ROLTA

February 07, 2015

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

Dear Sir / Madam,

Sub.:- Submission of Unaudited Financial Results (UFR) under Clause 41 of the Listing Agreement.

In accordance with Clause 41 of the Listing Agreement, we wish to inform you that the Board of Directors of Rolta India Limited *(herein after refereed as "Company")* at their meeting held today i.e. February 07, 2015, has approved the Unaudited Consolidated and Standalone Financial Results of the Company for the Quarter ended December 31, 2014 after review and recommendations of the same by the Audit Committee at their meeting held today i.e. February 07, 2015 prior to the Board Meeting. Accordingly, we are enclosing herewith the following:

1) Unaudited Consolidated Financial Results for the Quarter ended December 31, 2014;
2) Limited Review Report for the Unaudited Consolidated Financial Results for the Quarter ended December 31, 2014 submitted by M/s. Walker Chandiok & Co. LLP, Chartered Accountants, Statutory Auditors of the Company;
3) Unaudited Standalone Financial Results for the Quarter ended December 31, 2014;
4) Limited Review Report for the Unaudited Standalone Financial Results for the Quarter ended December 31, 2014 submitted by M/s. Walker Chandiok & Co. LLP, Chartered Accountants Statutory Auditors of the Company.

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

Thanking you,

For **ROLTA INDIA LIMITED**

Verinder Khashu
Company Secretary &
Head – Legal / Compliance

Encl.: As above

Walker Chandiok & Co LLP

Walker Chandiok & Co LLP
(Formerly Walker, Chandiok & Co)
16th Floor, Tower II
Indiabulls Finance Centre
S B Marg, Elphinstone (W)
Mumbai 400013
India

T +91 22 6626 2600
F +91 22 6626 2601

Review Report

To the Board of Directors of Rolta India Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results ("the Statement") of Rolta India Limited ("the Company") and its subsidiaries (collectively referred to as "the Group") for the quarter ended 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 Chandiok & Co LLP

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

Jassani

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

Mumbai, India
February 7, 2015

Walker Chandiok & 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

ROLTA INDIA LIMITED

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

UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2014

PART I

(In ₹ Crores)

Sr. No	Particulars	Quarter ended 31.12.14 (Unaudited)	Quarter ended 30.09.14 (Unaudited)	Quarter ended 31.12.13 (Unaudited)	9 Months period ended 31.12.14 (Unaudited)	9 Months period ended 31.12.13 (Unaudited)	9 Months ended 31.03.14 (Audited)
1	Net Sales/Income from Operations	966.75	885.29	759.17	2,733.32	1,999.14	2,501.72
	Total Income from operations	**966.75**	**885.29**	**759.17**	**2,733.32**	**1,999.14**	**2,501.72**
2	**Expenses**						
	a. Cost of materials & technical subcontractors	324.87	272.76	193.30	928.36	515.95	826.48
	b. Employee benefits expense	212.17	203.23	177.70	606.38	499.38	629.06
	c. Depreciation and amortization expense	156.31	148.90	130.20	449.86	318.32	363.64
	d. Other expenses	84.89	84.17	103.11	232.56	232.12	240.41
	Total Expenses	**778.24**	**709.06**	**604.31**	**2,217.16**	**1,565.77**	**2,059.59**
3	**Profit from operations before other income, finance costs and exceptional items (1 - 2)**	**188.51**	**176.23**	**154.86**	**516.16**	**433.37**	**442.13**
4	Other income	7.48	6.21	2.67	21.02	30.26	5.68
5	**Profit/(Loss) before finance costs and exceptional items (3 + 4)**	**195.99**	**182.44**	**157.53**	**537.18**	**463.63**	**447.81**
6	Finance costs	106.31	103.16	82.61	299.32	229.40	247.94
7	**Profit / (Loss) before exceptional items and tax (5 – 6)**	**89.68**	**79.28**	**74.92**	**237.86**	**234.23**	**199.87**
8	**Exceptional Item:**						
	Additional depreciation due to change in estimates	--	--	--	--	(1,153.68)	--
9	**Profit/(Loss) after exceptional item before tax (7 - 8)**	**89.68**	**79.28**	**74.92**	**237.86**	**(919.45)**	**199.87**
10	Tax expense	13.12	8.48	0.32	28.70	(18.37)	(83.80)
11	**Net Profit/(Loss) after exceptional item and tax (9 – 10)**	**76.56**	**70.80**	**74.60**	**209.16**	**(901.08)**	**283.67**
12	Add/(Less) Minority Share in Loss/(Profit)	--	--	0.01	--	0.01	0.02
13	**Net Profit/(Loss) after tax, minority interest and exceptional item (11 + 12)**	**76.56**	**70.80**	**74.61**	**209.16**	**(901.07)**	**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**	--	--	--	--	--	**1,192.05**
16.i	**Earnings Per Share before Exceptional Item** (of ₹ 10/-each)						
	Basic EPS (in ₹) (not annualised)	4.7	4.4	4.6	13.0	15.7	17.6
	Diluted EPS (in ₹) (not annualised)	4.5	4.2	4.5	12.4	15.2	17.1
16.ii	**Earnings Per Share after Exceptional Item** (of ₹ 10/-each)						
	Basic EPS (in ₹) (not annualised)	4.7	4.4	4.6	13.0	(55.9)	17.6
	Diluted EPS (in ₹) (not annualised)	4.5	4.2	4.5	12.4	(55.9)	17.1

