

Walker Chandiook & Co LLP

Walker Chandiook & Co LLP
(Formerly Walker, Chandiook & Co)
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Review Report

To the Board of Directors of Rolta India Limited

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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 December 31, 2014 and the year to date results for the period April 1, 2014 to December 31, 2014, 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, as notified under the Companies (Accounting Standards) Rules, 2006 read with Rule 7 of the Companies (Accounts) Rules, 2014 in respect of Section 133 of the Companies Act, 2013 and other recognised 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.

Walker Chandiook & Co LLP
For Walker Chandiook & Co LLP
(formerly Walker, Chandiook & Co)
Chartered Accountants
Firm Registration No: 001076N/N500013

Amy Jassani
per **Amy Jassani**
Partner
Membership No. F-46447

Mumbai, India
February 7, 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 NINE MONTHS ENDED DECEMBER 31, 2014 (In ₹ Crores)

Sr. No.	Particulars	Quarter ended 31.12.14 (Unaudited)		9 Months period ended 31.12.14 (Unaudited)		9 Months period ended 31.03.14 (Audited)	
		30.09.14 (Unaudited)	759.17	2,733.32	1,999.14	2,501.72	
1	Net Sales/Income from Operations	966.75	759.17	2,733.32	1,999.14	2,501.72	
2	Total Income from operations	966.75	759.17	2,733.32	1,999.14	2,501.72	
3	Expenses	324.87	272.76	928.36	515.95	836.48	
4	a. Cost of materials & technical subcontractors	212.17	203.23	606.38	499.38	629.04	
5	b. Employee benefits expense	136.31	148.90	449.86	318.23	363.64	
6	Depreciation and amortization expense	84.89	84.17	232.56	232.12	240.41	
7	Other expenses	778.24	709.06	604.31	1,565.77	2,059.59	
8	Profit from operations before other income, finance costs and exceptional items (1 - 2)	188.51	176.23	516.16	433.37	442.13	
9	Other income	7.48	6.21	21.02	30.26	5.68	
10	Finance costs	198.99	182.44	537.18	463.63	447.81	
11	Profit / (Loss) before exceptional items and tax (5 - 6)	106.31	100.16	299.32	229.40	247.94	
12	Exceptional Items:	89.68	79.28	237.86	237.86	199.87	
13	Additional depreciation due to change in estimates	13.12	8.48	28.78	(1,153.68)	199.87	
14	Profit/(Loss) after exceptional item and tax (7 - 8)	76.56	70.80	209.16	(915.45)	283.69	
15	Net Profit/(Loss) after exceptional item and tax (9 - 10)	161.33	161.33	161.33	161.33	1,192.05	
16	Basic EPS (in ₹) (not annualised)	4.7	4.4	13.0	15.7	17.6	
17	Diluted EPS (in ₹) (not annualised)	4.5	4.2	12.4	15.2	17.1	

PART II SELECT INFORMATION FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2014

Sr. No.	Particulars	Quarter ended 31.12.14 (Unaudited)		9 Months period ended 31.12.14 (Unaudited)		9 Months period ended 31.03.14 (Audited)	
		30.09.14 (Unaudited)	759.17	2,733.32	1,999.14	2,501.72	
A	PARTICULARS OF SHAREHOLDING						
1	Total Public Shareholding	78,903,798	80,154,096	78,903,798	80,154,096	79,795,298	
2	Number of Shares	48,911	49,688	48,911	49,688	49,446	
3	Promoters and Promoter Group Shareholding	12,500,000	12,500,000	12,500,000	12,500,000	12,500,000	
4	Number of Shares	15,177	15,146	15,177	15,146	15,333	
5	Percentage of shares (as a % of the total shareholding of promoter group)	7.75	7.75	7.75	7.75	7.75	
6	Percentage of shares (as a % of the total Share Capital of the company)	69,925,298	68,675,000	69,925,298	68,675,000	69,033,298	
7	Number of Shares	84,831	84,166	84,831	84,166	84,679	
8	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	43.34	42.57	43.34	42.57	42.79	
9	Percentage of shares (as a % of the total Share Capital of the company)	34	34	34	34	34	

INVESTOR COMPLAINTS FOR QUARTER ENDED DECEMBER 31, 2014

Pending at the beginning of the quarter	Received during the quarter	Disposed of during the quarter	Remaining unresolved at the end of the quarter
NIL	34	34	NIL

SEGMENT-WISE REVENUE AND RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2014 (In ₹ Crores)

