	42.74	42.74
Assignment of Trade Receivable to Rolta Private Limited			
	-	-	-
	-	32.63	32.63
Rolta Overseas Pvt Ltd	--	7.77	7.77
	-	2.54	2.54
CY-TOTAL	--	7.77	7.77
PY – TOTAL	-	35.17	35.17
Adjustment of Receivables against Loans Liability			
Rolta Overseas Pvt Ltd	-	-	--
	-	1.00	1.00
Rolta Private Limited	-	-	--
	-	1.00	1.00
CY - TOTAL	-	-	--
PY - TOTAL	-	2.00	2.00
CLOSING BALANCES			
Salary & Commission Payable			
Mr. K K Singh Commission	3.17	-	3.17
	3.17	-	3.17
Lt. Gen. K.T. Parnaik Salary	0.41	-	0.41
	0.31	-	0.31
Commission	1.10	-	1.10
	1.10	-	1.10
Mr. Sateesh Dasari Salary	0.42	-	0.42
	0.41	-	0.41
Mr. Dineshkumar Kapadia Salary	1.09	-	1.09
	1.10	-	1.10
Ms. Hetal Vichhi Salary	0.01	-	0.01
	0.01	-	0.01
CY – TOTAL	6.20	-	6.20
PY - TOTAL	6.10	-	6.10
Directors Sitting Fees Payable			
Mr. Ramnath Pradeep	0.02	-	0.02
	-	-	--
Ms Homai Ardeshir Daruwalla	0.02	-	0.02
	-	-	--

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

As at and for the year ended 31st March 2022

(in ₹ Crore)

Transactions	Key Management Personnel	Enterprises over which significant influence exercised by Key Mgmt. Personnel	Total
Mr Ramdas Gupta	0.01	—	0.01
	—	—	—
CY - TOTAL	0.05	—	0.05
PY - TOTAL	—	—	—
Interest accrued and due on Borrowings			
Rolta Private Limited	—	—	—
	—	325.60	325.60
Inter Corporate Deposit Taken			
Rolta Private Limited	—	629.45	629.45
	—	548.67	548.67
Rolta Overseas Private Limited	—	2.44	2.44
	—	2.44	2.44
CY - TOTAL	—	631.89	631.89
PY - TOTAL	—	551.11	551.11
Corporate Gurantees Given			
Rolta Private Ltd. - Counter Gurantees	—	940.00	940.00
	—	940.00	940.00

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.
- Some of the Key Management Personnel are also covered under the Company's Gratuity Plan along with the other employees of the Company which is not included in the above disclosure.
- Refer clause number 15 and 18 below.

5. Financial ratios

This requirement is not relevant at the Consolidated Financial Statements level and hence not disclosed.

6. 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.

(in ₹ Crore)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
a. Before Exceptional Item		
Net Profit attributable to Equity Shareholders for Basic EPS (in ₹ Cr.)	(868.61)	(811.71)
EPS (₹) Basic	(54.15)	(24.55)
EPS (₹) Diluted	(54.15)	(24.55)
b. After Exceptional Item		
Net Profit attributable to Equity Shareholders for Basic EPS (in ₹ Cr.)	(712.57)	(3,264.26)
EPS (₹) Basic	(42.96)	(196.77)
EPS (₹) Diluted	(42.96)	(196.77)

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

As at and for the year ended 31st March 2022

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

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Weighted nos. of shares for Basic Earnings per share	165,891,355	165,891,355
Adjusted on account of ESOPs	--	8,12,500
Weighted nos. of shares for Diluted Earnings per share	165,891,355	166,703,855

7. Contingent Liabilities not provided for in respect of:

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
I. Corporate guarantees issued to customers & third party	1,133.01	1,033.59
ii. Bank Guarantee issued for projects	35.28	35.28
iii. Claims against the company by customers and employees not acknowledged as debt	18.50	19.29
iv. Disputed demands in respect of		
• Sales tax and VAT	13.38	13.58
• Service tax	0.88	0.88
• GST	30.01	30.01
v • Income Tax	269.46	--
• Penalty levied by Stock Exchanges pending waiver	0.46	--
Liabilities, if any, in respect of non compliance with various laws/acts and interest /penalty on such liabilities, if any, as may arise.	Amount not determinable	

Notes:

The Group's pending litigations comprise of claims against it and proceedings pending with Tax and other Authorities (including the cases, where the tax authorities have filed the appeal against the matters decided in favour of the Group). The Group has reviewed all its pending litigations and proceedings and has made adequate provisions wherever required and disclosed the contingent liabilities, wherever applicable, in its consolidated financial statements. The Group does not reasonably expect the outcome of these proceedings to have a material impact on its financial statements.

8. Disclosures in respect of Non-Cancellable Operating Leases

The Group does not have any non-cancellable operating leases

9. 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 2i 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.

(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 consolidated statement of profit and loss and

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

As at and for the year ended 31st March 2022

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.

Most of the transactions of the subsidiaries are dominated in the functional currency of the respective subsidiary. Other foreign currency transactions entered into by the subsidiaries are immaterial. Therefore Foreign currency sensitivity analysis has been performed only by the holding Company. A majority of the Holding 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)

Particulars	Currency Type	As at 31 st March, 2022		As at 31 st March, 2021	
		Foreign Currency in Lakhs	(in ₹ Crore)	Foreign Currency in Lakhs	(in ₹ Crore)
Trade Receivables	USD	--	--	1.08	0.79
Trade payable	USD	--	--	3.42	2.50

Note: Excluding borrowings by way of senior notes by US subsidiaries.

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 31st March, 2022 by approximately ₹ 0.00 Crores. / ₹ 0.00 Crores respectively (previous year ended 31st March, 2021 : ₹ 0.16 Crores. / ₹ 0.16 Crores. respectively).

B. Interest rate risk

The Group is exposed to Interest rate risk because entities in the Group have borrowed funds at both fixed & floating interest rates. Interest rate risk has been measured by using the cash flow sensitivity for changes in variable interest rates. The sensitivity analysis has been determined based on the exposure to financial instruments at the end of the reporting period. Any movement in the reference rates could have an impact on the Company's cash flows as well as costs.

The Group had borrowed through a number of financial instruments such as External Commercial Borrowings (ECBs), Rupee term loans and working capital demand loans. The Group is subject to variable interest rates on some of these interest bearing liabilities. As at the end of the current reporting period, the liability on account of ECBs has devolved on the Holding Company and is now payable in Indian Rupees.

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 impact on interest rates over the 12 months period would result in Company's net finance expense by approximately ₹± 16.18 crores (previous year ended 31st March, 2021: ₹± 16.18 crores).

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.

Liquidity risk

Liquidity risk refers to the probability 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 is presently facing a severe liquidity crisis, primarily on account of non-realization of its receivables, as a result of which it has not been able to discharge its financial obligations.

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

As at and for the year ended 31st March 2022

10. Statement pursuant to details to be furnished for subsidiaries as prescribed by Companies Act, 2013

Sr No.	Name of entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in total comprehensive income		Share in total comprehensive income	
		As % of consolidated net assets	₹ in crores	As % of consolidated profit or loss	₹ in crores	As % of consolidated other comprehensive income	₹ in crores	As % of consolidated total comprehensive income	₹ in crores
	Holding Company: Rolta India Limited	54%	(3,986.35)	85%	(606.14)	100%	(130.49)	87%	(736.64)
	Subsidiaries								
	Indian								
1	Rolta Defence Technology Systems Pvt Ltd	-7%	494.38	10%	(70.06)	-	-	8%	(70.06)
2	Rolta BI and BIG Data Analytics Pvt Ltd	0%	(12.40)	1%	(9.37)	-	-	1%	(9.37)
3	Rolta Thales Ltd	0%	(0.10)	0%	(0.01)	-	-	0%	(0.01)
	Foreign								
1	Rolta International Inc.	23%	(1,689.87)	-9%	61.62	-	-	-7%	61.62
2	Rolta Saudi Arabia Ltd	1%	(41.07)	2%	(11.53)	-	-	1%	(11.53)
3	Rolta Middle East FZ-LLC	10%	(756.04)	4%	(27.02)	-	-	3%	(27.02)
4	Rolta UK Ltd	7%	(525.62)	10%	(71.02)	-	-	8%	(71.02)
5	Rolta Global B.V	4%	(315.65)	3%	(18.04)	-	-	2%	(18.04)
	Total elimination/ adjustment	13%	(981.57)	-5%	39.00	-	-	-5%	39.00
	Total	100%	(7,367.48)	100%	(712.57)	100%	(130.49)	100%	(843.07)

11. Pursuant to the execution of a definitive Restructuring Services Agreement (RSA) entered with the Streamcast Group on August 6, 2019, under the terms of which the Streamcast Group will assist Rolta India Ltd., its group companies and its subsidiaries in repayment and restructuring of its liabilities. In view of the difficulties faced by the Streamcast Group, with the statutory authority in Europe, the company has recently signed a tripartite amendment agreement on 23rd March, 2022 with Streamcast Group and its holding Company Jump Network Inc. USA. The Board has conducted the due diligence of Jump Network Inc. and are satisfied with their credentials. As per the agreement now the RSA has been taken over by Jump Network Inc. USA and as per the recent communication from Jump Network Inc. USA, the RSA is expected to be implemented from October, 2022 onwards. Thereafter, the Group will be able to come out of the financial crisis and all the liabilities will be settled by Jump Network Inc, USA. Therefore, Management of the Group is of the view that it continues to be a going concern.

12. a) The Holding Company had received from the Government Department, the payment of ₹227.77 Crores in the month of May, 2022 out of which amount of ₹7.72 Crores was deducted towards TDS (Income Tax and GST) and also further deducted ₹23.18 Crores towards TDS payable by the Company for earlier period and remitted the same to the Department directly. Accordingly, the Holding Company received ₹196.87 Crores net of taxes in Kotak Mahindra Bank. The said amount was not released by Kotak Mahindra Bank due to the claim received from Union Bank of India. The Holding Company therefore filed a commercial suit against Kotak Mahindra Bank in Hon'ble High Court, Mumbai and the matter is subjudice and Kotak Mahindra Bank account became non operational.

Once the Holding Company receives the favourable order from the court, it will receive ₹196.87 Crores which will help the Holding Company to settle all pressing liabilities including statutory dues etc.

b) The Holding Company is putting all efforts to realise the balance amount from the Government department against unbilled receivables.

13. The Holding Company has executed Projects for Haryana Space Application Centre (HASAC). The Company has completed the project fully, however, there were some disputes consequent to which the matter was referred to Arbitral Tribunal. The Arbitrator awarded the order in favour of the Company for an amount of ₹8.74 Crores. However, HARSAC has approached the higher court and the matter is currently subjudiced.

14. (i) The Holding Company has adjusted in its books, the amount receivable from its UK subsidiary i.e. Rolta UK Limited (RUK) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon, trade receivables and advances recoverable against long term export advance received and other amounts payable to them.

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

As at and for the year ended 31st March 2022

(ii) Similarly, the Holding Company has adjusted in its books the amount receivable from its subsidiary i.e. Rolta Middle East FZ LLC (RME) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon as well as trade receivables against long term export advance received and other amounts payable to them. Further, the Company has also adjusted the long term export advance received from two sub subsidiaries against the SBLC due receivable from RME.

(iii) The Holding Company has made necessary application stating the above facts to Reserve Bank of India seeking their permission for the above adjustment and the approval is still awaited.

15. The Holding Company's Current Bank Accounts (except for current account with Axis Bank where inward or outward foreign remittances were not permitted) were attached by the Income Tax Department (TDS Division) during September, 2019. In absence of operating Current Accounts, the Export remittances from RIL's overseas subsidiaries were received by Rolta Overseas Private Limited by way of assignments of Invoices raised on RIL's overseas subsidiaries, based on legal opinion, the funds so received were fully utilised for RIL's expenses through Axis Bank up to June, 2021 and thereafter the private companies made the payments directly to the parties as per RIL's direction.
16. The Group has, as on the reporting date, recognized accumulated net Deferred Tax Asset of ₹ 1872.67 Crores (Previous Year ₹1900.59) after adjusting the Deferred Tax Liability of ₹ Nil (Previous Year ₹ 606.25). The Deferred Tax Asset has arisen on account of business losses. The management is of the view that the Group will be able to generate enough taxable profits in the subsequent years for setting off the accumulated losses, in view of what is stated in clause 11 and 12 (a) above. The projections of future profitability have been examined and approved by the Board of Directors.
17. a) Union Bank of India and certain Bondholders have filed application in NCLT seeking relief under Section 7 of Insolvency and Bankruptcy Code. The said petition is still to be heard for admission. Union Bank of India, Central Bank of India, Bank of Baroda and Syndicate Bank (now owned by Canara Bank) have filed Securitisation Application (SA) in DRT Court, Mumbai and the Company is contesting the same and the said applications are pending in the DRT Court, Mumbai and the legal process is continuing.
b) The Holding Company had availed a Term Loan of ₹40 crores from Vijaya Bank, now known as Bank of Baroda, in December, 2017 and Mortgaged the Property owned and situated at Delhi as security. The said property was retained along with other securities by the bank for the facility of ₹240 Crores which was provided to Rolta Private Ltd and disbursed the loan for the purpose of supporting Rolta India Ltd. Since, the Company could not service the Inter Corporate Deposit given by Rolta Private Ltd, the facility became Non Performing Asset and the Bank auctioned the said property in Delhi through e-auction on 20.09.2021 for a consideration of ₹36.16 Crores and therefore, the said property has been accounted for as sale during the year.
c) In absence of operative bank accounts the funding and operations are carried through promoter group companies.
18. The Holding Company has received the approval for Royalty free use of name of "ROLTA" till 31st December, 2022
19. As at March 31, 2022, outstanding fund-based borrowings of Banks aggregates to ₹5,711.87 Crores. The Banks have not provided the balance confirmation to the Company due to it's NPA status. Adjustment to principal and interest, if any, will be recognized in the year of final settlement, pending receipt of confirmations of their balances as on the reporting date.

The Holding Company has borrowed from Group Private Companies amounting to ₹636.39 Crores and has received the confirmation from them.

No Confirmation is received from one private party for an amount of ₹4.50 Crores.

20. Details of Benami Property Held :

The Group do not have any Benami Property, where any proceeding has been initiated or pending against the Group for holding any Benami Property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.

21. Wilful Defaulter

The Group has not been declared as a Wilful Defaulter by any Financial Institution or bank as at the date of Standalone Balance Sheet.

22. Relationship with Struck Off Companies :

The Group has not identified any transactions or balances in any reporting periods with companies whose name is struck off under section 24B of the Companies Act, 2013 or section 560 of Companies Act, 1956.

23. Registration of Charges or Satisfaction with Registrar of Companies (ROC) :

This requirement is not relevant at the Consolidated Financial Statements level and hence not disclosed.

24. Compliance with Number of Layers of Companies :

The Group has complied with the provision of the number of layers prescribed under clause(87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

25. Compliance with approved Scheme(s) of Arrangements :

There are no Schemes of arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of Companies Act, 2013

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

As at and for the year ended 31st March 2022

26. Discrepancy in Utilization of Borrowings :

The Group has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the standalone balance sheet date. There are no discrepancies in utilisation of borrowings.

Utilisation of Borrowed funds and share premium:

(A) The Group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other persons(s) or entity(ies), including foreign entities (intermediaries).

(B) The Group has not received any fund from any person(s) or entity (ies), including foreign entities (Funding Party).

The Group has not advanced or loaned or invested funds to any other person(s) or entity (ies) including foreign entities (intermediaries) with the understanding that the intermediary shall:

a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company(Ultimate Beneficiaries) or

b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

27. The Group has not received any fund from any person(s) or entity(ies), including foreign entities(Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall;

a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or ;

b) Provide any guarantee, security or the like on behalf of the Ultimate beneficiaries.

28. Additional Information :

Undisclosed Income:

The Group has no transaction that is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961)

29. Details of Crypto Currency or Virtual Currency

The Group has not traded or invested in Crypto currency or Virtual Currency.

30. Previous period figures are regrouped /rearranged wherever necessary.

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

For and on behalf of Board of Directors

For J. Kala & Associates
Chartered Accountants
Firm's Registration No. 118769W

Jayesh Kala Partner
Membership No. 101686

K. K. Singh
Chairman & Managing Director
DIN: 00260977

Ramdas B Gupta
Director
DIN: 08431597

Dineshkumar Kapadia
Chief Financial Officer

Homai A Daruwalla
Director
DIN: 00365880

Lt. Gen. K. T. Parnaik (Rtd.)
Joint Managing Director
DIN: 07129253

Hetal Vichhi
Company Secretary & Compliance Officer

Ramnath Pradeep
Director
DIN: 02608230

Mumbai
29th September, 2022

Mumbai
29th September, 2022

Independent Auditors' Report on the Standalone Financial Statements

To the

Board of Directors of Rolta India Limited

Qualified Opinion

We have audited the accompanying statement of standalone financial results of Rolta India Limited ('the Company') for the quarter and year ended March 31, 2022 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulations 33 of the SEBI (Listing, Obligations and Disclosure requirements) Regulations, 2015 ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us, the statement:

- a) is presented in accordance with the requirements of Regulation 33 of the Listing Regulations, and
- b) except for the possible effects of the matters described in the basis for qualified opinion paragraph below, gives a true and fair view in conformity with the applicable Indian Accounting Standards (Ind AS) and other accounting principles generally accepted in India, of the net loss, total comprehensive income and other financial information of the Company for the quarter and year ended March 31, 2022.

Basis for Qualified Opinion

- a) The Company has incurred net loss before tax of ₹207.10 crores and ₹621.63 crores, during the quarter and year ended March 31, 2022, respectively and having accumulated losses of ₹4,152.25 crores as on that date. Considering continuing liquidity crunch, applications pending against the Company in NCLT/DRT and the significant fall in revenues indicate that presently a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

The financial statement have been prepared on going concern basis as explained in note no 4 and 5 (a) of the Statement and the same is also dependent upon the implementation of Restructuring Services Agreement (RSA) pending for more than three years.

In view of uncertainty, we are unable to express an opinion as to whether the Company can operate as a going concern and also to the extent of the effect on the accumulated losses, assets and liabilities as at the year-end and losses for the year which is presently not ascertainable.

- b) (i) During the year ended March 31, 2021, the Company had adjusted in its books, the amount receivable from its US subsidiary, Rolta International Inc. (RUS) arising from devolvement of Standby Letters of Credit (SBLC) and interest thereon against long term export advances received. Further, the company has also adjusted amount payable to step down subsidiary of RUS against the SBLC dues receivable from RUS. The Company has made necessary applications stating the above facts to Reserve Bank of India for their permission for adjusting the amount receivable from RUS against the amount payable to them, which is still awaited.
- (ii) We draw attention to Note 6 of the Statement. The Company has adjusted in its books, the amount receivable from its UK subsidiary i.e. Rolta UK Limited (RUK) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon against long term export advance received. Further, the Company has also adjusted the receivables against the payables and advance of RUK. Similarly the Company has adjusted in its books the amount receivable from its subsidiary i.e. Rolta Middle East FZ LLC (RME) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon against long term export advance received. Further, the Company has also adjusted the receivables against the payables and advance of RME. The Company has made necessary application stating the above facts to Reserve Bank of India for their permission for adjusting the amount receivable from RUK and RME against the amount payable to them which is still awaited.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered

Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Statement under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Statement.

Emphasis of Matter:

- a. We draw attention to Note 3 of the Statement, regarding case filed by certain Bond holders against the Company and its international subsidiaries at Supreme Court of the State of New York and status of the same.

i) An order of Hon'ble Supreme Court of the State of New York, County of New York, has been passed on September 02, 2020 in favour of certain Bondholders for an amount of US \$ 183 million (approx.) plus interest at 9% upto the date of payment against the Company and its International Subsidiaries of the Company. Further a turnover order dated October 20, 2020 on a motion submitted by the plaintiffs was passed by the said Hon'ble Court in New York in favour of the Plaintiffs, directing the defendants to turn over their cash on hand and their stock / membership interest owned in subsidiaries of the company.

Rolta India Ltd. has filed a suit no. 3396/2020 dated November 10, 2020 in Hon'ble Bombay High Court with the main prayer to grant interim injunction and declare that the summary judgement dated September 02, 2020 and turnover order dated October 20, 2020 cannot be executed and the suit is pending before the Hon'ble Bombay High Court.

The Hon'ble Supreme Court of New York appointed a receiver vide its order dated 16th April, 2021 against Rolta International Inc. (RUS), its subsidiaries and Rolta India Ltd vide its order dated August 24, 2021.

Based on the advice of Legal Advisor for the Company in US, the company turned over its shareholding in Rolta Canada Ltd, Rolta LLC and Rolta America LLC, the subsidiaries of RUS, to the Bondholders on 13/09/2021 who had obtained the Turnover Order dated 20th October, 2020 from Hon'ble Supreme Court of the County of New York. As per New York Court Order, the Rolta Directors on RUS have ceased to be on Board of RUS and the Receiver has taken over the Management and financial control of RUS and its subsidiaries from September 2021. However, ownership of RUS still remains with Rolta India Ltd and Rolta Global BV as turnover order for shares owned by Rolta India Ltd and Rolta Global BV has not been domesticated in local jurisdictions.

Recently on March 22, 2022, Company has perfected the appeal before the higher Appellate court of New York against the (i) Turnover Orders, (ii) the Receivership Orders which is still under consideration of Appellate Court. The New York court also ordered RIL and its Chairman and Managing Director to provide all emails from May 2016 onwards including privileged communication also to be handed over to the litigant bondholders vide its order dated March 25, 2022. The company appealed this order in appellate court of New York and got the interim stay for the appellate court on June 09, 2022. There are no further orders by the Appellate Court apart for the above matter.

Consideration for transfer of shares of the three US subsidiaries of RUS would be accounted by RUS as and when ordered by Court and thereafter, would be adjusted against the liability of the Bondholders. Meanwhile, these subsidiaries have been considered for consolidation upto September 2021. Further, the audit of Rolta International Inc. and its subsidiary could not be undertaken as the books of the accounts are not available as they are under control of Receiver

ii) The Management of the Company is confident of improvement in the business after restructuring as mentioned in Note 4 and 5(a) below and therefore, notwithstanding ongoing legal disputes, exposure of the Company by way of investments in equity shares and receivable of ₹206.94 crores and ₹5.93 crores, respectively, continues to be measured and carried forward at book values and has not been impaired.

- b) We draw attention to Note 7 of the Statement. Company's Current Bank Accounts (except for current account with Axis Bank where inward/outward foreign remittances were not permitted) were attached by the

Independent Auditors' Report

Income Tax Department (TDS Division) during September 2019. In absence of operating Current Accounts, the Export remittances from RIL's overseas subsidiaries were received by the Group Company, Rolta Overseas Private Limited (ROPL) by way of assignments of Invoices raised on RIL's overseas subsidiaries, based on the legal opinion, and the funds so received were fully utilised for RIL's expenses through Axis Bank upto June, 2021 and thereafter ROPL made the payments directly to the parties as per RIL's directions.

- c) We draw attention to Note 9 (c) of the Statement, in the absence of operative bank accounts, the funding and operations are carried through promoter group companies.
- d) We draw attention to Note 11 of the Statement. As at March 31, 2022, outstanding fund-based borrowings of Banks aggregates to ₹5,711.87 crores. The Banks have not provided the balance confirmation to the company due to its NPA status. Adjustment to principal and interest, if any, will be recognized in the year of final settlement, pending receipt of confirmations of their balances as on the reporting date. The Company has borrowed from Group Private Companies amounting to ₹636.39 crores and has received the confirmation from them. No confirmation is received from one private party for an amount of ₹4.50 crores.

Our conclusion is not modified in respect of the above.

Management's Responsibilities for the Standalone Financial Results

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of Statement that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance whether the Statement are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Statement that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the Statement may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work in evaluating the results of our work and (ii) to evaluate the effect of and identified misstatements in the Statement.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

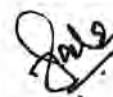
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Statement of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We report that the figures for the quarter ended March 31, 2022 represent derived figures between the audited figures in respect of the financial year ended March 31, 2022 and the published unaudited year-to-date figures up to December 31, 2021 being the date of the end of the third quarter of the current financial year, which were subjected to a limited review by us.

For J. Kala & Associates
Chartered Accountants
ICAI Firm's Registration no. 118769W



Jayesh Kala
Partner
Membership No. - 101686

Place: Mumbai
Date: September 29, 2022

UDIN: 22101686AWJVVG7968

Independent Auditors' Report

To The

Members of Rolta India limited

Report on the Audit of Standalone Financial Statements

Qualified Opinion

We have audited the accompanying standalone Ind AS financial statements of Rolta India Limited ("the Company"), which comprises of Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of matters described in the Basis for Qualified Opinion section of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, its loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

a) The Company has incurred net loss before tax of ₹621.63 crores, during the year ended March 31, 2022, and having negative Other Equity of ₹4,152.25 crores as on that date. Considering continuing liquidity crunch, applications pending against the Company in NCLT/DRT and the significant fall in revenues indicate that presently a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

The financial statements have been prepared on going concern basis as explained in note no 30 (14) and 30 (15) (a) of the Standalone Financial Statements and the same is also dependent upon the implementation of Restructuring Services Agreement (RSA) pending for more than three years.

In view of uncertainty, we are unable to express an opinion as to whether the Company can operate as a going concern and also to the extent of the effect on the accumulated losses, assets and liabilities as at the year-end and losses for the year which is presently not ascertainable.

b) (i) During the year ended March 31, 2021, the Company had adjusted in its books, the amount receivable from its US subsidiary, Rolta International Inc. (RUS) arising from devolvement of Standby Letters of Credit (SBLC) and interest thereon against long term export advances received. Further, the company has also adjusted amount payable to step down subsidiary of RUS against the SBLC dues receivable from RUS. The Company has made necessary applications stating the above facts to Reserve Bank of India for their permission for adjusting the amount receivable from RUS against the amount payable to them, which is still awaited.

(ii) We draw attention to Note 30 (16) of the Standalone Financial Statements. The Company has adjusted in its books, the amount receivable from its UK subsidiary i.e. Rolta UK Limited (RUK) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon, trade receivables and advances recoverable against long term export advance received and other amounts payable to them. Similarly, the Company has adjusted in its books the amount receivable from its subsidiary i.e. Rolta Middle East FZ LLC (RME) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon as well as trade receivables against long term export advance received and other amounts payable to them. Further, the Company has also adjusted the long term export advance received from two sub subsidiaries against the SBLC due receivable from RME. The Company has made necessary application stating the above facts to Reserve Bank of India for their permission for adjusting the amount receivable from RUK and RME against the amount payable to them which is still awaited.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

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

Emphasis of Matters:

a) We draw attention to Note 30 (13) (a) of the Standalone Financial

Statements, regarding case filed by certain Bond holders against the Company and its international subsidiaries at Supreme Court of the State of New York and status of the same.

i) An order of Hon'ble Supreme Court of the State of New York, County of New York, has been passed on September 02, 2020 in favour of certain Bondholders for an amount of US\$ 183 million (approx) plus interest at 9% upto the date of payment against the Company and its International Subsidiaries of the Company. Further a turnover order dated October 20, 2020 on a motion submitted by the plaintiffs was passed by the said Hon'ble Court in New York in favour of the Plaintiffs, directing the defendants to turn over their cash on hand and their stock / membership interest owned in subsidiaries of the company.

Rolta India Ltd. has filed a suit no. 3396/2020 dated November 10, 2020 in Hon'ble Bombay High Court with the main prayer to grant interim injunction and declare that the summary judgement dated September 02, 2020 and turnover order dated October 20, 2020 cannot be executed and the suit is pending before the Hon'ble Bombay High Court.

The Hon'ble Supreme Court of New York appointed a receiver vide its order dated 16th April, 2021 against Rolta International Inc (RUS), its subsidiaries and Rolta India Ltd vide its order dated August 24, 2021.

Based on the advice of Legal Advisor for the Company in US, the company turned over its shareholding in Rolta Canada Ltd, Rolta LLC and Rolta America LLC, the subsidiaries of RUS, to the Bondholders on 13th September, 2021 who had obtained the Turnover Order dated 20th October, 2020 from Hon'ble Supreme Court of the County of New York. As per New York Court Order, the Rolta Directors on RUS have ceased to be on Board of RUS and the Receiver has taken over the Management and financial control of RUS and its subsidiaries from September 2021. However, ownership of RUS still remains with Rolta India Ltd and Rolta Global BV as turnover order for shares owned by Rolta India Ltd and Rolta Global BV has not been domesticated in local jurisdictions.

Recently on March 22, 2022, Company has perfected the appeal before the higher Appellate court of New York against the (i) Turnover Orders, (ii) the Receivership Orders which is still under consideration of Appellate Court. The New York court also ordered RIL and its Chairman and Managing Director to provide all emails from May 2016 onwards including privileged communication also to be handed over to the litigant bondholders vide its order dated March 25, 2022. The company appealed this order in appellate court of New York and got the interim stay for the appellate court on June 09, 2022. There are no further orders by the Appellate Court apart for the above matter.

ii) The Management of the Company is confident of improvement in the business after restructuring as mentioned in Note 30 (14) and 30 (15) (a) and therefore, notwithstanding ongoing legal disputes, exposure of the Company by way of investments in equity shares and receivable of ₹206.94 crores and ₹5.93 crores, respectively, continues to be measured and carried forward at book values and has not been impaired.

b) We draw attention to Note 30 (17) of the Standalone Financial Statements. Company's Current Bank Accounts (except for current account with Axis Bank where inward/ outward foreign remittances were not permitted) were attached by the Income Tax Department (TDS Division) during September, 2019. In absence of operating Current Accounts, the Export remittances from RIL's overseas subsidiaries were received by the Group Company, Rolta Overseas Private Limited (ROPL) by way of assignments of Invoices raised on RIL's overseas subsidiaries, based on the legal opinion, and the funds so received were fully utilised for RIL's expenses through Axis Bank upto June, 2021 and thereafter ROPL made the payments directly to the parties as per RIL's directions.

c) We draw attention to Note 30 (19) (c) of the Standalone Financial Statements, in the absence of operative bank accounts, the funding and operations are carried through promoter group companies.

d) We draw attention to Note 30 (21) of the Standalone Financial Statements. As at March 31, 2022, outstanding fund-based borrowings of Banks aggregates to ₹5,711.87 crores. The Banks have not provided the balance confirmation to the company due to its NPA status. Adjustment to principal and interest, if any, will be recognized in the year of final settlement, pending receipt of confirmations of their balances as on the reporting date. The Company has borrowed from Group Private Companies amounting to ₹636.39 crores and has received the confirmation from them. No confirmation is received from one private party for an amount payable of ₹4.50 crores.

