September 14, 2016

BSE Limited Corporate Relationship Department 1st Floor, New Trading Ring Rotunda Building Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400001	**National Stock Exchange of India Limited** Exchange Plaza Plot No. C/I G Block Bandra-Kurla Complex Bandra (East) Mumbai – 400051

Dear Sir / Madam,

Sub.:- Submission of Unaudited Financial Results (UFR) under Regulation 33 of the SEBI (LODR), 2015.

In accordance with Regulation 33 of the Securities Exchange Board of India (Listing Obligations and Disclosure requirements), 2015, we wish to inform you that the Board of Directors of Rolta India Limited *(herein after referred as "Company")* at their meeting held today i.e. September 14, 2016, has approved the Consolidated and Standalone Unaudited Financial Results of the Company for the Quarter ended June 30, 2016 after review and recommendations of the same by the Audit Committee at their meeting held today i.e. September 14, 2016prior to the Board Meeting. Accordingly, we are enclosing herewith the following:

1) Unaudited Consolidated Financial Results for the Quarter ended June 30, 2016;
2) Limited Review Report for the Unaudited Consolidated Financial Results for the Quarter ended June 30, 2016 submitted by M/s. N. M. Raiji & Co., Chartered Accountants, Statutory Auditors of the Company;
3) Unaudited Standalone Financial Results for the Quarter ended June 30, 2016;
4) Limited Review Report for the Unaudited Standalone Financial Results for the Quarter ended June 30, 2016 submitted by M/s. N. M. Raiji & Co., Chartered Accountants, Statutory Auditors of the Company.

The meeting commenced at 2:45 p.m. and concluded at 4:30 p.m.

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

Thanking you,

For **ROLTA INDIA LIMITED**

Verinder Khashu
Company Secretary &
Head – Legal / Compliance

Encl.: As above

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.ho@nmraiji.com

Review Report to
The Board of Directors
Rolta India Ltd.

1. We have reviewed the accompanying statement of unaudited consolidated financial results of **Rolta India Ltd.** ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries constitute "the Group") for the quarter ended June 30, 2016 ('the Statement'), being submitted by the Holding Company, pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015). This statement is the responsibility of the Holding 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 of the Statement 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 Holding 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. We did not review the financial statements of six subsidiary companies included in the consolidated quarterly financial results, whose consolidated interim financial statements reflect total assets of Rs. 1115.29 crores and the total revenue of Rs.22.21 crores as at June 30, 2016. These entities have been consolidated on the basis of their management certified accounts.

4. We did not review the financial statements of one subsidiary company included in the consolidated quarterly financial results, whose consolidated interim financial statements reflect total assets of Rs. 2778.10 crores and the total revenue of Rs. Nil as at June 30, 2016. This financial information has been reviewed by another auditor, whose report has been furnished to us. Our conclusion on the consolidated financial results, in so far it relates to the amount and disclosures included in respect of this subsidiary company, are based solely on the reports of the other auditor.

5. Based on our review conducted as above, subject to our comments in paragraph 3 above, regarding six subsidiary companies whose accounts has been certified by management and based on the consideration of the report of the other auditor referred to in paragraph 4 above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable Accounting Standards i.e. Ind AS prescribed under section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in term of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.



6. We have not reviewed the comparative figures, including the reconciliation to net profit for the quarter ended June 30, 2015, and accordingly, we do not express any conclusion on the results in the statement for the quarter ended June 30, 2015. These figures have been presented, based solely on the information compiled by the Management.

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

Vinay D. Balse
Partner
Membership No.: 39434

Place: Mumbai
Date: September 14, 2016

N. M. RAIJI & CO. MUMBAI CHARTERED ACCOUNTANTS

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 UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2016

(In ₹ Crores)