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

Sr. No	Particulars	Quarter ended 31.12.14	Quarter ended 30.09.14	Quarter ended 31.12.13	9 Months period ended 31.12.14	9 Months period ended 31.12.13	9 Months ended 31.03.14
A	**PARTICULARS OF SHAREHOLDING**						
1	**Total Public Shareholding**						
	Number of Shares	78,903,798	79,025,798	80,154,096	78,903,798	80,154,096	79,795,798
	Percentage of Shareholding	48.91	48.98	49.68	48.91	49.68	49.46
2	**Promoters and Promoter Group Shareholding**						
	a) Pledged/Encumbered						
	Number Of Shares	12,500,000	12,500,000	125,00,000	12,500,000	125,00,000	12,500,000
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	15.17	15.19	15.40	15.17	15.40	15.33
	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
	b) Non-encumbered						
	Number Of Shares	69,925,298	69,803,298	68,675,000	69,925,298	68,675,000	69,033,298
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	84.83	84.81	84.60	84.83	84.60	84.67
	Percentage of shares (as a % of the total Share Capital of the company)	43.34	43.27	42.57	43.34	42.57	42.79

B	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)	Quarter ended 30.09.14 (Unaudited)	Quarter ended 31.12.13 (Unaudited)	9 Months period ended 31.12.14 (Unaudited)	9 Months period ended 31.12.13 (Unaudited)	9 Months ended 31.03.14 (Audited)
Segment Revenue						
Enterprise Geospatial & Engineering Solutions (EGES)	268.09	247.27	208.13	761.74	561.52	706.27
System Integration & Enterprise IT Solutions (EITS)	698.66	638.02	551.04	1,971.58	1,437.62	1,795.45
Less: Inter segment revenue						
Net revenue from operations	**966.75**	**885.29**	**759.17**	**2,733.32**	**1,999.14**	**2,501.72**
Segment Profit/(loss) before Depreciation and amortization expenses, other income, finance cost, exceptional items and tax						
Enterprise Geospatial & Engineering Solutions (EGES)	146.69	145.32	124.40	430.47	311.06	353.78
System Integration & Enterprise IT Solutions (EITS)	198.13	179.81	160.66	535.55	440.63	451.99
TOTAL	**344.82**	**325.13**	**285.06**	**966.02**	**751.69**	**805.77**
Add: Other Income (Un allocable)	7.48	6.21	2.67	21.02	30.26	5.68
Less: Finance Costs (Un allocable)	106.31	103.16	82.61	299.32	229.40	247.94
Less: Depreciation and Amortization Expense (Un allocable)	156.31	148.90	130.20	449.86	318.32	363.64
Exceptional Item:						
Less: Additional Depreciation due to change in estimates (Un allocable)	--	--	--	--	1,153.68	--
Profit after exceptional item before tax	**89.68**	**79.28**	**74.92**	**237.86**	**(919.45)**	**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 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. Consolidated Revenue for Q3 FY-15 at ₹ 966.75 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%
3. Consolidated EBITDA for Q3 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%
4. Consolidated Profit after tax for Q3 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 8.1%
5. Consolidated Revenue 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%
6. Consolidated EBITDA for nine months FY-15 at ₹ 966.02 Cr against ₹ 751.69 Cr in previous year registering a Y-o-Y growth of 28.5%
7. Consolidated Profit after tax for nine months FY-15 as against previous year, is not comparable due to exceptional item.
8. 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 F.Y.15 is ₹ 481.50 Cr, ₹ 200.73 Cr and ₹190.73 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.
9. Tax Expense includes provision for current tax and deferred tax.
10. Previous period figures are regrouped/rearranged wherever necessary.

