14/2/2014

To, **Fax Nos. 26598237 / 26598238 / 66418125 / 66418126**

M/s. National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1 'G' Block
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400051.

REFERENCE	DATE
RIL/UFR/Q-2-FY2013-14/2014	14th February, 2014

Kind Attn.: LISTING DEPARTMENT

Dear Sirs,

Sub: Unaudited Financial Results for the 2nd quarter / six months ended 31-12-2013 AND Change in Financial Year

Pursuant to the listing provisions, we have to inform you that, the Board of Directors of our Company, at their meeting held today i.e. 14th February 2014, took on record the Unaudited Financial Results for the 2nd quarter / six months ended 31st December 2013.

We now enclose herewith the following Annexures:

Sr. No.	Description of Document	Annexure
1	Unaudited Financial Results (Consolidated)	Annexure-A
2	Unaudited Financial Results (Standalone)	Annexure-B
3	Limited Review Report	Annexure-C
4	Press Release	Annexure-D

The above referred documents may please be taken on record of your esteemed Exchange.

Please also note that, the Board of Directors has decided to change the Financial Year of the Company for the period ending March instead of period ending June. Accordingly, the current Financial Year of the Company shall be for a period of 9 months ending March 2014.

Thanking you,

Yours faithfully,
For ROLTA INDIA LIMITED,

(Verinder Khashu)
Company Secretary & Head Legal/Compliance

Encl: As above

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 DECEMBER 31, 2013

(In ₹ Crores)

PART I

Sr. No	Particulars	Quarter Ended 31-12-13 (Unaudited)	Quarter Ended 30-09-13 (Unaudited)	Quarter Ended 31-12-12 (Unaudited)	6 Months Period Ended 31-12-13 (Unaudited)	6 Months Period Ended 31-12-12 (Unaudited)	12 Months Accounting Year Ended 30-06-13 (Audited)
1	Net Sales/Income from Operations	759.17	627.77	526.48	1,386.94	996.62	2,178.78
	Total Income from operations	**759.17**	**627.77**	**526.48**	**1,386.94**	**996.62**	**2,178.78**
2	**Expenses**						
	a. Material / Subcontract Cost	193.30	166.83	86.80	360.13	146.68	457.72
	b. Employee Benefits Expense	177.70	166.19	164.94	343.89	308.04	618.65
	c. Depreciation and Amortization Expense	130.20	99.22	90.82	229.42	191.87	372.61
	d. Other Expenses	103.11	55.41	59.62	158.52	114.21	228.42
	Total Expenses	**604.31**	**487.65**	**402.18**	**1,091.96**	**760.80**	**1,677.40**
	Profit From Operations Before Other Income, Finance Costs & Exceptional Items (1 - 2)	**154.86**	**140.12**	**124.30**	**294.98**	**235.82**	**501.38**
3	Other Income	2.67	11.64	5.90	14.31	12.13	38.96
4	**Profit/(Loss) before Finance Costs & Exceptional Items (3 + 4)**	**157.53**	**151.76**	**130.20**	**309.29**	**247.95**	**540.34**
5	Finance Costs	82.61	78.31	51.06	160.92	97.48	221.76
6	**Profit / (Loss) before Exceptional Items & Tax (5 – 6)**	**74.92**	**73.45**	**79.14**	**148.37**	**150.47**	**318.58**
7	Exceptional Item: Additional Depreciation due to change in estimates	--	--	--	--	--	**(1,153.68)**
8	**Profit after Exceptional Item before Tax (7 - 8)**	**74.92**	**73.45**	**79.14**	**148.37**	**150.47**	**(835.10)**
9	Tax Expense	0.32	3.19	8.77	3.51	16.90	4.14
10	**Net Profit after Exceptional Item &Tax (9 – 10)**	**74.60**	**70.26**	**70.37**	**144.86**	**133.57**	**(839.24)**
11	Add/(Less) Minority Share in Loss/(Profit)	0.01	-	0.02	0.01	0.03	0.04
12	**Net Profit After Tax, Minority Interest & Exceptional Item (11 + 12)**	**74.61**	**70.26**	**70.39**	**144.87**	**133.60**	**(839.20)**
13	Paid-up Equity Share Capital (F.V. Rs.10/- each)	161.33	161.33	161.33	161.33	161.33	161.33
14	**Reserves excluding Revaluation Reserves**	--	--	--	--	--	**925.78**
15	**Earnings Per Share before Exceptional Item**						
16.i	Basic EPS (in ₹) (not annualised)	4.6	4.4	4.4	9.0	8.3	19.5
	Diluted EPS (in ₹) (not annualised)	4.5	4.4	4.4	8.7	8.3	19.5
	Earnings Per Share after Exceptional Item						
16.ii	Basic EPS (in ₹) (not annualised)	4.6	4.4	4.4	9.0	8.3	(52.0)
	Diluted EPS (in ₹) (not annualised)	4.5	4.4	4.4	8.7	8.3	(52.0)