Our opinion is not modified in respect of the above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Independent Auditors' Report

Sl. No.	Key Audit Matter	Auditor's Response
1	<p>Accuracy of booking of revenues in respect of fixed price ongoing contracts involving critical estimates</p> <p>Estimate of effort is a critical estimate to determine revenues in case of ongoing contracts. This estimate has a high inherent uncertainty as it requires consideration of progress of the contract, efforts incurred till date and efforts required to complete the remaining contract performance obligations.</p> <p>Refer note no. 2 (b) to the standalone financial statements.</p>	<p>Principal Audit Procedures</p> <p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> Evaluating the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations; Tiering the access and application controls pertaining to time recording, allocation and budgeting systems which prevents unauthorized changes to recording of efforts incurred; Selecting a sample of contracts and thorough inspection of evidence of performance of these controls, testing the operating effectiveness of the internal controls relating to efforts incurred and estimated; Selecting a sample of contracts and performing a retrospective review of efforts incurred with estimated efforts, so as to identify significant variations and verify whether these variations have been considered in estimating the remaining efforts to complete the contract; Reviewing a sample of contracts with unbilled revenues to identify possible delays in achieving milestones, which require change in estimated efforts, to complete the remaining performance obligations.
2	<p>Non repayment of principal and interest due thereon in respect of borrowings</p> <p>Non repayment of borrowings is one of the events/ conditions that may cast significant doubts on a Company's ability to continue as a going concern.</p> <p>The Company has defaulted in repayment of principal and interest due thereon, aggregating ₹ 5,711.87 crores (Previous Year ₹ 4,962.65 crores), in respect of Secured Borrowings and Working Capital Term Loans taken from various banks.</p> <p>Further, the aforesaid amount also includes liability on account of devolvement of Letter of Credit and Invocation of Stand by Letters of Credit and Bank Guarantees.</p>	<p>Principal Audit Procedures</p> <p>We obtained details of principal and interest due thereon to various banks as at March 31, 2022, from the Management and confirmed the accuracy of the amounts outstanding payable to various banks against each of the facilities.</p> <p>Refer note no. 30 (19) and 30 (21) to the standalone financial statements</p>
3	<p>Non-payment of statutory dues</p> <p>During the year, the Company has defaulted in depositing statutory dues with various authorities. As at March 31, 2022, the Company has not deposited the following statutory dues with the respective authorities:</p> <ol style="list-style-type: none"> Tax Deducted at Source - ₹29.12 crores. Provident Fund (including Pension) ₹4.47 crores Profession Tax - ₹0.31 crores ESIC (including welfare fund)- ₹ 0.08 crores Sales tax and Service tax - ₹3.32 crores Goods & Service Tax (GST)- Reverse Charge - ₹1.25 crores Property Tax- ₹5.06 crores 	<p>Principal Audit Procedures</p> <p>Obtained details including ageing of various statutory dues payable by the Company to various authorities as at March 31, 2022, from the Management.</p> <p>Confirmed the amount of the statutory dues payable, as at March 31, 2022, to various authorities from the relevant documents, challans and ledger accounts maintained by the Company for each of the said dues.</p>
4	<p>Adjustment of certain payable and receivable balances of two subsidiaries and pending approval from the Reserve Bank of India in this regard.</p> <p>The Company has adjusted in its books, the amount receivable from its UK subsidiary i.e. Rolls UK Limited (RUK) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon, trade receivables and advances recoverable against long term export advance received and other amounts payable to them. Similarly the Company has adjusted in its books the amount receivable from its subsidiary i.e. Rolls Middle East FZ LLC (RME) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon as well as trade receivables against long term export advance received and other amounts payable to them. Further, the Company has also adjusted the long term export advance received from two sub subsidiaries against the SBLC due receivable from RME.</p>	<p>Refer to the para (b) "Basis for Qualified Opinion" section of the Report.</p>
5	<p>Company's inward foreign remittances received in the bank accounts of the group companies.</p>	<p>Refer to the comments in para (b) of the "Emphasis of Matters" section of the Report.</p>
6	<p>Recognition of deferred tax assets. (Carrying amount of net Deferred tax assets amounting to ₹ 825.48 crore).</p>	<p>We refer to our comments in the para (a) "Basis for Qualified Opinion" section of the Report.</p>

Sl. No.	Key Audit Matter	Auditor's Response
7.	<p>Management assessment of appropriateness of Going Concern Assessment:</p> <p>Management has made an assessment of the Company's ability to continue as a Going Concern as required by Ind AS1 Presentation of Financial Statements considering all the available information and has concluded that the going concern basis of accounting is appropriate.</p> <p>Going Concern assessment has been identified as a key audit matter considering the significant judgements and estimates involved in the assessment and its dependence upon management's ability to complete the planned implementation of Restructuring Service Agreement (RSA) entered with the Streamcast Group including the possible option to refinancing of certain current financial obligations</p>	<p>Principal Audit Procedures</p> <p>Obtained an understanding of the process and tested the internal controls associated with the management's assessment of Going Concern assumption.</p> <p>Discussed with management and assessed the assumptions, judgements and estimates used in developing business plan and cash flow projections having regards to past performance and current emerging business trends affecting the business and industry.</p> <p>Status of the Restructuring service agreement (RSA) entered with the Streamcast Group and the steps taken for the implementation of RSA.</p> <p>Assessed the adequacy of the disclosures in the standalone Ind AS financial statements. We refer to our comments in the para (a) "Basis for Qualified Opinion" Section of the Report.</p>
8.	<p>Assessment of contingent liabilities disclosed in respect of Corporate and Bank Guarantees given and tax matters</p> <p>As at March 31, 2022, the Company has given various corporate guarantees for its customers (including subsidiaries) / senior officers issued by subsidiaries / Related party and also has significant tax exposures and is subject to periodic assessments/ demands by tax authorities on income tax and a range of indirect tax matters.</p> <p>Refer to our comments in para (a) of the Emphasis of matters section of the report, regarding the status of the ongoing legal case.</p> <p>Management judgement is involved in assessing whether an obligation exists and whether a provision should be recognised as at Balance sheet date or the disclosure thereof as contingent liabilities.</p> <p>We considered this a key audit matter as:</p> <ol style="list-style-type: none"> The amounts involved are significant to the standalone financial statements. Change in the management's judgements and estimates may significantly affect the provisions recognised or contingent liabilities disclosed. 	<p>Principal Audit Procedures</p> <p>Obtained management's assessment in respect of key tax matters and status of the various corporate and bank guarantees issued as to whether outflow is either probable, possible or remote.</p> <p>Obtaining an understanding of the risk analysis performed by the company, with the relating supporting documentation and studying written statements from internal / external legal experts, where applicable.</p> <p>Evaluated the adequacy of disclosures made in the standalone financial statements.</p> <p>Based on the above procedures, we considered the management's assessment in recognizing provisions and disclosing contingent liabilities in respect of the stated tax matters, as reasonable.</p>
9.	<p>Disclosure of exceptional items of Rs. 190.56 Crores (Income) in Statement of Profit & Loss for the year ended March 31, 2022 [Refer note 29 to the Standalone financial statements for the year ended March 31, 2022]</p> <p>Certain items of income or expense within profit or loss from ordinary activity is of such size, nature or incidence that their disclosure is relevant to explain the performance of the Company for the year, the nature and amount of such items is disclosed as exceptional items.</p> <p>We considered this a key audit matter as:</p> <ol style="list-style-type: none"> The amounts involved are significant to the standalone financial statements. Involves a significant management's judgements and assessment that may significantly affect the provisions recognised. 	<p>Principal Audit Procedures:</p> <p>Assessing the appropriateness of the methodology applied in determining the recoverable and payable amounts.</p> <p>Obtained from the management, the details of the reversals made by the company during the year ended March 31, 2022, along with the inter-company balance confirmations after considering the effect of such reversal entries.</p> <p>Verification that the accounting and /or disclosure as the case may be in the standalone financial statements is in accordance with the assessment of legal counsel/ management.</p>
10.	<p>Recoverability of carrying value of financial assets such as investments, trade receivables, unbilled revenue (contract assets) and loans.</p> <p>The assessment of recoverable amount of the Company's investments, trade receivables, unbilled revenue (contract assets) and loans is considered as significant risk area in view of the materiality of the amounts involved, judgements involved in determining of impairment/ recoverability of the carrying value of the investment or other aforesaid financial assets, which includes assessment of conditions and financial indicators of the parties from whom these amounts are recoverable, such as current business operations, orders in hand, expected sales, future business plan and the latest correspondence with them.</p>	<p>Principal Audit Procedures:</p> <p>Assessing the appropriateness of the methodology applied in determining the recoverable amount.</p> <p>Verification that the accounting and /or disclosure as the case may be in the standalone financial statements is in accordance with the assessment of management.</p> <p>Refer to the comments in para (a) of the "Basis for Qualified Opinion" section of the Report and Note No. 30 (13) (b) and 30(15)(b).</p>

Information Other than the Standalone Financial Statements and Auditor's report thereon

The Company's Board of Directors is responsible for the preparation of other information. The Other information comprises the information included in the Board's Report including Annexures to the Board report, but does not include the standalone financial statements and our auditor's report thereon.

Our qualified opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance / conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material

Independent Auditor's Report

misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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 Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance whether the standalone financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of an identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. Pursuant to the Companies (Auditor's Report) Order, 2020 ("the Order"), issued

by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 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 and records.
- (c) The Balance sheet, the Statement of Profit & Loss (including other comprehensive income), Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.
- (e) The matters described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
- (f) On the basis of the written representation received from the directors as on March 31, 2022 taken on records by the Board of Directors, none of the directors are disqualified as on March 31, 2022 from being appointed as a Directors in terms of Section 164(2) of the Act.
- (g) 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".
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Sec 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (i) With respect to the matters to be included in the Auditor's report in accordance with the rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial performance in its standalone financial statements. (Refer note nos. 30 (9), 30 (13), 30 (15) (a) and 30 (19)(a) of the standalone financial statements).
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in notes to accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
b) The Management has represented, that, in the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e), as provided under (a) and (b) above, contain any material misstatement.
- v. No dividend was declared or paid during the year by the Company.

For J. Kala & Associates
Chartered Accountants
Firm's Registration no. 118769W

Jayesh Kala
Partner
Membership No. - 101686
UDIN: 22101686AWJVY27136

Place: Mumbai
Date: September 29, 2022

Independent Auditor's 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)

- i.
- (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment (PPE) and relevant details of right-of-use assets.
 - (B) The Company is maintaining proper records showing full particulars of intangible assets.
 - As informed to us, all property, plant and equipment have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such physical verification.
 - 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 (other than properties where the Company is the lessee and lease agreements are duly executed in favour of the Company) are held in the name of the Company.
 - The Company has not revalued any of its Property, Plant and Equipment and intangible Assets (including right-of-use assets), during the year.
 - As informed to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
- The Company is in the business of rendering services, primarily rendering software services, and consequently, does not hold any physical inventory. Hence, paragraph 3(ii) of the Order is not applicable to the Company.
 - The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks which are secured on the basis of security of current assets. No statements / details are filed in the matter as these accounts have been declared as Non-Performing Assets (NPA).
- iii.
- In our opinion and according to the information provided to us, the Company has provided Guarantee cum Security in earlier years, details whereof are as under:

(in ₹ Crore)

Name of Related Party	Relation	Nature	Balance outstanding as on 31.03.2022
Rolta UK Ltd	Sub- Subsidiary	Corporate Guarantee for Performance	93.59
Rolta International Inc	Subsidiary	Corporate Guarantee for Senior Notes	5,967.52
Rolta Private Ltd	Enterprises over which significant influence by Key Managerial Personnel	Corporate Guarantee for borrowings	940.00

- In our opinion, having regard to the nature of the Company's business, the terms and conditions of the guarantee cum security provided are, prima facie, not prejudicial to the Company's interest.
 - The Company has not provided any loans or advances in the nature of loans, and hence reporting under clause (iii) (c) to (f) of paragraph 3 of the Order is not applicable.
- iv.
- In our opinion and according to the information and explanations given to us, during the year, there are no loans given, investments made in, and guarantees or securities given in respect of which the provisions of section 185 and 186 of the Act are applicable and hence not commented upon.
- v.
- No deposits have been accepted by the Company within the meaning of Section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.
- vi.
- As informed to us, the maintenance of cost records has not been prescribed by the Central Government under Section 148(1) of the Act, in respect of the activities carried on by the Company. Therefore, the provisions of clause (vi) of the Order are not applicable to the Company.

- vii.
- According to the information and explanations given to us and on the basis of our examination of the records, the Company is not regular in depositing undisputed statutory dues, including Goods and Service Tax (GST), provident fund employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable except for the following:

Particulars	Amount (₹ in crores)
Profession Tax	0.30
Provident & Pension Fund	4.19
ESIC & Labour Welfare Fund	0.08
TDS	26.10
GST (RCM)	0.66
Property Tax	4.70

- According to the information and explanations given to us, statutory dues referred to in sub clause (a) have not been deposited on account of any dispute are as follows:

Name of Statute	Amount (Rs. in crores)	Period to which the amount related	Forum where dispute is pending
Income Tax Act, 1961	57.45	AY 2015-16	Income Tax Appellant Tribunal (ITAT)
	38.06	FY 2016-17	Commissioner of Income Tax (Appeals)
	32.20	FY 2016-17	Income Tax Appellant Tribunal (ITAT)
	59.13	FY 2018-19	Income Tax Appellant Tribunal (ITAT)
Finance Act, 1994 - Service Tax	0.15 0.37 0.36	FY 2013-14 FY 2014-15 FY 2015-16	Commissioner of Service Tax (Appeals)
Central Sales Tax	0.49 0.59 6.36	FY 2008-09 FY 2014-15 FY 2015-16	Deputy Commissioner of Sales Tax
	0.01 0.19	FY 2016-17 FY 2017-18	Order received during Covid period Appeal being filed
Maharashtra Value Added Tax	1.08 0.32 2.32	FY 2008-09 FY 2014-15 FY 2015-16	Deputy Commissioner of Sales Tax
	0.01 2.01	FY 2017-18 FY 2017-18	Order received during Covid period Appeal being filed
Goods and Service Tax (Input Tax Credit)	20.63	FY 2017-18	Director General of GST Intelligence

- viii.
- There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. (43 of 1961).
- ix.
- According to the information and explanations given to us, the Company has defaulted in repayment of loans or other borrowing or in the payment of interest thereon to lenders:

Independent Auditor's Report

Nature of borrowing	Name of lender	Amount of Default as at March 31, 2022 (₹ in crore)	Period of Default	Remarks
External Commercial Borrowings	Union Bank of India Bank of Baroda Bank of India (Consortium Balance)	379.26	March 26, 2018	Continuing Default
Rupee Term Loan	Union Bank of India -RCB- Rupee Term Loan	211.90	March 26, 2018 till date	Continuing Default
External Commercial Borrowings	Bank of Baroda	74.85	January 26, 2018 till date	Continuing Default
Term Loan	Syndicate Bank	44.58	March 31, 2019 till date	Continuing Default
Working Capital Term Loan-I	Bank of Baroda	213.89	September 29, 2018 till date	Continuing Default
Working Capital Term Loan-I	Central Bank of India	171.10	December 28, 2018 till date	Continuing Default
Working Capital Term Loan-I	Union Bank of India	463.94	December 28, 2018 till date	Continuing Default
Working Capital Term Loan-I	Bank of India	319.76	December 31, 2018 till date	Continuing Default
Working Capital Term Loan-II	Bank of India	232.09	December 31, 2017 till date	Continuing Default
Working Capital Term Loan-II	Union Bank of India	360.73	December 31, 2017 till date	Continuing Default
Working Capital Term Loan-II	Bank of India	250.90	December 31, 2017 till date	Continuing Default
Overdraft	Bank of India	138.27	December 31, 2017 till date	Continuing Default
Overdraft	Central Bank of India	39.89	January, 2018 till date	Continuing Default
Overdraft	Union Bank of India	277.62	February, 2018 till date	Continuing Default
Overdraft	Bank of India	242.51	November, 2017 till date	Continuing Default
L.C. Devolvement	Central Bank of India	126.38	Between March 7, 2018 to July 29, 2018 till date	Continuing Default
L.C. Devolvement	Union Bank of India	61.50	Between April 18, 2018 to July 17, 2018 till date	Continuing Default
SBLI invoked	Syndicate Bank Central Bank of India Union Bank of India Bank of India	2,077.07	Between November 01, 2018 to January 23, 2019 till date	Continuing Default
BG Invocation	Central Bank of India Union Bank of India Bank of India	25.63	Between March 18, 2019 to January 08, 2020 to till date	Continuing Default

- (b) As informed to us, the Company has not been declared wilful defaulter by any bank or financial institution or other lenders.
- (c) The Company has not obtained any term loans during the year and therefore, the provisions of the Clause 3(ix) (c) of the Order are not applicable to the Company.
- (d) According to the information and explanations given to us and based on our examination of the records of the Company, no funds have been raised on short term basis during the year. Hence, reporting under this clause is not applicable to the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or Joint Ventures.
- (f) As informed to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associates. Hence, reporting under this clause is not applicable to the Company.
- x. a) As the Company has not raised any moneys by way of Initial Public Offer or Further Public Offer (including debt instruments) during the year, the provisions of clause 3 (x)(a) of the Order are not applicable to the Company.
- b) As the Company has not made any preferential allotment or private placement of shares or fully, partially or optionally convertible debentures during the year, the provisions of Clause 3(x)(b) of the Order are not applicable to the Company.
- xi. (a) Based upon the audit procedures performed and information and explanations given by the management, we report that neither fraud on the Company nor any fraud by the Company

has been noticed or reported during the course of our audit.

- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT- 4 as prescribed under rule 11 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As informed by the management, no whistle blower complaints has been received by the Company during the year.
- xii. As the Company is not a Nidhi company, the provisions of clause (xii) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, all the transactions with related parties are in compliance with Section 177 and 188 of the Act and all the details have been disclosed in the Standalone Financial Statements (refer Note 30(4)) as required by the applicable accounting standards.
- xiv. (a) The company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions covered under Section 192 of the Act with the directors or persons connected with him, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. (a) As the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934, the provisions of Clause 3(xvi) (a) of the Order are not applicable to the Company.
- (b) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (COR) from Reserve Bank of India as per Reserve Bank of India Act, 1934.
- (c) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company is not a Core Investment Company (CIC) as defined in the regulation made by the Reserve Bank of India. Therefore, the provision of clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has incurred cash losses of ₹564.77 crores and ₹3,090.46 crores during the financial year covered by our audit, as well as in the immediately preceding financial year, respectively.
- xviii. There has been no resignation of the statutory auditors of the Company during the year, hence reporting under clause 3(xviii) of the Order is not applicable.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, we believe that there is material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date and there is material uncertainty regarding going concern status. (Refer paragraph (a) of "Basis for Qualified Opinion").
- xx. The provisions for contribution towards Corporate Social Responsibility (CSR) are not applicable to the company, hence reporting under clause (xx) of the Order is not applicable.
- xxi. This clause is applicable only for the purpose of reporting in case of consolidated financial statements. Hence, the para 3(xx) of the Order is not applicable in this case.

For J. Kala & Associates
Chartered Accountants
Firm's Registration no. 118769W



Jayesh Kala
Partner
Membership No. - 101686
UDIN: 22101686AWJVY7136

Place: Mumbai
Date: September 29, 2022

Annexure - B to the 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 at March 31, 2022, in conjunction with our audit of the standalone 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 and the Standards on Auditing, issued by the 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. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance 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 judgement, including the assessment of the risks of material misstatement of the standalone 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 disclaimer of 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 standalone 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:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone 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 the Management and Directors of the Company; and

- (iii) 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 standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Due to 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.

Basis for Disclaimer of Opinion

According to the information and explanations given to us, the Company has not established its internal financial control over financial reporting on 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.

Further, based on the audit carried out by us and according to the information and explanations given to us, we have observed high levels of attrition in the financial year, which has resulted in the residual personnel having had to carry out multiple tasks which would not be desirable from the internal control mechanism perspective. However, the said risk has been substantially mitigated, due to the fact that the size of operations of the Company has also reduced significantly during the year, as compared to the previous year.

Disclaimer of Opinion

Due to the significance of the matter described in the Basis of disclaimer of opinion paragraph above, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the Company had adequate Internal Financial Controls Over Financial Reporting and whether such internal financial controls were operating effectively as at March 31, 2022. Accordingly, we do not express an opinion on the Company's internal financial controls over financial reporting.

Explanatory Paragraph

The above stated disclaimer of opinion was considered in determining the nature, timing and extent of audit tests applied in our audit of standalone financial statements of the Company for the year ended March 31, 2022 and this report does not affect our report of even date, which expressed a qualified opinion on those standalone financial statements.

For J. Kala & Associates
Chartered Accountants
Firm's Registration no. 118769W



Jayesh Kala
Partner
Membership No. - 101686
UDIN: 22101686AWJVY7136

Place: Mumbai
Date: September 29, 2022

Balance Sheet

As at 31st March 2022


(in ₹ Crore)

	Note	As at 31 st March 2022	As at 31 st March 2021
ASSETS			
(1) Non-current assets			
(a) (i) Property, plant and equipment	3A	1,034.04	1,076.47
(ii) Intangible assets	3B	—	—
(iii) Right-of Use Asset	3C	314.27	500.66
(b) Financial assets			
(i) Investments	4	236.79	237.46
(ii) Other financial assets	5	18.10	81.60
(c) Deferred tax assets (net)	16	825.48	810.37
(d) Income tax assets (net)	7	94.37	94.36
(e) Other non-current assets	6	—	0.33
		2,523.06	2,801.25
(2) Current Assets			
(a) Financial assets			
(i) Trade receivables	8	8.07	76.24
(ii) Cash and cash equivalents	9	8.20	7.99
(iii) Other bank balances	10	0.68	1.25
(iv) Other financial assets	11	275.16	293.20
(b) Other current assets	12	15.47	14.81
		307.59	393.49
		2,830.65	3,194.73
TOTAL ASSETS			
EQUITY AND LIABILITIES			
(1) Equity			
(i) Equity Share Capital	13	165.89	165.89
(ii) Other equity		(4,152.25)	(3,413.95)
		(3,986.35)	(3,248.05)
(2) LIABILITIES			
(a) Non-current liabilities			
(i) Financial liabilities			
Lease Liabilities	14	—	0.46
(ii) Provisions	15	1.64	6.24
(iii) Other non-current liabilities	17	272.09	382.41
		273.73	389.11
(b) Current liabilities			
(i) Financial liabilities			
(a) Borrowings	18	5,711.87	4,962.65
(b) Inter Corporate Deposit	19	635.89	656.24
(c) Trade payables	20	72.09	100.06
(d) Lease liabilities	14	—	0.65
(e) Others financial liabilities	21	3.93	230.33
(ii) Other current liabilities	22	116.59	100.83
(iii) Provisions	23	2.90	2.90
		6,543.27	6,053.67
		2,830.65	3,194.73
TOTAL EQUITY AND LIABILITIES			

Accompanying notes forming integral part of the Financial Statements

This is the Balance Sheet referred to in our report of even date

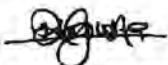
For J. Kala & Associates
Chartered Accountants
Firm's Registration No. 118769W



Jayesh Kala Partner
Membership No. 101686



K. K. Singh
Chairman & Managing Director
DIN: 00260977

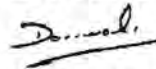


Ramdas B Gupta
Director
DIN: 08431597




Dineshkumar Kapadia
Chief Financial Officer

For and on behalf of Board of Directors




Homai A Daruwalla
Director
DIN: 00365880



Lt. Gen. K T Parnaik (Rtd.)
Joint Managing Director
DIN: 07129253



Hetal Vichhi
Company Secretary & Compliance Officer



Ramnath Pradeep
Director
DIN: 02608230

Statement of Profit And Loss


For the Year Ended 31st March 2022

(in ₹ Crore)

	Note	For the Year ended 31 st March 2022	For the Year ended 31 st March 2021
Income			
Revenue from operations	24	7.53	28.81
Other Income	25	9.69	75.93
Total Income		17.22	104.75
Expenses			
Cost of Materials & Technical Subcontractors		0.39	7.66
Employee Benefits Expense	26	12.87	32.85
Finance Costs	27	753.96	771.60
Depreciation and Amortization Expenses		41.36	71.23
Exchange Difference (Gain) / Loss		-	47.42
Other Expenses	28	20.82	25.67
Total Expenses		829.40	956.43
Profit/(Loss) before Exceptional Items and Tax		(812.18)	(851.68)
Exceptional Items	29	190.55	(2,417.19)
Profit/(Loss) Before Tax		(621.63)	(3,268.87)
Tax expenses			
Current tax		-	-
Deferred Tax		(51.87)	107.17
Deferred Tax of Earlier Year		67.36	-
Net Profit/(Loss) for the year		(606.14)	(3,161.70)
Other Comprehensive Income / (Loss)			
Item that will not be reclassified to profit or loss:			
Re-measurement of net defined benefit liability / asset		(0.56)	1.10
Revaluation of Land and Buildings		(129.93)	-
Income tax relating to above		-	0.39
Total Other Comprehensive Income / (Loss)		(130.49)	1.49
Total Comprehensive Income / (Loss) for the year		(736.64)	(3,160.21)
Earnings per Equity Share of Face Value of ₹10 Each			
Before Exceptional Item			
Basic		(48.02)	(44.88)
Diluted		(48.02)	(44.88)
After Exceptional Item			
Basic		(36.54)	(190.69)
Diluted		(36.54)	(190.69)
(Nominal Value ₹10 each)			
Accompanying notes forming integral part of the Financial Statements			

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

For J. Kala & Associates
Chartered Accountants
Firm's Registration No. 118769W



Jayesh Kala Partner
Membership No. 101686



K. K. Singh
Chairman & Managing Director
DIN: 00260977

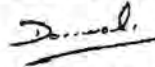


Ramdas B Gupta
Director
DIN: 08431597



Dineshkumar Kapadia
Chief Financial Officer

For and on behalf of Board of Directors



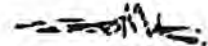
Homai A Daruwalla
Director
DIN: 00365880



Lt. Gen. K T Parnaik (Rtd.)
Joint Managing Director
DIN: 07129253



Hetal Vichhi
Company Secretary & Compliance Officer



Ramnath Pradeep
Director
DIN: 02608230

Mumbai
29th September, 2022

Mumbai
29th September, 2022

Statement of Changes In Equity

For the year ended 31st March 2022

A. Equity Share Capital

(in ₹ Crore)

	For the year ended 31 st March 2022		For the year ended 31 st March 2021	
	Number of Shares	Amount	Number of Shares	Amount
Balance at the beginning of the year	165,891,355	165.89	165,891,355	165.89
Add : Changes during the year	-	-	-	-
Balance at the end of the year	165,891,355	165.89	165,891,355	165.89

B. Other Equity

For the year ended 31st March, 2022

(in ₹ Crore)

Particulars	Reserve & Surplus					Total Other Equity
	Securities Premium	General Reserve	Retained Earnings	Share Based Payment Reserve	Revaluation reserve*	
Balance as at 1 st April, 2021	121.32	372.15	(4,116.65)	4.56	204.67	(3,413.95)
Total profit/(loss) for the year	-	-	(606.14)	-	-	(606.14)
ESOP cost during the year	-	-	-	-	-	-
ESOP cost of Subsidiary employees	-	-	-	(0.67)	-	(0.67)
Re-measurement loss on defined benefit plans (net of taxes)	-	-	(0.56)	-	-	(0.56)
Other addition \ (deductions) during the year	-	3.89	(1.00)	(3.89)	(129.93)	(130.93)
Balance as at 31 st March, 2022	121.32	376.04	(4724.35)	0.00	74.74	(4152.25)

For the year ended 31st March, 2021

(in ₹ Crore)

Particulars	Reserve & Surplus					Total Other Equity
	Securities Premium	General Reserve	Retained Earnings	Share Based Payment Reserve	Revaluation reserve	
Balance as at 1 st April, 2020	121.32	369.82	(956.43)	13.59	1,246.45	794.75
Total profit/(loss) for the year	-	-	(3,161.70)	-	-	(3,161.70)
ESOP cost during the year	-	-	-	0.14	-	0.14
ESOP cost of Subsidiary employees	-	-	-	(6.96)	-	(6.96)
Re-measurement loss on defined benefit plans (net of taxes)	-	-	1.49	-	-	1.49
Other addition \ (deductions) during the year	-	2.32	-	(2.21)	(1,041.79)	(1,041.66)
Balance as at 31 st March, 2021	121.32	372.15	(4,116.65)	4.56	204.67	(3,413.95)

- a. **Securities Premium:** Securities Premium is used to record the premium on issue of securities such as equity shares, preference shares, debentures etc. 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 Reserve):** Fair Valuation Reserve represents 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.
- d. **Share based payment reserve:** This is used to recognize the value of equity-settled share-based payments provided to employees, including key management personnel.
- e. * Refer footnote (ii)(b) to Note 3. There are no other changes in Equity due to prior period errors.

This is the statement of changes in Equity (SOCE) referred to in our Report of even date.

For and on behalf of Board of Directors

For J. Kala & Associates
Chartered Accountants
Firm's Registration No. 118769W



Jayesh Kala Partner
Membership No. 101686



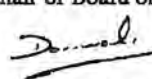
K. K. Singh
Chairman & Managing Director
DIN: 00260977



Ramdas B Gupta
Director
DIN: 08431597



Dineshkumar Kapadia
Chief Financial Officer



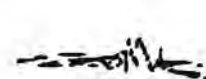
Homai A Daruwalla
Director
DIN: 00365880



Lt. Gen. K T Parnaik (Rtd.)
Joint Managing Director
DIN: 07129253



Hetal Vichhi
Company Secretary & Compliance Officer



Ramnath Pradeep
Director
DIN: 02608230

Mumbai
29th September, 2022

Mumbai
29th September, 2022

Standalone Cash Flow Statement

For the year ended 31st March 2022

(in ₹ Crore)

	For the Year ended 31 st March 2022	For the Year ended 31 st March 2021
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax	(621.62)	(3,268.86)
Adjustments for :		
Depreciation and Amortization Expenses	41.36	71.23
Finance Costs	753.96	777.92
Interest Income	(3.07)	(70.45)
License Fees	-	(2.57)
Exceptional Item	212.90	(2,210.00)
Building Discarded (Burnt due to fire)	-	162.84
(Profit)/Loss on Sale of Assets property, plant & equipment (net)	22.34	(0.21)
Employee Stock Option Scheme share based payment expenses	-	0.14
Exchange difference adjustment (net)	0.20	199.30
OPERATING PROFIT /(LOSS) BEFORE WORKING CAPITAL CHANGES	406.07	(4,340.67)
Adjustments for :		
Trade Receivables, Loans & Advances and Other Assets	166.21	4,424.74
Trade Payables, Other Liabilities and Provisions	(357.08)	675.47
CASH GENERATED FROM OPERATIONS	215.19	759.58
Direct taxes paid (net of refunds)	-	2.93
NET CASH FROM OPERATING ACTIVITIES	215.19	762.52
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant & equipment (including CWIP)	(2.05)	(8.92)
Sale of property, plant & equipment	36.70	0.22
Interest received	3.07	70.44
License Fees	-	2.57
Deposits having original maturity over three months and restricted balance	0.10	0.50
NET CASH FROM / (USED IN) INVESTING ACTIVITIES	37.82	64.82
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Short Term borrowings (Net)	749.21	-
Exchange Difference of Short-term borrowings	-	7.60
Inter Corporate Deposit	(20.35)	-
Repayment of Lease liability	(1.11)	-
Interest paid	(979.89)	(827.61)
ESOP Cost	(0.67)	-
NET CASH (USED IN) FINANCING ACTIVITIES	(252.80)	(820.02)
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS	0.21	7.32
CASH & CASH EQUIVALENTS (OPENING BALANCE)	7.99	0.67
CASH & CASH EQUIVALENTS (CLOSING BALANCE) *	8.20	7.99

*The Company's current accounts have been attached by the Income Tax Department (TDS Division) and Sales Tax Department

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

For J. Kala & Associates
Chartered Accountants
Firm's Registration No. 118769W

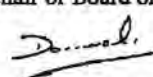


Jayesh Kala Partner
Membership No. 101686

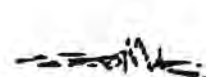
For and on behalf of Board of Directors



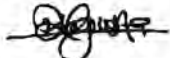
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Ramdas B Gupta
Director
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Lt. Gen. K T Parnaik (Rtd.)
Joint Managing Director
DIN: 07129253



Dineshkumar Kapadia
Chief Financial Officer



Hetal Vichhi
Company Secretary & Compliance Officer

Mumbai
29th September, 2022

Mumbai
29th September, 2022

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

As at and the For the year ended 31st March 2022

1. Background

a. Overview

Rolta is a multinational organization headquartered in India. Rolta India Limited (“RIL” or the “Company”), is a publicly held Company. 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 has been 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 has developed State-of-the-Art Digital Solutions incorporating rich Rolta IP in the areas of Cloud, Mobility, IoT, BI and Big Data Analytics.

b. Basis of Preparation of Financial Statements

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except leasehold land, freehold land and building which have been revalued at the transition date and for certain financial instruments which are measured at fair values, under the provisions of the Companies Act, 2013 (‘Act’) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied, except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

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.

c. Property, Plant and Equipment (PPE)

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 items of PPE, except freehold Land, Leasehold Land & Buildings (which have been revalued) have been recognized in the financial statements at their carrying value (deemed cost) as at the date of transition to Ind AS i.e. 1st April, 2015. Items of PPE, which are purchased subsequent to the transition date 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.

