

Walker Chandiook & Co LLP

Walker Chandiook & Co LLP
(Formerly Walker, Chandiook & Co)
16th Floor, Tower II
Indiabulls Finance Centre
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Mumbai 400013
India

Review Report

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To the Board of Directors of Rolta India Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results (“the Statement”) of Rolta India Limited (“the Company”) and its subsidiaries (collectively referred to as “the Group”) for the quarter ended September 30, 2015 and the year to date results for the period April 01, 2015 to September 30, 2015, except for the disclosures regarding ‘Public Shareholding’ and ‘Promoter and Promoter Group Shareholding’ which have been traced from disclosures made by the management and have not been audited by us. This Statement is the responsibility of the Company’s Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the accounting principles generally accepted in India, including accounting standard specified under Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

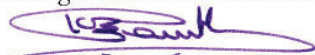


For Walker Chandiook & Co LLP

(formerly Walker, Chandiook & Co)

Chartered Accountants

Firm Registration No: 001076N/N500013



per **Khushroo B. Panthaky**

Partner

Membership No. F - 42423

Place: Mumbai

Date: November 9, 2015



ROLTA INDIA LIMITED

Regd. Office : Rolta Tower A, Rolta Technology Park, MIDC, Andheri (East), Mumbai - 400 093 Maharashtra, India. CIN : L74999MH1989PLC052384
Tel. Nos. 91-22-29266666 Fax No. 91-22-29266666 email id: investor@rolta.com, website: www.rolta.com

UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS ENDED SEPTEMBER 30, 2015 (In ₹Crores)

Sr. No.	Particulars	Quarter ended 30.09.15	Quarter ended 30.09.14	Six Months ended 30.09.15	Six Months ended 30.09.14	Year ended 31.03.15
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Net Sales/Income from Operations	989.59	983.40	885.29	1,972.99	3,679.46
2	Total Income from operations	989.59	983.40	885.29	1,972.99	3,679.46
	Expenses					
a	Cost of materials & technical subcontractors	379.10	402.52	272.76	781.62	1,288.50
b	Employee benefits expense	213.57	193.62	203.23	407.19	790.99
c	Depreciation and amortization expense	171.24	163.65	148.99	334.89	622.00
d	Other expenses	73.70	79.75	79.75	153.45	323.35
	Total Expenses	837.61	839.54	709.06	1,677.15	3,024.84
3	Profit/(Loss) from operations before other income, finance costs and exceptional items (1 - 2)	151.98	143.86	176.23	295.84	654.62
4	Other income	7.51	7.77	6.21	15.28	13.54
5	Profit/(Loss) before finance costs and exceptional items (3 + 4)	159.49	151.63	182.44	311.12	668.34
6	Finance costs	115.70	108.15	103.16	223.86	401.34
7	Profit/(Loss) before exceptional items and tax (5 - 6)	43.78	43.48	79.28	87.26	267.00
8	Exceptional items	43.78	43.48	79.28	87.26	267.00
9	Profit/(Loss) after exceptional item before tax (7 - 8)	0.00	0.00	0.00	0.00	0.00
10	Tax expense	1.47	2.76	8.48	4.23	38.83
11	Net Profit/(Loss) after exceptional item and tax (9 - 10)	42.31	40.72	70.80	83.03	245.17
12	Additional Minority Share in Loss/(Profit)	-	-	-	-	-
13	Net Profit/(Loss) after tax, minority interest and exceptional item (11 + 12)	42.31	40.72	70.80	83.03	245.17
14	Paid-up Equity Share Capital (F.V. Rs. 10/- each)	161.33	161.33	161.33	161.33	161.33
15	Reserves excluding Revaluation Reserves	2.6	2.5	4.4	5.1	15.2
16i	Earnings Per Share before Exceptional Item (of ₹ 10/-each)	2.6	2.5	4.4	5.1	15.2
	Basic EPS (in ₹) (not annualised)	2.5	2.4	4.2	4.9	14.3
16ii	Earnings Per Share after Exceptional Item (of ₹ 10/-each)	2.6	2.5	4.4	5.1	15.2
	Diluted EPS (in ₹) (not annualised)	2.5	2.4	4.2	4.9	14.3