	Particulars	Quarter Ended 30.06.16	Quarter Ended 30.06.15
	(Refer note below)	(Unaudited)	(Unaudited)
1	**Income from Operations**		
	Net Sales/Income from Operations (Net of excise duty)	800.42	983.40
	Other Operating Income	--	--
	Total Income from operations (Net)	**800.42**	**983.40**
2	**Expenses**		
	a. Cost of materials consumed	303.98	402.52
	b. Purchase of stock-in-trade	--	--
	c. Changes in inventories of finished goods, work-in-progress and stock-in-trade	--	--
	d. Employee benefits expense	185.18	192.69
	e. Depreciation and amortisation expense	64.47	167.89
	f. Other expenses	93.35	85.64
	Total Expenses	**646.98**	**848.74**
3	**Profit/(Loss) from operations before other income, finance costs and exceptional items (1 - 2)**	**153.44**	**134.66**
4	Other income	2.69	7.77
5	**Profit/(Loss) from ordinary activities before finance costs and exceptional items (3 + 4)**	**156.13**	**142.43**
6	Finance costs	128.84	108.68
7	**Profit / (Loss) from ordinary activities after finance cost but before exceptional items (5 – 6)**	**27.29**	**33.75**
8	Exceptional Item:	--	--
9	**Profit/(Loss) from ordinary activities before tax (7 - 8)**	**27.29**	**33.75**
10	Tax expense	4.15	1.09
11	**Net Profit/(Loss) after tax for the period (9 -10)**	**23.14**	**32.66**
12	Share of Profit/(Loss) of associates	--	--
13	Minority Interest	--	--
14	**Net Profit/(Loss) after tax, minority interest and Share of profit / (loss) of associates (11+12+13)**	**23.14**	**32.66**
15	Other Comprehensive Income/(loss) (Not to be considered for EPS)	(85.27)	(69.17)
16	**Total Comprehensive income/(loss) for the period (14+15)** (Refer note no 7)	**(62.13)**	**(36.51)**
17	Paid-up Equity Share Capital (F.V. ₹ 10/- each)	162.89	161.33
18	**Earnings Per Share after tax** (of ₹10/-each)		
	Basic EPS (in ₹) (not annualised)	1.4	2.0
	Diluted EPS (in ₹) (not annualised)	1.4	1.9

SEGMENT-WISE REVENUE, RESULTS AND CAPITAL EMPLOYED FOR THE QUARTER ENDED JUNE 30, 2016

(In ₹Crores)

Particulars	Quarter Ended 30.06.16	Quarter Ended 30.06.15
	(Unaudited)	(Unaudited)
Segment Revenue		
Enterprise Geospatial & Engineering Solutions (EGES)	198.23	192.06
System Integration & Enterprise IT Solutions (EITS)	602.19	791.34
TOTAL	**800.42**	**983.40**
Less: Inter segment revenue	--	--
Net sales/Income From Operations	**800.42**	**983.40**
Segment Results (Profit)/ Loss before tax and interest from Each segment		
Enterprise Geospatial & Engineering Solutions (EGES)	67.16	148.43
System Integration & Enterprise IT Solutions (EITS)	150.75	154.12
TOTAL	**217.91**	**302.55**
Unallocated	--	--
Less: Interest	128.84	108.68
Less: Depreciation and amortisation expense	64.47	167.89
Add: Un-allocable Income	2.69	7.77
Total Profit Before Tax	**27.29**	**33.75**

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 Consolidated financial results for the quarter ended June 30, 2016, were reviewed by the Audit Committee and thereafter approved by the Board of Directors of the Company at their respective meetings held on September 14, 2016

2. The financial results for the quarter ended June 30, 2016 are in compliance with the Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs read with SEBI circular bearing no. CIR/CFD/FAC/62/2016 dated July 5, 2016. Consequently, the financial results for the corresponding quarter ended June 30, 2015, has been restated to comply with Ind AS in order to make them comparable. Beginning April 1, 2016, the Company has for the first time adopted Ind AS with a transition date of April 1, 2015.

3. The Statutory Auditors of the Company have carried out a Limited Review of the financial results for the quarter ended June 30, 2016. The results and other financial information for the corresponding quarter ended June 30, 2015 have not been subjected to limited review or audit under Ind AS. However, the management has exercised necessary due diligence to ensure that the consolidated financial results provide a true and fair view of its affairs. There is no qualification in the limited review report issued for the said period.

4. There is a possibility that these quarterly financial results along with the provisional financial statements as of and for the year ended March 31, 2016 may require adjustment before constituting the final Ind AS financial statements as of and for the year ending 31 March 2017 due to changes in financial reporting requirement arising from new or revised standards or interpretations issued by MCA/ICAI or changes in the use of one or more optional exemptions in lieu of full retrospective application or vice versa, as permitted under Ind AS 101.

5. Standalone (1) Turnover, (2) Profit before tax and (3) Profit after tax for the Q1 F.Y. 17 is ₹ 382.92 Cr, ₹ 77.00 Cr and ₹ 74.15 Cr respectively. The Statement of unaudited financial results for quarter ended Jun 30, 2016 is available at www.rolta.com and at the websites of BSE Limited & The National Stock Exchange of India Limited (www.nseindia.com & www.bseindia.com).