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.

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

As at and the For the year ended 31st March 2022

d. Intangible Assets

Intellectual Property Rights and software costs are presented 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 development 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.

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

The Company depreciates/ amortises property, plant and equipment and intangibles over their estimated useful lives using the straight-line method. 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

Based on technical evaluation, the Management believes that the useful lives as given above best represent the period over which the Management expects to use these assets.

f. Impairment of Assets

At each Balance Sheet date, the property, plant and equipment and intangibles are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts 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, 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. Investment in Subsidiaries

Investments in subsidiaries are measured at cost.

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

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

As at and the For the year ended 31st March 2022

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.

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.

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

As at and the For the year ended 31st March 2022

j. Employee Benefits

i. Short Term Employee Benefits

Short Term Employee Benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related services are 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 any incremental/differential charge on account of such actuarial valuation is recognized 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 and are charged to the Statement of Profit and Loss on an 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, being the amount equivalent to 15 days' salary, payable for each completed year of service, subject to a maximum of ₹ 20 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 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.

i. Taxation

Tax expense comprises of current tax and deferred tax.

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 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. The amount of deferred income tax asset considered realizable, however, could be reduced in the near term if the estimates of future taxable income during the carry forward period are reduced.

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

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

As at and the For the year ended 31st March 2022

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 to the effect that the Company will pay normal income tax during the specified period.

m. Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

To calculate diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

n. Provisions and Contingencies

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.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or where the amount of the obligation cannot be measured with sufficient reliability.

o. Leases

On March 30, 2019, the Ministry of Corporate Affairs (MCA) notified Ind AS 116 – Leases as a part of the Companies (Indian Accounting Standards) Amendment Rules, 2019. Ind AS 116 replaces the existing standard on leases i.e. Ind AS 17 - Leases for accounting periods beginning on or after April 01, 2019. The Company assesses whether a contract contains a lease, at inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. 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.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

The Company adopted Ind AS 116 “Leases” for all lease contracts existing on April, 2019, using the modified retrospective method of adoption, along with the transition option to recognise Right-of-Use asset (ROU) at an amount equal to the lease liability as provided under Para C8(c)(ii) in Appendix C of Ind AS 116. The effect of this adaptation is not material on the profit for the year and earnings per share.

The Company also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets).

Upon adoption of Ind AS 116, the Company applied a single recognition and measurement approach for all leases for which it is the lessee, except for short-term leases and leases of low value assets. The Company recognised lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. In accordance with the modified retrospective method of adoption, the Company recorded the lease liability at the present value of the remaining lease payments discounted at the incremental borrowing rate as on the date of transition and has measured right of use asset an amount equal to lease liability.

Land (Leasehold) is carried at cost less amortization and will be amortized on the straight line method over the period of lease.

ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

p. 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.

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

As at and the For the year ended 31st March 2022

3. Property, plant and equipment, Intangible assets and Right-of - use assets

Current year :

(in ₹ Crore)

DESCRIPTION	GROSS BLOCK				DEPRECIATION AND AMORTISATION				NET BLOCK	
	As At 1st April 2021	During the year			As At 31st March 2022	As At 1st April 2021	For the year	Deduction / Adjustment	As At 31st March 2022	As At 31st March 2022
		Additions/ Adjustments	Revaluation	Sale / Adjustments						
A. Property, Plant and Equipment										
Freehold Land	73.15	-	152.92	47.19	178.88	-	-	-	178.88	
Buildings	916.59	-	(102.38)	11.90	802.31	-	12.33	0.05	790.03	
Computer System	94.01	0.90	-	-	94.91	92.67	0.79	-	1.45	
Other Equipment	196.18	1.15	-	-	197.33	134.16	13.53	-	49.65	
Furniture & Fixture	239.31	-	-	-	239.31	215.93	9.34	(0.01)	14.03	
Vehicles	0.43	-	-	0.02	0.41	0.43	-	0.02	-	
Total	1,519.68	2.05	50.54	59.11	1,513.15	443.21	35.98	0.06	1,034.04	
B. Intangible Assets										
Other (IPR)	2.81	-	-	-	2.81	2.81	-	-	-	
Total	2.81	-	-	-	2.81	2.81	-	-	-	

Previous year :

(in ₹ Crore)

DESCRIPTION	GROSS BLOCK				DEPRECIATION AND AMORTISATION				NET BLOCK	
	As At 1st April 2020	During the year			As At 31st March 2021	As At 1st April 2020	For the year	Deduction / Adjustment	As At 31st March 2021	As At 31st March 2021
		Additions/ Adjustments	Revaluation	Sale / Adjustments						
A. Property, Plant and Equipment										
Freehold Land	441.32	-	(368.17)	-	73.15	-	-	-	73.15	
Buildings	1,475.72	-	(375.03)	#184.10	916.59	229.09	20.90	249.99	916.59	
Computer System	93.52	0.49	-	-	94.01	91.62	1.06	-	1.34	
Other Equipment	195.72	0.46	-	-	196.18	119.17	14.99	-	62.02	
Furniture & Fixture	239.31	-	-	-	239.31	202.22	13.71	-	23.37	
Vehicles	1.94	-	-	1.50	0.43	1.94	-	1.50	-	
Total	2,447.53	0.95	(743.20)	185.60	1,519.68	644.04	50.66	251.50	1,076.47	
B. Intangible Assets										
Other (IPR)	2.81	-	-	-	2.81	2.81	-	-	-	
Total	2.81	-	-	-	2.81	2.81	-	-	-	

C. Right of Use Asset

Current year :

(in ₹ Crore)

DESCRIPTION	GROSS BLOCK				DEPRECIATION AND AMORTISATION				NET BLOCK	
	As At 1st April 2021	During the year			As At 31st March 2022	At 1st April 2021	For the year	Deduction / Adjustment	As At 31st March 2022	As At 31st March 2022
		Additions/ Adjustments	Revaluation	Sale / Adjustments						
Leasehold Land	499.55	-	(179.93)	-	319.62	-	5.35	-	314.27	
Leasehold Premises	2.27	-	-	2.27	-	1.16	-	1.16	-	
Total	501.82	-	(179.93)	2.27	319.62	1.16	5.35	1.16	314.27	

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

As at and the For the year ended 31st March 2022

Previous year :

(in ₹ Crore)

DESCRIPTION	As At 1st April 2020	GROSS BLOCK			As At 31st March 2021	DEPRECIATION AND AMORTISATION			As At 31st March 2021	NET BLOCK
		During the year				As At 1st April 2020	For the year	Deduction / Adjustment		
		Additions/ Adjustments	Revaluation	Sale / Adjustments						
Leasehold Land	1,179.79	-	(680.24)	-	499.55	132.99	19.92	152.91	-	499.55
Leasehold Premises	2.27	--	--	--	2.27	0.51	0.65	-	1.16	1.11
Total	1,182.06	-	(680.24)	-	501.82	133.50	20.57	152.91	1.16	500.66

Notes:

- Refer note no. 18 (b) for charges created against the assets.
- (a) During the previous year, the Company had revalued its freehold land, leasehold land and building by obtaining a valuation report from an independent registered valuer. Impact of revaluation has been directly taken in the other equity under the revaluation reserve.
(b) * The Revaluation Impact pursuant to what is mentioned at (a) above, now appropriately stated.
- # Refer Note 29 regarding write off of Building due to fire.

4. Investments (Non-current) (valued at cost) (Trade and Unquoted)

Investments in Equity – Subsidiary Companies (fully paid up)

(in ₹ Crore)

Units	Currency	Face Value	% of Holding		31 st March 2022	31 st March 2021
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)	206.94	206.94
2,550,000 (2,550,000)	INR	10	51	Equity Shares of Rolta Thales Ltd	2.55	2.55
1,001 (1,001)	US\$	1	100	Equity Shares of Rolta Global BV	0.62	1.20
9,999 (9,999)	INR	10	100	Equity Shares of Rolta BI and Big Data Analytics Pvt Ltd	0.52	0.52
59,993 (59,993)	INR	10	100	Equity Shares of Rolta Defence Technology Systems Pvt Ltd	26.17	26.25
				TOTAL	236.79	237.46
				Aggregate amount of quoted investments	-	-
				Aggregate amount of unquoted investments	236.80	237.46
				Aggregate amount of impairment in the value of investment	-	-

5. Other Financial Assets (Non-Current) (Unsecured, considered Good)

(in ₹ Crore)

	As at 31 st March 2022	As at 31 st March 2021
Deposited with Court*	18.09	18.09
Loans to Subsidiaries**	0.01	2.11
Other Receivables from Subsidiaries**	--	61.40
Total	18.10	81.60

* Refer Note 30(9)(iii)

** Refer Note 30(4)

6. Other Non-Current Assets

(in ₹ Crore)

	As at 31 st March 2022	As at 31 st March 2021
Prepaid Expenses	--	0.33
	--	0.33

7. Income Tax Assets (net)

(in ₹ Crore)

	As at 31 st March 2022	As at 31 st March 2021
Advance Income Tax (net of provision for tax)	8.17	8.16
MAT Credit Entitlement	86.20	86.20
	94.37	94.36

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

As at and the For the year ended 31st March 2022

8. Trade Receivables (Unsecured)

(in ₹ Crore)

Unsecured and Considered Good
Total

As at 31 st March 2022	As at 31 st March 2021
8.07	76.24
8.07	76.24

* Refer note 30(4) for receivables from related parties.

Trade receivables ageing schedule as at 31st March, 2022

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1 - 2 years	2-3 Years	More than 3 years	
Undisputed trade receivables – considered good	–	0.39	6.35	0.34	0.43	0.56	8.07
Undisputed trade receivables – which have significant increase in credit risk	–	–	–	–	–	–	–
Undisputed trade receivables- credit impaired	–	–	–	–	–	–	–
Disputed trade receivables – considered good	–	–	–	–	–	–	–
Disputed trade receivables – which have significant increase in credit risk	–	–	–	–	–	–	–
Disputed trade receivables – credit impaired	–	–	–	–	–	–	–
Less: Allowances for bad and doubtful trade receivables – billed	–	–	–	–	–	–	–

Trade receivables ageing schedule as at 31st March, 2021

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1 - 2 years	2-3 Years	More than 3 years	
Undisputed trade receivables – considered good	–	8.72	17.05	29.10	18.84	2.53	76.24
Undisputed trade receivables – which have significant increase in credit risk	–	–	–	–	–	–	–
Undisputed trade receivables- credit impaired	–	–	–	–	–	–	–
Disputed trade receivables – considered good	–	–	–	–	–	–	–
Disputed trade receivables – which have significant increase in credit risk	–	–	–	–	–	–	–
Disputed trade receivables – credit impaired	–	–	–	–	–	–	–
Less: Allowances for bad and doubtful trade receivables – billed	–	–	–	–	–	–	–

9. Cash and cash equivalents

(in ₹ Crore)

- Cash on Hand
- Balance with Banks in Current Accounts*
Total

As at 31 st March 2022	As at 31 st March 2021
0.05	0.13
8.15	7.86
8.20	7.99

* The Company's current accounts have been attached by the Income Tax Department (TDS Division) and Sales Tax Department. Also Refer Note 30(19)(c).

10. Other Bank Balances

(in ₹ Crore)

- Unpaid Dividend Account
- Bank Deposits*
Total

As at 31 st March 2022	As at 31 st March 2021
0.62	1.10
0.06	0.15
0.68	1.25

*Deposits are maintained for margin money with banks.

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

As at and the For the year ended 31st March 2022

11. Other Financial Assets (Current) (Unsecured, Considered Good)

Security Deposits	
Unbilled Revenues (Contract Assets)*	
Total	

* Refer Note 30(15) for Unbilled Revenues.

		(in ₹ Crore)	
		As at 31 st March 2022	As at 31 st March 2021
		0.33	0.33
		274.83	292.87
	Total	275.16	293.20

12. Other Current Assets

Prepaid Expenses	
GST Input Credit & Others*	
Advances to Suppliers	
Total	

* Including input tax Credit amounting to ₹ 9.37 Crores surrendered to the Department during the previous year. Also refer note 30(9)(iv).

		(in ₹ Crore)	
		As at 31 st March 2022	As at 31 st March 2021
		0.59	0.99
		13.63	12.55
		1.25	1.27
	Total	15.47	14.81

13. Equity Share Capital

a. Authorised :

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

		(in ₹ Crore)	
		As at 31 st March 2022	As at 31 st March 2021
		250	250
	Total	250	250

b. Issued, Subscribed & Paid up :

165,891,355 Equity Shares of ₹ 10 each fully paid up. (P.Y. 165,891,355 Equity shares of ₹ 10 each)	
Total	

		(in ₹ Crore)	
		As at 31 st March 2022	As at 31 st March 2021
		165.89	165.89
	Total	165.89	165.89

c. Reconciliation of share capital

Balance at the beginning of the year	
Add : Changes during the year	
Balance at the end of the year	
Total	

		As at 31 st March 2022		As at 31 st March 2021	
		Number of Shares	Amount	Number of Shares	Amount
		165,891,355	165.89	165,891,355	165.89
		--	--	--	--
	Total	165,891,355	165.89	165,891,355	165.89

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

There are no shareholders holding more than 5% of Shares of the Company as on the reporting date.

*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.

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

As at and the For the year ended 31st March 2022

as at 31st March, 2021

Particulars	Tranche VII	Tranche IX	Tranche XI	Tranche XII	Tranche XIII	Tranche XIV
No of Options Granted	1250000	625000	1050000	2350000	825000	775000
Grant Price	₹10.00	₹10.00	₹10.00	₹10.00	₹10.00	₹10.00
Grant dates	February 07, 2015	November 09, 2015	December 09, 2016	May 30, 2017	November 10, 2017	May 30, 2018
Total Options Exercised	212500	-	-	-	-	-
Total Options Lapsed	912500	575000	775000	2050000	787500	750000
Options outstanding at the end of the year	125000	50000	275000	300000	37500	25000
Vesting of Options	Two equal instalments at the end of 3rd, 4th (into Equity shares of ₹10 each)	Two equal instalments at the end of 3rd, 4th (into Equity shares of ₹10 each)	Two equal instalments at the end of 3rd, 4th (into Equity shares of ₹10 each)	Two equal instalments at the end of 3rd, 4th (into Equity shares of ₹10 each)	Two equal instalments at the end of 3rd, 4th (into Equity shares of ₹10 each)	Two equal instalments at the end of 3rd, 4th (into Equity shares of ₹10 each)
Exercise Period	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

ii. Movement of Options Granted

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Options outstanding at the beginning of the year	812,500	1,637,500
Options forfeited during the year	(812,500)	(825,000)
Options outstanding at the end of the year	--	812,500
Options Exercisable at the end of the period	--	587,500

iii. Fair valuation of options

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 ₹ 0.00 crores (P.Y. ₹ 0.14 crores) has been included in the Statement of Profit and Loss. No liabilities were recognized due to share-based payment transactions.

14. Lease Liabilities

	(in ₹ Crore)	
	As at 31 st March 2022	As at 31 st March 2021
Lease Liabilities (non-current)	--	0.46
Lease Liabilities (current)	--	0.65
Total	--	1.11

15. Long-term Provisions

	(in ₹ Crore)	
	As at 31 st March 2022	As at 31 st March 2021
a. Provision for Employee Benefits :		
Provision for Gratuity*	0.99	3.76
Provision for Leave Encashment	0.65	2.48
TOTAL	1.64	6.24

*Refer Note 26

16. Deferred Tax (Liability) / Assets (Net)

	(in ₹ Crore)	
	As at 31 st March 2022	As at 31 st March 2021
Deferred Tax Liability on account of items of Property, Plant & Equipment	(199.15)	(584.91)
Deferred Tax Asset on carry forward business losses and others	1,024.63	1,395.28
Deferred Tax (Liability) / Assets	825.48	810.37

(Refer Note 30(1) for movement)

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

As at and the For the year ended 31st March 2022

17. Other Non-Current Liabilities

	(in ₹ Crore)	
	As at 31 st March 2022	As at 31 st March 2021
Advances from customers (Subsidiaries)	272.09	382.41
TOTAL	272.09	382.41

*Refer note 30(4)

18. Secured Borrowings

	(in ₹ Crore)	
	As at 31 st March 2022	As at 31 st March 2021
a. Secured		
Term Loans from Banks	1007.26	1007.17
Other Loan from Banks	4,704.61	3955.48
	5,711.87	4,962.65

b. Details of Security and interest rates

Outstanding Loans are secured against pari-passu charge over land & building situated at "Rolta Tower-1", Plot No 39, MIDC-Marol, Andheri (East), Mumbai 400093; leasehold rights of the land and building "Rolta Tower 2" located on Plot 35, Marol Industrial Area, Andheri (East), Mumbai 400093; 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; Land & Building of Rolta Tower – A, situated at Plot no 15C, Rolta Technology Park, MIDC-Marol, Andheri (E); 6 flats (no. 1801 and 1802 (18th Floor), 1901, and 1902 (19th Floor), 2001 and 2002 (20th Floor), in building known as "Lake Primrose" in Lake Homes, Wing-A, Building No.1, Phase-IV, off Adi Shankarcharya Marg, Vill - Chandivali, Powai, Mumbai-400076, Rolta Tower "B", Plot No. C-12, Rolta Technology Park, MIDC, Andheri (E), Rolta Tower "C", Plot No. C-11, Rolta Technology Park, MIDC, Andheri (E); hypothecation charge on the current assets and movable items of Property, Plant and Equipment (PPE) of the Company, movable PPE/ Intellectual Property Rights held by Rolta Defence Technology Systems Pvt. Ltd. (RDTSP), hypothecation and charge over cash flows and Corporate Guarantee of Rolta Defence Technology Systems Pvt. Ltd. Exclusive charge over DSRA of the Company with the respective banks and pledge of 26,750 shares of USD 1000 each in Rolta International Inc. held by Rolta India Limited, valued at 125% of the loan amount and guaranteed by Rolta International Inc.

c. Break Up of Secured Borrowings :

(in ₹ Crore)

Name of The Bank	As at 31 st March, 2022	As at 31 st March, 2021
Union Bank of India	1,962.32	1,687.53
Bank of India	1,112.57	954.29
Bank of Baroda	842.44	728.77
Central Bank of India	1295.10	1,167.22
Syndicate Bank	499.44	424.84
Total	5,711.87	4,962.65

❖ The Company has filed a counter claim of ₹ 35,255.57 Crores before Debt Recovery Tribunal - II at New Delhi against all the consortium bankers.

19. Inter Corporate Deposit (Unsecured)

(in ₹ Crore)

	As at 31 st March 2022	As at 31 st March 2021
Inter corporate Deposits (ICD) from related parties*	631.89	652.24
Others	4.00	4.00
Total	635.89	656.24

*Refer Note 30 (4)

20. Trade Payables

(in ₹ Crore)

	As at 31 st March 2022	As at 31 st March 2021
a. Micro, Small and Medium Enterprise (refer Note below)	2.37	2.16
Others	69.72	97.90
TOTAL	72.09	100.06

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

As at and the For the year ended 31st March 2022

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, 2022	31 st March, 2021
Principal amount due to suppliers under MSMED Act, 2006	2.37	2.16
Interest accrued and due to suppliers under MSMED Act, on the above amount	Not ascertainable	Not ascertainable
Payment made to suppliers (other than interest) beyond the appointed day, during the year	Not ascertainable	Not ascertainable
Interest paid to suppliers under MSMED Act, (Other than Section 16)	NIL	NIL
Interest paid to suppliers under MSMED Act, (Section 16)	NIL	NIL
Interest due and payable to suppliers under MSMED Act, for payment already made	Not ascertainable	Not ascertainable
Interest accrued and remaining unpaid at the end of the year under MSMED Act.	Not ascertainable	Not ascertainable

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.

Trade Payable ageing schedule as at 31st March, 2022

Particulars	Unbilled / Not Due	Outstanding for following periods from due date of payment				
		Less than 1 years	1 - 2 years	2-3 Years	More than 3 years	Total
As at 31 st March 2022	–	–	–	–	–	–
MSMED	–	–	–	–	2.37	2.37
Others	–	4.57	4.32	6.88	53.95	69.72
Disputed dues -MSMED	–	–	–	–	–	–
Disputed dues-Others	–	–	–	–	–	–

Trade Payable ageing schedule as at 31st March, 2021

Particulars	Unbilled / Not Due	Outstanding for following periods from due date of payment				
		Less than 1 years	1 - 2 years	2-3 Years	More than 3 years	Total
As at 31 st March 2021	–	–	–	–	–	–
MSMED	–	–	–	–	2.16	2.16
Others	–	26.22	6.49	9.06	56.13	97.90
Disputed dues -MSMED	–	–	–	–	–	–
Disputed dues-Others	–	–	–	–	–	–

21. Other Financial Liabilities

(in ₹ Crore)

Interest accrued and due on Borrowings*
Unpaid Dividends (Deposited in Bank)
Deposits
TOTAL

* Refer Note 30 (4)

As at 31 st March 2022	As at 31 st March 2021
0.54	226.46
0.62	1.10
2.77	2.77
3.93	230.33

22. Other Current Liabilities

(in ₹ Crore)

Provision for Expenses
Salary and Directors Commission Payable
Employee related Statutory & other dues
Advances from Customers
Provision for Warranty
Duties and Taxes
TOTAL

As at 31 st March 2022	As at 31 st March 2021
12.36	5.20
65.22	59.03
5.31	4.72
–	0.22
–	0.10
33.70	31.56
116.59	100.83

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

As at and the For the year ended 31st March 2022

23. Short Term Provisions

(in ₹ Crore)

Provision

Provision for Gratuity *	1.98
Provision for Leave Encashment	0.92
Total	2.90

*Refer note 26

As at 31 st March 2022	As at 31 st March 2021
1.98	1.98
0.92	0.92
2.90	2.90

24. Revenue from Operations

(in ₹ Crore)

Sale of IT Solutions & Services	7.53
Total	7.53

For the year ended 31 st March 2022	For the year ended 31 st March 2021
7.53	28.81
7.53	28.81

25. Other Income

(in ₹ Crore)

Interest Income	3.07
License Fees	–
Profit on sale of item of property, plant and equipment	–
Exchange Difference Gain	4.81
Miscellaneous Income	1.81
Total	9.69

For the year ended 31 st March 2022	For the year ended 31 st March 2021
3.07	70.45
–	2.57
–	0.22
4.81	–
1.81	2.69
9.69	75.93

26. Employee Benefit Expense

(in ₹ Crore)

Salaries, Wages and Bonus	11.93
Contribution to Gratuity	0.56
Contribution to Provident and other Funds	0.37
Cost of Employee Stock Option Scheme*	0.00
Staff Welfare Expenses	0.01
Total	12.87

*Refer Note 13(h)

For the year ended 31 st March 2022	For the year ended 31 st March 2021
11.93	30.70
0.56	0.95
0.37	1.03
0.00	0.14
0.01	0.03
12.87	32.85

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.

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, 2022, is ₹ 0.56 crores (Previous year – ₹ 0.95 crores)

B. Defined benefit plans

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. The Group accounts 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 gratuity plans in respect of the Group.

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

As at and the For the year ended 31st March 2022

I. Change in Net Defined Benefit Obligation

(in ₹ Crore)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
1. Net defined benefit liability at the start of the period	5.75	7.55
Addition: Employees transferred from Rolta BI & Big Data Analytics Private Limited (RBDA)	--	1.06
2. Service Cost	0.17	0.35
3. Past Service Cost	--	--
4. Net Interest Cost (Income)	0.39	0.60
5. Re-measurements	(0.19)	0.03
6. Benefits paid directly by the enterprise	(3.15)	(3.85)
7. Net defined benefit liability at the end of the period	2.97	5.75

II. The amount recognized in the income statement

(in ₹ Crore)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
1. Service Cost	0.17	0.35
2. Net Interest Cost	0.39	0.60
3. Past Service Cost	--	--
4. Expense Recognised in the Income Statement	0.56	0.95

III. Other Comprehensive Income (OCI)

(in ₹ Crore)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
1. Net cumulative unrecognized actuarial gain/(loss) opening	--	--
2. Actuarial gain / (loss) for the year on PBO	0.19	0.03
3. Actuarial gain / (loss) for the year on Asset	--	--
4. Unrecognized actuarial gain/(loss) at the end of the year	0.19	0.03

IV. Maturity profile of defined benefit obligation

(in ₹ Crore)

Particulars	Amount
a) Apr 2022- Mar 2023	1.30
b) Apr 2023- Mar 2024	1.26
c) Apr 2024- Mar 2025	1.32
d) Apr 2025- Mar 2026	1.39
e) Apr 2026- Mar 2027	1.45

V. Sensitivity Analysis of the defined benefit obligation

(in ₹ Crore)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
A) Impact of the change in discount rate		
Present Value of Obligation at the end of the period	2.97	5.75
a) Impact due to increase of 0.50%	(0.03)	(0.06)
b) Impact due to decrease of 0.50%	0.03	0.10
B) Impact of the change in salary increase		
Present Value of Obligation at the end of the period	2.97	3.39
a) Impact due to increase of 0.50%	0.03	0.10
b) Impact due to decrease of 0.50%	(0.03)	(0.05)

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

As at and the For the year ended 31st March 2022

VI. Assumptions

(in ₹ Crore)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
a. Discount rate (per annum)	7.28%	6.81%
b. Rate of escalation in salary (per annum)	5%	5%
c. Rate of attrition		
Upto 30 Years	51.00%	38.00%
From 31 to 44 Years	46.00%	35.00%
Above 44 Years	38.00%	31.00%
d. Mortality	100% India Assured Lives Mortality(2012-14)	100% India Assured Lives Mortality(2012-14)

27. Finance Costs

(in ₹ Crore)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Interest Expenses on Borrowings	753.96	771.60
Total	753.96	771.60

28. Other Expenses

(in ₹ Crore)

	For the year ended 31 st March 2022	For the year ended 31 st March 2021
Repairs – Building	1.33	1.06
Repairs - Plant & Machinery	0.05	0.42
Repairs - Other Assets	0.08	0.40
Utilities & Communication	1.14	3.21
Rent, Rates & Taxes	1.61	0.92
Insurance	0.81	1.20
Advertisement & Sales Promotion	0.04	0.02
Travelling & Conveyance	0.39	0.51
Printing & Stationery	0.00	0.39
Bank & Other Charges	0.82	1.47
Auditor's Remuneration*	0.22	0.20
Directors Sitting Fees	0.20	0.33
Legal & Professional Fees	5.75	8.54
Overdue Interest on Statutory dues	3.29	6.49
Recoverable from Indian subsidiaries written off	4.73	–
Miscellaneous Expenses	0.36	0.51
Total	20.82	25.67

*Refer Note 30(11)

29. Exceptional items

(in ₹ Crore)

Exceptional items comprise of the following:

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Write Off of unbilled receivables	(4.34)	–
Reversal of Interest expenses on Inter Corporate Deposits*	224.57	–
Write off of amount receivable from the Company's subsidiary, Rolta Defence Technology Systems Pvt. Ltd. (RDTSP) pursuant to the transfer of defense business to RDTSP in the year 2015. The write off of the receivable was necessitated on account of the write off of the IPs in the books of RDTSP based on a valuation exercise undertaken by RDTSP through an external agency, pursuant to which were fully written off, on account of their obsolescence.	–	(2,160.25)
Reduction in cost of purchase of earlier years on account of Reversal of Sales by Rolta BI & Big Data Analytics Pvt. Ltd	–	35.71
Write off of Building value of Rolta Tower 'C' due to fire in February, 2020**	–	(162.84)
Trade Receivables Written Off	(12.71)	(8.32)
Loss on Sale of Immovable Property at Delhi	(22.34)	–
Excess Provisions and credit balances no longer Required written back	5.38	31.00
Advance Received from Customers no more payable - Written back	–	1.56
Amount receivable from RBDA not recoverable now written off	–	(41.43)
Amount payable to Rolta Private Limited no longer payable	–	25.72
Foreign Exchange Difference on account of adjustment of receivable on account of devolvement of stand by letter of credit against long term export advances received.	–	(138.34)
Total	190.55	(2,417.19)

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

As at and the For the year ended 31st March 2022

*Company had provided interest liability on Inter Corporate Call Money Deposit from Rolta Private Limited, a related party, which has been waived off by them from April, 2019. Accordingly, the interest cost provided in earlier years has been reversed. In view of this, interest cost for the year is not comparable with previous year.

** The Company has applied for Insurance claim and it is under process of being settled towards cost of building, furniture and computer systems and other equipments.