PART II SELECT INFORMATION FOR THE QUARTER AND SIX MONTHS ENDED SEPTEMBER 30, 2015

Sr. No.	Particulars	Quarter ended 30.09.15	Quarter ended 30.09.14	Six Months ended 30.09.15	Six Months ended 30.09.14	Year ended 31.03.15
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
A	TOTAL PUBLICS OF SHAREHOLDING					
1	Number of Shares	78,479,917	79,025,798	78,479,917	79,025,798	78,683,798
	Percentage of Shareholding	48.65	48.58	48.65	48.58	48.77
2	Placed/Forfeited/Repurchased/Retired/Shareholding					
a	Number of Shares	14,500,000	12,590,000	14,500,000	12,590,000	10,000,000
	Percentage of shares (as a % of the total Share Capital of the company)	17.50	15.19	17.50	15.19	12.10
b	None-renewed	8.99	8.99	8.99	8.99	6.20
	Percentage of shares (as a % of the total Share Capital of the company)	68,349,179	69,803,298	68,349,179	69,803,298	72,645,298
	Number of Shares	82.50	84.81	82.50	84.81	87.94
	Percentage of shares (as a % of the total Share Capital of the company)	42.36	43.74	42.36	43.74	45.03
B	INVESTOR COMPLAINTS FOR THE QUARTER ENDED SEPTEMBER 30, 2015					
	Pending at the beginning of the quarter					
	Received during the quarter		270			
	Disposed of during the quarter					
	Remaining unresolved at the end of the quarter				NIL	



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Kamal K Singh
Chairman & Managing Director

Certified True Copy
For ROLTA INDIA LIMITED
[Handwritten signature]
Authorised Signatory

Place : Mumbai
Date : 09 November 2015

SEGMENT-WISE REVENUE AND RESULTS FOR THE QUARTER AND SIX MONTHS ENDED SEPTEMBER 30, 2015 (In ₹Crores)

PARTICULARS	Quarter ended 30.09.15	Quarter ended 30.09.14	Six Months ended 30.09.15	Six Months ended 30.09.14	Year ended 31.03.15
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
Segment Revenue	236.57	192.06	242.27	418.63	493.65
Enterprise Geospatial & Engineering Solutions (EGES)	763.03	791.34	638.02	1,554.36	1,272.92
System Integration & Enterprise IT Solutions (EITS)	989.59	983.40	885.29	1,972.99	1,766.57
Less: Inter segment revenue	-	-	-	-	-
Net revenue from operations	989.59	983.40	885.29	1,972.99	1,766.57
Segment Profit/(Loss) before Depreciation and amortization expenses, other income, finance costs, exceptional items and tax	159.86	148.43	145.32	299.29	283.78
Enterprise Geospatial & Engineering Solutions (EGES)	172.36	159.08	179.81	331.44	337.42
System Integration & Enterprise IT Solutions (EITS)	323.22	307.51	325.13	630.73	621.20
Less: Depreciation and Amortization Expense (Un allocable)	7.51	7.77	6.21	15.28	30.72
Add: Other Income (Un allocable)	115.71	108.15	103.16	223.86	193.01
Less: Finance Costs (Un allocable)	171.24	163.65	148.99	334.89	622.00
Less: Depreciation and Amortization Expense (Un allocable)	43.78	43.48	79.28	87.26	267.00
Notes on segment information: Segmental Capital employed. Fixed assets used in the company's business or liabilities contracted have not been identified to any particular reportable segments. The company believes that it is currently not practical to provide segment disclosures relating to total assets and liabilities.					

Notes: 1. The above results were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 9th November, 2015 and have undergone "Limited Review" by Statutory Auditors of the company.

2. Consolidated Revenue for Q2 FY-16 at ₹ 889.59 Cr. against ₹ 885.29 Cr. in Q1 FY-16, registering a Q-o-Q growth of 0.6%.

3. Consolidated EBITDA for Q2 FY-16 at ₹ 232.22 Cr. against ₹ 197.51 Cr. in Q1 FY-16, registering a Q-o-Q growth of 5.1%.

4. Consolidated Profit after tax for Q2 FY-16 at ₹ 42.31 Cr. against ₹ 40.72 Cr. in Q1 FY-16, registering a Q-o-Q growth of 3.9%.

