To, **Bombay Stock Exchange Limited (BSE)** Listing Department, P J Towers, Dalal Street, Mumbai - 400 001. Fax. No. 22723121 /22722037 /2272	To, **National Stock Exchange of India Limited** "Exchange Plaza" Bandra Kurla Complex Bandra (E), Mumbai – 400 051. Fax. No. 26598237/38, 66418125 / 26

May 30, 2018

Dear Sir / Madam,

Sub.:- Outcome of Board Meeting of RoltaIndia Limited held on May 30, 2018

In compliance with Securities Exchange Board of India (Listing Obligations and Disclosure requirements), 2015, this is to inform that the Board of Directors of Rolta India Limited ("Company") at their meeting held today i.e. May 30, 2018, interalia among other matters has considered and approved the following:

1) Audited Consolidated Financial Results of the Company for the Quarter and Year ended March 31, 2018;

2) Independent Auditor's Report for the Audited Consolidated Financial results for the Quarter and Year ended March 31, 2018 which is a modified report.

3) Audited Standalone Financial Results of the Company for the Quarter and Year ended March 31, 2018.

4) Independent Auditor's Report for the Audited Standalone Financial results for the Quarter and Year ended March 31, 2018 which is a modified report.

5) Appointment of Mr. Dinesh T. Kapadia as Interim Chief Financial Officer of the Company.

6) Appointment of Mr. Amit Jain as Company Secretary, Head Legal &Compliance Officer of the Company.

7) Allotment of 1,75,000 equity shares of Rs. 10/- each under Employee Stock Option Plan. Consequent to the said allotment, the paid-up share capital of the Company increased to Rs. 165,61,63,550 divided into 16,56,16,355 equity shares of Rs. 10/- each fully paid-up.

The meeting of the Board of directors commenced at 2.00 p.m. and concluded at 5.15 p.m.

Accordingly, we enclose the above referred Results, Auditors Report along with Statement of Impact of Audit Qualification.

You are requested to kindly take the same on your record.

Thanking you,

For **ROLTA INDIA LIMITED**

AMIT JAIN Digitally signed by AMIT JAIN Date: 2018.05.30 17:20:31 +05'30'

Amit Jain
Company Secretary, Head Legal &
Compliance Officer

Encl.: As above

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

STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2018

(In ₹ Crores)

Sr. No.	Particulars	3 Months Ended 31-03-2018	Previous 3 Months Ended 31-12-2017	Corresponding 3 Months Ended in Previous Year 31-03-2017	Year ended 31-03-18	Previous Accounting Year Ended 31-03-2017
		(Audited) refer note no.2	(Unaudited)	(Audited) refer note no.2	(Audited)	(Audited)
1	**Income from Operations**					
	a. Revenue from operations	236.26	387.66	384.85	1,432.81	1,454.91
	b. Other Income	4.47	2.96	2.47	11.96	13.52
	Total Income	**240.73**	**390.62**	**387.32**	**1,444.77**	**1,468.43**
2	**Expenses**					
	a. Cost of materials & technical subcontractors	143.08	122.54	269.82	563.74	374.20
	b. Employee benefits expense	28.42	24.51	22.93	100.54	137.73
	c. Finance costs	62.35	61.70	60.81	224.57	150.65
	d. Depreciation and amortization expense	25.34	25.00	26.29	99.91	95.01
	e. Other expenses (including provision cum write off)	8.69	17.61	14.48	54.69	79.71
	f. Exchange difference (Gain)/Loss	10.77	(13.67)	(37.48)	13.13	(11.34)
	Total Expenses	**278.65**	**237.69**	**356.85**	**1,056.58**	**825.96**
3	**Profit/(Loss) from operations before exceptional items and tax (1 - 2)**	**(37.92)**	**152.93**	**30.47**	**388.19**	**642.47**
4	**Exceptional Item**	68.00	68.00	222.24	272.00	536.84
5	**Profit/(Loss) from ordinary activities before tax (3 - 4)**	**(105.92)**	**84.93**	**(191.77)**	**116.19**	**105.63**
6	**Tax (Expense)/ benefits**					
	Current Tax	-	-	-	-	-
	Deferred Tax	78.21	(6.82)	(2.92)	37.45	(0.14)
7	**Net Profit/(Loss) from continuing operations (5 + 6)**	**(27.71)**	**78.11**	**(194.69)**	**153.64**	**105.49**
8	Other Comprehensive Income (Not to be considered for EPS)	0.38	(0.33)	9.96	(0.61)	(0.66)
9	**Total Comprehensive income for the period (7 + 8)**	**(27.33)**	**77.78**	**(184.73)**	**153.03**	**104.83**
10	Paid up Equity Share Capital (F.V. ₹ 10/- each)	165.27	164.86	164.27	165.27	164.27
11	Other Equity				3,899.58	3,741.49
12	**Earnings Per Share (EPS) (of ₹ 10/-each)**					
	Basic EPS (in ₹) (not annualised)	(1.7)	4.7	(11.9)	9.3	6.5
	Diluted EPS (in ₹) (not annualised)	(1.6)	4.6	(11.6)	9.1	6.3

