



ROLTA INDIA LIMITED

Regd. Office : Rolta Tower A, Rolta Technology Park, MIDC, Andheri (East), Mumbai - 400 093 Maharashtra, India. CIN : L74999MH1989PLC052384
Tel. Nos. 91-22-29226666 Fax No. 91-22-28365992 email id: investor@rolta.com, website: www.rolta.com

ANNUAL AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2015 (In ₹ Crores)

PART I	Particulars	Quarter ended 31.03.15 (Ref. note no.10)	Quarter ended 31.12.14 (Unaudited)	Quarter ended 31.03.14 (Audited)	12 Months period ended 31.03.15 (Audited)	12 Months period ended 31.03.14 (Unaudited)	9 Months period ended 31.03.14 (Audited)
1	Net Sales/Income from Operations	946.14	966.75	1,114.78	3,679.46	3,113.92	2,501.72
2	Total Income from operations	946.14	966.75	1,114.78	3,679.46	3,113.92	2,501.72
	a. Cost of materials & technical subcontractors	360.14	324.87	466.35	1,288.50	982.30	826.48
	b. Employee benefits expense	184.61	212.17	285.17	790.99	784.55	629.06
	c. Depreciation and amortization expense	172.14	156.31	134.22	622.00	452.54	363.64
	d. Other expenses	90.79	84.89	81.89	323.35	314.01	240.41
	Total Expenses	807.68	778.24	967.63	3,024.84	2,533.40	2,069.59
3	Profit from operations before other income, finance costs and exceptional items (1 - 2)	138.46	188.51	147.15	654.62	580.52	442.13
4	Other income	9.70	7.48	(8.63)	30.72	21.63	5.68
5	Profit/(Loss) before finance costs and exceptional items (3 + 4)	148.16	195.99	138.52	685.34	602.15	447.81
6	Finance costs	102.02	106.31	87.02	401.34	316.42	247.94
7	Profit/(Loss) before exceptional items and tax (5 - 6)	46.14	89.68	51.50	284.00	285.73	199.87
8	Exceptional Items:						
9	Additional depreciation due to change in estimates	46.14	89.68	51.50	284.00	(867.95)	199.87
10	Profit/(Loss) after exceptional item before tax (7 - 8)	10.13	13.12	(87.31)	38.83	(105.68)	(83.80)
11	Net Profit/(Loss) after exceptional item and tax (9 - 10)	36.01	76.56	138.81	245.17	(762.27)	283.67
12	Add/(Less) Minority Share in Loss/(Profit)	--	--	0.01	0.02	0.02	0.02
13	Net Profit/(Loss) after tax, minority interest and exceptional item (11 + 12)	36.01	76.56	138.82	245.17	(762.25)	283.69
14	Paid-up Equity Share Capital (F.V. Rs.10/- each)	161.33	161.33	161.33	161.33	161.33	161.33
15	Reserves excluding Revaluation Reserves	--	--	--	1,295.88	--	1,192.05
16i	Earnings Per Share before Exceptional Item (of ₹ 10/-each)	2.2	4.7	8.6	15.2	24.3	17.6
	Basic EPS (in ₹) (not annualised)	2.2	4.7	8.6	15.2	24.3	17.6
16ii	Earnings Per Share after Exceptional Item (of ₹ 10/-each)	2.1	4.5	8.4	14.3	23.6	17.1
	Diluted EPS (in ₹) (not annualised)	2.1	4.5	8.4	14.3	23.6	17.1

PART II SELECT INFORMATION FOR THE QUARTER AND YEAR ENDED MARCH 31, 2015							
Sr. No	Particulars	Quarter ended 31.03.15	Quarter ended 31.03.14	12 Months period year ended 31.03.15	12 Months period year ended 31.03.14	9 Months period ended 31.03.14	Remaining unresolved at the end of the quarter
A	PARTICULARS OF SHAREHOLDING						
1	Total Public Shareholding	78,683,798	79,795,798	78,683,798	79,795,798	79,795,798	
	Number of Shares	48,771	49,461	48,771	49,461	49,461	
2	Promoters and Promoter Group Shareholding	10,000,000	12,500,000	10,000,000	12,500,000	12,500,000	
	Number Of Shares	12,100	15,330	12,100	15,330	15,330	
	Percentage of Shareholding	6.20	7.75	6.20	7.75	7.75	
a) Pledged/Encumbered	Percentage of shares (as a % of the total Shareholding of promoter and promoter group)	72,645,298	69,033,298	72,645,298	69,033,298	69,033,298	
	Number Of Shares	87,900	84,833	87,900	84,833	84,833	
	Percentage of shares (as a % of the total Shareholding of promoter and promoter group)	45.03	43.34	45.03	43.34	43.34	
b) Non-encumbered	Percentage of shares (as a % of the total Share Capital of the company)	45.03	43.34	45.03	43.34	43.34	
B	INVESTOR COMPLAINTS FOR THE QUARTER ENDED MARCH 31, 2015						
	Pending at the beginning of the quarter	42					
	Received during the quarter						
	Disposed of during the quarter	42					
	Remaining unresolved at the end of the quarter						NIL