30. Other Notes: Explanatory Notes Annexed to and Forming Part of the Accounts as on 31st March 2022.

1. Income Taxes

a. Income tax expenses recognized in the Statement of Profit and Loss are analysed as below:

(in ₹ Crore)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Current taxes	–	–
Deferred taxes	(51.87)	107.17
MAT credit	--	--
Taxation of Earlier year	67.36	--
Total	15.49	107.17

b. Since the Company does not have an accounting profit in the Financial Statements for the year ended March 31, 2022 and March 31, 2021 the reconciliation of the tax expense to the amount computed by applying the statutory income tax rate to the profit before taxes has not been presented.

c. Significant component of deferred tax assets and liabilities for the year ended March 31, 2022 is as follows:

(in ₹ Crore)

Particulars	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	1,333.98	(347.63)	–	986.35
Retirement benefits liabilities	7.11	(3.57)	(0.37)	3.17
Provision for doubtful debts	–	–	–	–
Long term capital loss carry forward	35.11	–	–	35.11
Others	19.08	(19.08)	--	–
Total	1,395.28	(370.28)	(0.37)	1024.63
Deferred tax liabilities				
Tangible and intangible assets	248.49	(66.90)	–	181.59
Fair valuation of land & buildings	336.41	(318.87)	–	17.54
Total	584.90	(385.77)	–	199.15
Net deferred tax liability / (Assets)	810.37	15.49	0.37	825.48

Significant component of deferred tax assets and liabilities for the year ended March 31, 2021 is as follows:

(in ₹ Crore)

Particulars	Opening balance	Deferred tax expense/income recognized in profit and loss	Deferred tax expense/ income recognized in OCI	Others	Closing balance
Deferred tax assets					
Business tax-loss carry forwards	1,210.46	123.52	–	–	1,333.98
Retirement benefits liabilities	5.64	(0.05)	0.39	1.13	7.11
Provision for doubtful debts	–	–	–	–	–
Long term capital loss carry forward	35.11	–	–	–	35.11
Others	19.08	–	--	–	19.08
Total	1270.29	123.47	0.39	1.13	1,395.28
Deferred tax liabilities					
Tangible and intangible assets	227.28	21.21	--	–	248.49
Fair valuation of land & buildings	341.32	(4.91)	--	–	336.41
Total	568.60	16.30	--	--	584.90
Net deferred tax liability / (Assets)	701.68	107.17	(0.39)	1.13	810.37

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

As at and the For the year ended 31st March, 2022

31. Intangibles

List of Copyrights

Name of IPs	Copyright Reference Number
Rolta OnPoint™ (Rolta OnPoint Core)	SW-7641/2014
Rolta Map Navigator	SW-8824/2016
Rolta Spatial Query Engine	SW-8818/2016
Rolta Location Services	SW-8836/2016
Rolta Spatial Routing	SW-8819/2016
Rolta Spatial Security	SW-8838/2016
Rolta Spatial Editing	SW-8817/2016
Rolta Metadata Manager	SW-8801/2016
Rolta Cartographer	SW-8848/2016
Rolta Localizer	SW-8851/2016
Rolta Carto Print	SW-8869/2016
Rolta Spatial Admin Console	SW-8882/2016
Rolta OnPoint™ SDK	SW-8837/2016
Rolta Unified Mobility	SW-8828/2016
Rolta 3D Visualisation and Analytics	SW-8827/2016
Rolta Map Server™	SW-8756/2016
Rolta Spatial workflow analyser	SW-8883/2016
Rolta Embeddable Maps	SW-8871/2016
Rolta GeoWorkflow Manager	SW-8876/2016
Rolta Soil Analytics	SW-8825/2016
Rolta Linear Referencing System (LRS)	SW-8826/2016
Rolta GeoBI	SW-7241/2013
Rolta 2D/3D City Model	SW-8849/2016
Rolta Building Permit Approval	SW-8739/2016
Rolta Land Management	SW-8780/2016
Rolta Property Management	SW-8891/2016
Rolta Flood Simulation	SW-8858/2016
Rolta Disaster Impact Analytics	SW-8890/2016
Rolta Disaster Response Management	SW-8856/2016
Rolta Investor Portal	SW-8839/2016
Rolta Industrial Land Development	SW-8787/2016
Rolta Single Window Clearance	SW-8808/2016
Rolta Enterprise Asset Management	SW-8854/2016

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

As at and the For the year ended 31st March, 2022

Name of IPs	Copyright Reference Number
Rolta Outage Monitoring	SW-8803/2016
Rolta Work Order Management	SW-8805/2016
Rolta Mobile Field Inspection	SW-8850/2106
Rolta Safe to Dig	SW-8879/2016
Rolta Customer Complaint Analysis	SW-8760/2016
Rolta Billing Management	SW-8884/2016
Rolta Meter Billing Analytics	SW-8870/2016
Rolta Utilities Asset Tagging	SW-8852/2016
Rolta Sewerage Flooding Analysis	SW-8860/2016
Rolta Optical Fiber Network Management	SW-8886/2016
Rolta Gas Distribution Management	SW-8762/2016
Rolta Solid Waste disposal	SW-8859/2016
Rolta Waste Management System	SW-8857/2016
Rolta Environment Portal	SW-8783/2016
Rolta Air quality monitoring	SW-8786/2016
Rolta Land Scar monitoring	SW-8806/2016
Rolta Ground water monitoring	SW-8885/2016
Rolta Forest reservoir monitoring	SW-8807/2016
Rolta Traffic portal	SW-8829/2016
Rolta Road safety audit system	SW-8802/2016
Rolta Traffic Congestion Analytics	SW-8804/2016
Rolta Road Permit System	SW-8861/2016
Rolta Election Information	SW-8789/2016
Rolta Encroachment Management	SW-8785/2016
Rolta Facility Management	SW-8784/2016
Rolta Fleet Management	SW-8781/2016
Rolta Parking Meter Monitoring	SW-8878/2016
Rolta Citizen Grievance Management	SW-8788/2016
Rolta City Performance Portal	SW-8738/2016
Rolta Citizen Mobi-Connect	SW-8809/2016
Rolta Citizen Portal	SW-8840/2016
Rolta State Residential Data Hub (SRDH)	SW-8761/2016
Utility Network Toolkit	Not yet Registered

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

As at and the For the year ended 31st March, 2022

3. Expenditure on R&D

(in ₹ Crore)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Capital expenditure	–	–
Revenue Expenditure	–	11.67
Total	–	11.67

4 Related Parties

a. List of Related Parties and Relationships

i. Party	Relation
Rolta Global BV	Subsidiary
Rolta UK Ltd.	Subsidiary of Rolta Global BV
Rolta Middle East FZ LLC	Subsidiary of Rolta Global BV
Rolta Saudi Arabia Ltd.	Subsidiary of Rolta Global BV
Rolta International Inc. USA*	Subsidiary
Rolta Canada Ontario Limited*	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 Thales Limited.	Subsidiary
Rolta BI and Big Data Analytics Pvt. Ltd.	Subsidiary

*upto 30th September 2021

ii. Key Management Personnel / Directors

Mr. K K Singh	Chairman & Managing Director
Lt. Gen. K. T. Parnaik (Retd.)	Joint Managing Director
Mr. Dineshkumar Kapadia	Chief Financial Officer
Ms. Hetal Vichhi	Company Secretary & Compliance Officer
Mr. Sateesh Dasari	Executive Director (w.e.f 11 th February, 2021 upto 31 st December 2021)
Ms. Homai A Daruwalla	Independent Director
Mr. Ramnath Pradeep	Independent Director
Mr. Ramdas Gupta	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 Overseas Private Limited	Company controlled by Mr. K K Singh

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

As at and the For the year ended 31st March 2022

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					
Sales of Goods/Rendering of Services	3.22 10.48	6.11 15.57	--	--	9.33 26.05
Interest income on amount receivable against devolvement of Stand By Letter of Credit (SBLC)	--	3.07 2.92	--	--	3.07 2.92
Sale of IP	--	--	--	2.00	2.00
Sale of Motor Car	--	--	--	0.10	0.10
Interest on Royalty Expenses	--	--	--	1.47	1.47
Reversal of Interest on Royalty Expenses	--	--	--	14.82	14.82
Interests on Inter Corporate Deposit taken	--	--	--	121.06	121.06
Reversal of Interest on Inter Corporate Deposit taken	--	--	--	224.47	224.47
Purchase Return	-- 35.71	--	--	--	-- 35.71
Loans and other receivables Written-Off	4.73 2,201.97	--	--	--	4.73 2,201.97
Excess Provision for Expenses Written back	--	--	--	6.32	6.32
Reversal of Royalty Expenses	--	--	--	19.40	19.40
Managerial Remuneration (excluding Commission)	--	--	2.08 2.23	--	2.08 2.23
Directors Sitting Fees	--	--	0.20 0.33	--	0.20 0.33
Inter Corporate Deposit and advances Taken	--	--	--	61.41 33.32	61.41 33.32
Repaid	--	--	--	81.76 42.74	81.76 42.74
ESOP Given/ Reserved	(0.67) (6.84)	--	--	--	(0.67) (6.84)
Loans & Advances given	10.29	0.03	--	--	10.32
Loans & Advances Taken	7.81	0.88	--	--	8.69
Adjustment of certain payable and receivable balances of subsidiaries					
I Amount receivable arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon adjusted against long term export advance and other amounts payable to them	1,132.73	118.40	--	--	1,251.13
II Long Term Export Advances adjusted against Trade receivables / advances given/ amount recoverable	--	62.45	--	--	62.45
III Trade Receivables adjusted against payables	--	13.15	--	--	13.15
IV Receivables adjusted against Payables	7.09	--	--	--	7.09

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

As at and the For the year ended 31st March 2022

(in ₹ Crore)

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Management Personnel	Total
Adjustment of receivables against loan liability	--	--	--	2.00	2.00
Assignment of Trade Receivable of	7.81	7.77 27.36	--	--	7.77 35.17
Assignment of Trade receivable to	--	--	--	7.77 35.17	7.77 35.17
Liabilities Transferred	2.22	--	--	--	2.22
Payment made on our behalf	--	0.03	--	--	0.03
Payment made on our behalf- Repaid	--	0.04	--	--	0.04
II Closing Balances					
Trade Receivables	5.98 2.70	0.51 69.75	--	--	6.49 72.45
Other Receivables	2.01	--	--	--	2.01
Other Deposits taken	--	0.88	--	--	0.88
Loans and Advance Given	--	59.37	--	--	59.37
Trade Payable	0.02 7.77	0.78 42.48	--	--	0.80 50.25
Interest accrued and due on Borrowings	--	--	--	224.47	224.47
Inter Entity Advance Given	0.01 2.10	--	--	--	0.01 2.10
Long Term Export Advance Received	--	272.09 382.41	--	--	272.09 382.41
Investments at the Year End	236.80 237.46	--	--	--	236.80 237.46
Salary & Commission Payable	--	--	6.20 6.10	--	6.20 6.10
Directors Sitting Fees Payable	--	--	0.05	--	0.05
Inter Corporate Deposits and advances taken	--	--	--	631.89 652.24	631.89 652.24
Corporate Guarantees Given	6,247.91 5,967.52	99.55 93.59	--	940.00 940.00	7,287.46 7,001.11
Corporate Guarantees Taken	1,015.00 1,015.00	--	--	--	1,015.00 1,015.00

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					
Rotla International Inc. USA	3.22 10.48	--	--	--	3.22 10.48
Rotla UK Limited	--	5.06 14.08	--	--	5.06 14.08
Rotla Middle East FZ LLC	--	0.58 0.48	--	--	0.58 0.48
Rotla Canada Ontario Limited	--	0.47 1.01	--	--	0.47 1.01

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

As at and the For the year ended 31st March 2022

(in ₹ Crore)

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
	--	--	--	--	--
Rolta Middle East FZ LLC (Oman)	--	--	--	--	--
Rolta Saudi Arabia Ltd.	--	--	--	--	--
C.Y. - TOTAL	3.22	6.11	--	--	9.33
P.Y. - TOTAL	10.48	15.57	--	--	26.05
Interest income on amount receivable against devolvement of Stand By Letter of Credit (SBL C)					
Rolta UK Limited	--	1.01	--	--	1.01
	--	0.96	--	--	0.96
Rolta Middle East Fz LLC	--	2.06	--	--	2.06
	--	1.96	--	--	1.96
C.Y. - TOTAL	--	3.07	--	--	3.07
P.Y. - TOTAL	--	2.92	--	--	2.92
Sale of IP					
Rolta Private Limited	--	--	--	--	--
	--	--	--	1.00	1.00
Rolta Overseas Private Ltd	--	--	--	--	--
	--	--	--	1.00	1.00
C.Y. - TOTAL	--	--	--	--	--
P.Y. - TOTAL	--	--	--	2.00	2.00
Sale of Motor Car					
Rolta Private Ltd	--	--	--	--	--
	--	--	--	0.10	0.10
C.Y. - TOTAL	--	--	--	--	--
P.Y. - TOTAL	--	--	--	0.10	0.10
Interest on Royalty Expenses					
Rolta Private Limited	--	--	--	--	--
	--	--	--	1.47	1.47
Reversal of interest on Royalty Expenses					
Rolta Private Limited	--	--	--	--	--
	--	--	--	14.82	14.82
Interest on Inter Corporate Deposit taken					
Rolta Private Limited	--	--	--	--	--
	--	--	--	121.06	121.06
Reversal of Interest on Inter Corporate Deposit taken					
Rolta Private Limited	--	--	--	--	--
	--	--	--	224.47	224.47
Purchase return					
Rolta BI and Big Data Analytics Pvt. Ltd.	--	--	--	--	--
	35.71	--	--	--	35.71
Loans and other receivables Written-Off					
Rolta BI and Big Data Analytics Pvt. Ltd.	1.32	--	--	--	1.32
	41.72	--	--	--	41.72
Rolta Defence Technology Systems Pvt. Ltd	3.41	--	--	--	3.41
	2,160.25	--	--	--	2,160.25
C.Y. - TOTAL	4.73	--	--	--	4.73
P.Y. - TOTAL	2,201.97	--	--	--	2,201.97
Excess Provision for Expenses Written -Back					
Rolta Private Ltd	--	--	--	--	--
	--	--	--	6.32	6.32
Reversal of Royalty Expenses					
Rolta Private Ltd	--	--	--	--	--
	--	--	--	19.40	19.40

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

As at and the For the year ended 31st March 2022

(in ₹ Crore)

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
Managerial Remuneration (excluding Commission)					
Mr. K.K.Singh	--	--	--	--	--
Lt. Gen. K.T. Parnaik (Rtd.)	--	--	0.51	--	0.51
			0.61	--	0.61
Mr. Dineshkumar Kapadia	--	--	0.79	--	0.79
			0.78	--	0.78
Ma. Hetal Vichhi	--	--	0.10	--	0.10
			0.09	--	0.09
Mr. Sateesh Dasari	--	--	0.68	--	0.68
			0.75	--	0.75
C.Y. - TOTAL	--	--	2.08	--	2.08
P.Y. - TOTAL	--	--	2.23	--	2.23
Managerial Remuneration (Commission)					
Mr. K K Singh	--	--	--	--	--
			--	--	--
C.Y. - TOTAL	--	--	--	--	--
P.Y. - TOTAL	--	--	--	--	--
Directors Sitting Fees					
Lt.Gen.PPS Bhandari (Rtd.)	--	--	--	--	--
			0.07	--	0.07
Mr. Ramnath Pradeep	--	--	0.08	--	0.08
			0.11	--	0.11
Ms. Homai Ardeshir Daruwalla	--	--	0.07	--	0.07
			0.10	--	0.10
Mr Ramdas Gupta	--	--	0.05	--	0.05
			0.05	--	0.05
C.Y. - TOTAL	--	--	0.20	--	0.20
P.Y. - TOTAL	--	--	0.33	--	0.33
Inter Corporate Deposit and advances					
Rolta Private Ltd(ICD)					
- Taken	--	--	--	53.54	53.54
				25.84	25.84
- Repaid	--	--	--	73.89	73.89
				37.70	37.70
Rolta Overseas Pvt Ltd					
- Taken	--	--	--	7.87	7.87
				7.48	7.48
- Repaid	--	--	--	7.87	7.87
				5.04	5.04

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

As at and the For the year ended 31st March 2022

(in ₹ Crore)

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
- Taken					
C.Y. - TOTAL	--	--	--	61.41	61.41
P.Y. - TOTAL	--	--	--	33.32	33.32
- Repaid					
C.Y. - TOTAL	--	--	--	81.76	81.76
P.Y. - TOTAL	--	--	--	42.74	42.74
ESOP Given / Reversed					
Rolta International Inc USA	--	--	--	--	--
	(6.33)	--	--	--	(6.33)
Rolta Global BV	(0.58)	--	--	--	(0.58)
	0.04	--	--	--	0.04
Rolta Defence Technologies Systems Pvt. Ltd	(0.09)	--	--	--	(0.09)
	(0.55)	--	--	--	(0.55)
C.Y. - TOTAL	(0.67)	--	--	--	(0.67)
P.Y. - TOTAL	(6.84)	--	--	--	(6.84)
Loans & Advances Given					
Rolta International Inc. USA	--	--	--	--	--
	--	--	--	--	--
Rolta Defence Technology Systems Pvt. Ltd	--	--	--	--	--
	6.12	--	--	--	6.12
Rolta BI & Big Data Analytics Pvt. Ltd	--	--	--	--	--
	4.17	--	--	--	4.17
Rolta Middle East FZ LLC	--	--	--	--	--
	--	0.03	--	--	0.03
C.Y. - TOTAL	--	--	--	--	--
P.Y. - TOTAL	10.29	0.03	--	--	10.32
Loans & Advances Taken					
Rolta International Inc. USA	--	--	--	--	--
	7.81	--	--	--	7.81
Rolta UK Limited	--	--	--	--	--
	--	0.88	--	--	0.88
C.Y. - TOTAL	--	--	--	--	--
P.Y. - TOTAL	7.81	0.88	--	--	8.69
Adjustment of certain payable and receivable balances of subsidiaries					
D) Amount receivable arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon adjusted against long term export advance and and other amounts payable to them					
Rolta International Inc. USA	--	--	--	--	--
	1,132.73	--	--	--	1,132.73
Rolta Canada Ontario Limited	--	--	--	--	--
	--	118.40	--	--	118.40
Rolta UK Ltd	--	20.44	--	--	20.44
	--	--	--	--	--

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

As at and the For the year ended 31st March 2022

(in ₹ Crore)

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
Rolta Middle East FZ LLC (₹0.71 crores and ₹6.39 crores against long term export advance of RUK and Rolta Canada Ontario Ltd)	--	45.05	--	--	45.05
	--	--	--	--	--
C.Y. - TOTAL	--	65.49	--	--	65.49
P.Y. - TOTAL	1,132.73	118.40	--	--	1,251.13
II) Long Term Export Advances adjusted against Trade receivables / advances given/ amount recoverable					
Rolta Middle East Fz LLC (₹44.87 crores against receivables of Rolta Saudi Arabia Ltd)	--	46.49	--	--	46.49
	--	--	--	--	--
Rolta UK Ltd	--	15.96	--	--	15.96
	--	--	--	--	--
C.Y. - TOTAL	--	62.45	--	--	62.45
P.Y. - TOTAL	--	--	--	--	--
III) Trade Receivables adjusted against payables					
Rolta UK Ltd	--	8.06	--	--	8.06
	--	--	--	--	--
Rolta Middle East Fz LLC	--	4.91	--	--	4.91
	--	--	--	--	--
Rolta Saudi Arabia Ltd	--	0.18	--	--	0.18
	--	--	--	--	--
C.Y. - TOTAL	--	13.15	--	--	13.15
P.Y. - TOTAL	--	--	--	--	--
IV) Receivables adjusted against Payables					
Rolta Bi And Big Data Analytics Pvt Ltd	3.33	--	--	--	3.33
	--	--	--	--	--
Rolta Defence Technology Systems Pvt Ltd	3.76	--	--	--	3.76
	--	--	--	--	--
C.Y. - TOTAL	7.09	--	--	--	7.09
P.Y. - TOTAL	--	--	--	--	--
Adjustment of Receivable against Loans Liability					
Rolta Overseas Pvt Ltd	--	--	--	--	--
	--	--	--	1.00	1.00
Rolta Private Ltd	--	--	--	--	--
	--	--	--	1.00	1.00
C.Y. - TOTAL	--	--	--	--	--
P.Y. - TOTAL	--	--	--	2.00	2.00
Assignment of Trade Receivable of					
Rolta International Inc USA	--	--	--	--	--
	7.81	--	--	--	7.81
Rolta UK Limited	--	7.77	--	--	7.77

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

As at and the For the year ended 31st March 2022

(in ₹ Crore)

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
	--	27.36	--	--	27.36
C.Y. - TOTAL	--	7.77	--	--	7.77
P.Y. - TOTAL	7.81	27.36	--	--	35.17
Assignment of Trade receivable to					
Rolta Private Ltd	--	--	--	--	--
	--	--	--	32.63	32.63
Rolta Overseas Pvt. Ltd	--	--	--	7.77	7.77
	--	--	--	2.54	2.54
C.Y. - TOTAL	--	--	--	7.77	7.77
P.Y. - TOTAL	--	--	--	35.17	35.17
Liability Transfer					
Rolta Defence Technology Systems Pvt.Ltd	--	--	--	--	--
	2.22	--	--	--	2.22
Payment made on our behalf					
Rolta UK Limited	--	0.03	--	--	0.03
	--	--	--	--	--
C.Y. - TOTAL	--	0.03	--	--	0.03
P.Y. - TOTAL	--	--	--	--	--
Payment made on our behalf- Repaid					
Rolta UK Limited	--	0.04	--	--	0.04
	--	--	--	--	--
C.Y. - TOTAL	--	0.04	--	--	0.04
P.Y. - TOTAL	--	--	--	--	--
CLOSING BALANCES					
Trade Receivables					
Rolta International Inc. USA	5.93	--	--	--	5.93
	2.65	--	--	--	2.65
Rolta UK Ltd.	--	--	--	--	--
	--	19.30	--	--	19.30
Rolta Middle East FZ LLC.,	--	--	--	--	--
	--	5.88	--	--	5.88
Rolta Saudi Arabia	--	0.03	--	--	0.03
	--	44.56	--	--	44.56
Rolta Canada Ontario Limited	--	0.47	--	--	0.47
	--	--	--	--	--
Rolta America LLC	--	0.01	--	--	0.01
	--	0.01	--	--	0.01
Rolta BI and Big Data Analytics Pvt. Ltd.	--	--	--	--	--
	--	--	--	--	0.05
Rolta Thales Limited	0.05	--	--	--	0.05

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

As at and the For the year ended 31st March 2022

(in ₹ Crore)

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
	0.05	--	--	--	0.05
C.Y.- TOTAL	5.98	0.51	--	--	6.49
P.Y. -TOTAL	2.70	69.75	--	--	72.45
Other Receivable					
Rolta BI and Big Data Analytics Pvt Ltd	--	--	--	--	--
	2.01	--	--	--	2.01
C.Y. - TOTAL	--	--	--	--	--
P.Y. -TOTAL	2.01	--	--	--	2.01
Other Deposit Taken					
Rolta UK Ltd	--	--	--	--	--
	--	0.88	--	--	0.88
C.Y. - TOTAL	--	--	--	--	--
P.Y. -TOTAL	--	0.88	--	--	0.88
Loans & Advances Given					
Rolta UK Limited	--	--	--	--	--
	--	19.44	--	--	19.44
Rolta Middle East	--	--	--	--	--
	--	39.93	--	--	39.93
C.Y. - TOTAL	--	--	--	--	--
P.Y. -TOTAL	--	59.37	--	--	59.37
Trade Payable					
Rolta International Inc USA	0.02	--	--	--	0.02
	--	--	--	--	--
Rolta UK Ltd.	--	0.19	--	--	0.19
	--	0.31	--	--	0.31
Rolta Middle East FZ LLC	--	0.59	--	--	0.59
	--	35.81	--	--	35.81
Rolta Saudi Arabia Ltd	--	--	--	--	--
	--	0.19	--	--	0.19
Rolta Canada Ontario Ltd	--	--	--	--	--
	--	6.17	--	--	6.17
Rolta Defence Security Systems Pvt. Ltd	--	--	--	--	--
	3.76	--	--	--	3.76
Rolta BI & Big Data Analytics Pvt. Ltd	--	--	--	--	--
	4.01	--	--	--	4.01
C.Y.- TOTAL	0.02	0.78	--	--	0.80
P.Y. -TOTAL	7.77	42.48	--	--	50.25

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

As at and the For the year ended 31st March 2022

(in ₹ Crore)

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
Interest accrued and due on Borrowings					
Rolta Private Ltd	--	--	--	--	--
	--	--	--	224.47	224.47
C.Y. - TOTAL	--	--	--	--	--
P.Y. -TOTAL	--	--	--	224.47	224.47
Inter Entity Advance Given					
Rolta Thales Ltd	0.01	--	--	--	0.01
	0.01	--	--	--	0.01
Rolta Bi and Big Data Analytics Pvt Ltd	--	--	--	--	--
	1.57	--	--	--	1.57
Rolta Defence Technologies Systems Pvt Ltd	--	--	--	--	--
	0.52	--	--	--	0.52
C.Y. - TOTAL	0.01	--	--	--	0.01
P.Y. -TOTAL	2.10	--	--	--	2.10
Long Term Export Advance Received					
Rolta UK Ltd.	--	150.25	--	--	150.25
	--	213.16	--	--	213.16
Rolta Middle East Ltd. FZ LLC	--	121.84	--	--	121.84
	--	169.25	--	--	169.25
C.Y. - TOTAL	0.00	272.09	--	--	272.09
P.Y. -TOTAL	--	382.41	--	--	382.41
Investments					
Rolta International Inc. USA	206.94	--	--	--	206.94
	206.94	--	--	--	206.94
Rolta Thales Ltd.	2.55	--	--	--	2.55
	2.55	--	--	--	2.55
Rolta Global BV	0.62	--	--	--	0.62
	1.20	--	--	--	1.20
Rolta BI and Big Data Analytics Pvt Ltd.	0.52	--	--	--	0.52
	0.52	--	--	--	0.52
Rolta Defence Technologies Systems Pvt Ltd.	26.17	--	--	--	26.17
	26.25	--	--	--	26.25
C.Y. - TOTAL	236.80	--	--	--	236.80
P.Y. -TOTAL	237.46	--	--	--	237.46
Salary & Commission Payable					

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

As at and the For the year ended 31st March 2022

(in ₹ Crore)

Transactions	Subsidiaries	Sub-Subsidiaries	Key Management Personnel	Enterprises over which significant influence by Key Mgmt. Personnel	Total
Mr. K K Singh - Commission	--	--	3.17	--	3.17
	--	--	3.17	--	3.17
It. Gen. K.T. Parnaik - Salary	--	--	0.41	--	0.41
	--	--	0.31	--	0.31
Commission	--	--	1.10	--	1.10
	--	--	1.10	--	1.10
Mr. Sateesh Dassari - Salary	--	--	0.42	--	0.42
	--	--	0.41	--	0.41
Mr. Dineshkumar Kapadia - Salary	--	--	1.09	--	1.09
	--	--	1.10	--	1.10
Ms. Hetal Vichhi - Salary	--	--	0.01	--	0.01
	--	--	0.01	--	0.01
C.Y. - TOTAL	--	--	6.20	--	6.20
P.Y. - TOTAL	--	--	6.10	--	6.10
Directors Sitting Fees Payable					
Mr. Ramnath Pradeep	--	--	0.02	--	0.02
	--	--	--	--	--
Ms. Homai Ardeshir Daruwalla	--	--	0.01	--	0.01
	--	--	--	--	--
Mr Ramdas Gupta	--	--	0.02	--	0.02
	--	--	--	--	--
C.Y. - TOTAL	--	--	0.05	--	0.05
P.Y. - TOTAL	--	--	--	--	--
Inter Corporate Deposit and advances taken					
Rolta Private Limited	--	--	--	629.45	629.45
	--	--	--	649.10	649.10
Rolta Overseas Private Limited	--	--	--	2.44	2.44
	--	--	--	2.44	2.44
C.Y. - TOTAL	--	--	--	631.89	631.89
P.Y. - TOTAL	--	--	--	652.24	652.24
Corporate Guarantees Given					
Rolta UK Ltd - Corporate Guarantee for Performance	--	99.55	--	--	99.55
	--	93.59	--	--	93.59
Rolta International Inc - Bond Guarantee	6,247.91	--	--	--	6,247.91
	5,967.52	--	--	--	5,967.52
	--	--	--	--	--
Rolta Private Ltd	--	--	--	940.00	940.00
	--	--	--	940.00	940.00
C.Y. - TOTAL	6,247.91	99.55	--	940.00	7,287.46
P.Y. - TOTAL	5,967.52	93.59	--	940.00	7,001.11
Corporate Guarantees Taken					
Rolta Defence Technology Systems Pvt Ltd	1,015.00	--	--	--	1,015.00
	1,015.00	--	--	--	1,015.00

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

As at and the For the year ended 31st March 2022

Notes:

- Related party relationship is as identified by the Company 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, except what is stated above.
- 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.
- Some of the Key Management Personnel are also covered under the Company's Gratuity Plan along with the other employees of the Company which is not included in the above disclosure.
- Disclosure pursuant to Regulation 34(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015:

(in ₹ Crore)

Particulars	As at 31 st March, 2022	Maximum Outstanding during the year ended 31 st March, 2022	As at 31 st March, 2021	Maximum Outstanding during the year ended 31 st March, 2021
Rolta Defence Technologies Systems Pvt Ltd.	–	7.17	0.52	0.52
Rolta BI and Big Data Analytics Pvt Ltd.	–	3.33	1.57	1.57
Rolta Thales Ltd.	0.01	0.01	0.01	0.06

Note : None of the above mentioned parties hold shares of the Company.

- Refer clause number 17 and 20 below

5. Statutory Liabilities

The undisputed Statutory liability amounting to ₹36.03 crores is outstanding for more than six months from the date it became payable As per details given below :

(in ₹ Crore)

Particulars	Amount
Profession Tax	0.30
Provident & Pension Fund	4.19
ESIC & Labour Welfare Fund	0.08
TDS	26.10
GST (RCM)	0.66
Property Tax	4.70
Total	36.03

6. a) Ratio Analysis

(in ₹ Crore)

Particulars	As at 31 st March, 2022	As at 31 st March, 2021	% Change from March 31, 2021 to March 31, 2022
Current Ratio	0.05	0.07	-27.68%
Debt – Equity Ratio	-1.59	-1.73	-7.95%
Debt Service Coverage Ratio	-0.02	-0.01	94.97%
Return on Equity Ratio	0.17	2.76	-260%
Trade Receivable Turnover Ratio	0.41	1.07	-61.78%
Trade Payable Turnover Ratio	0.00	0.05	-91.34%
Net Capital Turnover Ratio	-0.00	-0.02	-85.09%
Net Profit Ratio	-3612%	-3120%	-492%
Return on Capital Employed	-3%	-5%	1%

Note: Other ratios are not applicable

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

As at and the For the year ended 31st March 2022

b) Components of Ratio

Particulars	Numerator	Denominator	As at March 31, 2022		As at March 31, 2021	
			Numerator	Denominator	Numerator	Denominator
Current Ratio	Current Asset	Current Liabilities	307.59	6,543.27	393.49	6,053.67
Debt-Equity Ratio	Borrowings	Shareholder's Equity	6,347.76	-3,986.35	5,618.89	-3,248.06
Debt Service coverage Ratio	Earning for Debt Service	Debt Service	-16.86	753.96	-8.85	771.60
Return on Equity	Net Profit After Tax	Average Shareholder Equity	-606.14	-3,617.21	-3,161.70	-1,143.71
Trade Receivables turnover ratio	Net credit sales	Avg. Accounts Receivable	17.22	42.15	104.74	98.00
Trade Payables turnover ratio	Net Credit Purchase	Average Trade Payable	0.39	86.08	7.66	148.13
Net capital turnover ratio	Net Sales	Working Capital	17.21	-6,235.69	104.76	-5,660.19
Net Profit Ratio	Net Profit	Net Sales	-621.62	17.21	-3,268.86	104.76
Return on Capital Employed (ROCE)	Earnings before interest and tax	Capital Employed	-58.22	1,725.51	-80.08	1,714.59

c) Reasons for variance of more than 25% in above ratios:

Particulars	As at 31st March, 2022
Current Ratio	Reduction in Current Assets and increase in Current Liabilities due to losses
Debt- Equity ratio	Increase in Debt due to interest provision and reduction in Equity
Debt Service coverage ratio	Due to Reduction in Sales
Return on Equity (ROE)	Due to Losses and negative networth
Trade Receivables turnover ratio	Due to Reduction in Sales and Trade Receivables
Trade Payables turnover ratio	Due to Reduction in Sales
Net capital turnover ratio	Increase in borrowings and reduction in sales
Net profit Ratio	Due to Reduction in Sales

7. Right of Use – Lease Assets and Lease Liabilities

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The incremental borrowing rate applied to lease liabilities as at 1st April 2019 is 15.81%.