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

Sr. No	Particulars	Quarter Ended 31-12-13	Quarter Ended 30-09-13	Quarter Ended 31-12-12	6 Months Period Ended 31-12-13	6 Months Period Ended 31-12-12	12 Months Accounting Year Ended 30-06-13
A	**PARTICULARS OF SHAREHOLDING**						
1	**Total Public Shareholding**						
	Number of Shares	80,154,096	82,153,568	89,987,168	80,154,096	89,987,168	84,357,463
	Percentage of Shareholding	49.68	50.92	55.78	49.68	55.78	52.29
2	**Promoters and Promoter Group Shareholding**						
	a) Pledged/Encumbered						
	Number Of Shares	12,500,000	12,500,000	5,500,000	12,500,000	5,500,000	11,500,000
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	15.40	15.79	7.71	15.40	7.71	14.94
	Percentage of shares (as a % of the total Share Capital of the company)	7.75	7.75	3.41	7.75	3.41	7.13
	b) Non-encumbered						
	Number Of Shares	68,675,000	66,675,528	65,841,928	68,675,000	65,841,928	65,471,633
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	84.60	84.21	92.29	84.60	92.29	85.06
	Percentage of shares (as a % of the total Share Capital of the company)	42.57	41.33	40.81	42.57	40.81	40.58

B	INVESTOR COMPLAINTS FOR QUARTER ENDED DECEMBER 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	21	21	NIL

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

(In ₹ Crores)

PARTICULARS	Quarter Ended 31-12-13 (Unaudited)	Quarter Ended 30-09-13 (Unaudited)	Quarter Ended 31-12-12 (Unaudited)	6 Months Period Ended 31-12-13 (Unaudited)	6 Months Period Ended 31-12-12 (Unaudited)	12 Months Accounting Year Ended 30-06-13 (Audited)
Segment Revenue						
Enterprise Geospatial & Engineering Solutions (EGES)	208.13	176.95	163.34	385.08	324.27	668.34
System Integration & Enterprise IT Solutions (EITS)	551.04	450.82	363.14	1,001.86	672.35	1,510.44
Less: Inter segment revenue						
Net revenue from operations	**759.17**	**627.77**	**526.48**	**1,386.94**	**996.62**	**2,178.78**
Segment Profit/(loss) before Depreciation and Amortization Expenses, Finance Cost & Tax						
Enterprise Geospatial & Engineering Solutions (EGES)	124.40	96.46	92.24	220.86	183.76	366.49
System Integration & Enterprise IT Solutions (EITS)	160.66	142.88	122.88	303.54	243.93	507.50
TOTAL	**285.06**	**239.34**	**215.12**	**524.40**	**427.69**	**873.99**
Add: Other Income (not allocable)	2.67	11.64	5.90	14.31	12.13	38.96
Less: Finance Costs (not allocable)	82.61	78.31	51.06	160.92	97.48	221.76
Less: Depreciation and Amortization Expense (not allocable)	130.20	99.22	90.82	229.42	191.87	372.61
Add: Exceptional Item: Additional Depreciation due to change in estimates (not allocable)	-	-	-	-	-	(1,153.68)
Profit after Exceptional Item before Tax	**74.92**	**73.45**	**79.14**	**148.37**	**150.47**	**(835.10)**

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.