Notes

1 The above results were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on May 30, 2018.

2 The figures for the quarter ended March 31, 2018 and March 31, 2017 are the balancing figures between the audited figures in respect of the full financial year and the year to date figures upto the third quarter for the respective years.

3 The Board of Directors have not recommended dividend for the financial year ended March 31, 2018.

4 In respect of a project awarded by a large and reputed agency (customer) to the Company, various project reports based on the specification defined by the customer, specifying the total cost of the project along with other commercial terms has been submitted to the customer. Based on this the project is being executed as per the requirement defined by the customer. The formal contract will be entered in due course. In order to ensure timely completion of the project, which is very critical, Company has proceeded with the development and execution. Successful and timely completion of the project will lead to larger project award. The Company has recognized the revenue on the basis of progress of work till 31st March 2018.

5 Exceptional item represents the liability on account of Bond guaranteed by the company.

6 Other Comprehensive Income is not to be considered for the purpose of computation earning per share as per Ind AS.

7 Segment information has been presented in the Consolidated financial statements as per Ind AS.

8 Previous period figures are regrouped/rearranged wherever necessary.

9 The Audited statement of asset and liabilities is as under :

STATEMENT OF ASSETS AND LIABILITIES

(In ₹ Crores)

Sr No	Particulars	As at 31-03-2018	As at 31-03-2017
1	**Non-current assets**		
(a)	(i) Property, plant and equipment	3,030.84	3,121.30
	(ii) Capital work-in-progress	0.03	0.54
	(iii) Intangible assets	0.56	1.00
(b)	Financial assets		
	(i) Non-current investments	251.61	248.41
	(ii) Other financial assets	2,002.59	2,038.28
(c)	Other non-current assets	4.14	3.96
(d)	Income tax assets (net)	93.52	72.25
		5,383.29	**5,485.74**

N. M. RAIJI & CO. MUMBAI CHARTERED ACCOUNTANTS

ROLTA INDIA LIMITED MUMBAI

Sr No	Particulars	As at 31-03-2018	As at 31-03-2017
2	**Current Assets**		
(a)	Financial assets		
	(i) Trade receivables	1,254.39	1,139.99
	(ii) Cash and cash equivalents	88.08	93.14
	(iii) Other financial assets	2,766.30	1,739.21
(b)	Other current assets	3.98	4.47
		4,112.75	**2,976.81**
	TOTAL ASSETS	**9,496.04**	**8,462.55**
	EQUITY AND LIABILITIES		
1	**Equity**		
	(i) Equity Share Capital	165.27	164.27
	(ii) Other equity	3,899.58	3,741.49
		4,064.85	**3,905.76**
2	**LIABILITIES**		
(a)	Non-current liabilities		
	(i) Financial liabilities - Long term Borrowings	1,053.54	679.10
	(ii) Long term provisions	12.67	9.79
	(iii) Deferred tax liability (Net)	335.89	373.66
	(iv) Other non-current liabilities	1,543.86	1,579.37
		2,945.96	**2,641.92**
(b)	Current liabilities		
	(i) Financial liabilities		
	(a) Short term Borrowings	403.95	437.94
	(b) Trade payables	371.21	233.99
	(c) Others financial liabilities	1,701.30	1,219.80
	(ii) Other current liabilities	4.82	18.97
	(iii) Short-term provisions	3.95	4.17
		2,485.23	**1,914.87**
	TOTAL EQUITY AND LIABILITIES	**9,496.04**	**8,462.55**