5. In accordance with clause 41 of Listing agreement, the company has published consolidated financial results. Standalone Revenue, Profit before tax and Profit after tax and exceptional item for the Q2 FY-16 is ₹ 489.90 Cr., ₹ 165.28 Cr. and ₹ 165.28 Cr. respectively. The standalone financial results will, however, be made available to the Stock Exchanges where the company's securities are listed and will also be posted on the company's website www.rolta.com.

6. Tax Expense includes provision for current tax and deferred tax.

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

8. In accordance with "Green Initiative in Corporate Governance" by the Ministry of Corporate Affairs, Company will be sending future communications through electronic mode. All those members who have not got their email id recorded or updated with the company or with the depository are requested to register their e-mail address and changes thereon with company/depository as the case may be.

9. The Unaudited Consolidated statement of assets and liabilities is as under:

Sr No	Particulars	AS at 30.09.15 (Unaudited)	AS at 31.03.15 (Audited)
A	EQUITY AND LIABILITIES		
1	Shareholders' Funds		
(a)	Share Capital	161.33	161.33
(b)	Reserves & Surplus	2,052.77	2,140.10
	Sub-total - Shareholders' Funds	2,214.10	2,301.43
2	Minority Interest	-	-
3	Non-Current Liabilities		
(a)	Long-term borrowings	5,023.55	4,806.76
(b)	Deferred Tax Liabilities (net)	34.05	55.05
(c)	Other Long Term Liabilities	15.98	20.67
(d)	Long Term Provisions	5,093.58	4,882.48
	Sub-total - Non-Current Liabilities	10,167.16	9,714.96
4	Current Liabilities		
(a)	Short Term Borrowings	348.36	421.15
(b)	Trade Payables	796.41	2,691.03
(c)	Other Current Liabilities	538.81	499.89
(d)	Short Term Provisions	659.93	72.61
	Sub-total - Current Liabilities	1,303.51	834.68
	TOTAL-EQUITY AND LIABILITIES	8,610.24	8,667.59
B	ASSETS		
1	Non-Current Assets		
(a)	Fixed Assets		
	Tangible Assets	4,517.06	4,390.00
	Intangible Assets	401.01	420.74
	Capital Work-in-Progress	46.53	56.66
(b)	Deferred Tax Assets (Net)	595.63	5,07.09
(c)	Other Non-Current Assets	91.39	83.99
	Sub-total - Non-Current Assets	5,750.74	5,664.78
2	Current Assets		
(a)	Current Investments	0.18	0.18
(b)	Trade Receivable	1,510.31	1,274.73
(c)	Cash & Bank Balance	363.25	346.96
(d)	Short Term Loans & Advances	139.51	97.39
(e)	Other Current Assets	835.43	483.55
	Sub-total - Current Assets	2,850.50	2,402.81
	TOTAL-ASSETS	8,610.24	8,667.59

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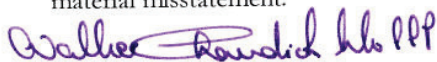
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Review Report

To the Board of Directors of Rolta India Limited

1. We have reviewed the accompanying statement of standalone unaudited financial results (“the Statement”) of Rolta India Limited (“the Company”) for the quarter ended September 30, 2015 and the year to date results for the period April 1, 2015 to September 30, 2015, except for the disclosures regarding ‘Public Shareholding’ and ‘Promoter and Promoter Group Shareholding’ which have been traced from disclosures made by the management and have not been audited by us. This Statement is the responsibility of the Company’s Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 (as amended) and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement, including the manner in which it is to be disclosed, or that it contains any material misstatement.



For Walker Chandiook & Co LLP

(formerly Walker, Chandiook & Co)

Chartered Accountants

Firm Registration No: 001076N/N500013



per **Khushroo B. Panthaky**

Partner

Membership No. F - 42423

Place : Mumbai

Date : November 9, 2015



ROLTA INDIA LIMITED

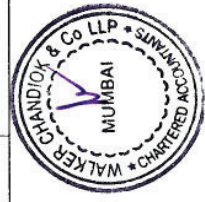
Regd. Office : Rolta Tower A, Rolta Technology Park, MIDC, Andheri (East), Mumbai - 400 093 Maharashtra, India. CIN : L74999MH1989PLC052384
Tel. Nos. 91-22-29266666 Fax No. 91-22-28365992 email id: investor@rolta.com, website: www.rolta.com