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 14th February, 2014 and have undergone "Limited Review" by the Statutory Auditors of the Company.
2. Consolidated Revenue for Q2 FY-14 at ₹ 759.17 Cr. against ₹ 627.77 Cr. in Q1 FY-14, registering a sequential growth of 20.9% and Y-o-Y growth of 44.2%
3. Consolidated EBITDA for Q2 FY-14 at ₹ 285.06 Cr. against ₹ 239.34 Cr. in Q1 FY-14, registering a sequential growth of 19.1% and Y-o-Y growth of 32.5%
4. Consolidated Net Profit for Q2 FY-14 at ₹74.61 Cr. against ₹70.26 Cr' in Q1 FY-14 registering a sequential growth of 6.2%, and Y-o-Y growth of 6.0%
5. Consolidated Revenue for six months FY-14 at ₹ 1,386.94 Cr against ₹ 996.62 Cr in FY-13, registering a Y-o-Y growth of 39.2%.
6. Consolidated EBITDA for six months FY-14 at ₹ 524.40 Cr against ₹ 427.69 Cr in FY-13, registering a Y-o-Y growth of 22.6%.
7. Consolidated Profit after Tax for six months FY-14 at ₹ 144.87 Cr against ₹ 133.60 Cr in FY-13, registering a Y-o-Y growth of 8.4%
8. The Company had adopted July 1 to June 30 Financial Year as its accounting practice. The Companies Act 2013 has now prescribed a uniform Financial Year ending March 31 for all Indian Companies. The Company's Board of Directors has, therefore, decided to end the current financial year on March 31, 2014 (instead of June 30, 2014). Therefore, the current financial year will be for a period of nine months up to March 31, 2014. Subsequent financial years shall commence on April 1 and conclude on March 31.
9. The Company has chosen to early adopt Accounting Standard (AS) 30-Financial Instruments: Recognition and Measurement effective 1 July 2013 along with consequential revisions to other Accounting Standards as have been announced by the Institute of Chartered Accountants of India.
10. In accordance with clause 41 of listing agreement, the company has published consolidated financial results. Standalone Revenue and Profit after exceptional item & tax for Q2 FY-14 is ₹ 434.24 Cr. and ₹ 152.66 Cr. respectively and for H1 FY-14 ₹ 730.74 Cr. and ₹ 225.59 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
11. Tax Expense includes provision for current tax and deferred tax.
12. Previous quarter / year's figures are regrouped wherever necessary.
13. The Unaudited Consolidated statement of assets and liabilities is as under:

(In ₹ Crores)

Sr No		Particulars	As at 31.12.13	AS at 30.06.13	AS at 31.12.12
A		EQUITY AND LIABILITIES			
1		**Shareholders' Funds**			
	(a)	Share Capital	161.33	161.33	161.33
	(b)	Reserves & Surplus	1,886.92	1,777.68	1,953.59
		Sub-Total Shareholder's funds	**2,048.25**	**1,939.01**	**2,114.92**
2		**Minority Interest**	**0.05**	**0.02**	**0.01**
3		**Non-Current Liabilities**			
	(a)	Long –term borrowings	3,567.47	3,314.00	1918.25
	(b)	Deferred Tax Liabilities (net)	55.11	54.91	52.07
	(c)	Other Long Term Liabilities	33.78	18.66	--
	(d)	Long Term Provisions	14.33	15.65	16.67
		Sub-Total Non – Current liabilities	**3,670.69**	**3,403.22**	**1,986.99**
4		**Current Liabilities**			
	(a)	Short Term Borrowings	320.39	140.59	696.74
	(b)	Trade Payables	252.36	218.11	68.89
	(c)	Other Current Liabilities	464.30	440.49	341.67
	(d)	Short Term Provisions	23.82	76.38	44.78
		Sub-Total – Current liabilities	**1,060.87**	**875.57**	**1,152.08**
		TOTAL –EQUITY AND LIABILITIES	**6,779.86**	**6,217.82**	**5,254.00**
B		ASSETS			
1		**Non-Current Assets**			
	(a)	Fixed Assets			
		Tangible Assets	4,124.57	4,177.07	2,670.49
		Intangible Assets	357.13	339.91	420.38
		Capital Work in Progress	268.00	19.60	610.97
	(b)	Goodwill on Consolidation	596.56	540.72	474.00
	(c)	Long Term Loans & Advances	48.10	42.55	50.18
	(d)	Other Non-Current Assets	92.18	101.90	9.34
		Sub-total Non-current Assets	**5,486.54**	**5,221.75**	**4,235.36**
2		**Current Assets**			
		Current Investment	1.83	1.20	--
		Trade Receivable	832.38	621.87	673.40
		Cash & Bank Balances	161.29	166.18	77.38
		Short Term Loans & Advances	279.62	185.56	242.93
		Other Current Assets	18.20	21.26	24.93
		Sub-Total Current Assets	**1,293.32**	**996.07**	**1,018.64**
		TOTAL-ASSETS	**6,779.86**	**6,217.82**	**5,254.00**