6. Reconciliation of the financial results for the quarter ended June 30, 2015 using applicable Ind AS and erstwhile Indian GAAP is as under:

Particulars	Quarter ended June 30, 2015
Net profit for the period under erstwhile Indian GAAP	**40.72**
i) Fair value accounting of share based payments	0.50
ii) Amortisation of intangible assets	(2.51)
iii) Reversal of capitalisation made in the previous period as per AS 11	(0.60)
iv) Reversal of amortization of accumulated foreign differences	(5.28)
v) Actuarial loss on defined benefit plans reclassified to Other Comprehensive Income	0.43
vi) Amortization of revaluation on leasehold land (Revaluation being done as fair value is taken as a deemed cost for land)	(1.74)
vii) Unwinding of discounted liability	(0.53)
viii) Deferred tax impact of above	1.67
Net profit / (loss) as per Ind AS	**32.66**

7. Total Comprehensive loss for the quarter ended June 30, 2016 ₹ 62.13 Cr and for the quarter ended June 30, 2015 ₹ 36.51 Cr is mainly comprising of foreign currency translation loss arising on consolidation of foreign subsidiaries which hitherto was directly recognized under Foreign Currency Translation Reserve as per the earlier accounting standards, now routed through the "Comprehensive Income/ (Loss)" as per Ind-AS. The same is not to be considered as part of the net profit/(loss) for computation of Earning Per Share as per Ind AS.

8. Tax Expense includes provision for current tax and deferred tax.

9. Previous period figures are regrouped/rearranged wherever necessary.

N. M. RAIJI & CO. MUMBAI CHARTERED ACCOUNTANTS

On Behalf of Board of Directors
For Rolta India Limited

Ramakrishna Prabhu
Director Corporate Affairs and CFO

ROLTA INDIA LIMITED MUMBAI

Place : Mumbai
Date : September 14, 2016

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.ho@nmraiji.com

Review Report to
The Board of Directors
Rolta India Ltd.

1. We have reviewed the accompanying statement of standalone unaudited financial results of Rolta India Ltd. ('the Company') for the quarter ended June 30, 2016, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015). 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 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 financial statements are free of material misstatements. 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 of unaudited financial results, prepared in accordance with applicable Accounting Standards, i.e. Ind AS, prescribed under section 133 of the Companies Act, 2013, read with relevant rules issued thereunder, and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in term of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

4. We have not reviewed the comparative figures, including the reconciliation to net profit for the quarter ended June 30, 2015, and, accordingly, we do not express any conclusion on the results in the statement for the quarter ended June 30, 2015. These figures have been presented, based solely on the information compiled by the Management.

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

Vinay D. Balse
Partner
Membership No.: 39434

Place: Mumbai
Date: September 14, 2016

N. M. RAIJI & CO. MUMBAI CHARTERED ACCOUNTANTS

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 UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2016

(In ₹ Crores)

Sr. No	Particulars	Quarter Ended 30.06.16	Quarter Ended 30.06.15
	(Refer note below)	(Unaudited)	(Unaudited)
1	**Income from Operations**		
	a. Net Sales/Income from Operations (Net of excise duty)	382.92	448.35
	b. Other Operating Income	--	--
	Total Income from operations(net)	**382.92**	**448.35**
2	**Expenses**		
	a. Cost of materials	30.76	26.08
	b. Purchase of stock –in-trade	--	--
	c. Changes in inventories of finished goods, work-in-progress and stock-in-trade	--	--
	d. Employee benefits expense	40.18	60.02
	e. Depreciation and amortization expense	21.66	162.85
	f. Other expenses	48.69	56.14
	Total Expenses	**141.29**	**305.09**
3	**Profit/(Loss) from operations before other income, finance costs and exceptional items (1 - 2)**	**241.63**	**143.26**
4	Other income	2.18	33.87
5	**Profit/ (Loss) from ordinary activities before finance costs and exceptional item (3+4)**	**243.81**	**177.13**
6	Finance costs	29.08	17.03
7	**Profit / (Loss) from ordinary activities after finance cost before exceptional items (5 – 6)**	**214.73**	**160.10**
8	**Exceptional Item:** (Refer note no. 5)	137.73	--
9	**Profit/(Loss) from ordinary activities before tax (7 - 8)**	**77.00**	**160.10**
10	Tax expense	2.85	(1.67)
11	**Net Profit/(Loss) from ordinary activities after tax (9 – 10)**	**74.15**	**161.77**
12	**Net Profit / (Loss) for the period (11+12)**	**74.15**	**161.77**
13	Other Comprehensive Income (Not to be considered for EPS)	(8.52)	0.92
14	**Total Comprehensive income for the period (13+14)** (Refer note no. 6)	**65.63**	**162.69**
15	Paid up Equity Share Capital (F.V. ₹ 10/- each)	162.89	161.33
16	**Reserves excluding Revaluation Reserves**	--	--
17	**Earnings Per Share before Exceptional Item** (of ₹10/-each)		
	Basic EPS (in ₹) (not annualised)	4.6	10.0
	Diluted EPS (in ₹) (not annualised)	4.4	9.6