On Behalf of Board of Directors
For Rolta India Limited

Ramakrishna Prabhu
Director - Finance & Corporate Affairs

Place : Mumbai
Date : May 30, 2018

N. M. RAIJI & CO. MUMBAI CHARTERED ACCOUNTANTS

ROLTA INDIA LIMITED MUMBAI

N. M. RAIJI & CO.
Chartered Accountants
Universal Insurance Building,
Pherozeshah Mehta Road,
Mumbai-400 001. INDIA
Telephone: 2287 0068
2287 3463
Telefax : 91 (22) 2282 8646
E-mail : nmr.hoo@nmraiji.com

Independent Auditor's Report on Annual Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI ('Listing Obligations and Disclosure Requirements') Regulations, 2015

To the Board of Directors
Rolta India Limited

1. We have audited the accompanying Statement of Standalone Financial Results of **Rolta India Limited ('the Company')** for the quarter and year ended March 31, 2018 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016

   The figures for the quarter ended March 31, 2018, as reported in these annual financial results are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the end of the third quarter of the current financial year which have been subjected to a limited review by us.

   These annual financial results have been prepared on the basis of the annual financial statements and quarterly financial results and are the responsibility of the Company's management. Our responsibility is to express an opinion on these annual financial results based on:(a) our review of financial results for the nine months period ended December 31, 2017, which were prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, Interim Financial Reporting, prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder as applicable and other accounting principles generally accepted in India and (b) our audit of the financial statements as at and for the year ended March 31, 2018.

2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement.

   An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 Management, as well as evaluating the overall presentation of the statements.

We believe that our audit provides a reasonable basis for our qualified opinion.

3. Basis for Qualified Opinion

We draw your attention to the following:

In respect of a project awarded to the Company, as mentioned in Note No. 4, for which a contract specifying the commercial and other terms and conditions are yet to be finalised, the Company has recognised unbilled revenue to the extent of Rs.1,007.65 crores for the year and cumulatively Rs. 2,092.79 crores upto March 31, 2018. In the absence of the said contract, we are unable to ascertain whether the basis on which the unbilled revenue has been recognised is appropriate, as also the consequential impact thereof on the financial statements of the Company for the year ended and as on March 31, 2018.

4. In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described above the annual financial results:

(i) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular dated July 5, 2016 in this regard; and

(ii) give a true and fair view of the standalone net profit (financial performance including other comprehensive income) and other financial information for the year ended March 31, 2018.

For N. M. Raiji & Co.
Chartered Accountants
Firm Registration No.108296W

Vinay D. Balse
Partner
Membership No. 39434

Place: Mumbai
Dated: May 30, 2018

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

STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2018

(In ₹ Crores)

