KHANDELWAL JAIN & CO.
CHARTERED ACCOUNTANTS

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LIMITED REVIEW REPORT

To,
The Board of Directors,
Rolta India Limited

1. We have reviewed the accompanying statement of unaudited financial results of **M/S. ROLTA INDIA LIMITED** for the quarter ended March 31, 2013, 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 reviewed 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 these financial statements based on our review.

2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accounts of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide 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 notice that causes us to believe that accompanying statement of unaudited financial results, prepared in accordance with accounting standards and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that is contains any material misstatement.

For **KHANDELWAL JAIN & CO.**
Chartered Accountants
Firm Registration No. 105049W

KHANDELWAL JAIN & COMPANY ★ MUMBAI ★ CHARTERED ACCOUNTANTS

(SHIVRATAN AGARWAL)
PARTNER
Membership No.104180

Place : Mumbai
Date : April 27, 2013

ROLTA INDIA LIMITED

Regd. Office : Rolta Tower A, Rolta Technology Park, MIDC, Andheri (East), Mumbai - 400 093 www.rolta.com

UNAUDITED UNCONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED MARCH 31, 2013

PART I (In ₹ Crores)

Sr. No	Particulars	Quarter Ended 31-03-13 Unaudited)	Quarter Ended 31-12-12 (Unaudited)	Quarter Ended 31-03-12 Unaudited)	9 Months Period Ended 31-03-13 (Unaudited)	9 Months Period Ended 31-03-12 (Unaudited)	Previous Accounting Year Ended 30.06.12 (Audited)
1	Net Sales/Income from Operations	343.20	309.27	334.01	958.41	1,121.36	1,468.07
	Total Income from operations	**343.20**	**309.27**	**334.01**	**958.41**	**1,121.36**	**1,468.07**
2	**Expenses**						
	a. Material / Subcontract Cost	5.81	8.85	39.95	30.85	244.21	257.82
	b. Inventory - (Increase) / Decrease	–	–	–	–	–	–
	c. Employee Benefits Expense	51.88	56.29	49.86	159.36	163.50	209.98
	d. Depreciation and Amortization Expense	89.47	89.24	101.01	278.29	292.46	433.61
	e. Other Expenses	18.85	28.22	34.53	73.52	107.08	138.14
	Total Expenses	**166.01**	**182.60**	**225.35**	**542.02**	**807.25**	**1,039.55**
3	**Profit From Operations Before Other Income, Finance Costs & Exceptional Items (1 - 2)**	**177.19**	**126.67**	**108.66**	**416.39**	**314.11**	**428.52**
4	Other Income	11.07	5.59	15.04	22.85	35.31	35.84
5	**Profit/(Loss) before Finance Costs & Exceptional Items (3 + 4)**	**188.26**	**132.26**	**123.70**	**439.24**	**349.42**	**464.36**
6	Finance Costs	50.89	47.55	25.77	141.72	63.72	103.70
7	**Profit / (Loss) before Exceptional Items & Tax (5 – 6)**	**137.37**	**84.71**	**97.93**	**297.52**	**285.70**	**360.66**
8	Exceptional Item	–	–	–	–	–	–
9	**Profit after Exceptional Item before Tax (7 + 8)**	**137.37**	**84.71**	**97.93**	**297.52**	**285.70**	**360.66**
10	Tax Expense	9.12	8.77	10.18	26.02	31.32	33.32
11	**Net Profit after Exceptional Item &Tax (9 – 10)**	**128.25**	**75.94**	**87.75**	**271.50**	**254.38**	**327.34**
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**		–				**2,304.45**
14.i	**Earnings Per Share before Exceptional Item**						
	Basic EPS (in ₹) (not annualised)	7.9	4.7	5.4	16.8	15.8	20.3
	Diluted EPS (in ₹) (not annualised)	7.7	4.7	5.4	16.6	15.8	20.3
14.ii	**Earnings Per Share after Exceptional Item**						
	Basic EPS (in ₹) (not annualised)	7.9	4.7	5.4	16.8	15.8	20.3
	Diluted EPS (in ₹) (not annualised)	7.7	4.7	5.4	16.6	15.8	20.3