UNAUDITED UNCONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS ENDED SEPTEMBER 30, 2015 (In ₹ Crores)

Sr. No	Particulars	Quarter ended 30.09.15	Quarter ended 30.06.15	Quarter ended 30.09.14	Six Months ended 30.09.15	Six Months ended 30.09.14	Year ended 31.03.15
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Net Sales/Income from Operations	489.90	448.33	502.51	938.25	903.05	1,871.50
2	Expenses	25.41	26.08	55.86	51.49	72.99	103.46
a.	Cost of materials & technical subcontractors	70.49	60.95	62.86	131.44	119.65	243.06
b.	Employer benefits expenses	168.95	161.11	146.66	330.06	290.17	614.26
c.	Depreciation and amortization expenses	43.94	50.26	41.22	94.20	74.63	181.46
d.	Other expenses	308.79	298.40	306.60	607.19	557.44	1,142.24
3	Profit/(Loss) from operations before other income, finance costs and exceptional items (1 - 2)	181.11	149.95	195.91	331.06	345.61	729.26
4	Other income	6.83	33.87	6.18	40.70	8.41	17.42
5	Profit/(Loss) before finance costs and exceptional items (3 + 4)	187.94	183.82	202.09	371.76	354.02	746.68
6	Finance costs	22.66	17.03	26.05	39.69	71.83	133.20
7	Profit/(Loss) before exceptional items and tax (5 - 6)	165.28	166.79	176.06	332.07	282.19	613.48
8	Exceptional Items:						
a.	Provision for Share Investment						
9	Profit/(Loss) after exceptional item before tax (7 - 8)	165.28	166.79	176.06	332.07	282.19	613.48
10	Tax expense	10.2	10.3	10.4	20.6	16.6	36.1
11	Net Profit/(Loss) after exceptional item and tax (9 - 10)	155.08	156.49	165.66	311.47	265.53	577.38
12	Reserves excluding Revoluton Reserves	161.33	161.33	161.33	161.33	161.33	161.33
13	Earnings Per Share before Exceptional Item						
14.i	Basic EPS (in ₹)	10.2	9.9	10.0	19.6	15.9	34.6
14.ii	Diluted EPS (in ₹)	10.2	9.9	10.0	19.6	15.9	34.6
15	Earnings Per Share after Exceptional Item						
16.i	Basic EPS (in ₹)	10.2	9.9	10.0	19.6	15.9	34.6
16.ii	Diluted EPS (in ₹)	10.2	9.9	10.0	19.6	15.9	34.6

PART II SELECT INFORMATION FOR THE QUARTER AND SIX MONTHS ENDED SEPTEMBER 30, 2015

Sr. No	Particulars	Quarter ended 30.09.15	Quarter ended 30.06.15	Quarter ended 30.09.14	Six Months ended 30.09.15	Six Months ended 30.09.14	Year ended 31.03.15
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
A	PARTICULARS OF SHAREHOLDING						
1	Total Public Shareholding	78,479,917	79,025,798	78,479,917	79,025,798	78,683,798	78,683,798
	Number of Shares	48,65	48,98	48,65	48,98	48,77	48,77
2	Promoters and Promoter Group Shareholding						
a)	Pledged/Encumbered	14,500,000	14,500,000	14,500,000	14,500,000	14,500,000	14,500,000
	Number Of Shares	17,50	15,19	17,50	15,19	12,10	12,10
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	8.99	7.75	8.99	7.75	6.20	6.20
b)	Non-encumbered	68,349,179	69,803,298	68,349,179	69,803,298	72,645,298	72,645,298
	Number Of Shares	82,50	84,81	82,50	84,81	87,90	87,90
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	42.36	43.27	42.36	43.27	45.03	45.03
	Percentage of shares (as a % of the total Share Capital of the company)						
B	INVESTOR COMPLAINTS FOR THE QUARTER ENDED SEPTEMBER 30, 2015						
	Pending at the beginning of the quarter						
	Received during the quarter	270					
	Disposed of during the quarter		270				
	Remaining unresolved at the end of the quarter						



SEGMENT-WISE REVENUE AND RESULTS FOR THE QUARTER AND SIX MONTHS ENDED SEPTEMBER 30, 2015 (In ₹ Crores)