WALKER CHANDIOK & CO LLP CHARTERED ACCOUNTANTS
Place Mumbai MUMBAI Date 7 February 2015

Certified True Copy
For ROLTA INDIA LIMITED

Kamal K Singh
Chairman & Managing Director

Authorised Signatory

Walker Chandiok & Co LLP

Walker Chandiok & Co LLP
(Formerly Walker, Chandiok & Co)
16th Floor, Tower II
Indiabulls Finance Centre
S B Marg, Elphinstone (W)
Mumbai 400013
India

T +91 22 6626 2600
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Review Report

To the Board of Directors of Rolta India Limited

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.

Walker Chandiok & Co LLP

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

Jassani

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

Mumbai, India
February 7, 2015

Walker Chandiok & 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

ROLTA INDIA LIMITED

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

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

PART I (In ₹ Crores)

Sr. No	Particulars	Quarter ended 31.12.14 (Unaudited)	Quarter ended 30.09.14 (Unaudited)	Quarter ended 31.12.13 (Unaudited)	9 Months period ended 31.12.14 (Unaudited)	9 Months period ended 31.12.13 (Unaudited)	9 Months ended 31.03.14 (Audited)
1	Net Sales/Income from Operations	481.50	502.51	434.24	1,384.55	1,083.27	1,142.89
	Total Income from operations	**481.50**	**502.51**	**434.24**	**1,384.55**	**1,083.27**	**1,142.89**
2	**Expenses**						
	a. Cost of materials & technical subcontractors	9.95	55.86	23.89	82.94	64.12	37.30
	b. Employee benefits expense	62.19	62.86	46.91	181.84	147.65	171.42
	c. Depreciation and amortization expense	153.65	146.66	127.31	443.82	303.98	354.21
	d. Other expenses	53.92	41.22	49.78	128.55	105.17	125.32
	Total Expenses	**279.71**	**306.60**	**247.89**	**837.15**	**620.92**	**688.25**
3	**Profit from operations before other income, finance costs and exceptional items (1 - 2)**	**201.79**	**195.91**	**186.35**	**547.40**	**462.35**	**454.64**
4	Other income	7.74	6.18	9.63	16.15	26.01	6.02
5	**Profit/(Loss) before finance costs and exceptional items (3 + 4)**	**209.53**	**202.09**	**195.98**	**563.55**	**488.36**	**460.66**
6	Finance costs	17.45	26.03	46.48	89.28	143.08	142.33
7	**Profit / (Loss) before exceptional items and tax (5 – 6)**	**192.08**	**176.06**	**149.50**	**474.27**	**345.28**	**318.33**
8	**Exceptional Item:**						
	Additional depreciation due to change in estimates	--	--	--	--	(1,152.72)	--
	Profit on Sale of Investment	8.65	--	--	134.10	--	52.47
9	**Profit/(Loss) after exceptional item before tax (7 - 8)**	**200.73**	**176.06**	**149.50**	**608.37**	**(807.44)**	**370.80**
10	Tax expense	10.00	7.89	(3.16)	24.59	(24.10)	(88.59)
11	**Net Profit/(Loss) after exceptional item and tax (9 – 10)**	**190.73**	**168.17**	**152.66**	**583.78**	**(783.34)**	**459.39**
12	Paid-up Equity Share Capital (F.V. Rs.10/- each)	161.33	161.33	161.33	161.33	161.33	161.33
13	**Reserves excluding Revaluation Reserves**						**1,956.76**
14.i	**Earnings Per Share before Exceptional Item** (of ₹ 10/-each)						
	Basic EPS (in ₹) (not annualised)	11.7	10.4	9.5	27.9	22.9	25.2
	Diluted EPS (in ₹) (not annualised)	10.8	10.0	9.2	26.7	22.2	24.5
14.ii	**Earnings Per Share after Exceptional Item** (of ₹ 10/-each)						
	Basic EPS (in ₹) (not annualised)	11.8	10.4	9.5	36.2	(48.6)	28.5
	Diluted EPS (in ₹) (not annualised)	11.3	10.0	9.2	34.6	(48.6)	27.7