PARTICULARS	Quarter ended 31.12.14 (Unaudited)		9 Months period ended 31.12.14 (Unaudited)		9 Months period ended 31.03.14 (Audited)	
	30.09.14 (Unaudited)	759.17	2,733.32	1,999.14	2,501.72	
Segment Revenue	208.09	247.27	608.13	430.47	353.78	
Enterprise Geospatial & Engineering Solutions (EGES)	698.66	638.02	1,991.58	1,437.02	1,795.45	
System Integration & Enterprise IT Solutions (EITS)	966.75	885.29	2,733.32	1,999.14	2,501.72	
Net revenue from operations	146.69	145.32	430.47	311.06	353.78	
Finance cost, exceptional items and tax	198.13	179.81	535.55	440.05	451.99	
Enterprise Geospatial & Engineering Solutions (EGES)	344.82	325.13	966.02	751.69	805.77	
System Integration & Enterprise IT Solutions (EITS)	7.48	6.21	21.02	30.26	5.68	
Other Income (Un-allocable)	106.31	103.16	299.32	229.40	247.94	
Finance Costs (Un-allocable)	156.31	148.90	449.86	318.32	303.64	
Less: Depreciation and Amortization Expense (Un-allocable)	89.68	79.28	237.86	199.87	199.87	
Profit after exceptional item before tax	89.68	79.28	237.86	199.87	199.87	
Profit after exceptional item before tax	89.68	79.28	237.86	199.87	199.87	

Notes: 1. The above results were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 7th February 2015 and have undergone "Limited Review" by Statutory Auditors of the company.

- Consolidated Revenue for Q1 FY-15 at ₹ 666.75 Cr against ₹ 759.17 Cr in Q2 FY-14, registering a Y-o-Y growth of 27.3% and Q-o-Q growth of 9.2%.
- Consolidated EBITDA for Q1 FY-15 at ₹ 344.82 Cr against ₹ 285.06 Cr in Q2 FY-14, registering a Y-o-Y growth of 21.0% and Q-o-Q growth of 6.1%.
- Consolidated Profit after tax for Q1 FY-15 at ₹ 76.56 Cr against ₹ 74.61 Cr in Q2 FY-14, registering a Y-o-Y growth of 2.6% and Q-o-Q growth of 8.7%.
- Consolidated EBITDA for nine months FY-15 at ₹ 2,733.32 Cr against ₹ 1,999.14 Cr in previous year registering a Y-o-Y growth of 36.7%.
- Consolidated Profit after tax for nine months FY-15 as against previous year, is not comparable due to exceptional item.
- 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 Q3 FY-15 as ₹ 481.50 Cr & ₹ 200.71 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.
- Tax Expense includes provision for current tax and deferred tax.
- Previous period figures are regrouped/rearranged wherever necessary.

Certified True Copy
For ROLTA INDIA LIMITED
Kamal K Singh
Chairman & Managing Director



Authorised Signatory

Walker Chandiook & Co LLP

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(Formerly Walker, Chandiook & Co)
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Review Report

To the Board of Directors of Rolta India Limited

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1. We have reviewed the accompanying statement of unaudited financial results ("the Statement") of Rolta India Limited ("the Company") for the quarter ended December 31, 2014 and the year to date results for the period April 1, 2014 to December 31, 2014, 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, as notified under the Companies (Accounting Standards) Rules, 2006 read with Rule 7 of the Companies (Accounts) Rules, 2014 in respect of Section 133 of the Companies Act, 2013 and other recognised 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 **Aryn Jassani**

Partner

Membership No. F-46447

Mumbai, India

February 7, 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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UNAUDITED UNCONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2014

