# 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 consolidated financial statement of **M/S. ROLTA INDIA LIMITED** for the quarter ended March 31, 2013, in which are incorporated the reviewed results of **M/s. ROLTA INDIA LIMITED** and its subsidiaries reviewed by us, 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 Consolidated Financial Statement is the responsibility of the Management. 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 consolidated 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 CONSOLIDATED 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 | 569.96 | 526.48 | 426.15 | 1,566.58 | 1,383.69 | 1,828.79 |
| | **Total Income from operations** | **569.96** | **526.48** | **426.15** | **1,566.58** | **1,383.69** | **1,828.79** |
| 2 | **Expenses** | | | | | | |
| | a. Material / Subcontract Cost | 155.22 | 86.80 | 44.38 | 301.90 | 257.01 | 266.32 |
| | b. Inventory - (Increase) / Decrease | – | – | – | – | – | – |
| | c. Employee Benefits Expense | 155.12 | 164.94 | 133.67 | 463.16 | 403.32 | 542.70 |
| | d. Depreciation and Amortization Expense | 91.84 | 90.82 | 103.66 | 283.71 | 299.48 | 443.29 |
| | e. Other Expenses | 40.61 | 59.62 | 53.14 | 154.82 | 159.60 | 212.95 |
| | **Total Expenses** | **442.79** | **402.18** | **334.85** | **1,203.59** | **1,119.41** | **1,465.26** |
| 3 | **Profit From Operations Before Other Income, Finance Costs & Exceptional Items (1 - 2)** | **127.17** | **124.30** | **91.30** | **362.99** | **264.28** | **363.53** |
| 4 | Other Income | 10.88 | 5.90 | 14.42 | 23.01 | 33.27 | 36.18 |
| 5 | **Profit/(Loss) before Finance Costs & Exceptional Items (3 + 4)** | **138.05** | **130.20** | **105.72** | **386.00** | **297.55** | **399.71** |
| 6 | Finance Costs | 55.80 | 51.06 | 28.28 | 153.28 | 71.68 | 113.97 |
| 7 | **Profit / (Loss) before Exceptional Items & Tax (5 – 6)** | **82.25** | **79.14** | **77.44** | **232.72** | **225.87** | **285.74** |
| 8 | Exceptional Item: | – | – | – | – | – | – |
| 9 | **Profit after Exceptional Item before Tax (7 + 8)** | **82.25** | **79.14** | **77.44** | **232.72** | **225.87** | **285.74** |
| 10 | Tax Expense | 9.12 | 8.77 | 10.18 | 26.02 | 31.32 | 43.45 |
| 11 | **Net Profit after Exceptional Item &Tax (9 – 10)** | **73.13** | **70.37** | **67.26** | **206.70** | **194.55** | **242.29** |
| 12 | Add/(Less) Minority Share in Loss/(Profit) | 0.01 | 0.02 | 0.02 | 0.04 | 0.05 | 0.05 |
| 13 | **Net Profit After Tax, Minority Interest & Exceptional Item (11 + 12)** | **73.14** | **70.39** | **67.28** | **206.74** | **194.60** | **242.34** |
| 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** | | | | | | **1,816.91** |
| 16.i | **Earnings Per Share before Exceptional Item** | | | | | | |
| | Basic EPS (in ₹) (not annualised) | 4.5 | 4.4 | 4.2 | 12.8 | 12.1 | 15.0 |
| | Diluted EPS (in ₹) (not annualised) | 4.4 | 4.4 | 4.2 | 12.7 | 12.1 | 15.0 |
| 16.ii | **Earnings Per Share after Exceptional Item** | | | | | | |
| | Basic EPS (in ₹) (not annualised) | 4.5 | 4.4 | 4.2 | 12.8 | 12.1 | 15.0 |
| | Diluted EPS (in ₹) (not annualised) | 4.4 | 4.4 | 4.2 | 12.7 | 12.1 | 15.0 |

**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) | 167.63 | 163.34 | 135.74 | 491.90 | 458.06 | 614.85 |
| System Integration & Enterprise IT Solutions (EITS) | 402.33 | 363.14 | 290.41 | 1074.68 | 925.63 | 1,213.94 |
| Less: Inter segment revenue | | | | | | |
| **Net revenue from operations** | **569.96** | **526.48** | **426.15** | **1566.58** | **1,383.69** | **1,828.79** |
| Segment Profit/(loss) before Depreciation and Amortization Expenses, Finance Cost & Tax | | | | | | |
| Enterprise Geospatial & Engineering Solutions (EGES) | 92.53 | 92.24 | 81.04 | 276.29 | 231.53 | 355.41 |
| System Integration & Enterprise IT Solutions (EITS) | 126.48 | 122.88 | 113.92 | 370.41 | 332.23 | 451.41 |
| **TOTAL** | **219.01** | **215.12** | **194.96** | **646.70** | **563.76** | **806.82** |
| Add: Other Income (not allocable) | 10.88 | 5.90 | 14.42 | 23.01 | 33.27 | 36.18 |
| Less: Finance Costs (not allocable) | 55.80 | 51.06 | 28.28 | 153.28 | 71.68 | 113.97 |
| Less: Depreciation and Amortization Expense (not allocable) | 91.84 | 90.82 | 103.66 | 283.71 | 299.48 | 443.29 |
| **Total Profit before Exceptional Item & Tax** | **82.25** | **79.14** | **77.44** | **232.72** | **225.87** | **285.74** |

**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 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. Consolidated Revenue for Q3 FY-13 at ₹569.96 Cr. against ₹ 526.48 Cr. in Q2 FY-13, registering a sequential growth of 8.3 %.
3. Consolidated EBITDA for Q3 FY-13 at ₹ 219.01 Cr. against ₹ 215.12 Cr. in Q2 FY-13, registering a sequential growth of 1.8%
4. Consolidated Net Profit for Q3 FY-13 at ₹ 73.14 Cr. against ₹70.39 Cr. in Q2 FY-13 registering a sequential growth of 3.9 %.
5. Consolidated Revenue for Nine Months FY-13 at ₹ 1,566.58 Cr. against ₹1383.69 Cr. in nine months FY-12, registering a Y-o-Y growth of 13.2 %.
6. Consolidated EBITDA for Nine months FY-13 at ₹646.70 Cr. against ₹ 563.76 Cr. in nine months FY-12, registering a Y-o-Y growth of 14.7%.
7. Consolidated Profit after Tax for Nine months FY-13 at ₹ 206.74 Cr. against ₹194.60 Cr in nine months FY-12, registering a Y-o-Y growth of 6.2 %.
8. In accordance with clause 41 of Listing Agreement, the company has published consolidated financial results Standalone Revenue and Profit after exceptional item & tax for Q3 FY-13 is ₹ 343.20 Cr. and ₹ 128.25 Cr. respectively and for Nine months FY-13 ₹ 958.41 Cr. and ₹ 271.50 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. Provision for Taxation includes provision for current tax and deferred tax.
10. Previous quarter / year's figures are regrouped wherever necessary.

Place : Mumbai
Date : 27th April, 2013

**Kamal K Singh**
Chairman & Managing Director

KHANDELWAL JAIN & COMPANY MUMBAI

CERTIFIED TRUE COPY

**For ROLTA INDIA LTD.**