Sr. No.	Particulars	3 Months Ended 31-03-18	Previous 3 Months Ended 31-12-17	Corresponding 3 Months Ended in Previous Year 31-03-17	Year to date ended 31-03-18	Previous Accounting Year Ended 31-03-17
		(Audited) Refer note no. 2	(Unaudited)	(Audited) Refer note no. 2	(Audited)	(Audited)
1	**Income from Operations**					
	a. Revenue from operations	617.92	770.24	731.28	2,860.81	3,179.88
	b. Other Income	9.65	3.49	28.38	27.29	43.68
	Total Income	**627.57**	**773.73**	**759.66**	**2,888.10**	**3,223.56**
2	**Expenses**					
	a. Cost of materials & Technical Subcontractors	331.78	340.08	293.52	1,280.46	1,329.61
	b. Employee benefits expense	147.59	143.33	162.03	576.66	703.96
	c. Finance Costs	159.08	157.73	167.23	616.04	556.74
	e Depreciation and amortization expenses	69.12	66.80	67.96	268.22	263.09
	f. Other expenses (Provision cum Write off)	46.32	46.37	43.58	174.40	197.00
	g. Exchange Difference (Gain) / Loss	8.98	(13.74)	(38.01)	16.26	(5.34)
	Total Expenses	**762.87**	**740.57**	**696.31**	**2,932.04**	**3,045.06**
3	**Profit/(Loss) From Operations Before Exceptional Items and Tax (1 - 2)**	**(135.30)**	**33.16**	**63.35**	**(43.94)**	**178.50**
4	**Exceptional Item**:					
	Provision cum Write off of Debtors	-	-	536.84	-	536.84
5	**Profit/(Loss) from ordinary activities before tax (3 - 4)**	**(135.30)**	**33.16**	**(473.49)**	**(43.94)**	**(358.34)**
6	Tax (Expense) / benefit					
	a. Current Tax	(0.49)	(1.36)	(1.98)	(4.03)	(5.51)
	b. Deferred Tax (Refer Note No. 5 below)	(89.53)	21.61	527.81	(57.72)	530.59
7	**Net Profit/(Loss) from continuing operations (5 + 6)**	**(225.32)**	**53.41**	**52.34**	**(105.69)**	**166.74**
8	Other Comprehensive Income (Not to be considered for EPS)	(61.28)	94.29	250.65	3.34	109.27
9	**Total Comprehensive income for the period (7 + 8)**	**(286.60)**	**147.70**	**302.99**	**(102.35)**	**276.01**
10	Paid-up Equity Share Capital (F.V. ₹10/- each)	165.27	164.86	164.27	165.27	164.27
11	Other Equity				2,323.20	2,420.39
12	**Earnings Per Share (EPS)** (of ₹ 10/- each)					
	Basic EPS (in ₹) (not annualised)	(13.7)	3.2	3.2	(6.4)	10.2
	Diluted EPS (in ₹) (not annualised)	(13.2)	3.1	3.1	(6.3)	10.0

SEGMENT-WISE REVENUE, RESULTS AND CAPITAL EMPLOYED FOR THE QUARTER AND YEAR ENDED MARCH 31, 2018

(In ₹ Crores)

Particulars	3 Months Ended 31-03-18	Previous 3 Months Ended 31-12-17	Corresponding 3 Months Ended in Previous Year 31-03-17	Year to date ended 31-03-18	Previous Accounting Year Ended 31-03-17
	(Audited) Refer note no. 2	(Unaudited)	(Audited) Refer note no. 2	(Audited)	(Audited)
Segment Revenue					
Enterprise Geospatial & Engineering Solutions	105.58	286.23	321.65	1,034.14	1,000.68
System Integration & Enterprise IT Solutions	512.34	484.01	409.63	1,826.67	2,179.20
TOTAL	**617.92**	**770.24**	**731.28**	**2,860.81**	**3,179.88**
Less: Inter segment revenue	-	-	-	-	-
Net sales/Income From Operations	**617.92**	**770.24**	**731.28**	**2,860.81**	**3,179.88**
Segment Results Profit/ (Loss) before tax and interest from each segment					
Enterprise Geospatial & Engineering Solutions	60.97	156.12	189.01	564.51	555.50
System Integration & Enterprise IT Solutions	31.26	84.34	43.14	264.78	393.81
TOTAL	**92.23**	**240.46**	**232.15**	**829.29**	**949.31**
Unallocated					
Less: Finance costs	159.08	157.73	167.23	616.04	556.74
Less/(Add): Exchange difference gain/(loss)	8.98	(13.74)	(38.01)	16.26	(5.34)
Less: Depreciation and amortization expense	69.12	66.80	67.96	268.22	263.09
Add: Un-allocable income	9.65	3.49	28.38	27.29	43.68
Total Profit Before Tax	**(135.30)**	**33.16**	**63.35**	**(43.94)**	**178.50**
Exceptional Item	-	-	536.84	-	536.84
Profit/(Loss) after exceptional item before tax	**(135.30)**	**33.16**	**(473.49)**	**(43.94)**	**(358.34)**
Tax (Expense) / benefit	(90.02)	20.25	525.83	(61.75)	525.08
Net Profit / (loss)	**(225.32)**	**53.41**	**52.34**	**(105.69)**	**166.74**

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

N. M. RAJ & CO. MUMBAI CHARTERED ACCOUNTANTS

ROLTA INDIA LIMITED MUMBAI

Notes

1 The above results were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on May 30, 2018.

2 The figures for the quarter ended March 31, 2018 and March 31, 2017 are the balancing figures between the audited figures in respect of the full financial year and the year to date figures upto the third quarter for the respective years.