SEGMENT-WISE REVENUE AND RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2015 (In ₹ Crores)

PARTICULARS	Quarter ended 31.12.14 (Unaudited)	Quarter ended 31.03.14 (Audited)	12 Months period ended 31.03.15 (Audited)	12 Months period ended 31.03.14 (Unaudited)	9 Months period ended 31.03.14 (Audited)
	Segment Revenue	221.93	268.09	983.67	882.71
Enterprise Geospatial & Engineering Solutions (EGES)	724.21	698.66	2,695.79	2,331.21	1,795.45
System Integration & Enterprise IT Solutions (EITS)	946.14	1,114.78	3,679.46	3,113.92	2,501.72
Less: Inter segment revenue	--	--	--	--	--
Segment Profit/(Loss) before Depreciation and amortization expenses, other income, finance cost, exceptional items and tax	160.29	132.92	590.76	443.08	343.78
Enterprise Geospatial & Engineering Solutions (EGES)	188.13	148.45	685.86	589.08	451.99
System Integration & Enterprise IT Solutions (EITS)	310.60	344.82	1,276.62	1,033.06	805.77
TOTAL	310.60	344.82	1,276.62	1,033.06	805.77
Add: Other Income (Un allocable)	9.70	7.48	30.72	21.63	5.68
Less: Finance Costs (Un allocable)	102.02	106.31	401.34	316.42	247.94
Less: Depreciation and Amortization Expense (Un allocable)	172.14	156.31	622.00	452.54	363.64
Exceptional Item:					
Less: Additional Depreciation due to change in estimates (Un allocable)	46.14	89.68	284.00	(867.95)	199.87
Profit after exceptional item before tax	46.14	89.68	284.00	(867.95)	199.87

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 responsible segments. The company believes that it is currently not practical to provide segment disclosures relating to total assets and liabilities.

Notes:

- The above results were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 23rd May 2015. These results have been audited by Statutory Auditors of the company.
- The Board of Directors has recommended a final dividend of ₹ 3.0 per equity shares on the face value of ₹ 10/- each for the financial year ended March 31, 2015.
- Consolidated Revenue for twelve months FY-15 at ₹ 3,679.46 Cr against ₹ 3,113.92 Cr in previous period, registering a Y-o-Y growth of 18.2%.
- Consolidated EBITDA for twelve months FY-15 at ₹ 1,276.62 Cr against ₹ 1,033.06 Cr in previous period, registering a Y-o-Y growth of 23.6%.
- Consolidated Profit after tax for twelve months FY-15 at ₹ 946.14 Cr against ₹ 966.75 Cr in Q3 FY-15, registering a Q-o-Q decline of 2.1%.
- Consolidated Revenue for Q4 FY-15 at ₹ 946.14 Cr against ₹ 966.75 Cr in Q3 FY-15, registering a Q-o-Q decline of 2.1%.
- Consolidated EBITDA for Q4 FY-15 at ₹ 310.60 Cr against ₹ 344.82 Cr in Q3 FY-15, registering a Q-o-Q decline of 9.9%.
- Consolidated Profit after tax for Q4 FY-15 at ₹ 36.01 Cr against ₹ 76.56 Cr in Q3 FY-15, registering a Q-o-Q decline of 53.0%.
- 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 Q4 FY-15 at ₹ 486.95 Cr, ₹ 139.21 Cr and ₹ 132.74 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.
- The figures of last quarters ended on March 31, 2015 & March 31, 2014 are the balancing figures between audited figures in respect of the years ended March 31, 2015 & period ended March 31, 2014 and the unaudited year to date figures for the period ended December 2014 & December 2013 which were subject to limited review by the auditors of the company.
- Tax Expense includes provision for current tax and deferred tax.
- Previous period figures are regrouped/rearranged wherever necessary.
- 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/updated with the company or with the depository are requested to register their e-mail address and change therein with company depository as the case may be.
- The Audited Consolidated statement of assets and liabilities is as under:

Sr.No	Particulars	(In ₹ Crores)	
		AS at 31.03.15 (Audited)	AS at 31.03.14 (Audited)
A	EQUITY AND LIABILITIES		
1	Shareholders' Funds	161.33	161.33
	Reserves & Surplus	2,140.10	2,055.88
2	Shareholder's funds	2,301.43	2,217.21
3	Minority Interest	--	--
	Non-Current Liabilities	4,806.36	3,475.88
	Deferred Tax Liabilities (net)	355.05	21.69
	Other Long Term Liabilities	20.67	29.39
	Long Term Provisions	26.60	26.60
4	Non-Current liabilities	4,882.48	3,555.56
	Current Liabilities	42.15	358.92
	Trade Payables	269.03	272.36
	Other Current Liabilities	499.09	508.39
	Short Term Provisions	72.61	46.36
	Current liabilities	883.68	1,186.03
	ASSETS	8,067.59	6,950.20
B	ASSETS		
	Fixed Assets	4,330.00	4,458.10
	Intangible Assets	420.74	393.58
	Goodwill	567.69	544.62
	Goodwill on Consolidation	--	--
	Deferred Tax Asset (Net)	83.99	80.96
	Long Term Loans & Advances	106.30	167.03
	Other Non-Current Assets	5,064.78	5,978.02
2	Non-current Assets	6,064.78	6,950.20
	Current Investment	0.18	10.88
	Trade Receivable	1,274.73	862.59
	Cash & Bank Balances	546.96	61.55
	Short Term Loans & Advances	97.39	85.21
	Other Current Assets	2,402.51	1,160.78
	Current Assets	8,067.59	6,950.20
	TOTAL ASSETS	8,067.59	6,950.20

Place : Mumbai
Date : 23rd May 2015

Kamal K. Singh
Chairman & Managing Director

Walker Chandiook & Co LLP

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Independent Auditor's Report

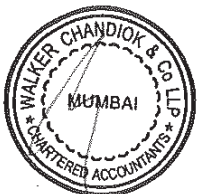
To the Members of Rolta India Limited

Report on the Consolidated Financial Statements

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

Management's Responsibility for the Consolidated Financial Statements

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



Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurgaon, Hyderabad, Kolkata, Mumbai, New Delhi, Noida and Pune

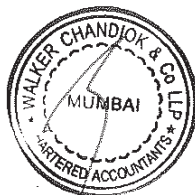
Walker Chandiook & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India

Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
4. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the auditor's report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
7. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 9(a) of the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on the financial statements of the subsidiaries and branch, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.



Other Matters

9. (a) We did not audit the financial statements of four subsidiaries and one branch included in the consolidated financial statements, whose financial statements reflect total assets (after eliminating intra-group transactions) of Rs. 1,44,37,44,921 as at 31 March 2015, total revenues (after eliminating intra-group transactions) of Rs. 1,30,64,73,210 and net cash flows amounting to Rs. 9,99,31,296 for the year ended on that date. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.
- (b) We did not audit the financial statements of two subsidiaries included in the consolidated financial statements, whose financial statements reflect total assets (after eliminating intra-group transactions) of Rs. 2,52,10,139 as at 31 March 2015, total revenues (after eliminating intra-group transactions) of Rs. 6,22,15,179 and net cash flows amounting to Rs. 25,73,226 for the year ended on that date. These financial statements are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub section (3) and (11) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements


10. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order. As reported by the auditors of subsidiary companies incorporated in India, the Order is not applicable to any of such subsidiaries.
11. As required by Section 143(3) of the Act, and based on the auditor's reports of the Holding Company and subsidiaries, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;



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- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- c) The reports on the accounts of the branch offices of the Holding Company audited under Section 143 (8) of the Act by branch auditors have been sent to us, as applicable, and have been properly dealt with in preparing this report;
- d) The consolidated financial statements dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2015 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies, none of the directors of the Group companies, is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) There were no pending litigations which would impact the consolidated financial position of the Group, its associates and jointly controlled entities;
 - (ii) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies incorporated in India.