SEGMENT-WISE REVENUE, RESULTS AND CAPITAL EMPLOYED FOR THE QUARTER ENDED JUNE 30, 2016

(In ₹ Crores)

Particulars	Quarter Ended 30.06.16	Quarter Ended 30.06.15
	(Unaudited)	(Unaudited)
Segment Revenue		
Enterprise Geospatial & Engineering Solutions (EGES)	166.46	160.44
System Integration & Enterprise IT Solutions (EITS)	216.46	287.91
TOTAL	**382.92**	**448.35**
Less: Inter segment revenue	--	--
Net sales/Income From Operations	**382.92**	**448.35**
Segment Results (Profit)/ Loss before tax and interest from Each segment)		
Enterprise Geospatial & Engineering Solutions (EGES)	95.97	143.51
System Integration & Enterprise IT Solutions (EITS)	167.32	162.60
TOTAL	**263.29**	**306.11**
Unallocated	--	--
Less: Interest	29.08	17.03
Less: Depreciation and amortization expense	21.66	162.85
Add: Un-allocable income	2.18	33.87
Total Profit Before Tax	**214.73**	**160.10**
Exceptional Item:	137.73	--
Profit/(Loss) after exceptional item before tax	**77.00**	**160.10**

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.

Note

1. The above Standalone financial results for the quarter ended June 30, 2016 were reviewed by the Audit Committee and thereafter approved by the Board of Directors of the Company at their respective meetings held on September 14, 2016.

2. The financial results for the quarter ended June 30, 2016 are in compliance with the Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs read with SEBI circular bearing no. CIR/CFD/FAC/62/2016 dated July 5, 2016. Consequently, the financial results for the corresponding quarter ended June 30, 2015, has been restated to comply with Ind AS in order to make them comparable. Beginning April 1, 2016, the Company has for the first time adopted Ind AS with a transition date of April 1, 2015.

3. The Statutory Auditors of the Company have carried out a Limited Review of the financial results for the quarter ended June 30, 2016. The results and other financial information for the corresponding quarter ended June 30, 2015 have not been subjected to limited review or audit under Ind AS. However, the management has exercised necessary due diligence to ensure that the standalone financial results provide a true and fair view of its affairs. There is no qualification in the limited review report issued for the said period.

4. There is a possibility that these quarterly financial results along with the provisional financial statements as of and for the year ended March 31, 2016 may require adjustment before constituting the final Ind AS financial statements as of and for the year ending 31 March 2017 due to changes in financial reporting requirement arising from new or revised standards or interpretations issued by MCA/ICAI or changes in the use of one or more optional exemptions in lieu of full retrospective application or vice versa, as permitted under Ind AS 101.

5. Exceptional item represents provision made against certain contingent liabilities where in the opinion of management, it is probable that the outflow of resources will be required to settle the obligation.

6. Total Comprehensive income for the quarter ended June 30, 2016 ₹ 65.63 Cr and for the quarter ended June 30, 2015 ₹ 162.69 Cr is as per Ind-AS. The same is not to be considered as part of the net profit/(loss) for computation of Earning Per Share as per Ind AS.

7. Reconciliation of the financial results for the quarter ended June 30, 2015 using applicable Ind As and erstwhile Indian GAAP is as under:

Particulars	Quarter ended June 30, 2015
Net profit for the period under erstwhile Indian GAAP	**166.79**
Add / (Less) : Adjustments	
i) Fair value accounting of share based payments	0.50
ii) Reversal of capitalisation made in the previous period as per AS 11	(0.60)
iii) Reversal of amortization of accumulated foreign differences	(5.28)
iv) Actuarial loss on defined benefit plans reclassified to Other Comprehensive Income	0.43
v) Amortization of revaluation on leasehold land (Revaluation being done as fair value is taken as a deemed cost for land)	(1.74)
vi) Deferred tax impact of above	1.67
Net profit / loss as per Ind AS	**161.77**

8. Tax Expense includes provision for current tax and deferred tax.

9. Previous period figures are regrouped/rearranged wherever necessary.

On Behalf of Board of Directors
For Rolta India Limited

Ramakrishna Prabhu
Director Corporate Affairs and CFO

Place : Mumbai
Date : September 14, 2016

N. M. RAIJI & CO. MUMBAI CHARTERED ACCOUNTANTS

ROLTA INDIA LIMITED