Place : Mumbai
Date : 14th February 2014

Kamal K Singh
Chairman & Managing Director

Certified True Copy

FOR ROLTA INDIA LIMITED

Authorised Signatories

CHANDIOK & CO. MUMBAI CHARTERED ACCOUNTANTS

B'

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 DECEMBER 31, 2013

(In ₹ Crores)

PART I

Sr. No	Particulars	Quarter Ended 31-12-13 (Unaudited)	Quarter Ended 30-09-13 (Unaudited)	Quarter Ended 31-12-12 (Unaudited)	6 Months Period Ended 31-12-13 (Unaudited)	6 Months Period Ended 31-12-12 (Unaudited)	12 Months Accounting Year Ended 30-06-13 (Audited)
1	Net Sales/Income from Operations	434.24	296.50	309.27	730.74	615.21	1,310.94
	Total Income from operations	**434.24**	**296.50**	**309.27**	**730.74**	**615.21**	**1,310.94**
2	**Expenses**						
	a. Material / Subcontract Cost	23.89	3.90	8.85	27.79	25.04	67.18
	b. Employee Benefits Expense	46.91	43.91	56.29	90.82	107.48	216.19
	c. Depreciation and Amortization Expense	127.31	95.01	89.24	222.32	188.82	359.95
	d. Other Expenses	49.78	36.37	28.22	86.15	54.67	92.54
	Total Expenses	**247.89**	**179.19**	**182.60**	**427.08**	**376.01**	**735.86**
3	**Profit From Operations Before Other Income, Finance Costs & Exceptional Items (1 - 2)**	**186.35**	**117.31**	**126.67**	**303.66**	**239.20**	**575.08**
4	Other Income	9.63	4.67	5.59	14.30	11.78	34.56
5	**Profit/(Loss) before Finance Costs & Exceptional Items (3 + 4)**	**195.98**	**121.98**	**132.26**	**317.96**	**250.98**	**609.64**
6	Finance Costs	46.48	45.86	47.55	92.34	90.83	192.46
7	**Profit / (Loss) before Exceptional Items & Tax (5 – 6)**	**149.50**	**76.12**	**84.71**	**225.62**	**160.15**	**417.18**
8	Exceptional Item: Additional Depreciation due to change in estimates	--	--	--	--	--	(1,152.72)
9	**Profit after Exceptional Item before Tax (7 - 8)**	**149.50**	**76.12**	**84.71**	**225.62**	**160.15**	**(735.54)**
10	Tax Expense	(3.16)	3.19	8.77	0.03	16.90	1.89
11	**Net Profit after Exceptional Item &Tax (9 – 10)**	**152.66**	**72.93**	**75.94**	**225.59**	**143.25**	**(737.43)**
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**						**1,515.02**
14.i	**Earnings Per Share before Exceptional Item**						
	Basic EPS (in ₹) (not annualised)	9.5	4.5	4.7	14.0	8.9	25.7
	Diluted EPS (in ₹) (not annualised)	9.2	4.5	4.7	13.6	8.9	25.6
14.ii	**Earnings Per Share after Exceptional Item**						
	Basic EPS (in ₹) (not annualised)	9.5	4.5	4.7	14.0	8.9	(45.7)
	Diluted EPS (in ₹) (not annualised)	9.2	4.5	4.7	13.6	8.9	(45.7)