PARTICULARS	Quarter ended 30.09.15	Quarter ended 30.06.15	Quarter ended 30.09.14	Six Months ended 30.09.15	Six Months ended 30.09.14	Year ended 31.03.15
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
Segment Revenue	182.04	160.44	219.05	342.48	411.67	842.30
Enterprise Geospatial & Engineering Solutions (EGES)	307.86	287.91	283.46	595.77	491.38	1,029.20
System Integration & Enterprise IT Solutions (EITS)	489.90	448.35	502.51	938.25	903.05	1,871.50
Less: Inter segment revenue						
Net revenue from operations	162.76	143.50	163.10	306.26	299.14	585.20
Segment Profit/(Loss) before Depreciation and amortization expenses, other income, finance cost, exceptional items and tax	187.30	167.56	179.47	354.86	336.64	738.32
Enterprise Geospatial & Engineering Solutions (EGES)	350.06	311.06	342.57	661.12	635.78	1,343.52
System Integration & Enterprise IT Solutions (EITS)	6.83	40.70	6.18	33.87	8.41	17.42
TOTAL	22.66	17.03	26.03	39.69	71.83	133.20
Add: Other income (Un allocable)	168.95	161.11	146.66	330.06	290.17	614.26
Less: Finance Costs (Un allocable)						
Less: Depreciation and Amortization Expense (Un allocable)						
Exceptional Items:						
Add: Profit on sale of investment	165.28	166.79	176.06	332.07	282.19	613.48
Profit/(Loss) after exceptional item before tax						
Notes on segment information: Segmental Capital employed: Fixed assets used in the company's business or liabilities contracted have not been identified to any particular reportable segments. The company believes that it is currently not practical to provide segment disclosures relating to total assets and liabilities.						

Notes: 1. The above results were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 9th November, 2015 and have undergone "Limited Review" by Statutory Auditors of the company.

2. Tax Expense includes provision for current tax and deferred tax.

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

4. In accordance with "Green Initiative in Corporate Governance" by the Ministry of Corporate Affairs, Company will be sending future communications through electronic mode. All those members who have not got their email id recorded or updated with the company or with the depository are requested to register their e-mail address and changes therein with company/depository as the case may be.

5. The Unaudited Unconsolidated statement of assets and liabilities is as under:

Sr.No	Particulars	AS at 30.09.15	AS at 31.03.15
		(Unaudited)	(Audited)
A	EQUITY AND LIABILITIES		
1	Shareholders' Fund	161.33	161.33
(a)	Share Capital	3,913.88	3,927.77
(b)	Reserves & Surplus	4,075.21	3,794.10
2	Non-Current Liabilities	833.87	818.00
(a)	Long-term borrowings	46.13	46.13
(b)	Deferred Tax Liabilities (net)	1,638.51	1,682.12
(c)	Other Long Term Liabilities	15.98	15.98
(d)	Long Term Provisions	2,554.49	2,562.23
3	Current Liabilities	301.97	25.56
(a)	Short Term Borrowings	149.36	156.82
(b)	Trade Payables	410.79	363.87
(c)	Other Current Liabilities	61.09	64.32
(d)	Short Term Provisions	923.21	610.57
	Sub-total - Current Liabilities	7,552.91	6,926.90
	TOTAL EQUITY AND LIABILITIES		
B	ASSETS		
1	Non-Current Assets		
(a)	Fixed Assets	4,880.15	4,350.48
(b)	Tangible Assets	401.01	420.74
(c)	Intangible Assets	46.55	96.66
(d)	Capital Work in Progress	208.26	208.24
(e)	Non-current Investments	56.99	51.48
(f)	Long Term Loans & Advances	36.81	35.66
(g)	Other Non-Current Assets	5,249.77	5,183.26
2	Current Assets		
(a)	Current Investment	0.18	0.18
(b)	Trade Receivable	1,199.83	951.44
(c)	Cash & Bank Balances	235.96	373.08
(d)	Short Term Loans & Advances	160.67	35.77
(e)	Other Current Assets	706.68	383.17
	Sub-total - Current Assets	2,303.14	1,743.64
	TOTAL ASSETS	7,552.91	6,926.90

Certified True Copy For ROLTA INDIA LIMITED

Kamul K Singh
Chairman & Managing Director

Place : Mumbai
Date : 9th November 2015

Authorised Signatory