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

Sr. No	Particulars	Quarter ended 31.12.14	Quarter ended 30.09.14	Quarter ended 31.12.13	9 Months period ended 31.12.14	9 Months period ended 31.12.13	9 Months ended 31.03.14
A	**PARTICULARS OF SHAREHOLDING**						
1	**Total Public Shareholding**						
	Number of Shares	78,903,798	79,025,798	80,154,096	78,903,798	80,154,096	79,795,798
	Percentage of Shareholding	48.91	48.98	49.68	48.91	49.68	49.46
2	**Promoters and Promoter Group Shareholding**						
	a) Pledged/Encumbered						
	Number Of Shares	12,500,000	12,500,000	12,500,000	12,500,000	12,500,000	12,500,000
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	15.17	15.19	15.40	15.17	15.40	15.33
	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
	b) Non-encumbered						
	Number Of Shares	69,925,298	69,803,298	68,675,000	69,925,298	68,675,000	69,033,298
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	84.83	84.81	84.60	84.83	84.60	84.67
	Percentage of shares (as a % of the total Share Capital of the company)	43.34	43.27	42.57	43.34	42.57	42.79

B 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)	Quarter ended 30.09.14 (Unaudited)	Quarter ended 31.12.13 (Unaudited)	9 Months period ended 31.12.14 (Unaudited)	9 Months period ended 31.12.13 (Unaudited)	9 Months ended 31.03.14 (Audited)
Segment Revenue						
Enterprise Geospatial & Engineering Solutions (EGES)	220.68	219.05	203.34	632.35	505.09	527.68
System Integration & Enterprise IT Solutions (EITS)	260.82	283.46	230.90	752.20	578.18	615.21
Less: Inter segment revenue	--	--	--	--	--	--
Net revenue from operations	**481.50**	**502.51**	**434.24**	**1,384.55**	**1,083.27**	**1,142.89**
Segment Profit/(loss) before Depreciation and amortization expenses, other income, finance cost, exceptional items and tax						
Enterprise Geospatial & Engineering Solutions (EGES)	149.21	163.10	115.84	448.35	324.63	338.66
System Integration & Enterprise IT Solutions (EITS)	206.23	179.47	197.82	542.87	441.70	470.19
TOTAL	**355.44**	**342.57**	**313.66**	**991.22**	**766.33**	**808.85**
Add: Other Income (Un allocable)	7.74	6.18	9.63	16.15	26.01	6.02
Less: Finance Costs (Un allocable)	17.45	26.03	46.48	89.28	143.08	142.33
Less: Depreciation and Amortization Expense (Un allocable)	153.65	146.66	127.31	443.82	303.98	354.21
Exceptional Item:						
Less: Additional Depreciation due to change in estimates (Un allocable)	--	--	--	--	1,152.72	--
Add: Profit on sale of investment	8.65	--	--	134.10	--	52.47
Profit after exceptional item before tax	**200.73**	**176.06**	**149.50**	**608.37**	**(807.44)**	**370.80**

Notes on segment information: Segmental Capital employed: Fixed assets used in the company's business or liabilities contracted have not been identified to any particular reportable segments. The company believes that it is currently not practical to provide segment disclosures relating to total assets and liabilities.

Notes:

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

Place: Mumbai
Date: 7th February 2015

WALKER CHANDIOK & CO LLP CHARTERED ACCOUNTANTS MUMBAI

For ROLTA INDIA LIMITED

Authorised Signatory

Kamal K Singh
Chairman & Managing Director