3 The Board of Directors have not recommended dividend for the financial year ended March 31, 2018.

4 In respect of a project awarded by a large and reputed agency (customer) to the Company, various project reports based on the specification defined by the customer, specifying the total cost of the project along with other commercial terms has been submitted to the customer. Based on this the project is being executed as per the requirement defined by the customer. The formal contract will be entered in due course. In order to ensure timely completion of the project, which is very critical, Company has proceeded with the development and execution. Successful and timely completion of the project will lead to larger project award. The Company has recognized the revenue on the basis of progress of work till 31st March 2018.

5 Rolta International Inc, a wholly owned US based subsidiary company, had recognized deferred tax asset on Net Operating Loss (NOL) available for set off against future profits. Consequent upon the enactment of Tax Cuts and Job Act (Tax Reform), which has principally reduced the effective tax rate from 35% to 21% with effect from 1st January 2018, the deferred tax has been reworked resulting in to reversal of deferred asset earlier recognized till 31st December, 2017 Rs. 172.29 crores which has been debited to the profit and loss account.

6 The Company along with certain of its international subsidiaries (The Group) entered into Restructuring Support Agreement (RSA) dated 12th February, 2018 with Ad Hoc Committee of Notes Holders , the said RSA has been terminated as on 23rd April 2018. Senior Notes 2013 Bond of $ 127 Mn. along with the overdue interest has matured as on 16th May 2018. Senior Notes 2014 of $ 372 Mn along with the interest will mature on 24th July 2019. The discussion has been initiated by the Company to enter into revised RSA.

7 Other Comprehensive Income is not to be considered for the purpose of computation of earning per share as per Ind AS.

8 Previous period figures are regrouped/rearranged wherever necessary.

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

STATEMENT OF ASSETS AND LIABILITIES

(In ₹ Crores)

Sr.No.		Particulars	As at 31-03-18 (Audited)	As at 31-03-17 (Audited)
1		**ASSETS**		
		Non-current assets		
	a	Property, plant and equipment	3,059.62	3,179.29
	b	Capital work-in-progress	2.23	0.54
	c	Intangible assets	2,507.42	2,663.65
	d	Goodwill on Consolidation	483.05	480.45
	e	Other financial asset	4.10	14.92
	f	Other Non current asset	4.14	3.95
	g	Deferred tax assets (net)	423.81	515.55
	h	Income tax assets (net)	100.91	72.25
			6,585.28	**6,930.60**
2		**Current assets**		
	a	Financial assets		
		i) Trade receivables	1,469.71	1,347.59
		ii) Cash and bank balances	152.61	167.63
		iii) Other financial asset	2,746.97	1,750.63
	b	Other current assets	50.35	32.06
			4,419.64	**3,297.91**
		TOTAL ASSETS	**11,004.92**	**10,228.51**
		EQUITY AND LIABILITIES		
1		**Equity**		
	a	Equity Share Capital	165.27	164.27
	b	Other equity	2,323.20	2,420.39
		Equity Attributable to shareholders of the Company	**2,488.47**	**2,584.66**
	c	Non Controlling Interest	(0.04)	(0.03)
			2,488.43	**2,584.63**
2		**Non-current liabilities**		
	a	Financial liabilities - Long term borrowings	4,588.51	5,017.89
	b	Long term provisions	20.73	17.16
	c	Deferred tax liability (Net)	349.65	390.54
			4,958.89	**5,425.59**
3		**Current liabilities**		
	a	Financial liabilities		
		i)Short term borrowings	495.98	485.79
		ii)Trade payables	480.30	285.45
		iii)Other financial liabilities	2,525.34	1,379.85
	b	Other current liabilities	50.19	61.66
	c	Short term provisions	5.79	5.54
			3,557.60	**2,218.29**
		TOTAL EQUITY AND LIABILITIES	**11,004.92**	**10,228.51**