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

Sr. No	Particulars	Quarter Ended 31-12-13	Quarter Ended 30-09-13	Quarter Ended 31-12-12	6 Months Period Ended 31-12-13	6 Months Period Ended 31-12-12	12 Months Accounting Year Ended 30-06-13
A	**PARTICULARS OF SHAREHOLDING**						
1	**Total Public Shareholding**						
	Number of Shares	80,154,096	82,153,568	89,987,168	80,154,096	89,987,168	84,357,463
	Percentage of Shareholding	49.68	50.92	55.78	49.68	55.78	52.29
2	**Promoters and Promoter Group Shareholding**						
	a) Pledged/Encumbered						
	Number Of Shares	12,500,000	12,500,000	5,500,000	12,500,000	5,500,000	11,500,000
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	15.40	15.79	7.71	15.40	7.71	14.94
	Percentage of shares (as a % of the total Share Capital of the company)	7.75	7.75	3.41	7.75	3.41	7.13
	b) Non-encumbered						
	Number Of Shares	68,675,000	66,675,528	65,841,928	68,675,000	65,841,928	65,471,633
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	84.60	84.21	92.29	84.60	92.29	85.06
	Percentage of shares (as a % of the total Share Capital of the company)	42.57	41.33	40.81	42.57	40.81	40.58

B	INVESTOR COMPLAINTS FOR QUARTER ENDED DECEMBER 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	21	21	NIL

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

(In ₹ Crores)

PARTICULARS	Quarter Ended 31-12-13 (Unaudited)	Quarter Ended 30-09-13 (Unaudited)	Quarter Ended 31-12-12 (Unaudited)	6 Months Period Ended 31-12-13 (Unaudited)	6 Months Period Ended 31-12-12 (Unaudited)	12 Months Accounting Year Ended 30-06-13 (Audited)
Segment Revenue						
Enterprise Geospatial & Engineering Solutions (EGES)	203.34	150.86	117.30	354.20	266.15	567.49
System Integration & Enterprise IT Solutions (EITS)	230.90	145.64	191.97	376.54	349.06	743.45
Less: Inter segment revenue						
Net revenue from operations	**434.24**	**296.50**	**309.27**	**730.74**	**615.21**	**1,310.94**
Segment Profit/(loss) before Depreciation and Amortization Expenses, Finance Cost & Tax						
Enterprise Geospatial & Engineering Solutions (EGES)	115.84	101.43	83.21	217.27	184.49	417.69
System Integration & Enterprise IT Solutions (EITS)	197.82	110.89	132.70	308.71	243.53	517.34
TOTAL	**313.66**	**212.32**	**215.91**	**525.98**	**428.02**	**935.03**
Add: Other Income (not allocable)	9.63	4.67	5.59	14.30	11.78	34.56
Less: Finance Costs (not allocable)	46.48	45.86	47.55	92.34	90.83	192.46
Less: Depreciation and Amortization Expense (not allocable)	127.31	95.01	89.24	222.32	188.82	359.95
Add: Exceptional Item: Additional Depreciation due to change in estimates (not allocable)	-	-	-	-	-	(1,152.72)
Profit after Exceptional Item before Tax	**149.50**	**76.12**	**84.71**	**225.62**	**160.15**	**(735.54)**

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 14th February, 2014 and have undergone "Limited Review" by the Statutory Auditors of the Company.
2. The Company had adopted July 1 to June 30 Financial Year as its accounting practice. The Companies Act 2013 has now prescribed a uniform Financial Year ending March 31 for all Indian Companies. The Company's Board of Directors has, therefore, decided to end the current financial year on March 31, 2014 (instead of June 30, 2014). Therefore, the current financial year will be for a period of nine months up to March 31, 2014. Subsequent financial years shall commence on April 1 and conclude on March 31.
3. The Company has chosen to early adopt Accounting Standard (AS) 30-Financial Instruments: Recognition and Measurement effective 1 July 2013 along with consequential revisions to other Accounting Standards as have been announced by the Institute of Chartered Accountants of India.
4. Tax Expense includes provision for current tax and deferred tax.
5. Previous quarter / year's figures are regrouped wherever necessary.
6. The Unaudited Unconsolidated statement of assets and liabilities is as under:

(In ₹ Crores)