The Summary of practical expedients elected on initial application.

- Applied the exemption not to recognize ROU assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
- Applied the practical expedient by not reassessing whether a contract is, or contains, a lease at the date of initial application. Instead applied the standards only to contracts that were previously identified as leases under Ind AS 17.

8. Earnings Per Share – EPS

EPS is calculated by dividing the profit / (loss) 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.

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
a. Before Exceptional Item		
Net Profit/(Loss) attributable to Equity Shareholders for Basic EPS (in ₹ Cr.)	(812.18)	(851.68)
EPS (₹) Basic	(48.02)	(44.88)
EPS (₹) Diluted	(48.02)	(44.88)
b. After Exceptional Item		
Net Profit/(Loss) attributable to Equity Shareholders for Basic EPS (in ₹ Cr.)	(736.64)	(3,160.21)
EPS (₹) Basic	(36.54)	(190.69)
EPS (₹) Diluted	(36.54)	(190.69)

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

As at and the For the year ended 31st March 2022

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

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Weighted nos. of shares for Basic Earnings per share	165,891,355	165,891,355
Adjusted on account of ESOPs	--	8,12,500
Weighted nos. of shares for Diluted Earnings per share	165,891,355	166,703,855

9. Contingent Liabilities not provided for in respect of:

(in ₹ Crore)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
i. Corporate guarantees issued to customers & third party	7,287.45	7,001.12
ii. Bank Guarantee issued for projects	35.28	35.28
iii. Claims against the company by customers not acknowledged as debt	18.50	19.29
iv. Disputed demands in respect of		
▪ Sales tax and VAT (Excluding demand for interest thereon)	13.38	13.58
▪ Service tax	0.88	0.88
▪ GST	30.01	30.01
▪ Income Tax	269.46	--
▪ Penalty levied by Stock Exchanges pending waiver	0.46	--
v. Liabilities, if any, in respect of non compliance with various laws/acts and interest /penalty on such liabilities, if any, as may arise.	Amount not determinable	

Note:

The Company's pending litigations comprise of claims against the Company and proceedings pending with Tax and other Authorities (including the cases, where the tax authorities have filed the appeal against the matters decided in favour of the Company). The Company has reviewed all its pending litigations and proceedings and has made adequate provisions wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements the Company does not reasonably expect the outcome of these proceedings to have a material impact on its financial statements.

10. Disclosures in respect of Non-Cancellable Operating Leases

The Company does not have any non-cancellable operating leases

11. Auditor's Remuneration

(in ₹ Crore)

Auditor's Remuneration	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Audit fees	0.20	0.20
Out of Pocket expenses	0.02	--
Total	0.22	0.20

12. 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 assets, financial liabilities and equity instruments are disclosed in note 2i 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.

(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 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 term cash flows by minimising the exposure to financial markets.

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.

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

As at and the For the year ended 31st March 2022

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 are 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:

Particulars	Currency Type	As at 31 st March, 2022		As at 31 st March, 2021	
		Foreign Currency in Lakhs	(in ₹Crore)	Foreign Currency in Lakhs	(in ₹Crore)
Trade receivables	USD	7.98	5.97	76.12	55.95
	GBP	–	–	18.70	18.87
	EUR	–	–	0.24	0.21
	CAD	0.78	0.47	–	–
Trade payables	USD	1.05	0.80	19.41	14.27
	GBP	–	–	0.14	0.14
	EUR	–	–	0.16	0.13
	AUD	–	–	0.15	0.01
Long Term Export Advances Received	USD	355.37	269.40	580.91	354.76
	EUR	3.18	2.70	3.87	2.70

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 31st March, 2022 by approximately ₹0.36 Cr. / ₹0.36 Cr. respectively (previous year ended 31st March, 2021: ₹ 4.48 Cr. / ₹ 4.48 Cr. respectively).

B. Interest rate risk

The Company is exposed to Interest rate risk because the Company has borrowed funds at both fixed & floating interest rates. Interest rate risk has been measured by using the cash flow sensitivity for changes in variable interest rates. The sensitivity analysis has been determined based on the exposure to financial instruments at the end of the reporting period. Any movement in the reference rates could have an impact on the Company's cash flows as well as costs.

The Company had borrowed through a number of financial instruments such as External Commercial Borrowings (ECBs), Rupee term loans and working capital demand loans. The Company is subject to variable interest rates on some of these interest bearing liabilities. As at the end of the current reporting period, the liability on account of ECB's has devolved on the parent Company and is now repayable in Indian Rupees.

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 impact on interest rates over the 12-month period would result in Company's net finance expense by approximately ₹± 16.18 crores (P.Y ended 31st March, 2021: ₹± 16.18 crores). Reference is invited to Clause no 21 here below.

C. 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.

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

As at and the For the year ended 31st March 2022

D. Liquidity risk

Liquidity risk refers to the probability 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 is presently facing a severe liquidity crisis, primarily on account of non-realization of its receivables, as a result of which it has not been able to discharge its financial obligations.

13. a) An order of Hon'ble Supreme Court of the State of New York, County of New York, has been passed on September 02, 2020 in favour of certain Bondholders for an amount of US \$ 183 million (approx) plus interest at 9% upto the date of payment against the Company and its International Subsidiaries. Further a turnover order dated October 20, 2020 on a motion submitted by the plaintiffs was passed by the said Hon'ble Court in New York in favour of the Plaintiffs, directing the defendants to turn over their cash on hand and their stock / membership interest owned in subsidiaries of the Company.

Rolta India Ltd. has filed a suit no. 3396/2020 dated November 10, 2020 in Hon'ble Bombay High Court with the main prayer to grant interim injunction and declare that the summary judgement dated September 02, 2020 and turnover order dated October 20, 2020 cannot be executed and the suit is pending before the Hon'ble Bombay High Court.

The Hon'ble Supreme Court of New York appointed a receiver vide its order dated April 16, 2021 against Rolta International Inc, (RUS), its subsidiaries and Rolta India Ltd vide its order dated August 24, 2021.

Based on the advice of Legal Advisor for the Company in US, the Company turned over its shareholding in Rolta Canada Ltd, Rolta LLC and Rolta America LLC, the subsidiaries of RUS, to the Bondholders on September 13, 2020 who had obtained the Turnover Order dated October 20, 2020 from Hon'ble Supreme Court of the County of New York. As per New York Court Order, the Rolta Directors on RUS have ceased to be on Board of RUS and the Receiver has taken over the Management and financial control of RUS and its subsidiaries from September, 2021. However, ownership of RUS still remains with Rolta India Ltd and Rolta Global BV as turnover order for shares owned by Rolta India Ltd and Rolta Global BV has not been domesticated in local jurisdictions.

Recently on 22nd March, 2022, Company has perfected the appeal before the higher Appellate court of New York against the (i) Turnover Orders, (ii) the Receivership Orders which is still under consideration of Appellate Court. The New York court also ordered RIL and its Chairman and Managing Director to provide all emails from May 2016 onwards including privileged communication also to be handed over to the litigant bondholders. The Company appealed this order in appellate court of New York and got the interim stay for the appellate court on 9th June 2022. There are no further orders by the Appellate Court apart for the above matter.

- b) The Management of the Company is confident of improvement in the business after restructuring as mentioned in Note 14 and 15(a) below and therefore, notwithstanding ongoing legal disputes, exposure of the Company by way of investments in equity shares and receivable of ₹206.94 Crores and ₹ 5.93 Crores, respectively, continues to be measured and carried forward at book values and has not been impaired.
14. Pursuant to the execution of a definitive Restructuring Services Agreement (RSA) entered with the Streamcast Group on August 6, 2019, under the terms of which the Streamcast Group will assist Rolta India Ltd., its group companies and its subsidiaries in repayment and restructuring of its liabilities. In view of the difficulties faced by the Streamcast Group, with the statutory authority in Europe, the Company has recently signed a tripartite amendment agreement on 23rd March, 2022 with Streamcast Group and its holding Company Jump Network Inc, USA. The Board has conducted the due diligence of Jump Network Inc. and are satisfied with their credentials. As per the agreement now the RSA has been taken over by Jump Network Inc. USA and as per the recent communication from Jump Network Inc. USA, the RSA is expected to be implemented from October, 2022 onwards. Thereafter, the Company will be able to come out of the financial crisis and all the liabilities will be settled by Jump Network Inc. Therefore, Management of the Company is of the view that the Company continues to be a going concern.
15. a) The Company had received from the Government Department, the payment of ₹ 227.77 Crores in the month of May, 2022 out of which amount of ₹ 7.72 Crores was deducted towards TDS (Income Tax and GST) and also further deducted ₹ 23.18 Crores towards TDS payable by the Company for earlier period and remitted the same to the Department directly. Accordingly, the Company received ₹ 196.87 Crores net of taxes in Kotak Mahindra Bank. The said amount was not released by Kotak Mahindra Bank due to the claim received from Union Bank of India. The Company therefore filed a commercial suit against Kotak Mahindra Bank in Hon'ble High Court, Mumbai and the matter is sub-judice and Kotak Mahindra Bank account became non-operational.

Once the Company receives a favourable order from the court, the Company will receive ₹196.87 Crores which will help the Company to settle all pressing liabilities including statutory dues etc.

b) The Company is putting all efforts to realise the balance amount from the Government department against unbilled receivables.

c) The Company has executed Projects for Haryana Space Application Centre (HARSAC) and an amount of ₹1.22 Crores is receivable from them. The Company has completed the project fully, however, there were some disputes consequent to which the matter was referred to Arbitral Tribunal. The Arbitrator awarded the order in favour of the Company for an amount of ₹8.74 Crores. However, HARSAC has approached the higher court and the matter is currently sub-judice.

16. (i) The Company has adjusted in its books, the amount receivable from its UK subsidiary i.e. Rolta UK Limited (RUK) arising from devolvement of Standby Letter of Credit (SBLC) and interest thereon, trade receivables and advances recoverable against long term export advance received and other amounts payable to them.

(ii) Similarly, the Company has adjusted in its books the amount receivable from its subsidiary i.e. Rolta Middle East FZ LLC (RME) arising

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

As at and the For the year ended 31st March 2022

from devolvement of Standby Letter of Credit (SBLC) and interest thereon as well as trade receivables against long term export advance received and other amounts payable to them. Further, the Company has also adjusted the long term export advance received from two sub subsidiaries against the SBLC due receivable from RME.

(iii) The Company has made necessary application stating the above facts to Reserve Bank of India seeking their permission for the above adjustments and the approval is awaited.

17. Company's Current Bank Accounts (except for current account with Axis Bank where inward/ outward foreign remittances were not permitted) were attached by the Income Tax Department (TDS Division) during September, 2019. In absence of operating Current Accounts, the Export remittances from RIL's overseas subsidiaries were received by the Group Companies, Rolta Private Ltd (RPL) and Rolta Overseas Private Limited (ROPL) by way of assignments of Invoices raised on RIL's overseas subsidiaries, based on the legal opinion, and the funds so received were fully utilised for RIL's expenses through Axis Bank upto June, 2021 and thereafter the Private Companies made the payments directly to the parties as per RIL's directions.
18. The Company has, as on the reporting date, recognized accumulated net Deferred Tax Asset of ₹ 825.48 Crores (Previous Year ₹ 810.37) after adjusting the Deferred Tax Liability of ₹ 199.15 Crores (Previous Year ₹ 584.91). The Deferred Tax Asset has arisen on account of business losses. The management is of the view that the Company will be able to generate enough taxable profits in the subsequent years for setting off the accumulated losses, in view of what is stated in clause 14 and 15(a) above. The projections of future profitability have been examined and approved by the Board of Directors.
19. a) Union Bank of India and certain Bondholders have filed application in NCLT seeking relief under Section 7 of Insolvency and Bankruptcy Code. The said petition is still to be heard for admission. Union Bank of India, Central Bank of India, Bank of Baroda and Syndicate Bank (now owned by Canara Bank) have filed Securitisation Application (SA) in DRT Court, Mumbai and the Company is contesting the same.
- b) The Company had availed a Term Loan of ₹ 40 crores from Vijaya Bank, now known as Bank of Baroda, in December, 2017 and Mortgaged the Property owned and situated at Delhi as security. The said property was retained along with other securities by the bank for the facility of ₹240 Crores which was provided to Rolta Private Ltd and disbursed the loan for the purpose of supporting Rolta India Ltd. Since, the Company could not service the Inter Corporate Deposit given by Rolta Private Ltd, the facility became Non Performing Asset and the Bank auctioned the said property in Delhi through e-auction on September 20, 2021 for a consideration of ₹ 36.16 Crores and therefore, the said property has been accounted for as sale during the year.
- c) In absence of operative bank accounts the funding and operations are carried through promoter group companies.
20. The Company has received the approval for Royalty free use of name of "ROLTA" till December 31, 2022 from Rolta Private Limited
21. As at March 31, 2022, outstanding fund-based borrowings of Banks aggregates to ₹ 5,711.87 Crores. The Banks have not provided the balance confirmation to the Company due to it's NPA status. Adjustment to principal and interest, if any, will be recognized in the year of final settlement, pending receipt of confirmations of their balances as on the reporting date.

The Company has borrowed from Group Private Companies amounting to ₹ 636.39 Crores and has received the confirmations from them.

No Confirmation is received from one private party for an amount payable of ₹ 4.50 Crores.

22. Business Segment:

The Company is engaged in the business of Enterprise Geospatial, Defence, Data Analytics and connected Solutions and reviewed by the Chairman and Managing Director to make decisions about resources to be allocated to the segment and assess its Performance. Currently, the Company has only one Business Segment.

23. Details of Benami Property Held:

The Company do not have any Benami Property, where any proceeding has been initiated or pending against the Company for holding any Benami Property under the Benami Transactions(Prohibition) Act, 1988 (45 of 1988) and rules made there under.

24. Wilful Defaulter:

The Company has not been declared as a Wilful Defaulter by any Financial Institution or bank as at the date of Standalone Balance Sheet.

25. Relationship with Struck Off Companies:

The Company has not identified any transactions or balances in any reporting periods with companies whose name is struck off under section 24B of the Companies Act, 2013 or section 560 of Companies Act, 1956.

26. Registration of Charges or Satisfaction with Registrar of Companies (ROC) :

The Company has no pending charges or satisfactions which are yet to be registered with the ROC beyond the statutory period.

27. Compliance with Number of Layers of Companies:

The Company has complied with the provision of the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

28. Compliance with approved Scheme(s) of Arrangements:

There are no Schemes of arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of Companies Act, 2013

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

As at and the For the year ended 31st March 2022

29. Discrepancy in Utilization of Borrowings:

The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the standalone balance sheet date. There are no discrepancies in utilisation of borrowings.

Utilisation of Borrowed funds and share premium:

(A) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (intermediaries).

(B) The Company has not received any fund from any person(s) or entity (ies), including foreign entities (Funding Party).

The Company has not advanced or loaned or invested funds to any other person(s) or entity (ies) including foreign entities (intermediaries) with the understanding that the intermediary shall:

a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

30. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or;

b) Provide any guarantee, security or the like on behalf of the Ultimate beneficiaries.

31. Additional Information:

Undisclosed Income:

The Company has no transaction that is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961)

32. Details of Crypto Currency or Virtual Currency:

The Company has not traded or invested in Crypto currency or Virtual Currency.

33. The Company is not covered under section 135 of the Companies Act, Disclosures with regard to CSR activities are not applicable to the Company.

34. Previous year's 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 J. Kala & Associates
Chartered Accountants
Firm's Registration No. 118769W

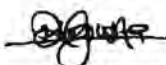


Jayesh Kala Partner
Membership No. 101686

For and on behalf of Board of Directors



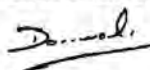
K. K. Singh
Chairman & Managing Director
DIN: 00260977



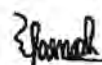
Ramdas B Gupta
Director
DIN: 08431597



Dineshkumar Kapadia
Chief Financial Officer



Homai A Daruwalla
Director
DIN: 00365880



Lt. Gen. K. T. Parnaik (Rtd.)
Joint Managing Director
DIN: 07129253



Hetal Vichhi
Company Secretary & Compliance Officer



Ramnath Pradeep
Director
DIN: 02608230

Mumbai
29th September, 2022

Mumbai
29th September, 2022

Corporate Governance

As at March 31, 2022

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 will 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 management including the Whole-time Directors, Independent Directors, Presidents and CFO. 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. The Company has an appropriate mix of Executive and Independent Directors to maintain independence of Board, and as at March 31, 2022, the Board consists of five members, of which three 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. Directors notify the Company of any change that takes place in their number of Directorship and/or membership in committees vide disclosures at the Board Meetings. None of the Executive Directors of the Company serves as a Director in more than seven listed

entities and none of the Independent Directors of the Company are serves as an Independent Director in more than seven listed entities. Also, the Managing Director of the Company does not serve as an Independent Director in any listed entities. 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 Limited Companies in which they are Director(s). Company Secretary of the Company acts as Secretary of the Committees as well.

Information as required in [Part C] of Schedule V of Listing Regulations is placed before the Board regularly for its consideration.

(ii) Board Meetings:

During the year ended March 31, 2022, Four (4) meetings of the Board were held including a separate meeting of the Independent Directors. It may be noted that the Company was admitted under Insolvency and Bankruptcy Code, 2016 by the National Company Law Tribunal from May 13, 2021 upto August 25, 2021 and hence, no meeting of the Board of Directors could be held during that period.

The dates on which the said meetings were held are as follows:

November 01, 2021, December 08, 2021 & December 31, 2021 and March 31, 2022.

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, 2022 and no commission has been paid to the Non-Executive Directors for the period under consideration. Details of the fees paid to the Non-Executive Directors are disclosed elsewhere in this report.

Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/ she 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 on the website of the Company. Company Secretary acts as the Secretary of the Board Meetings.

(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 Director	Category	Number of Board Meetings during the Financial year ended March 31, 2022		Whether attended last AGM held on December 31, 2021	Number of Directorships in other public companies		Number of Committee Positions held in other public companies	
		held during tenure of directorship	Attended		Chairperson	Member	Chairperson	Member
Mr. Kamal K Singh (Chairman and Managing Director) DIN 00260977	Non-Independent, Executive	3	3	YES	-	-	-	-
Ms. Homai A. Daruwalla DIN 00365880	Independent, Non-Executive	4	4	YES	-	6	4	4
Mr. Ramnath Pradeep DIN 02608230	Independent, Non-Executive	4	4	YES	-	1	1	1
Mr. Ramdas Bhagwandas Gupta DIN 08431597	Independent, Non-Executive	4	4	YES	-	-	-	-
Lt. Gen. K T Parnaik (Retd.) (Joint Managing Director) DIN 07129253	Non-Independent, Executive	3	3	YES	-	-	-	-
Mr. Sateesh Dasari* DIN 09042563	Non-Independent, Executive	2	2	YES	-	-	-	-

* appointed as an Additional Director w.e.f. February 11, 2021. Ceased to be Director on December 31, 2021.

Corporate Governance

As at March 31, 2022

iv) Names of the Listed Entities where the person is a Director and the Category of Directorship as on March 31, 2022

Name of the Director	Directorship	Category of Directorship
Mr. Kamal K. Singh	Rolta India Limited	Executive, Non-Independent
Lt. Gen. K. T. Parnaik (Retd.)	Rolta India Limited	Executive, Non-Independent
Ms. Homai A Daruwalla	Rolta India Limited	Non-Executive, Independent
	Jaiprakash Associate Limited	Non-Executive, Independent
	Triveni Engineering and Industries Limited	Non-Executive, Independent
	Triveni Turbine Limited	Non-Executive, Independent
	AJR Infra and Tolling Ltd.	Non-Executive, Independent
	Associated Alcohols & Breweries Limited	Non-Executive, Independent
Mr. Ramnath Pradeep	Rolta India Limited	Non-Executive, Independent
Mr. Ramdas Gupta	Rolta India Limited	Non-Executive, Independent
Mr. Sateesh Dasari*	Rolta India Limited	Executive, Non Independent

* appointed as an Additional Director w.e.f. February 11, 2021. Ceased to Director on December 31, 2021.

- 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, including directorship in Rolta India Limited.
- No Director of the Company has served as an Independent Director in more than seven listed companies.
- No Director of the Company is a member in more than ten specified committees or Chairperson of such five committees across all other public limited companies in which they are Director(s). The confirmation in the said regard has been obtained from the Directors. For the purpose of reckoning the limits, Chairmanships/ Memberships of Board Committees include only Audit and Stakeholder's Relationship Committee.
- Company meets the requirement of having a Non-Executive Independent Woman Director on Board.
- The current composition of the Board is five (5) instead of six (6) members. The Board is looking for a suitable additional person who can do justice during such turbulent times.

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 March 31, 2022, as required under Schedule IV of 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 and to review the performance of the Executive Directors. They reviewed the performance of the Managing Director in depth to access his effectiveness to the Company.

All the Independent Directors namely Ms. Homai A. Daruwalla, Mr. Ramnath Pradeep & Mr. Ramdas Gupta attended the Meeting of Independent Directors.

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 & Managing Director 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 <http://www.rolta.com/wp-content/uploads//pdfs/investor-relations/Rolta-Familiarization-Program-for-Independent-Directors.pdf>.

Skills/ Expertise/ Competence of the Board of Directors of the Company

Details as per Rule 8-Companies (Accounts) Rules, 2014 are as follows;

Name of the Director	Skills/ Expertise/ Competence
Mr. Kamal K. Singh	General Corporate Management, Overall Leadership, Strategic Planning, Banking, Finance, Legal & Technical Guidance
Ms. Homai Daruwalla	Banking, General Corporate Management, Finance, Taxation & Audit
Mr. Ramnath Pradeep	Banking, General Corporate Management, Finance, Taxation & Legal
Mr. Ramdas Gupta	Corporate Law & Legal Matters
Lt. Gen K.T. Parnaik (Retd.)	General Corporate Management, Defence & Security
Mr. Sateesh Dasari*	General Corporate Management, IT Management & Technology

*appointed as an Additional Director w.e.f. February 11, 2021. Ceased to Director on December 31, 2021.

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 viz. <http://www.rolta.com/wp-content/uploads/pdfs/investor-relations/CodeofConduct.pdf>. 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 of Directors and the designated employees have confirmed compliance with the Code during the year.

Corporate Governance

As at March 31, 2022

The Policy is displayed on Company's website viz.

http://www.rolta.com/wp-content/uploads//pdfs/investor-relations/Fair-disclosure-Code-2020_01.10.2020.pdf

(B) 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. The Chief Financial Officer is a permanent invitee and has attended all the meetings of the Audit Committee. Company Secretary acts as the Secretary of the Audit Committee.

It may be noted that the Company was admitted under Insolvency and Bankruptcy Code, 2016 by the National Company Law Tribunal from May 13, 2021 upto August 25, 2021 and hence only Two (02) Audit Committee Meetings were held during Financial Year 2021-22. The dates on which the said meetings were held are as follows:

November 01, 2021 & December 08, 2021.

Attendance of Directors at the Audit Committee Meetings during the financial year ended March 31, 2022:

Member	Designation/Category	Meetings Held during tenure of the director	Meetings Attended
Ms. Homai A. Daruwala	Chairperson (Non-Executive, Independent)	02	02
Mr. Ramnath Pradeep	Member (Non-Executive, Independent)	02	02
Mr. Kamal K. Singh	Managing Director	02	02

The Audit Committee 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 decisions/recommendations made by them are 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) of Listing Regulations and the relevant provisions of the Companies Act, 2013. 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.

The role of the audit committee includes the following:

- 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;
- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - 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;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;

- compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;
- reviewing with the management, the quarterly financial statements before submission to the Board for approval;
 - 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;
 - reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 - approval or any subsequent modification of transactions of the listed entity with related parties;
 - scrutiny of inter-corporate loans and investments;
 - valuation of undertakings or assets of the listed entity, wherever it is necessary;
 - evaluation of internal financial controls and risk management systems;
 - reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - 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;
 - discussion with internal auditors of any significant findings and follow up there on;
 - 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;
 - 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;
 - 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;
 - to review the functioning of the whistle blower mechanism;
 - approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
 - carrying out any other function as is mentioned in the terms of reference of the audit committee.
 - reviewing the utilization of loans and/ or advances from/ investment by the holding Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

The Audit Committee mandatorily reviews the following information:

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the audit committee), submitted by management;
- management letters/letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to the stock exchange(s) in terms of Regulation 32(1).
 - 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 March 31, 2022

(C) 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 under SEBI (Share Based Employee Benefits) Regulations, 2014, as amended from time to time.

Mr. Ramnath Pradeep, Non-Executive Independent Director is the Chairman of the Nomination and Remuneration Committee (NRC). Other members of the Committee are Ms. Homai A. Daruwalla and Mr. Ramdas Gupta, Non-Executive Independent Directors. Mr. K. K. Singh - Chairman & Managing Director is a permanent invitee of the NRC. Company Secretary acts as the Secretary of the Nomination and Remuneration Committee.

One (01) Nomination and Remuneration Committee meeting was held during 2021-22 on March 31, 2022.

Attendance of Directors at the Nomination and Remuneration Committee Meetings during the financial year ended March 31, 2022.

Member	Designation/Category	Meetings Held during tenure of the director	Meetings Attended
Mr. Ramnath Pradeep	Chairman	01	01
Ms. Homai A. Daruwalla	Member	01	01
Mr. Ramdas Gupta	Member	01	01

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 of Directors a policy relating to, the remuneration for the directors, key managerial personnel and other employees.
- Devising a policy on diversity of Board of Directors
- 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. Recommend to the board, all remuneration, in whatever form, payable to senior management.
- 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.
- whether to extend or continue the term of appointment of the Managing Director and Executive Director, on the basis of the report of performance evaluation of Managing Director and Executive Director.
- 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.

(D) 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 the Listing Regulations. The Committee comprises of three Directors, out of which one is Non-Executive and two are Executive Directors.

Mr. Ramnath Pradeep, Non-Executive, Independent Director is the Chairman of the Stakeholders Relationship Committee (SRC). The other members of SRC are Mr. Kamal K Singh, Executive Non-Independent Director and Lt. Gen. K. T. Parnaik (Retd.), 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 March 31, 2022.

Attendance of Directors at the Stakeholders Relationship Committee Meetings during the financial year ended March 31, 2022.

Member	Designation/Category	Meetings Held during tenure of the director	Meetings Attended
Mr. Ramnath Pradeep	Chairman	01	01
Mr. Kamal K. Singh	Member	01	01
Lt. Gen. K. T. Parnaik (Retd.)	Member	01	01

The role of the committee inter-alia include the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

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. 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.

This Committee also supervises the Company's in-house Investor Service Cell, which services the shareholders of the Company by monitoring, recording and processing share transfers and requests for dematerialization of shares.

M/s Link Intime India Pvt. Ltd. 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, 2022. 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 reviewed by the Committee. There are no complaints outstanding or pending with the regulatory authorities as on March 31, 2022 for redressal. The Company is in receipt of 'No Complaint' Certificates as on March 31, 2022 from both the Exchanges where the equity shares are listed namely BSE Limited and National Stock Exchange of India Limited.

There has been no major stakeholder related issues and all grievances have been addressed to in each quarter and nil grievances are pending at the end of the financial year. The Chief Financial Officer and the Company Secretary & Compliance Officer are authorised to handle day to day affairs of the Company.

The details of the Company Secretary and Compliance Officer is as follows:

Ms. Hetal Vichhi

Company Secretary and Compliance Officer
 Rolta Tower A, Rolta Technology Park, MIDC-Marol,
 Andheri (East), Mumbai-400093.
 Email: investor@rolta.com

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(E) Corporate Social Responsibility (CSR) Committee:

The Corporate Social Responsibility (CSR) Committee was constituted in line with the provisions of Companies Act, 2013. The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the frame work 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 Report on CSR activities for the year 2021-22 forms a part of the Board's Report. The Company is facing losses since last 3 financial years and hence, no CSR amount is spent.

The Committee comprises of three Directors out of which two are Executive and one is Non- Executive Independent Directors. Mr. Kamal K. Singh, Executive Director is the Chairman of the Committee and its other members include Ms. Homai A Daruwalla, Non- Executive Independent Director & Lt. Gen. K T Parnaik (Retd.), Executive Director. Company Secretary acts as the Secretary of the CSR Committee.

(F) 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.

Mr. Kamal K Singh is the Chairman of the Management Committee. The Management Committee comprised of three Directors, two Executive Directors namely Mr. Kamal K. Singh, Lt. Gen. K. T. Parnaik (Retd.) and one Non- Executive Independent Director namely Mr. Ramnath Pradeep. Company Secretary acts as the Secretary of the Management Committee.

The minutes of the Management Committee and other Committee meetings are placed before the Board at the immediate following Board Meeting for confirmation. Management Committee meetings were held on May 14, 2021, September 21, 2021 and November 26, 2021.

3. SUBSIDIARY COMPANIES

As on March 31, 2022, the Company has 3 Indian subsidiaries namely Rolta Defence Technology Systems Private Limited, Rolta BI & Big Data Analytics Private Limited and Rolta Thales Limited and in-turn, 10 100% Direct/ Indirect step down overseas subsidiaries. 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 the Listing Regulations is enclosed and forms part of this Annual Report.

5. GENERAL BODY MEETINGS

The details of the last three Annual General Meetings where following Special Resolutions passed:

Location	Date and Time	Special Resolutions Passed
Video Conferencing/ Other Audio Visual Means	31.12.2021 at 12.30 P.M.	• NIL
Video Conferencing/ Other Audio Visual Means	31.12.2020 at 12.30 P.M.	• Appointment of Mr. Ramdas Bhagwandas Gupta as Non-Executive Independent Director
Rolta Tower-A, Rolta technology Park, MIDC-Marol, Andheri (East), Mumbai-400093.	28.09.2019 at 11.30 A.M	• Re-appointment of Ms. Homai A. Daruwalla As Non-Executive Independent Director • Re-appointment of Mr. Ramnath Pradeep as Non-Executive Independent Director • Re-appointment of Lt. Gen. Padam Pal Singh Bhandari (Retd.) as Non-Executive Independent Director

All resolutions moved at the last Annual General Meeting were passed by the requisite majority of shareholders.

There was no Postal Ballot conducted in the Company in last 3 years. Further no special resolutions are proposed to be conducted through Postal Ballot.

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.

Details of remuneration/sitting fees paid to Directors during the financial year ended March 31, 2022 is given below:

Name of Director	Service Term	No of Shares held	Sitting Fee (A)	Salary and perks (B)	Commission	Total (A+B)
Mr. Kamal K Singh	01.07.2017 to 30.06.2022	-	NA	NA	-	-
Ms. Homai A Daruwalla	15.07.2016 to 14.07.2024	-	5,25,000	NA	-	5,25,000
Mr. Ramnath Pradeep	17.06.2016 to 16.06.2024	-	6,00,000	NA	-	6,00,000
Lt. Gen. K T Parnaik (Retd.)	30.05.2016 to 29.05.2022	1,25,000	NA	51,00,000	-	51,00,000
Mr. Ramdas Bhagwandas Gupta	17.10.2020 to 16.10.2023	-	4,25,000	NA	-	4,25,000
Mr. Sateesh Dasari*	11.02.2021 to 31.12.2021	10,603	NA	68,00,000	-	68,00,000

Figures have been rounded off wherever necessary

* appointed as an Additional Director w.e.f. February 11, 2021. Ceased to be Director on December 31, 2021.