Place : Mumbai
Date : May 30, 2018

N. M. RAIJI & CO. MUMBAI CHARTERED ACCOUNTANTS

On Behalf of Board of Directors
For Rolta India Limited

Ram Krishna Prabhu
Director - Finance & Corporate Affairs

ROLTA INDIA LIMITED MUMBAI

N. M. RAIJI & CO.
Chartered Accountants
Universal Insurance Building,
Pherozeshah Mehta Road,
Mumbai-400 001. INDIA
Telephone: 2287 0068
2287 3463
Telefax : 91 (22) 2282 8646
E-mail : nmr.hoo@nmraiji.com

Independent Auditor's Report on Annual Consolidated Financial Results of the Company pursuant to the Regulation 33 of the SEBI ('Listing Obligations and Disclosure Requirements') Regulations, 2015

To the Board of Directors
Rolta India Limited

1. We have audited the accompanying Statement of Consolidated Financial Results of Rolta India Limited ('the Company') and its subsidiaries (together referred to as 'the Group') for the quarter and year ended March 31, 2018, being submitted by the Company, pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

   The figures for the quarter ended March 31, 2018, as reported in these annual consolidated financial results are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the end of the third quarter of the financial year which have been subjected to a limited review by us.

   These annual consolidated financial results have been prepared on the basis of the annual consolidated financial statements and reviewed quarterly consolidated financial results upto the end of the third quarter, which are the responsibility of the Company's management. Our responsibility is to express an opinion on these annual consolidated financial results based on: (a) our review of consolidated financial results for the nine months period ended December 31, 2017, which were prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, Interim Financial Reporting, prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder, as applicable, and other accounting principles generally accepted in India and (b) our audit of the Consolidated Financial Statements as at and for the year ended March 31, 2018.

2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement.

   An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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

N. M. RAIJI & CO. MUMBAI CHARTERED ACCOUNTANTS

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 Management, as well as evaluating the overall presentation of the statements. We believe that our audit provides a reasonable basis for our qualified opinion.

3. Basis for Qualified Opinion

We draw your attention to the following:

In respect of a project awarded to the Company, as mentioned in Note No. 4, for which a contract specifying the commercial and other terms and conditions are yet to be finalised, the Company has recognised unbilled revenue to the extent of Rs.1,007.65 crores for the year and cumulatively Rs. 2,092.79 crores upto March 31, 2018. In the absence of the said contract, we are unable to ascertain whether the basis on which the unbilled revenue has been recognised is appropriate, as also the consequential impact thereof on the financial statements of the Company for the year ended and as on March 31, 2018.

4. In our opinion and to the best of our information and according to the explanations given to us and upon consideration of reports of other auditors, except for the effects of the matter described above, the annual consolidated financial results:

(i) include the annual financial results for the year ended March 31, 2018, of the following entities :

Rolta International Inc.	Subsidiary of Rolta India Limited
Rolta Asia Pacific Pty Limited	Subsidiary of Rolta International Inc.
Rolta Canada Limited	Subsidiary of Rolta International Inc.
Rolta LLC	Subsidiary of Rolta International Inc.
Rolta America LLC	Subsidiary of Rolta International Inc.
Rolta Hungary KFT	Subsidiary of Rolta International Inc.
Rolta Advizex Technologies LLC	Subsidiary of Rolta International Inc.
Rolta Global BV	Subsidiary of Rolta India Limited
Rolta UK Limited	Subsidiary of Rolta Global BV
Rolta Benelux B.V.	Subsidiary of Rolta UK
Rolta Middle East FZ – LLC	Subsidiary of Rolta Global BV
Rolta Saudi Arabia Limited	Subsidiary of Rolta Middle East FZ – LLC
Rolta Muscat LLC	Subsidiary of Rolta Middle East FZ – LLC
Rolta Defense Technology Systems Pvt. Ltd.	Subsidiary of Rolta India Limited
Rolta Thales Limited	Subsidiary of Rolta India Limited
Rolta BI and Big Data Analytics Pvt. Ltd, previously known as Rolta Optronics and Communications Pvt. Ltd.	Subsidiary of Rolta India Limited



(ii) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in this regard; and

(iii) give a true and fair view of the consolidated net loss and other financial information for the year ended March 31, 2018.