PART II SELECT INFORMATION FOR THE QUARTER ENDED MARCH 31, 2013

Sr. No	Particulars	Quarter Ended 31-03-13	Quarter Ended 31-12-12	Quarter Ended 31-03-12	9 Months Period Ended 31-03-13	9 Months Period Ended 31-03-12	Previous Accounting Year Ended 30.06.12
A	**PARTICULARS OF SHAREHOLDING**						
1	**Total Public Shareholding**						
	Number of Shares	86,708,218	89,987,168	90,548,168	86,708,218	90,548,168	90,103,168
	Percentage of Shareholding	53.75	55.78	56.13	53.75	56.13	55.85
2	**Promoters and Promoter Group Shareholding**						
	a) Pledged/Encumbered						
	Number Of Shares	8,500,000	5,500,000	30,00,000	8,500,000	30,00,000	4,500,000
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	11.39	7.71	4.24	11.39	4.24	6.32
	Percentage of shares (as a % of the total Share Capital of the company)	5.26	3.41	1.86	5.26	1.86	2.79
	b) Non-encumbered						
	Number Of Shares	66,120,878	65,841,928	67,780,928	66,120,878	67,780,928	66,725,928
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	88.61	92.29	95.76	88.61	95.76	93.68
	Percentage of shares (as a % of the total Share Capital of the company)	40.99	40.81	42.01	40.99	42.01	41.36

B	INVESTOR COMPLAINTS FOR QUARTER ENDED MARCH 31, 2013			
	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	108	108	NIL

SEGMENT-WISE REVENUE AND RESULTS FOR THE QUARTER ENDED MARCH 31, 2013

(In ₹ Crores)

PARTICULARS	Quarter Ended 31-03-13 Unaudited)	Quarter Ended 31-12-12 (Unaudited)	Quarter Ended 31-03-12 (Unaudited)	9 Months Period Ended 31-03-13 (Unaudited)	9 Months Period Ended 31-03-12 (Unaudited)	Previous Accounting Year Ended 30.06.12 (Audited)
Segment Revenue						
Enterprise Geospatial & Engineering Solutions (EGES)	150.45	117.30	116.22	416.60	398.72	543.03
System Integration & Enterprise IT Solutions (EITS)	192.75	191.97	217.79	541.81	722.64	925.04
Less: Inter segment revenue						
Net revenue from operations	**343.20**	**309.27**	**334.01**	**958.41**	**1,121.36**	**1,468.07**
Segment Profit/(loss) before Depreciation and Amortization Expenses, Finance Cost & Tax						
Enterprise Geospatial & Engineering Solutions (EGES)	125.84	83.21	91.85	310.33	262.23	376.55
System Integration & Enterprise IT Solutions (EITS)	140.82	132.70	117.82	384.35	344.34	485.58
TOTAL	**266.66**	**215.91**	**209.67**	**694.68**	**606.57**	**862.13**
Add: Other Income (not allocable)	11.07	5.59	15.04	22.85	35.31	35.84
Less: Finance Costs (not allocable)	50.89	47.55	25.77	141.72	63.72	103.70
Less: Depreciation and Amortization Expense (not allocable)	89.47	89.24	101.01	278.29	292.46	433.61
Total Profit before Exceptional Item & Tax	**137.37**	**84.71**	**97.93**	**297.52**	**285.70**	**360.66**

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 of the Company at its meeting held on 27th April, 2013, and have undergone "Limited Review" by the Statutory Auditors of the Company.
2. Provision for Taxation includes provision for current tax and deferred tax.
3. Previous quarter / year's figures are regrouped wherever necessary.

CERTIFIED TRUE COPY

For ROLTA INDIA LTD.

Authorised Signatory

Place : Mumbai
Date : 27th April, 2013

Kamal K Singh
Chairman & Managing Director

KHANDELWAL JAIN & COMPANY