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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 executive directors as per provisions of the Companies Act, 2013 read with Schedule V and as approved in the Annual General Meeting (AGM). The Annual increments, if any, to the employees are decided through rigorous process involving various levels of management and finally approved by the Chairman & Managing Director as per the guidelines issued by the Nomination and Remuneration Committee (NRC). The remuneration of Whole time Director of the Company are recommended by the NRC within the salary scale approved by the members. The NRC decides on the commission payable to the Managing Director and the Executive Director(s) out of the profits for the financial year and within the ceilings prescribed under the Act and as per approvals in the AGM, based on the performance of the Company.

The terms of remuneration of Managing Director & Executive Director(s) 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 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

It may be noted that the Company was admitted to Insolvency & Bankruptcy Code, 2016 by the order of the National Company Law Tribunal from May 13, 2021 upto August 25, 2021. Hence, there were major delays in filing certain quarterly/ half yearly/ annual compliances, the penalty for such delayed compliance were levied by the Stock Exchanges.

No other 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 affirms 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 the 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 financial results of the Company were being published within 45 days of the end of each quarter and the Audited Annual Standalone and Consolidated Financial Results within 60 days of the end of the financial year. Currently, the compliances are being delayed by almost 5 months as the Company was under Insolvency & Bankruptcy Code, 2016 and on account of which, there was a huge employee attrition on a global level which effected in causing a delay in compliances of the Company. The Quarterly Financial Results are published in newspapers of English and Marathi languages. These results are generally published in Mumbai Edition of 'The Free Press Journal' and 'Navshakti' and all India edition of 'Financial Express'. 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 of the Company are promptly forwarded to the Stock Exchanges where at the equity shares of the Company are listed. The Company also ensures that important announcements are made to the Stock Exchanges for information of the Shareholders. 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.

The Annual Report containing inter-alia The audited Consolidated and Standalone Financial Statements, board's Report, Independent Auditor's Report, Corporate Governance Report and other important information is circulated to the Members and the other entitled thereto. The Management discussion and Analysis Report forms part of the Annual Report. A copy of the notice of the Thirty Second Annual General Meeting and the Annual Report 2021-22 is also available for shareholders on the website of the Company at www.rolta.com

8. CEO/CFO CERTIFICATION

A Certificate from Chairman & Managing Director and Chief Financial Officer on the financial statements of the Company and on

Corporate Governance

As at March 31, 2022

the matters which were required to be certified according to the Regulation 17(8) of the Listing Regulations, are 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 the 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 Company and its subsidiaries. All the members of the Board and Senior Management Personnel have confirmed compliance to the Code as on March 31, 2022.

Declaration of Compliance with the Code of Conduct for the Board of Directors and Senior Management Personnel for the financial year under review, have been duly obtained.

I, Kamal K Singh, Chairman & 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, 2022.



Mumbai
November 16, 2022

Kamal K Singh
Chairman & Managing Director
DIN:00260977

11. CERTIFICATE ON CORPORATE GOVERNANCE

As required under Listing Regulations, 2015, the certificate on compliance of the Corporate Governance norms is as follows:

CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members,

Rohta India Limited

(CIN: L74999MH1989PLC052384)

Registered Office: Rohta Tower-A, Rohta Technology Park,

22nd Street MIDC-Marol, Andheri (East)

Mumbai, Maharashtra- 400093, India.

We have examined the compliance of conditions of Corporate Governance by Rohta India Limited for the year ended 31st March, 2022 as stipulated in Regulation 17 to 27 and clause (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said company with Stock Exchanges.

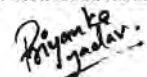
The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015, subject to following Observations/ Non-Compliances/ Adverse Remarks/ Qualifications in respect of the SEBI Act, Regulations, Rules, Guidelines, Notifications, Circulars made there under are as follows:

1. The Composition of the Board of Directors was not in compliance with the regulation 17 read with Regulation 25 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 149(3) of the Companies Act, 2013 read with The Companies (Appointment and Qualification of directors) Rules, 2014 from 01.01.2022 to 31.03.2022.
2. The gap between two board meetings/ Audit Committee is more than one hundred and twenty days, and not met four times in a year. Company is not complying with the section 173 of the Companies Act, 2013, Regulation 17(2) and 18 (2) of SEBI (LODR) Regulations, 2015, as the management of the company was under supervision of IRP from May 13, 2021 to September, 2021.
3. Delay in submission of Annual Secretarial Compliance Report for the year ended 31st March, 2021 to the Stock Exchange under Regulation 24A of the SEBI (LODR) Regulations, 2015 and non-submission of Disclosure of Related Party Transactions under regulation 23(9) of SEBI (LODR) Regulations, 2015 to the stock exchanges and a policy on materiality of related party transactions as per regulation 23(1) of SEBI (LODR) Regulations, 2015 is yet to be reviewed by the Board of Directors of the Company as the company was under CIRP. Delayed filings are subsequently complied with. Refer Secretarial Audit Report in MR-3 for other observations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Priyanka Yadav and Associates,
Practicing Company Secretary
(Peer Review No.: 2222/2022)



CS Priyanka Yadav
ACS No. 48355
COP NO. 19836

UDIN: A048355D002644674

Place: Mumbai

Date: 07-12-2022

Corporate Governance

As at March 31, 2022

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

To,

The Members,

Rolta India Limited

(CIN: L74999MH1989PLC052384)

Registered Office: Rolta Tower-A, Rolta Technology Park,
22nd Street MIDC-Marol, Andheri (East)
Mumbai, Maharashtra- 400093, India.

- I. That Rolta India Limited (CIN: L74999MH1989PLC052384) is having its registered office at Rolta Tower-A, Technology Park, 22nd Street MIDC-MAROL, Andheri (East), Mumbai-400093 (hereinafter referred as "the Company"). The equity shares of the Company are listed on Bombay Stock Exchange Limited and National Stock Exchange of India Limited.
- II. In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities Exchange Board of India, Ministry of Corporate Affairs, New Delhi or any such other Statutory Authority.

Sr No	Name of Director	Designation	DIN	Date of Appointment
1.	Mr. Kamal Singh Krishan	Managing Director	00260977	01/07/2007
2.	Ms. Homai Ardeshir Daruwalla	Independent Director	00365880	15/07/2016
3.	Mr. Ramnath Pradeep	Independent Director	02608230	17/06/2016
4.	Mr. Kaiwalya Trivikram Parnaik	Managing Director	07129253	30/05/2016
5.	Mr. Ramdas Bhagwandas Gupta	Independent Director	08431597	17/10/2020
6.	Mr. Sateesh Dasari*	Executive Director	09042563	11/02/2021

*Mr. Sateesh Dasari Ceased to be director w.e.f December 31, 2021.

- III. We further report that the ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.
- IV. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the company.

For Priyanka Yadav and Associates
Practicing Company Secretary
(Peer Review No.: 2222/2022)



Place: Mumbai

Date: 07-12-2022

CS Priyanka Yadav
ACS No. 48355
COP NO. 19836
UDIN: A048355D002644696

Management Discussion And Analysis

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 Headquarter in Mumbai. In addition to its Headquarter, the Company operates through subsidiaries in US (upto September 30, 2021), Middle East, UK and in India.

Future Outlook

Pursuant to the execution of a definitive Restructuring Services Agreement (RSA) entered with the Streamcast Group on August 06, 2019, under the terms of which the Streamcast Group will assist Rolta India Ltd., and its subsidiaries in repayment and restructuring of its liabilities. In view of the difficulties faced by the Streamcast Group, with the statutory authority in Europe, the Company has recently signed a tripartite amendment agreement on March 23, 2022 with Streamcast Group and its holding Company Jump Network Inc, USA. As per the agreement now, the RSA has been taken over by Jump Network Inc, USA and as per the recent communication from Jump Network Inc, USA, the RSA is expected to be implemented from 4th quarter onwards. Thereafter, it is expected that the Company will be able to come out of the financial crisis and all the liabilities will be settled by Jump Network Inc, USA by 2nd quarter 2023-24.

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 Audit Committee of the Board 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.

The statutory auditors 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. Unbilled revenues included in other financial 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. At present the company is operating in Middle East and UK through its Wholly Owned Subsidiaries.

For the year ended March 31, 2022 and March 31, 2021, consolidated revenues amounted to ₹29.01 crores and ₹ 943.74 crores, respectively and this is because of the fact that a major subsidiary Company in US called Rolta Advizex LLC has been sold by the Bondholders as on March 31, 2021. This represented a decline of 96.93% for the year ended March 31, 2022, as compared to the year ended March 31, 2021.

Revenues by Business Segment

The Company is engaged in the business of Enterprise Geospatial & Engineering Solutions and reviewed by the CMD to make decisions about resources to be allocated to the Segment and assess its performance. Currently, the Company has only one Business Segment which is Geospatial and Engineering Solutions.

Other Income

Other income comprises of dividend income, interest income and other miscellaneous income. For the year ended March 31, 2022 and year ended March 31, 2021, other income amounted to ₹9.11crores and ₹ 333.86 crores respectively. In the previous year, other income included the income from sale of US subsidiary, Rolta Advizex LLC.

Expenses

The Company's expenditure principally consists of cost of materials and technical sub-contractors, employee costs, administrative and selling expenses as well as financial and depreciation charges. For the year ended March 31, 2022 and for the year ended March 31, 2021, consolidated expenses amounted to ₹906.73 crores and ₹2089.31 crores respectively. This represent a decline of 57% for the year ended March 31, 2022, as compared to the year ended March 31, 2021.

Management Discussion And Analysis

The table below shows the principal components of the Company's costs for the periods indicated:

(₹ in Crore)

Particulars	Financial Year Ended March 31, 2022	Financial Year Ended March 31, 2021
Cost of Materials & Technical Sub-contractors & Changes in unbilled revenue	8.20	666.28
Employee benefits expense	31.59	270.49
Other Expenses	39.04	65.46
Depreciation and Amortisation expenses	48.52	125.04
Finance Cost	755.29	957.31
Exchange Difference (Gain)/Loss	24.08	4.72
Total	906.73	2,089.31

Cost of Materials & Technical Sub-contractors & Changes in unbilled revenue

Cost of Materials & Technical Sub-contractors principally comprise of packaged software, software toolkits, hardware, peripherals, parts/spares and cost of third party sub-contracting of services needed to execute the contracts & projects awarded to the Company.

In the year ended March 31, 2022 and for the year ended March 31, 2021, material and technical Sub-contractors amounted to ₹8.20 crores and ₹666.28 crores. This represented a decrease of 98.77% in the year ended March 31, 2022, as compared to the year ended March 31, 2021. The decrease in material and subcontracting cost was primarily attributable to sale of Rolta Advizex LLC.

Employee Benefits Expense

Employee benefits expenses comprise salaries, wages, bonuses, provident fund contributions and welfare expenses. Employee benefit expenses decreased in the year ended March 31, 2022 to ₹31.59 crores from ₹270.49 crores in the year ended March 31, 2021. This represented a decrease of 88.32% for the year ended March 31, 2022, as compared to the year ended March 31, 2021. The decrease in employee benefit expenses was

attributable to rationalization & streamlining of the Company's human resources at its offices in India and internationally as well as because of sale of Rolta Advizex LLC in US.

Other Expenses

Other expenses include electricity expenses, repairs and maintenance, sales promotion expenses, legal and other miscellaneous expenses. In the year ended March 31, 2022 and for the year ended March 31, 2021, other expenses amounted to ₹39.04 crores and ₹65.46 crores respectively. This represented a decrease of 40.36% for the year ended March 31, 2022, as compared to the year ended March 31, 2021. The decrease in other expenses was attributable to the control exercised on other expenses at its office in India and internationally through focused efforts.

Depreciation and Amortisation Expenses

Depreciation and amortisation is applied to the Company's property, plant and equipment at the rates set out in the notes to the financial statements. The principal depreciation costs relate to the Company's computer systems and, the Company's buildings.

Depreciation and amortisation expenses for the year ended March 31, 2022 and for the year ended March 31, 2021 were ₹48.52 crores and ₹125.04 crores. This represented a decrease of 61.20% for the year ended March 31, 2022, as compared to the year ended March 31, 2021. Reduction is on account of decrease in Revaluation of Leasehold Land.

Finance Cost

Finance cost reflects the interest payable by the Company on its borrowings. Interest cost for the year ended March 31, 2022 and for the year ended March 31, 2021 was ₹755.29 crores and ₹957.31 crores respectively. This represented a decrease of 21.10% for the year ended March 31, 2022 as compared to the year ended March 31, 2021. Reduction in Finance Cost is on account of non provision of interest on ICD.

Profit before tax and exceptional item

The loss before tax in the year ended March 31, 2022 was ₹(868.61) crores as against loss of ₹(811.71) crores for the year ended March 31, 2021.

Management Discussion And Analysis

Tax expenses

The Company has recognized net Deferred Tax Asset of ₹96.93 Crores. The Deferred Tax Asset has arisen on account of business loss of ₹712.57 Crores. The Management is of the opinion that the Company will be able to utilize the Deferred Tax Asset of ₹96.93 Crores against taxable profit from future years.

Loss after tax

Loss after tax in the year ended March 31, 2022 was ₹712.57 crores as against loss of ₹3264.26 crores in the year ended March 31, 2021.

Property, Plant and Equipment and Intangible Assets (Fixed Assets)

The Company's net fixed assets for the year ended March 31, 2022 amounted to ₹1359.06 crores towards land, buildings, computer systems, /intangibles including software, other equipments, furniture etc. and the same were ₹1610.86 crores for financial year 2020-21. Decrease is on account of reduction in revalued Leasehold Land Assets during March, 2021.

Other Financial Assets

(₹ in Crore)

Particulars	2022	2021
Non-current	18.16	18.26
Current	277.02	312.27
Total	295.18	330.53

Other Financial Assets were ₹295.18 crores as on March 31, 2022 as against ₹330.53 crores in March 31, 2021. Reduction is due to lower value of unbilled receivables.

Trade Receivable

The Company's Trade Receivables as at March 31, 2022 and March 31, 2021 were ₹190.89 crores and ₹367.55 crores respectively. Reduction is due to reduction in Rolta US receivables on account of acquisition of Rolta Advizex LLC.

Other Assets

(₹ in Crore)

Particulars	2022	2021
Non-current	14.59	31.92
Total	14.59	31.92

Other assets as on March 31, 2022 were ₹14.59 crores as against ₹31.92 crores as on March 31, 2021. These other assets extended during normal course of business and are considered necessary to carry out normal business operation.

Share Capital

As at March 31, 2022, the Company's authorised share capital was ₹2,500,000,000 (Rupees Two Hundred Fifty Crores), comprising 250,000,000 (Rupees Twenty Five Crores) equity shares of ₹10 each, of which 165,891,355 equity shares of ₹10 each, amounting to ₹165.89 crores were issued and fully-paid. The Company did not have any preference shares on its books as on March 31, 2022 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. No stock options were issued during the current year. Outstanding stock options as on March 31, 2021 based on options issued in previous year were 812,500 options. The Stock Options as of March 31, 2022 is Nil as the option holders have surrendered the same.

Other Equity

Other Equity as on March 31, 2022 was ₹(7,980.13) crores as compared to ₹(6,979.36) crores as on March 31, 2021. Other Equity include Fair Valuation Reserves of ₹204.66 crores, General Reserve of ₹385.66 crores, Capital Reserve of ₹169.09 crores, Balance in share option account outstanding of ₹2.24 crores and ₹(7,163.54) crores was retained in the Statement of Profit and Loss.

Borrowings

The Company has secured borrowings in its books amounting to ₹5,711.87 crores and unsecured total borrowings of ₹3,382.58 crores amounting to total borrowings of ₹9,094.45 crores compared to last year's total borrowings of ₹8,070.17 crores. The increase is on account of provision of interest for the year.

Trade Payables

Trade Payables were ₹397.03 crores as on March 31, 2022 as against ₹324.86 crores in March 31, 2021.

Other Financial Liabilities

The Company's other Financial Liabilities as at March 31,

Management Discussion And Analysis

2022 amounted to ₹1,319.45 crores as compared to ₹1,789.52 crores as at March 31, 2021. Reduction is on account of waiver of interest liability on ICDs.

Other Current Liabilities

The Company's other Current Liabilities as at March 31, 2022 amounted to ₹210.77 crores as compared to ₹222.61 crores as at March 30, 2021.

Provisions (current and non-current)

(₹ in Crore)

Particulars	2022	2021
Long Term Provision	1.64	6.24
Short Term Provision	2.90	2.90
Total	4.54	9.14

Provisions are made towards warranty, employee benefits schemes and proposed dividend. The details are as follows.

Cash Flow

The following table sets out the Company's consolidated and summarized cash flows for each of the periods indicated:

(₹ in Crore)

Particulars	2022	2021
Cash inflow/(outflow) from operating Activities	(34.78)	(1.05)
Cash inflow/(outflow) from investment activities	(34.95)	(7.37)
Cash inflow/(outflow) from Financing activities	(11.70)	(0.05)
Cash and cash equivalents at the end of year	10.31	21.84

Forward Looking Statement

In the Company's report we have disclosed forward looking information so that investors can better understand the 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.

Rolta Group IP's

1. e – Governance and SmartCity IP's

SI #	IP Name	Copyright Regn #
1	Rolta OnPoint™	SW-7641/2014
2	Rolta Map Navigator	SW-8824/2016
3	Rolta Spatial Query Engine	SW-8818/2016
4	Rolta Location Services	SW-8836/2016
5	Rolta Spatial Routing	SW-8819/2016
6	Rolta Spatial Security	SW-8838/2016
7	Rolta Spatial Editing	SW-8817/2016
8	Rolta Metadata Manager	SW-8801/2016
9	Rolta Cartographer	SW-8848/2016
10	Rolta Localizer	SW-8851/2016
11	Rolta Carto Print	SW-8869/2016
12	Rolta Spatial Admin Console	SW-8882/2016
13	Rolta OnPoint™ SDK	SW-8837/2016
14	Rolta Unified Mobility	SW-8828/2016
15	Rolta 3D Visualisation and Analytics	SW-8827/2016
16	Rolta Map Server™	SW-8756/2016
17	Rolta Spatial workflow analyser	SW-8883/2016
18	Rolta GeoWorkflow Manager	SW-8876/2016
19	Rolta Soil Analytics	SW-8825/2016
20	Rolta Linear Referencing System (LRS)	SW-8826/2016
21	Rolta GeoBI	SW-7241/2013
22	Rolta 2D/3D City Model	SW-8849/2016
23	Rolta Building Permit Approval	SW-8739/2016
24	Rolta Land Management	SW-8780/2016
25	Rolta Property Management	SW-8891/2016
26	Rolta Flood Simulation	SW-8858/2016
27	Rolta Disaster Impact Analytics	SW-8890/2016
28	Rolta Disaster Response Management	SW-8856/2016
29	Rolta Investor Portal	SW-8839/2016
30	Rolta Industrial Land Development	SW-8787/2016
31	Rolta Single Window Clearance	SW-8808/2016
32	Rolta Enterprise Asset Management	SW-8854/2016
33	Rolta Outage Monitoring	SW-8803/2016
34	Rolta Work Order Management	SW-8805/2016
35	Rolta Mobile Field Inspection	SW-8850/2016
36	Rolta Safe to Dig	SW-8879/2016
37	Rolta Customer Complaint Analysis	SW-8760/2016
38	Rolta Billing Management	SW-8884/2016
39	Rolta Meter Billing Analytics	SW-8870/2016
40	Rolta Utilities Asset Tagging	SW-8852/2016

SI #	IP Name	Copyright Regn #
41	Rolta Sewerage Flooding Analysis	SW-8860/2016
42	Rolta Optical Fiber Network Management	SW-8886/2016
43	Rolta Gas Distribution Management	SW-8762/2016
44	Rolta Solid Waste disposal	SW-8859/2016
45	Rolta Waste Management System	SW-8857/2016
46	Rolta Environment Portal	SW-8783/2016
47	Rolta Air quality monitoring	SW-8786/2016
48	Rolta Land Scar monitoring	SW-8806/2016
49	Rolta Ground water monitoring	SW-8885/2016
50	Rolta Forest reservoir monitoring	SW-8807/2016
51	Rolta Traffic portal	SW-8829/2016
52	Rolta Road safety audit system	SW-8802/2016
53	Rolta Traffic Congestion Analytics	SW-8804/2016
54	Rolta Road Permit System	SW-8861/2016
55	Rolta Election Information	SW-8789/2016
56	Rolta Encroachment Management	SW-8785/2016
57	Rolta Facility Management	SW-8784/2016
58	Rolta Fleet Management	SW-8781/2016
59	Rolta Parking Meter Monitoring	SW-8878/2016
60	Rolta Citizen Grievance Management	SW-8788/2016
61	Rolta City Performance Portal	SW-8738/2016
62	Rolta Citizen Mobi-Connect	SW-8809/2016
63	Rolta Citizen Portal	SW-8840/2016
64	Rolta State Residential Data Hub (SRDH)	SW-8761/2016
65	Utility Network Toolkit	To be registered

2. Defence and Security IP's

i. Intelligence, Surveillance and Reconnaissance (ISR) Software IP's

SI #	IP Name	Copyright Regn #
1	Rolta Photogrammetry Suite	SW-7640/2014
2	Rolta Photogrammetric Nucleus (RPN)	SW-7502/2013
3	Rolta Automatic Elevation (RAE)	SW-7497/2013
4	Rolta DTM collection (RDC)	SW-7504/2013
5	Rolta Base Rectify (RBR)	SW-7503/2013
6	Rolta Digital Mensuration (RDM)	SW-7505/2013
7	Rolta IRS Sensor	SW-7506/2013
8	Rolta Terrain Analyst (RTA)	SW-7501/2013
9	Rolta Software for Walkthrough (RSW)	SW-7500/2013
10	Rolta Terrain TIN	SW-8864/2016

SI #	IP Name	Copyright Regn #
11	Rolta Terrain GRID	SW-8830/2016
12	Rolta Walkthrough	SW-8821/2016
13	Rolta Walkthrough Viewer	SW-8722/2016
14	Rolta Walkthrough -Stereo	SW-8484/2015
15	Rolta Basic Image Process (RBIP)	SW-7729/2014
16	Rolta Advanced Image Analysis	SW-8483/2015
17	Rolta Aerial Reconnaissance Photo Interpretation & Analysis (RAIRS)	SW-7499/2013
18	Rolta Basic Nucleus Module (RBN)	SW-7498/2013
19	Rolta Projection Management (RPM)	SW-7215/2013
20	Rolta Analyst (RA)	SW-7220/2013
21	Rolta GIS Set-up Tool (RGIS)	SW-7219/2013
22	Rolta Advanced GIS (RAG)	SW-7218/2013
23	Rolta Base GIS (RBG)	SW-8028/2014
24	Rolta Grid Analysis (RGA)	SW-7217/2013
25	Rolta Network Analysis (RNA)	SW-8027/2014
26	Rolta Map Finishing	SW-8141/2014
27	Rolta Automatic Line Following Raster To Vector	SW-8485/2015
28	Rolta Automated Image Pre Process (RAIPP)	SW-8463/2015
29	Rolta DEM Editor (RDE)	SW-8727/2016
30	Rolta Automated Photogrammetry and Terrain Display (RAPID)	SW-8764/2016
31	Rolta Atmospheric Correction	SW-8812/2016
32	Rolta Pan Sharpening	SW-8779/2016
33	Rolta Automated Change Detection	SW-8488/2015
34	Rolta Change Detection Preprocessing	SW-8835/2016
35	Rolta Optical Change Detection	SW-8765/2016
36	Rolta SAR Change Detection	SW-8810/2016
37	Rolta Object Detection	SW-8755/2016
38	Rolta IMINT Generator	SW-8866/2016
39	Rolta GXL	SW-7264/2013
40	Rolta Satellite Base System	SW-8782/2016
41	Rolta Satellite Ortho Rectification	SW-8746/2016
42	Rolta Aerial Base System	SW-8758/2016
43	Rolta Aerial Ortho Rectification	SW-8770/2016
44	Rolta GXL PAN Sharp	SW-8749/2016
45	Rolta Cloud Detection and Haze Removal	SW-8844/2016
46	Rolta DEM Extraction	SW-8753/2016
47	Rolta Mosaic	SW-8748/2016
48	Rolta SAR Processing	SW-8790/2016
49	Rolta Radar Analysis	SW-8823/2016
50	Rolta Radargrammetry	SW-8721/2016

SI #	IP Name	Copyright Regn #
51	Rolta SAR Polarimetry	SW-8778/2016
52	Rolta Hyperspectral Processing	SW-8759/2016
53	Rolta Hyperspectral Data Calibration & Preprocessing	SW-8814/2016
54	Rolta Hyperspectral Atmospheric Correction	SW-8845/2016
55	Rolta Hyperspectral Analysis	SW-8813/2016
56	Rolta SAR Polarimetry Workstation	SW-8747/2016
57	Rolta Geomatica Discover	SW-8832/2016
58	Rolta SAR Interferometry	To be registered
59	Rolta SAR Analysis	To be registered
60	Rolta Object Analyst	To be registered
61	Rolta Advance Imaging Suite	To be registered
62	Rolta Image Management	To be registered
63	RAPID Mosaic	To be registered
64	RAPID Terrain Analysis	To be registered
65	RAPID Satellite Ortho Rectification	To be registered
66	RAPID Auto DEM Extraction	To be registered
67	RAPID Satellite Base System	To be registered
68	Rolta Tactical Simulator	To be registered
69	Rolta Interactive Change Detection	To be registered
70	Rolta Military Tactical Symbol Editor	To be registered
71	Rolta Military Terrain Symbol Editor	To be registered
72	Rolta Graticule Generator	To be registered
73	Rolta Military GIS Suite	To be registered

ii. Battlefield Management System (BMS) Software IPs

SI #	IP Name	Copyright Regn #
1	Rolta BMS Command	SW-8311/2015
2	Spatial Orientation Command	SW-8310/2015
3	Situational Awareness Command	SW-8154/2014
4	C2 Command	SW-8309/2015
5	GIS Command	SW-8313/2015
6	Rolta BMS Platoon	SW-8149/2014
7	Spatial Orientation Platoon	SW-8150/2014
8	Situational Awareness Platoon	SW-8152/2014
9	C2 Platoon	SW-8151/2014
10	GIS Platoon	SW-8153/2014
11	Rolta BMS Section	SW-8155/2014
12	Spatial Orientation Section	SW-8137/2014
13	Situational Awareness Section	SW-8136/2014
14	C2 Section	SW-8135/2014
15	GIS Section	SW-8302/2015
16	Rolta BMS Soldier	SW-8303/2015

SI #	IP Name	Copyright Regn #
17	Spatial Orientation Soldier	SW-8304/2015
18	Situational Awareness Soldier	SW-8138/2014
19	C2 Soldier	SW-8157/2014
20	GIS Soldier	SW-8156/2014
21	Rolta Mission Planning GIS	SW-8305/2015
22	Rolta Mission Orientation	SW-8139/2014
23	Rolta Mission Preparation	SW-8142/2014
24	Rolta Mission Discovery	SW-8143/2014
25	BMS Command Infantry	To be registered
26	BMS Command Infantry - Command & Control (C2)	To be registered
27	BMS Company Infantry	To be registered
28	BMS Company Infantry - Command & Control (C2)	To be registered
29	BMS Platoon Infantry	To be registered
30	BMS Platoon Infantry - Command & Control (C2)	To be registered
31	BMS Section Infantry	To be registered
32	BMS Section Infantry - Command & Control (C2)	To be registered
33	BMS Soldier Infantry	To be registered
34	BMS Soldier Infantry - Command & Control (C2)	To be registered
35	BMS Command Mechanised Infantry	To be registered
36	BMS Command Mechanised Infantry - Command & Control (C2)	To be registered
37	BMS Company Mechanised Infantry	To be registered
38	BMS Company Mechanised Infantry - Command & Control (C2)	To be registered
39	BMS Platoon Mechanised Infantry	To be registered
40	BMS Platoon Mechanised Infantry - Command & Control (C2)	To be registered
41	BMS Section Mechanised Infantry	To be registered
42	BMS Section Mechanised Infantry - Command & Control (C2)	To be registered
43	BMS Soldier Mechanised Infantry	To be registered
44	BMS Soldier Mechanised Infantry - Command & Control (C2)	To be registered
45	BMS Command Special Forces	To be registered
46	BMS Command Special Forces - Command & Control (C2)	To be registered
47	BMS Team Special Forces	To be registered
48	BMS Team Special Forces - Command & Control (C2)	To be registered
49	BMS Troop Special Force	To be registered
50	BMS Troop Special Force - Command & Control (C2)	To be registered
51	BMS Squad Special Force	To be registered

SI #	IP Name	Copyright Regn #
52	BMS Squad Special Force - Command & Control (C2)	To be registered
53	BMS Soldier Special Force	To be registered
54	BMS Soldier Special Force - Command & Control (C2)	To be registered
55	BMS Command Armour	To be registered
56	BMS Command Armour - Command & Control (C2)	To be registered
57	BMS Squadron Armour	To be registered
58	BMS Squadron Armour - Command & Control (C2)	To be registered
59	BMS Troop Armour	To be registered
60	BMS Troop Armour - Command & Control (C2)	To be registered
61	BMS Gun Tank	To be registered
62	BMS Gun Tank - Command & Control (C2)	To be registered
63	BMS Command Aviation Wing	To be registered
64	BMS Command Aviation Wing - Command & Control (C2)	To be registered
65	BMS Aviation Squadron	To be registered
66	BMS Aviation Squadron - Command & Control (C2)	To be registered
67	BMS Aviation Flight	To be registered
68	BMS Aviation Flight - Command & Control (C2)	To be registered
69	BMS Gun Heptr	To be registered
70	BMS Gun Heptr - Command & Control (C2)	To be registered
71	BMS Command Infantry - Geographic Information System (GIS)	To be registered
72	BMS Command Infantry - Spatial Orientation (SO)	To be registered
73	BMS Command Infantry - Situational Awareness (SA)	To be registered
74	BMS Company Infantry - Geographic Information System (GIS)	To be registered
75	BMS Company Infantry - Spatial Orientation (SO)	To be registered
76	BMS Company Infantry - Situational Awareness (SA)	To be registered
77	BMS Platoon Infantry - Geographic Information System (GIS)	To be registered
78	BMS Platoon Infantry - Spatial Orientation (SO)	To be registered
79	BMS Platoon Infantry - Situational Awareness (SA)	To be registered
80	BMS Section Infantry - Geographic Information System (GIS)	To be registered
81	BMS Section Infantry - Spatial Orientation (SO)	To be registered
82	BMS Section Infantry - Situational Awareness (SA)	To be registered
83	BMS Soldier Infantry - Geographic Information System (GIS)	To be registered
84	BMS Soldier Infantry - Spatial Orientation (SO)	To be registered