5 (a) We did not audit the financial statements of 7 subsidiaries of Rolta India Limited which are included in the annual consolidated financial results, whose financial statements and financial information, which have been audited by other auditors whose audit reports have been furnished to us reflect total revenue of Rs.358.94 crores and net loss of Rs.109.81 crores for the year ended 31 March, 2018 and total assets of Rs.3603.15 crores as at year ended 31 March, 2018. Our opinion in respect thereof is based solely on the audit reports of such other auditors.

(b) We did not audit the financial statements of 1 subsidiary of Rolta India Limited included in the consolidated financial results, whose financial statements reflect total revenues of Rs. 0.09 crores and net loss of Rs. 39.38 crores for the year ended 31 March, 2018, and total assets of Rs.425.38 crores as at year ended 31 March, 2018. These financial statements and other financial information 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 thereof are 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 is not modified in respect of the above matters.

For N. M. Raiji & Co.
Chartered Accountants
Firm Registration No.108296W

Vinay D. Balse
Partner
Membership No. 39434

Place: Mumbai
Dated: May 30, 2018

N. M. RAIJI & CO. MUMBAI CHARTERED ACCOUNTANTS

ANNEXURE I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (*Standalone and Consolidated separately)*

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2018
[*See* Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

Sr. No.	Particulars	Standalone (Rs. In Crores)		Consolidated (Rs. In Crores)	
		Audited Figures(as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualification)	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
1.	Turnover / Total income	1444.77	1444.77	2888.10	2888.10
2.	Total Expenditure	1056.58	1056.58	2932.04	2932.04
3.	Net Profit/(Loss)	153.64	153.64	(105.69)	(105.69)
4.	Earnings Per Share (In Rs)	9.3	9.3	(6.4)	(6.4)
5.	Total Assets	9496.04	9496.04	11004.92	11004.92
6.	Total Liabilities	5431.19	5431.19	8516.45	8516.45
7.	Net Worth	4064.85	4064.85	2488.47	2488.47
8.	Any other financial item(s) (as felt appropriate by the management)	None	None	None	None

II. Audit Qualification:

For Standalone Financial Statement

(a) Details of Audit Qualification:

1. We draw your attention to the following:

In respect of a project awarded to the Company, as mentioned in Note No.4, for which a contract specifying the commercial and other terms and conditions are yet to be finalised, the Company has recognised unbilled revenue to the extent of Rs.1,007.65 crores for the year and cumulatively Rs. 2,092.79 crores upto March 31, 2018. In the absence of the said contract, we are unable to ascertain whether the basis on which the unbilled revenue has been recognised is appropriate, as also the consequential impact thereof on the financial statements of the Company for the year ended and as on March 31, 2018.

(b)	Type of Audit Qualification:	
		Qualified opinion
(c)	Frequency Qualification:	
		First time
(d)	For Audit Qualification(s) where the impact is quantified by the auditor, Management's views:	
		Not Applicable

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(e)	For Audit Qualification(s) where the impact is not quantified by the auditor.		
	(i)	Management's estimation on the impact of audit qualification:	Not Ascertainable
	(ii)	If management is unable to estimate the impact, reasons for the same:	Any variation can be quantified only upon conclusion of the commercial terms.
	(iii)	Auditors' Comments on (i) or (ii) above:	We have reviewed the above and have no comments

CEO / Managing Director

Audit Committee Chairperson

Director Finance & Corporate Affairs

Chief Financial Officer (Interim)

Statutory Auditor

Place: Mumbai
Date: May 30, 2018

ROLTA INDIA LIMITED MUMBAI

N. M. RAIJI & CO. MUMBAI CHARTERED ACCOUNTANTS