



ROLTA

ROLTA INDIA LIMITED

AUDITED FINANCIAL RESULTS

Financial Year ended 30th June 2011

(Stand-alone)

KHANDELWAL JAIN & CO.

Website: www.kjco.net • E-mail: kjco@vsnl.com

CHARTERED ACCOUNTANTS

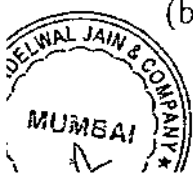
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AUDITORS' REPORT

To The Members of
ROLTA INDIA LIMITED

1. We have audited the attached Balance Sheet of **ROLTA INDIA LIMITED**, as at June 30, 2011, the Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, and on the basis of such checks as considered appropriate and according to the information and explanations given to us during the course of audit, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order, to the extent applicable to the Company.
4. Further to our comments in the Annexure referred to in paragraph 3 above we report that:-
 - (a) We have 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;



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- (c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- (e) On the basis of written representations received from the directors, as on June 30, 2011 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on June 30, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
5. In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with the Significant Accounting Policies and Other Notes appearing in Schedule 'R' give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:-
- (i) in the case of Balance Sheet, of the state of affairs of the Company as at June 30, 2011;
- (ii) in the case of the Profit and Loss Account, of the Profit of the Company for the year ended on that date; and
- (iii) in case of the Cash Flow Statement, of the cash flows for the year ended on that date.



For KHANDELWAL JAIN & CO.
Chartered Accountants,
Firm Registration No. 105049W

(SHIVRATAN AGARWAL)
PARTNER
Membership No.104180

Place : Mumbai
Date : August 11, 2011

KHANDELWAL JAIN & CO.

CHARTERED ACCOUNTANTS

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ANNEXURE TO AUDITORS' REPORT

**ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE
TO THE MEMBERS OF ROLTA INDIA LIMITED ON THE ACCOUNTS FOR THE
YEAR ENDED JUNE 30, 2011**

- (i)(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- (c) During the year, the Company has not disposed of any substantial part of the Fixed Assets.
- (ii)(a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material in relation to the operation of the Company and the nature of its business.
- (iii)(a) The Company has granted loans to its 4 subsidiaries. The maximum amount involved during the year was Rs.105.67 crore and the year-end balance of loans granted to such parties was Rs.105.67crore.
- (b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions are prima facie not prejudicial to the interest of the Company.
- (c) The said loans given to the wholly owned subsidiaries of the Company are repayable on demand and there is no repayment schedule.



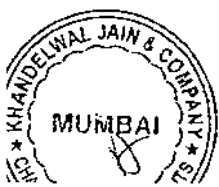
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- (d) In respect of the loan given by the Company, the same is repayable on demand and therefore the question of overdue amount does not arise.
- (e) The Company has not taken loan from any company covered in the register maintained under section 301 of the Companies Act, 1956. Hence provisions of clause 4 (iii) (f), (g) are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there exist an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the Company.
- (v)(a) According to the information and explanations given to us, we are of the opinion that the particulars of all contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) According to information and explanations given to us, the Company has not accepted any deposits from public covered by the provisions of Section 58A and 58AA of the Companies Act, 1956 and rules framed there under.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) According to information and explanations given to us the Central Government has not prescribed the maintenance of cost records for the products of the Company.
- (ix)(a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it.



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- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty, excise duty and cess were in arrears, as at June 30, 2011 for a period of more than six months from the date they became payable.
- (c) According to the information and explanation given to us, there are no dues of income tax, wealth tax, service tax, sales tax, customs duty, excise duty and cess which have not been deposited on account of any dispute.
- (x) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the current financial year and in the immediately the preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (xii) As per the information and explanation given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a *nidhi* mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (xv) In our opinion, the terms and conditions on which the Company has given guarantees for loans taken by others from banks or financial institutions are not prejudicial to the interest of the Company.
- (xvi) In our opinion and according to the information and explanations given to us, the term loans raised during the year are applied for the purpose for which the loans were obtained.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.