Sl. No.	Particulars	Quarter ended		9 Months period ended		9 Months period ended	
		31.12.14 (Unaudited)	30.09.14 (Unaudited)	31.12.14 (Unaudited)	31.12.13 (Unaudited)	31.03.14 (Audited)	31.03.14 (Audited)
1	Net Sales Income from Operations	481.50	502.51	434.24	1,384.55	1,142.89	1,142.89
2	Total Income from operations	481.50	502.51	434.24	1,384.55	1,083.27	1,142.89
3	Profit from operations before other income, finance costs and exceptional items (1 + 2)	201.79	195.91	186.35	517.40	462.35	454.64
4	Other Income	7.74	6.18	9.63	15.15	26.01	6.02
5	Profit/(Loss) before finance costs and exceptional items (3 + 4)	209.53	202.09	195.98	532.55	488.36	460.66
6	Finance costs	17.45	26.03	16.48	46.38	42.33	42.33
7	Profit / (Loss) before exceptional items and tax (5 - 6)	192.08	176.06	149.50	474.27	345.28	318.33
8	Exceptional Items:						
	Additional depreciation due to change in estimates	8.65	-	-	(11.52)	7.72	52.47
9	Profit/(Loss) after exceptional item before tax (7 - 8)	200.73	176.06	149.50	462.75	352.56	370.80
10	Tax expense	10.00	7.89	(2.16)	24.59	(24.10)	(88.59)
11	Net Profit/(Loss) after exceptional item and tax (9 - 10)	190.73	168.17	151.66	587.78	328.46	459.39
12	Reserve for Shareholding 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 ₹) (not annualised)	11.2	10.4	9.5	27.9	22.9	25.2
14.ii	Diluted EPS (in ₹) (not annualised)	10.8	10.0	9.2	26.7	22.2	24.5
15	Earnings Per Share after Exceptional Item						
16.i	Basic EPS (in ₹) (not annualised)	11.8	10.4	9.5	36.2	28.5	28.5
16.ii	Diluted EPS (in ₹) (not annualised)	11.3	10.0	9.2	34.6	27.7	27.7

Sl. No.	Particulars	Quarter ended		9 Months period ended		9 Months period ended	
		31.12.14	30.09.14	31.12.14	31.12.13	31.03.14	31.03.14
1	Total Public Shareholding	78,903,798	79,025,798	80,151,094	78,903,798	80,151,094	79,795,798
2	Primitors and Promoter Group Shareholding	48,911	48,988	49,688	48,911	49,688	49,446
3	Number of Shares	12,500,000	12,500,000	12,500,000	12,500,000	12,500,000	12,500,000
4	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	15.17	15.19	15.46	15.17	15.40	15.33
5	Percentage of shares (as a % of the total Share Capital of the company)	7.75	7.75	7.75	7.75	7.75	7.75
6	Number of Shares	69,925,298	69,802,298	68,675,000	69,925,298	68,675,000	69,033,298
7	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	84.83	84.81	84.66	84.85	84.66	84.67
8	Percentage of shares (as a % of the total Share Capital of the company)	43.34	43.27	43.34	43.34	43.34	43.29

INVESTOR COMPLAINTS FOR QUARTER ENDED DECEMBER 31, 2014

Pending at the beginning of the quarter	Received during the quarter	Disposed during the quarter	Remaining unresolved at the end of the quarter
NIL	34	34	NIL

SEGMENT-WISE REVENUE AND RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2014

PARTICULARS	Quarter ended		9 Months period ended		9 Months period ended	
	31.12.14 (Unaudited)	30.09.14 (Unaudited)	31.12.14 (Unaudited)	31.12.13 (Unaudited)	31.03.14 (Audited)	31.03.14 (Audited)
Segment Revenue	220.68	219.05	203.34	632.35	505.09	527.08
Enterprise Geospacial & Engineering Solutions (EGES)	269.82	283.46	230.90	752.20	578.18	615.21
System Integration & Enterprise IT Solutions (EITS)	481.50	502.51	434.24	1,384.55	1,083.27	1,142.89
Less: Inter segment revenue	-	-	-	-	-	-
Net revenue from operations	149.21	163.10	115.84	448.35	324.63	338.66
Income: finance cost, exceptional items and tax	206.23	179.47	197.82	542.87	441.70	470.19
Enterprise Geospacial & Engineering Solutions (EGES)	355.44	342.57	313.66	991.22	766.33	808.85
System Integration & Enterprise IT Solutions (EITS)	7.74	6.18	9.63	16.15	26.01	6.02
Other Income (Un allocable)	17.45	26.03	46.48	89.28	143.08	142.13
Less: Finance Costs (Un allocable)	153.65	146.66	127.31	443.82	303.98	354.21
Less: Additional Depreciation due to change in estimates (Un allocable)	8.65	-	-	-	-	-
Add: Profit on sale of investment	-	-	-	-	1,152.72	-
Profit after exceptional item before tax	200.73	176.06	149.50	608.37	807.44	370.80
Notes on segment information: Segment 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 7th February, 2015 and have undergone Limited Review by Statutory Auditors of the company.
2. Exceptional item for the quarter ended December 31, 2014 represents gain of ₹ 8.65 Cr towards sale/transfer of Investment in Subsidiaries.
3. Tax Expense includes provision for current tax and deferred tax.
4. Previous period figures are regrouped/rearranged wherever necessary.

Certified True Copy

Kamul K. Singh
Chairman & Managing Director

For ROLTA INDIA LIMITED

Authorised Signatory