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


per **Vinod Chandiook**
Partner
Membership No.: 10093

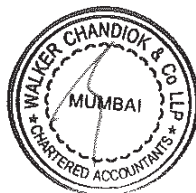
Place: Mumbai
Date: 23 May 2015

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Annexure to the Independent Auditors' Report of even date to the members of Rolta India Limited, on the consolidated financial statements as at and for the year ended 31 March 2015

Based on the audit procedures performed for the purpose of reporting a true and fair view on the consolidated financial statements of the Holding Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Holding Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) (a) The Holding Company does not have any tangible inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) The Holding Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a) and 3(iii)(b) of the Order are not applicable.
- (iv) In our opinion, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
- (v) The Holding Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Holding Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.




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Annexure to the Independent Auditors' Report of even date to the members of Rolta India Limited, on the consolidated financial statements as at and for the year ended 31 March 2015

- (b) There are no dues in respect of income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess that have not been deposited with the appropriate authorities on account of any dispute.
- (c) The Company has transferred the amount required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder within the specified time.
- (viii) In our opinion, the Holding Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and the immediately preceding financial year.
- (ix) In our opinion, the Holding Company has not defaulted in repayment of dues to any financial institution or a bank or to debenture-holders during the year.
- (x) The Holding Company has not given any guarantees for loans taken by others from banks or financial institutions. Accordingly, the provisions of clause 3(x) of the Order are not applicable.
- (xi) In our opinion, the Holding Company has applied the term loans for the purpose for which these loans were obtained.
- (xii) No fraud on or by the Holding Company has been noticed or reported during the period covered by our audit.


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


per **Vinod Chandiok**
Partner
Membership No.: 10093

Place: Mumbai
Date: 23 May 2015



ROLTA INDIA LIMITED

Regd. Office : Rolta Tower A, Rolta Technology Park, MIDC, Andheri (East), Mumbai - 400 093 Maharashtra, India. CIN : L74999MH1989PLC052384
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PART I ANNUAL AUDITED UNCONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2015 (in ₹ Crores)

Sl. No	Particulars	Quarter ended 31.03.15 (Refer note no.3)	Quarter ended 31.03.14 (Unaudited)	12 Months period ended 31.03.15 (Audited)	12 Months period ended 31.03.14 (Unaudited)	9 Months ended 31.03.14 (Audited)
1	Net Sales/Income from Operations	486.95	481.50	1,495.42	1,495.42	1,142.89
2	Total Income from operations	486.95	481.50	1,495.42	1,495.42	1,142.89
3	Expenses	20.52	9.95	37.30	37.30	37.30
4	a. Cost of materials & technical subcontractors	61.22	62.19	243.06	228.25	171.42
5	b. Employee benefits expense	170.44	153.65	614.26	435.87	354.21
6	c. Depreciation and amortization expense	30.91	53.92	181.46	144.34	125.32
7	d. Other expenses	585.09	279.71	1,142.24	882.09	688.25
8	Total Expenses	181.86	201.79	613.33	454.64	454.64
9	Profit/(Loss) before finance costs and exceptional items (3 + 4)	181.13	201.53	613.33	613.33	460.66
10	Finance costs	43.92	17.45	133.20	133.20	142.33
11	Profit/(Loss) before exceptional items and tax (5 - 6)	137.21	184.08	480.13	480.13	318.33
12	Exceptional Item:					
13	Additional depreciation due to change in estimates	-	8.65	(1,132.72)	(1,132.72)	52.47
14	Profit on Sale of Investment	139.21	200.73	134.10	134.10	370.80
15	Profit/(Loss) after exceptional item before tax (7 - 8)	6.47	10.00	(662.26)	(662.26)	(88.59)
16	Tax expense	133.74	190.73	31.06	31.06	112.72
17	Net Profit/(Loss) after exceptional item and tax (9 - 10)	161.33	233.80	716.52	(549.54)	459.39
18	Reserves excluding Revaluation Reserves	161.33	161.33	161.33	161.33	161.33
19	Earnings Per Share before Revaluation Item			2.63195	2.63195	1.95676
20	(of ₹ 10/-each)					
21	Base EPS (in ₹) (not annualised)	8.2	11.3	36.1	34.1	25.2
22	Diluted EPS (in ₹) (not annualised)	7.9	10.8	33.1	33.1	24.5
23	Base EPS (in ₹) (not annualised)	8.2	11.8	44.4	44.4	28.5
24	Diluted EPS (in ₹) (not annualised)	7.9	11.3	42.5	42.5	27.7