SI #	IP Name	Copyright Regn #
85	BMS Soldier Infantry - Situational Awareness (SA)	To be registered
86	BMS Command Mechanised Infantry - Geographic Information System (GIS)	To be registered
87	BMS Command Mechanised Infantry - Spatial Orientation (SO)	To be registered
88	BMS Command Mechanised Infantry - Situational Awareness (SA)	To be registered
89	BMS Company Mechanised Infantry - Geographic Information System (GIS)	To be registered
90	BMS Company Mechanised Infantry - Spatial Orientation (SO)	To be registered
91	BMS Company Mechanised Infantry - Situational Awareness (SA)	To be registered
92	BMS Platoon Mechanised Infantry - Geographic Information System (GIS)	To be registered
93	BMS Platoon Mechanised Infantry - Spatial Orientation (SO)	To be registered
94	BMS Platoon Mechanised Infantry - Situational Awareness (SA)	To be registered
95	BMS Section Mechanised Infantry - Geographic Information System (GIS)	To be registered
96	BMS Section Mechanised Infantry - Spatial Orientation (SO)	To be registered
97	BMS Section Mechanised Infantry - Situational Awareness (SA)	To be registered
98	BMS Soldier Mechanised Infantry - Geographic Information System (GIS)	To be registered
99	BMS Soldier Mechanised Infantry - Spatial Orientation (SO)	To be registered
100	BMS Soldier Mechanised Infantry - Situational Awareness (SA)	To be registered
101	BMS Command Special Forces - Geographic Information System (GIS)	To be registered
102	BMS Command Special Forces - Spatial Orientation (SO)	To be registered
103	BMS Command Special Forces - Situational Awareness (SA)	To be registered
104	BMS Troop Special Force - Geographic Information System (GIS)	To be registered
105	BMS Troop Special Force - Spatial Orientation (SO)	To be registered
106	BMS Troop Special Force - Situational Awareness (SA)	To be registered
107	BMS Team Special Forces - Geographic Information System (GIS)	To be registered
108	BMS Team Special Forces - Spatial Orientation (SO)	To be registered
109	BMS Team Special Forces - Situational Awareness (SA)	To be registered
110	BMS Squad Special Force - Geographic Information System (GIS)	To be registered

SI #	IP Name	Copyright Regn #
111	BMS Squad Special Force - Spatial Orientation (SO)	To be registered
112	BMS Squad Special Force - Situational Awareness (SA)	To be registered
113	BMS Soldier Special Force - Geographic Information System (GIS)	To be registered
114	BMS Soldier Special Force - Spatial Orientation (SO)	To be registered
115	BMS Soldier Special Force - Situational Awareness (SA)	To be registered
116	BMS Command Armour - Geographic Information System (GIS)	To be registered
117	BMS Command Armour - Spatial Orientation (SO)	To be registered
118	BMS Command Armour - Situational Awareness (SA)	To be registered
119	BMS Squadron Armour - Geographic Information System (GIS)	To be registered
120	BMS Squadron Armour - Spatial Orientation (SO)	To be registered
121	BMS Squadron Armour - Situational Awareness (SA)	To be registered
122	BMS Troop Armour - Geographic Information System (GIS)	To be registered
123	BMS Troop Armour - Spatial Orientation (SO)	To be registered
124	BMS Troop Armour - Situational Awareness (SA)	To be registered
125	BMS Gun Tank - Geographic Information System (GIS)	To be registered
126	BMS Gun Tank - Spatial Orientation (SO)	To be registered
127	BMS Gun Tank - Situational Awareness (SA)	To be registered
128	BMS Command Aviation Wing - Geographic Information System (GIS)	To be registered
129	BMS Command Aviation Wing - Spatial Orientation (SO)	To be registered
130	BMS Command Aviation Wing - Situational Awareness (SA)	To be registered
131	BMS Aviation Squadron - Geographic Information System (GIS)	To be registered
132	BMS Aviation Squadron - Spatial Orientation (SO)	To be registered
133	BMS Aviation Squadron - Situational Awareness (SA)	To be registered
134	BMS Aviation Flight - Geographic Information System (GIS)	To be registered
135	BMS Aviation Flight - Spatial Orientation (SO)	To be registered
136	BMS Aviation Flight - Situational Awareness (SA)	To be registered
137	BMS Gun Heptr - Geographic Information System (GIS)	To be registered
138	BMS Gun Heptr - Spatial Orientation (SO)	To be registered
139	BMS Gun Heptr - Situational Awareness (SA)	To be registered

iii. Command & Control (C2) and Wargaming Software IPs

SI #	IP Name	Copyright Regn #
1	Rolta e-GIS (Engineering GIS)	SW-7259/2013
2	Rolta Minefield Burial System (RMBS)	SW-7260/2013
3	Rolta Minefield Recording System	SW-7261/2013
4	Rolta Geomatica Core	SW-7262/2013
5	Rolta Airphoto Ortho Suite	SW-8867/2016
6	Rolta Satellite Ortho Suite	SW-8855/2016
7	Rolta Radar Ortho Suite	SW-8853/2016
8	Rolta Ortho Production Toolkit	SW-8754/2016
9	Rolta Auto DEM	SW-8757/2016
10	Rolta Geomatica Prime	SW-7263/2013
11	Rolta Enterprise GIS Portal (REGISP)	SW-7695/2014
12	Rolta Enterprise GIS Web Server	SW-8723/2016
13	Rolta 2D Map Viewer	SW-8842/2016
14	Rolta 3D Map Viewer	SW-8750/2016
15	Rolta Geospatial Military SDK	SW-8751/2016
16	Rolta Analysis ProSDK	SW-8877/2016
17	Rolta Offline Map Client	SW-8862/2016
18	Rolta Joint Services Orbat	SW-8847/2016
19	Rolta Joint Services Ops Planner	SW-8833/2016
20	Rolta Wargaming SDK	SW-8865/2016
21	Rolta Joint Services Decision Support System	SW-8846/2016
22	Rolta Logistics Management	SW-8834/2016
23	Rolta Ops and Int Planner	SW-8725/2016
24	Rolta Dynamic Wargaming	SW-8868/2016
25	Rolta GIS Framework (RGISF)	SW-8767/2016
26	Rolta Mil GIS	SW-8312/2015
27	Rolta Mil Web Server	SW-8308/2015
28	Rolta Mil Map Viewer	SW-8307/2015
29	Rolta Mil SDK	SW-8306/2015
30	Rolta Pluggable Functions (RPFs) Pack	To be registered
31	Rolta Advance Military Wargaming Suite for Battalion	To be registered
32	Rolta Operational and Intelligence Planning Suite for Battalion	To be registered
33	Rolta Military Grid	To be registered
34	Rolta Terrain Doctoring	To be registered
35	Rolta Terrain Repository Management	To be registered

iv. Security Software IPs

SI #	IP Name	Copyright Regn #
1	Rolta GeoCAD	SW-7635/2014
2	Rolta GeoCAD Web	SW-7636/2014
3	Rolta GeoCAD Mobile	SW-7730/2014
4	Rolta GeoCAD-MDT (Mobile Data Terminal)	SW-8116/2014
5	Rolta GeoCAD Emergency Medical System (REMS)	SW-7333/2013
6	Rolta Vessel Traffic Management System	SW-7733/2014
7	Rolta Call Taker	SW-8822/2016
8	Rolta Dispatcher	SW-8768/2016
9	Rolta Supervisor	SW-8816/2016
10	Rolta Resource Manager	SW-8724/2016
11	Rolta Unified Communication	SW-8811/2016
12	Rolta Multi Agency Gateway	SW-8729/2016
13	Rolta Multi Site Manager	SW-8769/2016
14	Rolta Crime Analytics	SW-8863/2016
15	Rolta Suraksha	SW-8728/2016
16	Rolta GeoCAD Fire Emergency Response System	SW-8815/2016
17	Rolta Command & Control - Coastal Security	SW-8843/2016
18	Rolta Security Administration	SW-8766/2016
19	Rolta Security Operator Console	SW-8820/2016
20	Rolta Security Mobile	SW-8752/2016
21	Rolta Security Dispatcher	SW-8726/2016
22	Rolta Security Video Management	SW-8763/2016
23	Rolta Security Sensor Integration	SW-8831/2016
24	Rolta Command & Control - Critical Infrastructure	SW-8800/2016

3. BI and Big Data Analytics IPs

SI #	IP Name	Copyright Regn #
1	Rolta OneView Core	SW-8796/2016
2	Rolta OneView Operations Insights	SW-8742/2016
3	Rolta OneView Assets Insights	SW-8889/2016
4	Rolta OneView Maintenance & Reliability Insights	SW-8743/2016
5	Rolta OneView Health Safety and Environment Insights	SW-8888/2016
6	Rolta OneView Customer Insights	SW-8893/2016
7	Rolta OneView Business Insights	SW-8741/2016
8	Rolta OneView Supply Chain Insights	SW-8892/2016
9	Rolta OneView Sustainability Insights	SW-8740/2016
10	Rolta OneView Projects Insights	SW-8773/2016
11	Rolta Industry Knowledge Model	SW-8797/2016
12	Rolta Industry Semantic Model	SW-8798/2016

SI #	IP Name	Copyright Regn #
13	Rolta IT - OT Fusion for Hadoop Rolta Fraud	SW-8799/2016
14	Rolta IT-OT Asset Junction	SW-8732/2016
15	Rolta Predictive Analytics Manager	SW-8874/2016
16	Rolta Prescriptive Analytics Manager	SW-8734/2016
17	Rolta Realtime Analytical Server	SW-8744/2016
18	Rolta Geospatial Analytics	SW-8772/2016
19	Rolta Data Science Workbench	SW-8731/2016
20	Rolta DataBridge	SW-8745/2016
21	Rolta Process Manager	SW-8774/2016
22	Rolta Engineering Fusion	SW-8795/2016
23	Rolta SmartMigrate for BI	SW-8873/2016
24	Rolta SmartMigrate for Data Platform	SW-8887/2016
25	Rolta SmartMigrate for application	SW-8793/2016
26	Rolta Threshold Manager	SW-8735/2016
27	Rolta Embeddable Maps	SW-8871/2016
28	Rolta Cloud Advizor	SW-7242/2013
29	Rolta e-Log Book	SW-8777/2016
30	Rolta Opportunity Loss Analytics	SW-8736/2016
31	Rolta Greenhouse Gas Emission Management	SW-8792/2016
32	Rolta Worst Actor Performance Analytics	SW-8771/2016
33	Rolta Predictive Asset Performance Analytics	SW-8733/2016
34	Rolta Shutdown and Turnaround Analytics	SW-8791/2016
35	Rolta Terminal Performance Analytics	SW-8794/2016
36	Rolta EBS Implementation Manager	SW-8486/2015
37	Rolta Early Warning Analytics	SW-8881/2016
38	Rolta Customer Engagement Analytics	SW-8730/2016
39	Rolta Asset Liability and Risk Management Analytics	SW-8880/2016
40	Rolta Fraud Prevention Analytics	SW-8737/2016
41	Rolta AIM Smartmigrate	SW-11492/2018
42	Rolta AIM SmartDataIntegrity	SW-11494/2018
43	Rolta AIM SmartTagMetadataManage	SW-11495/2018
44	Rolta AIM SmartMetadataManage	SW-11490/2018
45	Rolta AIM SmartLoadRTR	SW-11489/2018
46	Rolta AIM SmartDataLoadAnalyzer	SW-11496/2018
47	Rolta SmartDataPropagator for 3D	SW-11491/2018
48	Rolta SmartDataFusion for SPEL	SW-11497/2018
49	Rolta SmartDataPropagator for P&ID	SW-11493/2018
50	Rolta Enterprise Knowledge Hub	SW-10954/2018
51	Rolta work process Automation Platform	SW-11474/2018

SI #	IP Name	Copyright Regn #
52	Rolta Collaboration Platform	SW-10955/2018
53	Rolta Enterprise Data Lake	SW-10956/2018
54	Rolta Link Analyzer	SW-10092/2018
55	Asset 360° - Asset Integrity Management for Oil & Gas	SW-11052/2018
56	Asset 360° - Asset Life Cycle Analytics for Oil & Gas	SW-11046/2018
57	Asset 360° - Composite Risk Management Analytics for Oil & Gas	SW-11031/2018
58	Asset 360° - Bad Actor Analyzer for Oil & Gas	SW-11206/2018
59	Asset 360° - Barrier Management for Oil & Gas	SW-11032/2018
60	Asset 360° - FMECA (Failure modes, Effects and Criticality Analysis) for Oil & Gas	SW-11015/2018
61	Asset 360° - Compressor Performance Optimization for Oil & Gas	SW-11205/2018
62	Asset 360° - Heat Exchanger Performance Optimization for Oil & Gas	SW-11203/2018
63	Asset 360° - Pump Performance Optimization for Oil & Gas	SW-11026/2018
64	Asset 360° - Well Integrity Analyzer for Oil & Gas	SW-11029/2018
65	Asset 360° - Subsea Pipeline Integrity Analyzer for Oil & Gas	SW-11024/2018
66	Operations 360° - Energy Efficiency Optimization for Oil & Gas	SW-11362/2018
67	Operations 360° - Utilities Governor for Oil & Gas	SW-11429/2018
68	Operations 360° - Opportunity loss manager for Oil & Gas	SW-11211/2018
69	Operations 360° - Process Alarm Analysis & Supervisory Control for Oil & Gas	SW-11171/2018
70	Operations 360° - Process Integrity - Predictive Risk Analytics for Oil & Gas	SW-11132/2018
71	Operations 360° - Oil Product Demand Prediction Analyzer for Oil & Gas	SW-11212/2018
72	Operations 360° - Gas Product Demand Prediction Analyzer for Oil & Gas	SW-11440/2018
73	Operations 360° - Oil Exploration Performance Analyzer for Oil & Gas	SW-11387/2018
74	Operations 360° - Drilling Operational Performance Analyzer for Oil & Gas	SW-11323/2018
75	Operations 360° - Well Production Prediction and Optimization for Oil & Gas	SW-11343/2018
76	Operations 360° - Field Water Injection and Balance Manager for Oil & Gas	SW-11360/2018
77	Operations 360° - Energy Balance for Oil & Gas	SW-11322/2018
78	Operations 360° - Reservoir Health Analyzer for Oil & Gas	SW-11172/2018
79	Operations 360° - Well Integrity Analyzer for Oil & Gas	SW-11154/2018
80	Operations 360° - Filter Performance Analyzer for Oil & Gas	SW-11009/2018

SI #	IP Name	Copyright Regn #
81	Operations 360° - Short Interval control of Oil and Gas platform	SW-11169/2018
82	Operations 360° - Chemicals Injection Optimization for Oil & Gas	SW-11326/2018
83	Operations 360° - Well Test Tracking & Analysis for Oil & Gas	SW-11155/2018
84	M&R 360° - Enterprise Asset Health - Condition Monitoring & Analyzer for Oil & Gas	SW-11394/2018
85	M&R 360° - Maintenance Budget Management and Forecasting for Oil & Gas	SW-11395/2018
86	M&R 360° - Maintenance Cockpit for Oil & Gas	SW-11397/2018
87	M&R 360° - Maintenance Planning Effectiveness Management for Oil & Gas	SW-11328/2018
88	M&R 360° - MRO Spares Management for Oil & Gas	SW-11324/2018
89	M&R 360° - Maintenance Process Compliance Analyzer and Management for Oil & Gas	SW-11369/2018
90	Safety 360° - GHG & Emission Governing for Oil & Gas	SW-11289/2018
91	Safety 360° - Environmental Compliance Analyzer and Management for Oil & Gas	SW-11156/2018
92	Safety 360° - Process Safety Management (PSM) for Oil & Gas	SW-11290/2018
93	SCM 360° - MRO Spares Management for Oil & Gas	SW-10992/2018
94	SCM 360° - Procurement Cycle Optimization for Oil & Gas	SW-11001/2018
95	SCM 360° - Vendor Performance Analysis for Oil & Gas	SW-11002/2018
96	SCM 360° - Buyer Performance Analysis for Oil & Gas	SW-10985/2018
97	SCM 360° - One Leg Operation Inventory Expediter for Oil & Gas	SW-11430/2018
98	SCM 360° - Contracts Compliance Tracking and Analysis for Oil & Gas	SW-11342/2018
99	SCM 360° - Material Ageing Analyzer for Oil & Gas	SW-11431/2018
100	Projects 360° - STO Planning & Performance Analyzer for Oil & Gas	SW-10996/2018
101	Projects 360° - Budget compliance tracking & Analysis for Oil & Gas	SW-10998/2018
102	Projects 360° - Schedule and Resource compliance and optimization for Oil & Gas	SW-11432/2018
103	Projects 360° - Engineering MOC Desk - Asset Integrity Analyzer for Oil & Gas	SW-10999/2018
104	Sustainability 360° - Carbon Footprint Reduction for Oil & Gas	SW-11000/2018
105	Sustainability 360° - Regulatory Compliance Governing for Oil & Gas	SW-11285/2018
106	Sustainability 360° - CSR Compliance Manager for Oil & Gas	SW-11286/2018
107	Business Insights 360° - Cross Functional Finance Insights, Cost per Ton Analysis for Oil & Gas	SW-11064/2018

SI #	IP Name	Copyright Regn #
108	Business Insights 360° - Cross Functional HR, Training and Compliance Analyzer for Oil & Gas	SW-11063/2018
109	Business Insights 360° - Balanced Score Card Strategy Management for Oil & Gas	SW-11066/2018
110	Asset 360° - Asset Integrity Management for Refineries	SW-11366/2018
111	Asset 360° - Asset Life Cycle Analytics for Refineries	SW-11208/2018
112	Asset 360° - Composite Risk Management Analytics for Refineries	SW-11363/2018
113	Asset 360° - Bad Actor Analyzer for Refineries	SW-11209/2018
114	Asset 360° - Barrier Management for Refineries	SW-11010/2018
115	Asset 360° - FMECA (Failure modes, Effects and Criticality Analysis) for Refineries	SW-11008/2018
116	Asset 360° - Compressor Performance Optimization for Refineries	SW-11039/2018
117	Asset 360° - Heat Exchanger Performance Optimization for Refineries	SW-11393/2018
118	Asset 360° - Pump Performance Optimization for Refineries	SW-11325/2018
119	Asset 360° - Furnace Efficiency Optimization for Refineries	SW-11320/2018
120	Operations 360° - Energy Efficiency Optimization for Refineries	SW-11204/2018
121	Operations 360° - Utilities Governor for Refineries	SW-11173/2018
122	Operations 360° - Opportunity loss manager for Refineries	SW-11051/2018
123	Operations 360° - Process Alarm Analysis & Supervisory Control for Refineries	SW-11300/2018
124	Operations 360° - Process Integrity - Predictive Risk Analytics for Refineries	SW-11128/2018
125	Operations 360° - Energy Balance for Refineries	SW-11027/2018
126	Operations 360° - Pipeline Integrity for Refineries	SW-11321/2018
127	Operations 360° - Refining Product Demand Prediction Analyzer for Refineries	SW-11254/2018
128	Operations 360° - Capacity Utilization for Refineries	SW-11125/2018
129	Operations 360° - Fuel & Loss Analysis for Refineries	SW-11215/2018
130	Operations 360° - Gross Refinery Margin Analyzer for Refineries	SW-11103/2018
131	Operations 360° - Terminal Automation & Performance Optimization for Refineries	SW-11044/2018
132	Operations 360° - Energy Intensity Index for Refineries	SW-11218/2018
133	Operations 360° - Product yield prediction for Refineries	SW-10982/2018
134	Operations 360° - Quality Giveaway for Refineries	SW-11294/2018
135	Operations 360° - Sensitivity analysis for Refineries	SW-11433/2018
136	Operations 360° - Reflux Optimization for Refineries	SW-11245/2018
137	Operations 360° - Real Time Water Balance Analysis and Optimization for Refineries	SW-11187/2018

SI #	IP Name	Copyright Regn #
138	M&R 360° - Enterprise Asset Health - Condition Monitoring & Analyzer for Refineries	SW-11059/2018
139	M&R 360° - Maintenance Budget Management and Forecasting for Refineries	SW-11067/2018
140	M&R 360° - Maintenance Cockpit for Refineries	SW-11071/2018
141	M&R 360° - Maintenance Planning Effectiveness Management for Refineries	SW-11014/2018
142	M&R 360° - MRO Spares Management for Refineries	SW-11025/2018
143	M&R 360° - Maintenance Process Compliance Analyzer and Management for Refineries	SW-11047/2018
144	M&R 360° - RAM Modelling for Refineries	SW-11188/2018
145	Safety 360° - GHG & Emission Governing for Refineries	SW-11302/2018
146	Safety 360° - Environmental Compliance Analyzer and Management for Refineries	SW-11049/2018
147	Safety 360° - Process Safety Management (PSM) for Refineries	SW-11178/2018
148	SCM 360° - MRO Spares Management for Refineries	SW-11152/2018
149	SCM 360° - Procurement Cycle Optimization for Refineries	SW-11150/2018
150	SCM 360° - Vendor Performance Analysis for Refineries	SW-11149/2018
151	SCM 360° - Buyer Performance Analysis for Refineries	SW-11017/2018
152	SCM 360° - One Leg Operation Inventory Expediter for Refineries	SW-11016/2018
153	SCM 360° - Contracts Compliance Tracking and Analysis for Refineries	SW-11061/2018
154	SCM 360° - Material Ageing Analyzer for Refineries	SW-11453/2018
155	SCM 360° - Cycle Time Analysis for Refineries	SW-11157/2018
156	Projects 360° - STO Planning & Performance Analyzer for Refineries	SW-11130/2018
157	Projects 360° - Budget compliance tracking & Analysis for Refineries	SW-11301/2018
158	Projects 360° - Schedule and Resource compliance and optimization for Refineries	SW-11170/2018
159	Projects 360° - Engineering MOC Desk - Asset Integrity Analyzer for Refineries	SW-11176/2018
160	Sustainability 360° - Carbon Footprint Reduction for Refineries	SW-11179/2018
161	Sustainability 360° - Regulatory Compliance Governing for Refineries	SW-11295/2018
162	Sustainability 360° - CSR Compliance Manager for Refineries	SW-11305/2018
163	Business Insights 360° - Cross Functional Finance Insights, Cost per Ton Analysis for Refineries	SW-11213/2018
164	Business Insights 360° - Cross Functional HR, Training and Compliance Analyzer for Refineries	SW-11396/2018

SI #	IP Name	Copyright Regn #
165	Business Insights 360° - Balanced Score Card Strategy Management for Refineries	SW-11327/2018
166	Business Insights 360° - Refinery Yield Accounting for Refineries	SW-10986/2018
167	Business Insights 360° - Accruals Analyzer for Refineries	SW-10983/2018
168	Business Insights 360° - Capex Management Analyzer for Refineries	SW-10995/2018
169	Business Insights 360° - Unit Margin Analysis for Refineries	SW-10994/2018
170	Asset 360° - Asset Integrity Management for Petrochemicals	SW-11238/2018
171	Asset 360° - Asset Life Cycle Analytics for Petrochemicals	SW-11280/2018
172	Asset 360° - Composite Risk Management Analytics for Petrochemicals	SW-11006/2018
173	Asset 360° - Bad Actor Analyzer for Petrochemicals	SW-11284/2018
174	Asset 360° - Barrier Management for Petrochemicals	SW-11242/2018
175	Asset 360° - FMECA (Failure modes, Effects and Criticality Analysis) for Petrochemicals	SW-11403/2018
176	Asset 360° - Compressor Performance Optimization for Petrochemicals	SW-11401/2018
177	Asset 360° - Heat Exchanger Performance Optimization for Petrochemicals	SW-11412/2018
178	Asset 360° - Pump Performance Optimization for Petrochemicals	SW-11411/2018
179	Asset 360° - Furnace Efficiency Optimization for Petrochemicals	SW-11101/2018
180	Operations 360° - Energy Efficiency Optimization for Petrochemicals	SW-11410/2018
181	Operations 360° - Utilities Governor for Petrochemicals	SW-11475/2018
182	Operations 360° - Opportunity loss manager for Petrochemicals	SW-11283/2018
183	Operations 360° - Process Alarm Analysis & Supervisory Control for Petrochemicals	SW-11282/2018
184	Operations 360° - Process Integrity - Predictive Risk Analytics for Petrochemicals	SW-11476/2018
185	Operations 360° - Energy Balance for Petrochemicals	SW-11337/2018
186	Operations 360° - Capacity Utilization for Petrochemicals	SW-11228/2018
187	Operations 360° - Fuel & Loss Analysis for Petrochemicals	SW-11226/2018
188	Operations 360° - Product yield prediction for Petrochemicals	SW-11225/2018
189	Operations 360° - Quality Giveaway for Petrochemicals	SW-11232/2018
190	Operations 360° - Sensitivity analysis for Petrochemicals	SW-11233/2018
191	Operations 360° - Conversion (Ethane, Propane) for Petrochemicals	SW-11020/2018
192	Operations 360° - Monomer Factor (Propane) for Petrochemicals	SW-11418/2018

SI #	IP Name	Copyright Regn #
193	Operations 360° - Real Time Water Balance Analysis and Optimization for Petrochemicals	SW-11419/2018
194	M&R 360° - Enterprise Asset Health - Condition Monitoring & Analyzer for Petrochemicals	SW-11004/2018
195	M&R 360° - Maintenance Budget Management and Forecasting for Petrochemicals	SW-10984/2018
196	M&R 360° - Maintenance Cockpit for Petrochemicals	SW-11348/2018
197	M&R 360° - Maintenance Planning Effectiveness Management for Petrochemicals	SW-11347/2018
198	M&R 360° - MRO Spares Management for Petrochemicals	SW-11345/2018
199	M&R 360° - Maintenance Process Compliance Analyzer and Management for Petrochemicals	SW-11346/2018
200	Safety 360° - GHG & Emission Governing for Petrochemicals	SW-11034/2018
201	Safety 360° - Environmental Compliance Analyzer and Management for Petrochemicals	SW-11420/2018
202	Safety 360° - Process Safety Management (PSM) for Petrochemicals	SW-11421/2018
203	SCM 360° - MRO Spares Management for Petrochemicals	SW-11207/2018
204	SCM 360° - Procurement Cycle Optimization for Petrochemicals	SW-11068/2018
205	SCM 360° - Vendor Performance Analysis for Petrochemicals	SW-11180/2018
206	SCM 360° - Buyer Performance Analysis for Petrochemicals	SW-11177/2018
207	SCM 360° - One Leg Operation Inventory Expediter for Petrochemicals	SW-11288/2018
208	SCM 360° - Contracts Compliance Tracking and Analysis for Petrochemicals	SW-11333/2018
209	SCM 360° - Material Ageing Analyzer for Petrochemicals	SW-11287/2018
210	Projects 360° - STO Planning & Performance Analyzer for Petrochemicals	SW-11281/2018
211	Projects 360° - Budget compliance tracking & Analysis for Petrochemicals	SW-11385/2018
212	Projects 360° - Schedule and Resource compliance and optimization for Petrochemicals	SW-11334/2018
213	Projects 360° - Engineering MOC Desk - Asset Integrity Analyzer for Petrochemicals	SW-11335/2018
214	Sustainability 360° - Carbon Footprint Reduction for Petrochemicals	SW-11336/2018
215	Sustainability 360° - Regulatory Compliance Governing for Petrochemicals	SW-11330/2018
216	Sustainability 360° - CSR Compliance Manager for Petrochemicals	SW-11329/2018

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217	Business Insights 360° - Cross Functional Finance Insights, Cost per Ton Analysis for Petrochemicals	SW-11407/2018
218	Business Insights 360° - Cross Functional HR, Training and Compliance Analyzer for Petrochemicals	SW-11405/2018
219	Business Insights 360° - Balanced Score Card Strategy Management for Petrochemicals	SW-11404/2018
220	Business Insights 360° - Capex Management Analyzer for Petrochemicals	SW-11148/2018
221	Business Insights 360° - Unit Margin Analysis for Petrochemicals	SW-11147/2018
222	Asset 360° - Asset Integrity Management for Chemicals	SW-10991/2018
223	Asset 360° - Asset Life Cycle Analytics for Chemicals	SW-10997/2018
224	Asset 360° - Composite Risk Management Analytics for Chemicals	SW-11239/2018
225	Asset 360° - Bad Actor Analyzer for Chemicals	SW-11235/2018
226	Asset 360° - Barrier Management for Chemicals	SW-11237/2018
227	Asset 360° - FMECA (Failure modes, Effects and Criticality Analysis) for Chemicals	SW-11279/2018
228	Asset 360° - Compressor Performance Optimization for Chemicals	SW-11339/2018
229	Asset 360° - Heat Exchanger Performance Optimization for Chemicals	SW-11278/2018
230	Asset 360° - Pump Performance Optimization for Chemicals	SW-11349/2018
231	Asset 360° - Overall Equipment Effectiveness for Chemicals	SW-11160/2018
232	Asset 360° - Equipment Reliability Analysis for Chemicals	SW-11159/2018
233	Operations 360° - Energy Efficiency Optimization for Chemicals	SW-10993/2018
234	Operations 360° - Utilities Governor for Chemicals	SW-11297/2018
235	Operations 360° - Opportunity loss manager for Chemicals	SW-11277/2018
236	Operations 360° - Process Alarm Analysis & Supervisory Control for Chemicals	SW-11296/2018
237	Operations 360° - Process Risk Predictive Analytics for Chemicals	SW-11158/2018
238	Operations 360° - Capacity Utilization for Chemicals	SW-11167/2018
239	Operations 360° - Fuel & Loss Analysis for Chemicals	SW-11319/2018
240	Operations 360° - Batch yield optimization for Chemicals	SW-11386/2018
241	Operations 360° - Quality Compliance Analysis for Chemicals	SW-11146/2018
242	Operations 360° - Quality Giveaway for Chemicals	SW-11144/2018
243	Operations 360° - Online Process Validation for Chemicals	SW-11143/2018

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244	M&R 360° - Enterprise Asset Health - Condition Monitoring & Analyzer for Chemicals	SW-11276/2018
245	M&R 360° - Maintenance Budget Management and Forecasting for Chemicals	SW-11275/2018
246	M&R 360° - Maintenance Cockpit for Chemicals	SW-11236/2018
247	M&R 360° - Maintenance Planning Effectiveness Management for Chemicals	SW-11274/2018
248	M&R 360° - MRO Spares Management for Chemicals	SW-11240/2018
249	M&R 360° - Maintenance Process Compliance Analyzer and Management for Chemicals	SW-11241/2018
250	Safety 360° - GHG & Emission Governing for Chemicals	SW-11003/2018
251	Safety 360° - Environmental Compliance Analyzer and Management for Chemicals	SW-11292/2018
252	Safety 360° - Process Safety Management (PSM) for Chemicals	SW-11195/2018
253	SCM 360° - MRO Spares Management for Chemicals	SW-11304/2018
254	SCM 360° - Procurement Cycle Optimization for Chemicals	SW-11298/2018
255	SCM 360° - Vendor Performance Analysis for Chemicals	SW-11299/2018
256	SCM 360° - Buyer Performance Analysis for Chemicals	SW-11428/2018
257	SCM 360° - Material Ageing Analyzer for Chemicals	SW-11427/2018
258	Projects 360° - Budget compliance tracking & Analysis for Chemicals	SW-11293/2018
259	Projects 360° - Schedule and Resource compliance and optimization for Chemicals	SW-11270/2018
260	Projects 360° - Engineering MOC Desk - Asset Integrity Analyzer for Chemicals	SW-11357/2018
261	Sustainability 360° - Carbon Footprint Reduction for Chemicals	SW-11358/2018
262	Sustainability 360° - Regulatory Compliance Governing for Chemicals	SW-11196/2018
263	Sustainability 360° - CSR Compliance Manager for Chemicals	SW-11197/2018
264	Business Insights 360° - Cross Functional Finance Insights, Cost per Ton Analysis for Chemicals	SW-11271/2018
265	Business Insights 360° - Cross Functional HR, Training and Compliance Analyzer for Chemicals	SW-11273/2018
266	Business Insights 360° - Balanced Score Card Strategy Management for Chemicals	SW-11272/2018
267	Business Insights 360° - Capex Management Analyzer for Chemicals	SW-11359/2018
268	Asset 360° - Asset Integrity Management for Power Generation	SW-10990/2018
269	Asset 360° - Asset Life Cycle Analytics for Power Generation	SW-11344/2018