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- (xviii) According to the information and explanations given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.
- (xix) According to the information and explanations given to us, the Company has not issued any debentures.
- (xx) The Company has not raised any money by public issue during the year covered by our audit.
- (xxi) As per the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For KHANDELWAL JAIN & CO.
Chartered Accountants,
Firm Registration No. 105049W



(SHIVRATAN AGARWAL)
PARTNER
Membership No.104180

Place : Mumbai

Date : August 11, 2011

COLTA INDIA LIMITED
BALANCE SHEET AS AT 30th JUNE 2011

		As at 30 th June 2011	(in ₹ Crore) As at 30 th June 2010
SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
Share Capital	A	161.33	161.19
Reserves & Surplus	B	2,142.22	1,743.13
		2,303.55	1,904.32
LOAN FUNDS			
Secured Loans	C	752.13	646.56
Unsecured Loan	D	631.29	550.17
		44.65	42.42
DEFERRED TAX LIABILITY			
TOTAL		3,731.62	3,143.47
APPLICATION OF FUNDS			
FIXED ASSETS			
Gross Block	E	2,589.51	2,057.12
Less: Depreciation/Amortisation		583.86	459.21
Net Block		2,005.65	1,597.91
Add: Capital Work In Progress		282.52	242.85
		2,288.17	1,840.76
INVESTMENTS			
	F	713.57	616.40
FOREIGN CURRENCY MONETARY ITEM			
TRANSLATION DIFFERENCE ACCOUNT			
		0.38	3.63
CURRENT ASSETS, LOANS AND ADVANCES			
a) Inventories	G	-	3.88
b) Sundry Debtors	H	682.64	615.86
c) Cash & Bank Balances	I	36.57	39.37
d) Other Current Assets	J	13.44	22.42
e) Loans & Advances	K	243.19	236.39
		975.84	917.92
LESS : CURRENT LIABILITIES			
AND PROVISIONS			
	L	246.34	235.24
NET CURRENT ASSETS			
		729.50	682.68
TOTAL		3,731.62	3,143.47

**SIGNIFICANT ACCOUNTING POLICIES
AND NOTES TO ACCOUNTS**

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The Schedules referred to above and the notes thereon form an integral part of the Balance Sheet
This is the Balance Sheet referred to in our report of even date

For **KHANDELWAL JAIN & CO.**

Chartered Accountants

SHIVRATAN AGARWAL

Partner

M.No.104180



Mumbai,

Date: August 11, 2011

R.R. Kumar
R.R. Kumar

Director

K.R. Modi
K.R. Modi

Director

Dharmesh Desai
Dharmesh Desai

Associate Director - Legal &
Company Secretary

Mumbai,

Date: August 11, 2011

For and on behalf of Board of Directors

K.K. Singh
K.K. Singh

Chairman & Managing Director

Atul D Tayal
Atul D Tayal

Jt. Managing Director

Hiranya Ashar
Hiranya Ashar

Director - Finance &
Chief Financial Officer

[Signature]

ROLTA INDIA LIMITED
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30TH JUNE 2011

		(in ₹ Crore)	
		For the Year Ended 30 th June 2011	For the Year Ended 30 th June 2010
Schedules			
INCOME			
Sale of IT Solutions & Services		1,448.75	1,170.44
Other Income	M	150.32	29.43
TOTAL		1,599.07	1,199.87
EXPENDITURE			
Material & Subcontracting Cost	N	355.64	257.73
Manpower Cost	O	197.44	171.45
Other Expenses	P	113.46	72.67
Interest	Q	53.30	38.60
Depreciation/Amortisation	E	321.36	259.42
TOTAL		1,041.20	799.87
PROFIT BEFORE TAX		557.87	400.00
Less : Provision For Taxation (Refer Note No 7 of schedule R)		62.51	39.50
PROFIT AFTER TAX		495.36	360.50
Add : Balance brought forward from previous year		1,153.59	1,028.23
BALANCE AVAILABLE FOR APPROPRIATION		1,648.95	1,388.73
APPROPRIATIONS			
FCCB Redemption Reserve		138.00	138.00
Dividend Paid		0.03	0.00
Proposed Dividend		56.47	52.39
Income Tax on Dividend Proposed / Paid		9.16	8.70
Transfer to General Reserve		49.54	36.05
BALANCE CARRIED TO BALANCE SHEET		1,395.75	1,153.59
EARNINGS PER SHARE (Equity Shares, Nominal Value Rs.10 each)			
Basic		30.71	22.38
Diluted		30.63	22.22
(Refer Note No. 17 of Schedule R)			
SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS			
		R	

The Schedules referred to above and the notes thereon form an integral part of the Profit and Loss Account
This is the Profit and Loss Account referred to in our report of even date

For KHANDELWAL JAIN & CO.
Chartered Accountants

SHIVRATAN AGARWAL
Partner

M.No.104180



R.R. Kumar
R.R. Kumar
Director

K.R. Modi
K.R. Modi
Director

Dharnesh Desai
Dharnesh Desai
Associate Director - Legal &
Company Secretary

Mumbai,
Date: August 11, 2011

For and on behalf of Board of Directors

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

Atul D Tayal
Atul D Tayal
Jt. Managing Director

Hiranya Ashar
Hiranya Ashar
Director - Finance &
Chief Financial Officer

Mumbai,
Date: August 11, 2011