PART II SELECT INFORMATION FOR THE QUARTER AND YEAR ENDED MARCH 31, 2015

Sl. No	Particulars	Quarter ended 31.03.15	Quarter ended 31.03.14	12 Months period ended 31.03.15	12 Months period ended 31.03.14	9 Months ended 31.03.14
A	PARTICULARS OF SHAREHOLDING					
1	Total Public Shareholding	78,683,798	79,795,798	78,683,798	79,795,798	79,795,798
2	Number of Shares	48,77	48,91	48,77	49,46	49,46
3	Percentage of Shareholding	10,000,000	12,500,000	10,000,000	12,500,000	12,500,000
4	Number Of Shares	12,10	15,17	12,10	15,33	15,33
5	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	6.20	7.75	6.20	7.75	7.75
6	Percentage of Shares (as a % of the total Share Capital of the company)					
7	Non-encumbered					
8	Number Of Shares	72,645,298	69,033,298	72,645,298	69,033,298	69,033,298
9	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	87.90	84.83	87.90	84.67	84.67
10	Percentage of Shares (as a % of the total Share Capital of the company)	45.03	42.79	45.03	42.79	42.79
B	INVESTOR COMPLAINTS FOR THE QUARTER ENDED MARCH 31, 2015					
1	Pending at the beginning of the quarter	42				
2	Received during the quarter		42			
3	Disposed of during the quarter					
4	Remaining unresolved at the end of the quarter					

SEGMENT-WISE REVENUE AND RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2015 (in ₹ Crores)

Segment Revenue	Quarter ended 31.03.15 (Refer note no.3)	Quarter ended 31.12.14 (Unaudited)	12 Months period ended 31.03.15 (Audited)	12 Months period ended 31.03.14 (Unaudited)	9 Months ended 31.03.14 (Audited)
Enterprise Geospatial & Engineering Solutions (EGES)	209.95	220.68	842.30	678.57	527.68
System Integration & Enterprise IT Solutions (EITS)	277.00	260.82	1,029.20	816.85	615.21
Net revenue from operations	486.95	481.50	1,871.50	1,495.42	1,142.89
Segment Profit/(Loss) before Depreciation and amortization expenses, other income, finance cost, exceptional items and tax	136.85	149.21	582.20	446.17	338.66
Enterprise Geospatial & Engineering Solutions (EGES)	215.40	216.23	738.32	609.26	478.42
System Integration & Enterprise IT Solutions (EITS)	352.27	357.74	1,348.52	1,096.20	806.88
Add: Other Income (Un allocable)	43.92	17.45	48.99	17.73	142.33
Less: Finance Costs (Un allocable)	170.44	153.65	614.26	435.87	354.21
Exceptional Item:					
Less: Additional Depreciation due to change in estimates (Un allocable)	-	8.65	(1,132.72)	(1,132.72)	52.47
Add: Profit on sale of investment	139.21	200.73	134.10	134.10	370.80
Profit 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:

- The above results were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 23rd May 2015. These results have been audited by Statutory Auditors of the company.
- The Board of Directors has recommended a final dividend of ₹ 3.0 per equity share on the face value of ₹ 10/- each for the financial year ended March 31, 2015. The figures of last quarters ended on March 31, 2015 & March 31, 2014 are the balancing figures between audited figures in respect of the years ended March 31, 2015 & period ended March 31, 2014 and the unaudited year to date figures for the period ended December 2014 & December 2013 which were subject to limited review by the auditors of the company.
- Tax Expense includes provision for current tax and deferred tax.
- Previous period figures are regrouped/rearranged wherever necessary.
- 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/updated with the company or w/in the depository are requested to register their e-mail address and changes therein with company depository as the case may be.
- The Audited Unconsolidated Statement of Assets and Liabilities is as under:

Sl. No	Particulars	AS at 31.03.15 (Audited)	AS at 31.03.14 (Audited)
A	EQUITY AND LIABILITIES		
1	Shareholders' Funds	161.33	161.33
(a)	Share Capital	3,592.77	2,868.90
(b)	Reserves & Surplus	2,754.10	2,020.28
2	Non-current Liabilities	818.00	2,182.94
(a)	Long-term borrowings	46.13	15.21
(b)	Debt of Tax Liabilities (net)	1,682.12	322.84
(c)	Other Long Term Liabilities	15.98	14.98
(d)	Long Term Provisions	2,562.23	2,535.97
3	Current Liabilities	2,562.23	2,535.97
(a)	Short Term Borrowings	35.46	375.09
(b)	Trade Payables	1,155.33	1,155.33
(c)	Other Current Liabilities	363.87	384.46
(d)	Short Term Provisions	64.32	46.96
4	Current Assets	6,105.7	822.63
5	TOTAL - EQUITY AND LIABILITIES	6,926.60	6,388.83
B	ASSETS		
1	Non-current Assets		
(a)	Fixed Assets	4,350.48	4,291.98
(b)	Intangible Assets	420.34	397.40
(c)	Capital Work in Progress	69.66	153.68
(d)	Non-current Investments	208.24	654.92
(e)	Long Term Loans & Advances	51.48	47.04
(f)	Other Non-current Assets	55.66	101.55
2	Current Assets	5,183.26	5,771.69
(a)	Current Investment	0.18	1.86
(b)	Trade Receivables	98.67	471.88
(c)	Cash & Bank Balances	373.08	41.03
(d)	Short Term Loans & Advances	35.77	44.31
(e)	Other Current Assets	383.17	58.86
3	Current Liabilities	1,743.64	617.14
4	TOTAL-ASSETS	6,926.60	6,388.83

Place : Mumbai.
Date : 23rd May 2015

Kamal K Singh
Chairman & Managing Director

Walker Chandiook & Co LLP

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(Formerly Walker, Chandiook & Co)
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Independent Auditor's Report

To the Members of Rolta India Limited

Report on the Standalone Financial Statements

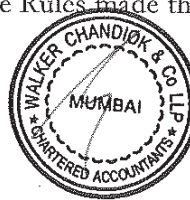
1. We have audited the accompanying standalone financial statements of Rolta India Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and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

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements, that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.



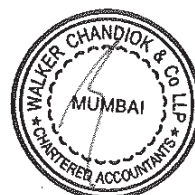
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143(3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us;



Walker Chandiook & Co LLP

- c. the report on the accounts of the branch office of the Company audited under Section 143(8) of the Act by the branch auditors have been sent to us and have been properly dealt with by us in preparing this report;
- d. the standalone financial statements dealt with by this report are in agreement with the books of account and with the returns received from the branches not visited by us;
- e. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
- f. on the basis of the written representations received from the directors as at 31 March 2015 and taken on record by the Board of Directors, none of the directors is disqualified as at 31 March 2015 from being appointed as a director in terms of Section 164(2) of the Act;
- g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company does not have any pending litigations which would impact its standalone financial position;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Walker Chandiook & Co LLP

For Walker Chandiook & Co LLP

(Formerly Walker, Chandiook & Co)

Chartered Accountants

Firm's Registration No.: 001076N/ N500013

V Chandiook

per Vinod Chandiook

Partner

Membership No.: 10093

Place: Mumbai

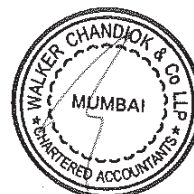
Date: 23 May 2015

Walker Chandiook & Co LLP

Annexure to the Independent Auditors' Report of even date to the members of Rolta India Limited, on the standalone financial statements as at and for the year ended 31 March 2015

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) (a) The Company does not have any tangible inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a) and 3(iii)(b) of the Order are not applicable.
- (iv) In our opinion, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.



Walker ChandioK & Co LLP

Annexure to the Independent Auditors' Report of even date to the members of Rolta India Limited, on the standalone financial statements as at and for the year ended 31 March 2015

- (b) There are no dues in respect of income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess that have not been deposited with the appropriate authorities on account of any dispute.
- (c) The Company has transferred the amount required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder within the specified time.
- (viii) In our opinion, the Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and the immediately preceding financial year.
- (ix) In our opinion, the Company has not defaulted in repayment of dues to any financial institution or a bank or to debenture-holders during the year.
- (x) The Company has not given any guarantees for loans taken by others from banks or financial institutions. Accordingly, the provisions of clause 3(x) of the Order are not applicable.
- (xi) In our opinion, the Company has applied the term loans for the purpose for which these loans were obtained.
- (xii) No fraud on or by the Company has been noticed or reported during the period covered by our audit.



For Walker ChandioK & Co LLP

(Formerly Walker, ChandioK & Co)

Chartered Accountants

Firm's Registration No.: 001076N/ N500013



per Vinod ChandioK

Partner

Membership No.: 10093

Place: Mumbai

Date: 23 May 2015