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270	Asset 360° - Composite Risk Management Analytics for Power Generation	SW-11243/2018
271	Asset 360° - Bad Actor Analyzer for Power Generation	SW-11409/2018
272	Asset 360° - Barrier Management for Power Generation	SW-11408/2018
273	Asset 360° - FMECA (Failure modes, Effects and Criticality Analysis) for Power Generation	SW-11402/2018
274	Asset 360° - Compressor Performance Optimization for Power Generation	SW-11119/2018
275	Asset 360° - Heat Exchanger Performance Optimization for Power Generation	SW-11118/2018
276	Asset 360° - Pump Performance Optimization for Power Generation	SW-11117/2018
277	Asset 360° - Turbine Failure Prediction for Power Generation	SW-11116/2018
278	Asset 360° - Vibration Tracker for Power Generation	SW-11223/2018
279	Asset 360° - Transformer Health Analysis for Power Generation	SW-11222/2018
280	Asset 360° - Cooling Water Cycle Analysis for Power Generation	SW-11221/2018
281	Operations 360° - Plant Load Factor Analysis for Power Generation	SW-11112/2018
282	Operations 360° - Grid Demand Analysis for Power Generation	SW-11082/2018
283	Operations 360° - Opportunity loss manager for Power Generation	SW-11199/2018
284	Operations 360° - Process Alarm Analysis & Supervisory Control for Power Generation	SW-11200/2018
285	Operations 360° - Process Risk Predictive Analytics for Power Generation	SW-11201/2018
286	Operations 360° - Plant Availability Factor Analysis for Power Generation	SW-11122/2018
287	Operations 360° - Power Generation Tariff Accounting for Power Generation	SW-11126/2018
288	Operations 360° - Heat Rate Optimization for Power Generation	SW-11373/2018
289	Operations 360° - Specific Energy Consumption for Power Generation	SW-11361/2018
290	Operations 360° - Auxiliary consumption analysis for Power Generation	SW-11037/2018
291	Operations 360° - Water consumption analysis for Power Generation	SW-11038/2018
292	Operations 360° - Load Schedule compliance for Power Generation	SW-11041/2018
293	Operations 360° - Boiler Tube Leakage analysis for Power Generation	SW-11043/2018
294	Operations 360° - Stack Emission (CEMS) Analysis for Power Generation	SW-11040/2018
295	Operations 360° - Change Impact Analysis / MOC Tracking for Power Generation	SW-11007/2018

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296	M&R 360° - Enterprise Asset Health - Condition Monitoring & Analyzer for Power Generation	SW-11380/2018
297	M&R 360° - Maintenance Budget Management and Forecasting for Power Generation	SW-11382/2018
298	M&R 360° - Maintenance Cockpit for Power Generation	SW-11384/2018
299	M&R 360° - Maintenance Planning Effectiveness Management for Power Generation	SW-11185/2018
300	M&R 360° - MRO Spares Management for Power Generation	SW-11269/2018
301	M&R 360° - Maintenance Process Compliance Analyzer and Management for Power Generation	SW-11186/2018
302	Safety 360° - GHG & Emission Governing for Power Generation	SW-11268/2018
303	Safety 360° - Occupational Health Analysis for Power Generation	SW-11372/2018
304	Safety 360° - Fire Equipment Monitoring Compliance for Power Generation	SW-11371/2018
305	Safety 360° - Environment Incident Management for Power Generation	SW-11374/2018
306	SCM 360° - MRO Spares Management for Power Generation	SW-11267/2018
307	SCM 360° - Procurement Cycle Optimization for Power Generation	SW-11266/2018
308	SCM 360° - Vendor Performance Analysis for Power Generation	SW-11265/2018
309	SCM 360° - Buyer Performance Analysis for Power Generation	SW-11184/2018
310	Projects 360° - STO Planning & Performance Analyzer for Power Generation	SW-11183/2018
311	Projects 360° - Budget compliance tracking & Analysis for Power Generation	SW-11182/2018
312	Projects 360° - Schedule and Resource compliance and optimization for Power Generation	SW-11191/2018
313	Projects 360° - Engineering MOC Desk - Asset Integrity Analyzer for Power Generation	SW-11189/2018
314	Sustainability 360° - Regulatory Compliance Governing for Power Generation	SW-11264/2018
315	Sustainability 360° - CSR Compliance Manager for Power Generation	SW-11198/2018
316	Business Insights 360° - Cross Functional HR, Training and Compliance Analyzer for Power Generation	SW-11381/2018
317	Business Insights 360° - Balanced Score Card Strategy Management for Power Generation	SW-11246/2018
318	Asset 360° - Asset Integrity Management for Power Utilities	SW-11110/2018

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319	Asset 360° - Asset Life Cycle Analytics for Power Utilities	SW-11263/2018
320	Asset 360° - Composite Risk Management Analytics for Power Utilities	SW-11163/2018
321	Asset 360° - Bad Actor Analyzer for Power Utilities	SW-11316/2018
322	Asset 360° - Barrier Management for Power Utilities	SW-11137/2018
323	Asset 360° - FMECA (Failure modes, Effects and Criticality Analysis) for Power Utilities	SW-11138/2018
324	Asset 360° - Transformer Health Analysis for Power Utilities	SW-11135/2018
325	Operations 360° - Outage Impact Analysis for Power Utilities	SW-11056/2018
326	Operations 360° - Energy Conservation for Power Utilities	SW-11058/2018
327	Operations 360° - Process Alarm Supervisory Control for Power Utilities	SW-11314/2018
328	Operations 360° - Operating Cost Optimization for Power Utilities	SW-11060/2018
329	Operations 360° - Power Quality Tracker for Power Utilities	SW-11065/2018
330	Operations 360° - Transformer Health Monitoring and Analysis for Power Utilities	SW-11134/2018
331	Operations 360° - Power purchase manager for Power Utilities	SW-11053/2018
332	Operations 360° - Energy Audit Compliance for Power Utilities	SW-11140/2018
333	Operations 360° - Load growth analyzer for Power Utilities	SW-11124/2018
334	Operations 360° - Network Loss Analyzer for Power Utilities	SW-11175/2018
335	Operations 360° - Underground cable excavation tracker for Power Utilities	SW-11181/2018
336	Operations 360° - Worst Affecting Feeder Analyzer for Power Utilities	SW-11057/2018
337	Operations 360° - Load Forecasting Analytics for Power Utilities	SW-11174/2018
338	Operations 360° - Distribution Reliability Index for Power Utilities	SW-11136/2018
339	Operations 360° - Meter Clustering Analytics for Power Utilities	SW-11417/2018
340	M&R 360° - Asset Health Monitoring for Power Utilities	SW-11416/2018
341	M&R 360° - Breakdown Maintenance Manager for Power Utilities	SW-11415/2018
342	M&R 360° - Maintenance Budgeting for Power Utilities	SW-11030/2018
343	M&R 360° - Maintenance Costing Manager for Power Utilities	SW-11414/2018
344	M&R 360° - Maintenance Planning Desk for Power Utilities	SW-11028/2018
345	M&R 360° - MRO Spares Management for Power Utilities	SW-11480/2048
346	M&R 360° - Work Order Maintenance Preparedness Analyzer for Power Utilities	SW-11413/2018

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347	M&R 360° - Consumables consumption and inventory tracker for Power Utilities	SW-11331/2018
348	M&R 360° - Workforce Mobility Analysis for Power Utilities	SW-11422/2018
349	Safety 360° - Occupational Incident Monitor for Power Utilities	SW-11426/2018
350	Safety 360° - Contractor HSE Performance Analysis for Power Utilities	SW-11332/2018
351	Safety 360° - Safety Behavior Analyzer for Power Utilities	SW-11252/2018
352	Safety 360° - Statutory Compliance Tracker for Power Utilities	SW-11389/2018
353	Safety 360° - SOP updation compliance Tracker for Power Utilities	SW-11251/2018
354	Safety 360° - Employee Health Analysis for Power Utilities	SW-11248/2018
355	Safety 360° - Earthing System Healthiness Tracker for Power Utilities	SW-11247/2018
356	Safety 360° - Fire Equipment Monitoring Compliance for Power Utilities	SW-11249/2018
357	Safety 360° - Environment Incident Management for Power Utilities	SW-11250/2018
358	SCM 360° - Procurement Cycle Optimization for Power Utilities	SW-11477/2018
359	SCM 360° - Material Ageing Analysis for Power Utilities	SW-11244/2018
360	SCM 360° - Contracts Performance Management for Power Utilities	SW-11375/2018
361	SCM 360° - MRO Spares Management for Power Utilities	SW-11019/2018
362	SCM 360° - Vendor Performance Analysis for Power Utilities	SW-11036/2018
363	Projects 360° - Budget compliance tracking & Analysis for Power Utilities	SW-11018/2018
364	Projects 360° - Schedule and Resource compliance and optimization for Power Utilities	SW-11378/2018
365	Projects 360° - Engineering MOC Desk - Asset Integrity Analyzer for Power Utilities	SW-11377/2018
366	Sustainability 360° - Regulatory Compliance Governing for Power Utilities	SW-11400/2018
367	Sustainability 360° - CSR Compliance Manager for Power Utilities	SW-11376/2018
368	Business Insights 360° - Cross Functional HR, Training and Compliance Analyzer for Power Utilities	SW-11164/2018
369	Business Insights 360° - Balanced Score Card Strategy Management for Power Utilities	SW-11161/2018
370	Customer Insights 360° - Smart Meter Analytics for Power Utilities	SW-11379/2018
371	Customer Insights 360° - Fraud & Theft Prevention Analysis for Power Utilities	SW-11069/2018

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372	Asset 360° - Asset Integrity Management for Gas Utilities	SW-11338/2018
373	Asset 360° - Asset Life Cycle Analytics for Gas Utilities	SW-11234/2018
374	Asset 360° - Environmental impact on waste / clean Gas network	SW-11383/2018
375	Asset 360° - Geospatial Asset Management for Gas Utilities	SW-11108/2018
376	Asset 360° - FMECA (Failure modes, Effects and Criticality Analysis) for Gas Utilities	SW-11406/2018
377	Asset 360° - Pipeline integrity for Gas Utilities	SW-11107/2018
378	Operations 360° - Outage Impact Analysis for Gas Utilities	SW-11106/2018
379	Operations 360° - Energy Conservation for Gas Utilities	SW-11123/2018
380	Operations 360° - Process Alarm Supervisory Control for Gas Utilities	SW-11005/2018
381	Operations 360° - Operating Cost Optimization for Gas Utilities	SW-11070/2018
382	Operations 360° - Flooding Probability Analysis for Gas Utilities	SW-11076/2018
383	Operations 360° - Customer Side Leakage Detection Analysis for Gas Utilities	SW-11077/2018
384	Operations 360° - Non-revenue Gas analyzer	SW-11190/2018
385	Operations 360° - Situational Awareness with Geospatial Analytics for gas network	SW-11356/2018
386	Operations 360° - Sewage treatment analytics for Gas Utilities	SW-11075/2018
387	Operations 360° - Water Supply Quality Manager for Gas Utilities	SW-11145/2018
388	Operations 360° - Gas Demand Forecasting	SW-11341/2018
389	Operations 360° - Meter Data Management and Analytics for Gas Utilities	SW-11072/2018
390	Operations 360° - Demand Forecasting for Gas Utilities	SW-11074/2018
391	Operations 360° - Meter Clustering Analytics for Gas Utilities	SW-11073/2018
392	Operations 360° - Pipeline QRA (Quantitative Risk Analysis) Index for Gas Utilities	SW-11151/2018
393	M&R 360° - Asset Health Monitoring for Gas Utilities	SW-11425/2018
394	M&R 360° - Breakdown Maintenance Manager for Gas Utilities	SW-11355/2018
395	M&R 360° - Maintenance Budgeting for Gas Utilities	SW-11424/2018
396	M&R 360° - Maintenance Costing Manager for Gas Utilities	SW-11354/2018
397	M&R 360° - Maintenance Planning Desk for Gas Utilities	SW-11423/2018
398	M&R 360° - MRO Spares Management for Gas Utilities	SW-11230/2018
399	M&R 360° - Work Order Maintenance Preparedness Analyzer for Gas Utilities	SW-11353/2018

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400	M&R 360° - Consumables consumption and inventory tracker for Gas Utilities	SW-11340/2018
401	M&R 360° - Workforce Mobility Analysis for Gas Utilities	SW-11370/2018
402	Safety 360° - Occupational Incident Monitor for Gas Utilities	SW-11442/2018
403	Safety 360° - Contractor HSE Performance Analysis for Gas Utilities	SW-11441/2018
404	Safety 360° - Safety Behavior Analyzer for Gas Utilities	SW-11368/2018
405	Safety 360° - Statutory Compliance Tracker for Gas Utilities	SW-11367/2018
406	Safety 360° - SOP updation compliance Tracker for Gas Utilities	SW-11388/2018
407	Safety 360° - Employee Health Analysis for Gas Utilities	SW-11210/2018
408	Safety 360° - Environment Incident Management for Gas Utilities	SW-11023/2018
409	SCM 360° - Procurement Cycle Optimization for Gas Utilities	SW-11022/2018
410	SCM 360° - Material Ageing Analysis for Gas Utilities	SW-11021/2018
411	SCM 360° - Contracts Performance Management for Gas Utilities	SW-11104/2018
412	SCM 360° - MRO Spares Management for Gas Utilities	SW-11105/2018
413	SCM 360° - Vendor Performance Analysis for Gas Utilities	SW-11113/2018
414	Projects 360° - Budget compliance tracking & Analysis for Gas Utilities	SW-11255/2018
415	Projects 360° - Schedule and Resource compliance and optimization for Gas Utilities	SW-11084/2018
416	Projects 360° - Engineering MOC Desk - Asset Integrity Analyzer for Gas Utilities	SW-11478/2018
417	Sustainability 360° - Regulatory Compliance Governing for Gas Utilities	SW-11088/2018
418	Sustainability 360° - CSR Compliance Manager for Gas Utilities	SW-11087/2018
419	Business Insights 360° - Cross Functional HR, Training and Compliance Analyzer for Gas Utilities	SW-11109/2018
420	Business Insights 360° - Balanced Score Card Strategy Management for Gas Utilities	SW-11219/2018
421	Customer Insights 360° - Smart Meter Analytics for Gas Utilities	SW-11224/2018
422	Customer Insights 360° - Customer Compliance and Engagement Analytics for Gas Utilities	SW-11133/2018
423	Asset 360° - Asset Integrity Management for Water Utilities	SW-11479/2018
424	Asset 360° - Asset Life Cycle Analytics for Water Utilities	SW-11260/2018
425	Asset 360° - Environmental impact on waste / clean water network	SW-11261/2018

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426	Asset 360° - Geospatial Asset Management for Water Utilities	SW-11131/2018
427	Asset 360° - FMECA (Failure modes, Effects and Criticality Analysis) for Water Utilities	SW-11262/2018
428	Asset 360° - Pipeline integrity for Water Utilities	SW-11129/2018
429	Operations 360° - Outage Impact Analysis for Water Utilities	SW-11127/2018
430	Operations 360° - Energy Conservation for Water Utilities	SW-11216/2018
431	Operations 360° - Process Alarm Supervisory Control for Water Utilities	SW-11258/2018
432	Operations 360° - Operating Cost Optimization for Water Utilities	SW-11214/2018
433	Operations 360° - Customer Side Leakage Detection Analysis for Water Utilities	SW-11217/2018
434	Operations 360° - Non-revenue water analyzer	SW-11085/2018
435	Operations 360° - Situational Awareness with Geospatial Analytics for water network	SW-11079/2018
436	Operations 360° - Water Demand Forecasting	SW-11050/2018
437	Operations 360° - Meter Data Management and Analytics for Water Utilities	SW-11227/2018
438	Operations 360° - Meter Clustering Analytics for Water Utilities	SW-11054/2018
439	Operations 360° - Pipeline QRA (Quantitative Risk Analysis) Index for Water Utilities	SW-11062/2018
440	M&R 360° - Asset Health Monitoring for Water Utilities	SW-11165/2018
441	M&R 360° - Breakdown Maintenance Manager for Water Utilities	SW-11045/2018
442	M&R 360° - Maintenance Budgeting for Water Utilities	SW-11080/2018
443	M&R 360° - Maintenance Costing Manager for Water Utilities	SW-11055/2018
444	M&R 360° - Maintenance Planning Desk for Water Utilities	SW-11120/2018
445	M&R 360° - MRO Spares Management for Water Utilities	SW-11220/2018
446	M&R 360° - Work Order Maintenance Preparedness Analyzer for Water Utilities	SW-11121/2018
447	M&R 360° - Consumables consumption and inventory tracker for Water Utilities	SW-11081/2018
448	M&R 360° - Workforce Mobility Analysis for Water Utilities	SW-11033/2018
449	Safety 360° - Occupational Incident Monitor for Water Utilities	SW-11352/2018
450	Safety 360° - Contractor HSE Performance Analysis for Water Utilities	SW-11351/2018
451	Safety 360° - Safety Behavior Analyzer for Water Utilities	SW-11446/2018
452	Safety 360° - Statutory Compliance Tracker for Water Utilities	SW-11445/2018

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453	Safety 360° - SOP updation compliance Tracker for Water Utilities	SW-11444/2018
454	Safety 360° - Employee Health Analysis for Water Utilities	SW-11443/2018
455	Safety 360° - Environment Incident Management for Water Utilities	SW-11390/2018
456	SCM 360° - Procurement Cycle Optimization for Water Utilities	SW-11392/2018
457	SCM 360° - Material Ageing Analysis for Water Utilities	SW-11391/2018
458	SCM 360° - Contracts Performance Management for Water Utilities	SW-11350/2018
459	SCM 360° - MRO Spares Management for Water Utilities	SW-11089/2018
460	SCM 360° - Vendor Performance Analysis for Water Utilities	SW-11090/2018
461	Projects 360° - Budget compliance tracking & Analysis for Water Utilities	SW-11048/2018
462	Projects 360° - Schedule and Resource compliance and optimization for Water Utilities	SW-11311/2018
463	Projects 360° - Engineering MOC Desk - Asset Integrity Analyzer for Water Utilities	SW-11102/2018
464	Sustainability 360° - Regulatory Compliance Governing for Water Utilities	SW-11310/2018
465	Sustainability 360° - CSR Compliance Manager for Water Utilities	SW-11309/2018
466	Business Insights 360° - Cross Functional HR, Training and Compliance Analyzer for Water Utilities	SW-11162/2018
467	Business Insights 360° - Balanced Score Card Strategy Management for Water Utilities	SW-11166/2018
468	Business Insights 360° - Geospatial analytics for Water pipeline routing and ROI for Water Utilities	SW-11035/2018
469	Customer Insights 360° - Smart Meter Analytics for Water Utilities	SW-11042/2018
470	Customer Insights 360° - Customer Compliance and Engagement Analytics for Water Utilities	SW-11091/2018
471	Performance Goals Map21 Balanced Score Card for Transportation	SW-11317/2018
472	Project Planning - Impact Index Analytics for Transportation	SW-11318/2018
473	Infrastructure Conditions Analytics for Transportation	SW-11313/2018

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474	System Reliability - Transit Performance Analytics for Transportation	SW-11312/2018
475	Traffic Congestion Analytics for Transportation	SW-11308/2018
476	Road Safety Audit & Analytics for Transportation	SW-11307/2018
477	Pavement & Bridge Safety Analytics for Transportation	SW-11306/2018
478	Traffic Permit Analytics for Transportation	SW-11315/2018
479	Traffic Emission Analytics for Transportation	SW-11257/2018
480	Planning and Budgeting Analysis for Transportation	SW-11259/2018
481	Traffic Information Analysis for Transportation	SW-11303/2018
482	Dynamic Route Analysis for Transportation	SW-11253/2018
483	Asset Management Analytics for Transportation	SW-11092/2018
484	Traffic Incident Analysis for Transportation	SW-11093/2018
485	Worst Actor analytics for Transportation	SW-11094/2018
486	Operation Analytics Suite for Transportation	SW-11095/2018
487	State Residential Big Data Hub Platform	SW-11096/2018
488	Analytics portal for Economic Development	SW-11097/2018
489	Analytics portal for Industrial Development	SW-11098/2018
490	Land Management Analytics	SW-11099/2018
491	Solid Waste Management Analytics	SW-11100/2018
492	Analytics Portal for Citizen Online Services	SW-11256/2018
493	Link Analytics	SW-11139/2018
494	Rolta Data Advisor	SW-7243/2013
495	Rolta Audit Manager	SW-8875/2016
496	Rolta iPerspective	SW-8776/2016
497	Rolta Security Manager	SW-8872/2016
498	Rolta Service Builder	SW-8775/2016
499	Rolta iPerspective Cloud Platform	SW-7245/2013

Patents

The below four patents have been granted by US Patent and Trademark Office (USPTO)

SI #	Title	USPTO Reference
1	Modified Wallis Filter for improving the local contrast of GIS related images	US9594955B2
2	RGB Images in a GIS application	US9378417B2
3	Use of style sets to assist a user in digitizing GIS layers	US9865181B2
4	Dynamic Query Services and Methods	US8725857B2

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 1980's. He is recognized as a pioneer in introduction and promotion of Geospatial technologies in India and has over 48 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 transformational IT solutions built around Rolta's own IP. Mr. Singh is the Honorary Consul General of Ukraine.

Mr. Singh is a Director in 19 Companies which include directorship in 11 overseas group companies. He is a Member of National Executive Committee of FICCI, 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 was conferred with Geospatial World Leadership Award by the Honorable 11th President of India, Dr. APJ Abdul Kalam, at 1 Geospatial World Forum 2012. 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 has been named amongst the Ten Living Legends of Geospatial Industry at Geospatial World Forum in 2017. He is a Patron Member of World Geospatial Industry Council. Mr. Singh personally leads initiatives under the Group's Corporate Social Responsibility programs, besides his deep commitment to Philanthropy at a personal level.



Ms. Homai A Daruwalla
Independent Director

Ms. 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 IIFL Asset Management 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 Cooperative Bank Ltd., a leading Multi-state Scheduled Bank, on 6th April 2017 for a period of 5 years. Carrying the rich experience of 34 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
Independent Director

Mr. Pradeep started his career as a practicing lawyer at Indore. Thereafter he joined Oil and Natural Gas Corporation (ONGC) for about 5 years as a legal advisor. He progressed to join Dena Bank (Public Sector Bank). Mr. Pradeep has served the banking industry for more than 37 years in various senior positions. His Chairmanship in Corporation Bank had brought numerous awards to the Bank. He has also served as Executive Director of Central Bank of India and was also appointed as Chief Vigilance Officer in State Bank of India and Bank of India, two of largest banks. He has worked as General Manager, then Dena bank, now bank of Baroda in the area of IT, Card management, innovation in new product and driving white label ATM in India including Rural area. Financial inclusion was his passion.

In addition, he had also been on the Boards of various Companies including financial sector, IT Retail, services sector & credit rating. He has been a member and or chairman of Credit Committees, Risk Management, and NPA Management Audit Committees of public and private limited companies. He is co-chairman of Economic policy of IMC Chamber of commerce & industry.

After retirement from his successful banking career, he was associated with law firms such as PDS Legal, Singhania & Co. as a Senior Partner.

He is a co-author of book "Financial inclusion; viable opportunity in Urban India" and several other articles appeared in The Hindu Business lines, a leading Business newspaper and worked in Nepal and Vietnam in the area of financial inclusion and Bank Restructuring. Presently he is also pursuing his own ventures



Mr. Ramdas B. Gupta
Independent Director

Mr. Ramdas Gupta, M.Com, L.L.B, L.L.M. started his career by joining MCA through UPSC in 1985. He served Central Bureau of Investigation, Govt of India during 1992-95 and served Ministry of Corporate Affairs (MCA) upto October 2018 on different capacities such as Dy/Director/Registrar of Companies Mumbai/Ahmedabad and Kolkata.

In addition, he served as Judicial Officer in 'Debts Recovery Tribunal' for 5 years and delivered several judgements/orders in execution of the recovery of banks & financial institutions under RDDBFI Act and other laws.

In addition, he served as 'Special Metropolitan Magistrate' for more than 6 years, appointed by Hon'ble High Court of Bombay. He was also an advisor to PFC Consulting Limited, a subsidiary of Power Finance Corporation, Govt. of India in company law matters. He was also 'Area Welfare Officer' for Mumbai appointed by DOPT, Govt. of India.

He also served as Official Liquidator/Dy. Official Liquidator in Nagpur/Mumbai bench attached to Hon'ble High Court of Bombay for 4 years.



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

Lt Gen K T Parnaik (Retd.) is the Joint Managing Director since June 2016. He has had a distinguished career of over 41 years in the Indian Army. He served with dignity and professional excellence, holding leadership positions in challenging Command and Staff assignments along the entire Northern and Western Borders of the country. A third generation officer, he commanded a Brigade in J&K during Operation Parakram along the LC, and a Division in Sikkim & Corps in the North East. As Director General Perspective Plans, he was closely associated with modernization and transformation of the Indian Army.

The General is credited with several foreign assignments, to include Chief of Staff of UN Mission in Angola and Commandant of Indian Military Training Team in Bhutan. At the peak of his career, the General held the most coveted assignment as Army Commander of the highly active and sensitive Northern Command, a 450,000 strong force, dealing with military operations in J&K and logistics in some of the remote and hostile terrains along the Northern and Western Borders of the country.

General Parnaik is also the Director on the Board of Rolta Thales Limited.

CENTRAL AND REGISTERED OFFICE

Rolta Tower A,
Rolta Technology Park, 22nd Street,
MIDC-Marol, Andheri (East),
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CIN No. L74999MH1989PLC052384
Tel : +91 (22) 2926 6666
Fax : +91 (22) 2836 5992
Email : indsales@rolta.com

CHAIRMAN'S OFFICE

21st Floor, Maker Tower F,
Cuffe Parade,
Mumbai - 400 005
Tel : +91 (22) 2215 3984
Fax : +91 (22) 2215 3994

CONSORTIUM BANKS

Union Bank of India
Bank of India
Bank of Baroda
Central Bank of India

SOLICITORS & LEGAL ADVISORS

Crawford Bayley & Co.

STATUTORY AUDITORS

J. Kala & Associates

COMPANY SECRETARY

Hetal Vichhi
Email : hetal.vichhi@rolta.com

SHARE REGISTRAR

Link Intime India Pvt. Ltd.
Email : mt.helpdesk@linkintime.co.in

OVERSEAS SUBSIDIARIES / OFFICES

ROLTA UK LTD.
100 Longwater Avenue,
Green Park, Reading, RG2 6GP,
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Tel : +44 (0)118 945 0450
Fax : +44 (0) 118 945 0454

ROLTA GLOBAL B.V.

Siriusdreef 17,
2132WT Hoofddorp,
The Netherlands
Tel : +31 (0) 23-568-9288

ROLTA MIDDLE EAST FZ-LLC

Dubai
Office No. 210, Building No. 9,
P.O. Box 500106,
Dubai Internet City,
Dubai, U. A. E.
Tel : +971 (4) 391 5212
Fax : +971 (4) 391 8684

ROLTA SAUDI ARABIA LTD.

Riyadh
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JOINT VENTURE

Rolta Thales Ltd.
Rolta Tower A,
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INDIAN SUBSIDIARIES

Rolta Defence Technology Systems Pvt Ltd.
Rolta Tower C,
Rolta Technology Park,
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Mumbai - 400 093
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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





ROLTA

Rolta Tower A, Rolta Technology Park, MIDC, Andheri (East), Mumbai 400 093.
CIN No. L74999MH1989PLC052384 Tel : +91 (22) 2926 6666 Fax : +91 (22) 2836 5992 email : investor@rolta.com
www.rolta.com



ROLTA India Limited

Registered Office: Rolta Tower - A, Rolta Technology Park, MIDC - Marol,
Andheri (East), Mumbai - 400093, Maharashtra, India; CIN: L74999MH1989PLC052384
Tel.: 91-22-29266666 • Fax : 91-22-28365992 • Email : investor@rolta.com • website: www.rolta.com

NOTICE

NOTICE is hereby given that the **Thirty Second (32nd) Annual General Meeting of Members of ROLTA INDIA LIMITED** will be held on **Friday, December 30, 2022 at 12:30 p.m.** through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') facility to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 1 - ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt;

- (a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon;
- (b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 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 Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 and the reports of the Board of Directors and Auditor's thereon as laid before this meeting, be and are hereby considered and adopted."
 - (b) **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and the report of Auditor's thereon as laid before this meeting, be and are hereby considered and adopted."

SPECIAL BUSINESS : ORDINARY RESOLUTION

ITEM NO. 2 - APPOINTMENT OF STATUTORY AUDITORS

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules made thereunder, Shah & Mantri, Chartered Accountants, Mumbai (ICAI Firm Registration No. 137146W), be and are hereby appointed as Statutory Auditors of the Company for a term of 1 [One] year to hold office from the conclusion of this 32nd Annual General Meeting (AGM) until the conclusion of the 33rd AGM to be held in the calendar year 2023, at such remuneration plus service tax, reasonable out-of-pocket expenses etc., as may be fixed by the Board of Directors of the Company in consultation with the Auditors."

By Order of the Board of Directors
For Rolta India Limited

Mumbai
December 08, 2022 Company Secretary and Compliance Officer

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.rolta.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, December 27, 2022 at 09:00 A.M. IST and ends on Thursday, December 29, 2022 at 05:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, December 22, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, December 22, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
	<ol style="list-style-type: none"> Users who have opted for CDSL Basi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Basi /Easiest

App Store



Google Play



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Basi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eServices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eServices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to priyanka@pyandassociates.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
- 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Abhijeet Gunjal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@rolta.com
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@rolta.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@rolta.com. The same will be replied by the company suitably.

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

ITEM NO. 2

The Company at its 30th Annual General Meeting (AGM) Held on December 31, 2020 had appointed M/s. J Kala & Associates, chartered Accountants, Mumbai (ICAI Firm Registration No. 118769W) as the Statutory Auditors of the Company to hold office for a term of 5 (Five) years from the Conclusion of the 30th AGM until the conclusion of the AGM to be held in the calendar year 2025. In view of the reduced turnover and the liquidity crunch, the Company had requested the Statutory Auditors to reduce audit fees being paid to them. Pursuant to the Company's request, the Statutory Auditors expressed their inability to reduce audit fees and tendered their resignation with immediate effect clarifying that the firm neither has any dispute with the management nor has any concern relating to suppression of information by the management of the Company for the purpose of carrying out the audit, thereby causing a casual vacancy. Auditor's resignation was accepted and approved by the Audit Committee and by the Board of Directors of the Company.

Further, the Company has received consent from M/s. Shah & Mantri, Chartered Accountants (ICAI Firm Registration No. 137146W), 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 the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Shah & Mantri, 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 appointment of M/s. Shah & Mantri, Chartered Accountants as Statutory Auditors of the Company to hold the office from the conclusion of this 32nd AGM upto the conclusion of 33rd AGM to be held in the Calendar year 2023.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except M/s. Shah & Mantri, Chartered Accountants is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

By Order of the Board of Directors

Hetal Vichhi

**Mumbai
December 08, 2022 Hetal Vichhi
Company Secretary and Compliance Officer**