Sr No		Particulars	As at 31.12.13	AS at 30.06.13	AS at 31.12.12
A		EQUITY AND LIABILITIES			
1		**Shareholders' Funds**			
	(a)	Share Capital	161.33	161.33	161.33
	(b)	Reserves & Surplus	2,597.96	2,383.50	2,386.50
		Sub-Total Shareholder's funds	**2,759.29**	**2,544.83**	**2,547.83**
2		**Non-Current Liabilities**			
	(a)	Long –term borrowings	2,251.20	2,043.98	1,912.88
	(b)	Deferred Tax Liabilities (net)	49.51	49.51	49.19
	(c)	Other Long Term Liabilities	304.45	279.98	-
	(d)	Long Term Provisions	14.34	15.65	16.67
		Sub-Total Non – Current liabilities	**2,619.50**	**2,389.12**	**1,978.74**
3		**Current Liabilities**			
	(a)	Short Term Borrowings	261.55	140.59	417.54
	(b)	Trade Payables	127.78	102.74	30.97
	(c)	Other Current Liabilities	324.31	326.88	290.82
	(d)	Short Term Provisions	16.81	76.13	45.24
		Sub-Total – Current liabilities	**730.45**	**646.34**	**784.57**
		TOTAL –EQUITY AND LIABILITIES	**6,109.24**	**5,580.29**	**5,311.14**
B		ASSETS			
1		**Non-Current Assets**			
	(a)	Fixed Assets			
		Tangible Assets	4,089.15	4,140.71	2,627.84
		Intangible Assets	357.13	303.61	390.29
		Capital Work in Progress	268.99	19.60	608.30
	(b)	Non-Current Investment	655.35	653.70	784.79
	(c)	Long Term Loans & Advances	12.12	13.94	50.18
	(d)	Other Non-Current Assets	21.62	33.82	8.51
		Sub-total Non-current Assets	**5,403.37**	**5,165.38**	**4,469.91**
2		**Current Assets**			
		Current investment	1.83	1.20	-
		Trade Receivable	461.19	261.38	436.07
		Cash & Bank Balances	63.06	18.84	31.92
		Short Term Loans & Advances	168.16	132.16	359.46
		Other Current Assets	11.63	1.33	13.78
		Sub-Total Current Assets	**705.87**	**414.91**	**841.23**
		TOTAL-ASSETS	**6,109.24**	**5,580.29**	**5,311.14**

Place : Mumbai
Date : 14th February 2014

Kamal K Singh
Chairman & Managing Director

WALKER, CHANDIOK & CO. MUMBAI CHARTERED ACCOUNTANTS

FOR ROLTA INDIA LIMITED

Certified True Copy

Authorised Signatories

Walker, Chandiok & Co

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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 31 December 2013 and the year to date results for the period 1 July 2013 to 31 December 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 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 (as amended) as per the Companies Act, 1956, read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs 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.



4. The review of unaudited consolidated financial results for the three months period ended 30 September 2013, included in the Statement was carried out and reported by S.M. Kapoor and Co., Chartered Accountants vide their unqualified review report dated 24 October 2013 whose review report has been furnished to us and which have been relied upon by us for the purpose of our review of the Statement. Our review report is not qualified in respect of this matter.

For **Walker, Chandiok & Co**
Chartered Accountants
Firm Registration No: 001076N

per **Khushroo B. Panthaky**
Partner
Membership No: F – 42423

Place: Mumbai
Date: 14 February 2014

Walker, Chandiok & Co

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For **Walker, Chandiok & Co**
Chartered Accountants
Firm Registration No: 001076N

per **Khushroo B. Panthaky**
Partner
Membership No: F – 42423

Place: Mumbai
Date: 14 February 2014

ANNEXURE - D

Press Note

Friday, February 14, 2014

Rolta's Q2-FY-14 Consolidated Revenue Grows 20.9% and Net Profit 6.2% Q-o-Q

Mumbai – Rolta India Limited, a leading provider of innovative IT solutions for many vertical segments, including Federal and State Governments, Defence and Homeland Security, Utilities, Process, Power, Banking and Insurance, today announced unaudited financial results for quarter ended December 31, 2013 (Q2 FY-14).

FINANCIAL HIGHLIGHTS

- Consolidated Revenue for Q2 FY-14 at Rs.759.17 cr (Rs.7.59 Billion) against Rs. 627.77 cr (Rs. 6.28 Billion) in Q1 FY-14, registering a Q-o-Q growth of 20.9% and Y-o-Y growth of 44.2%.
- Consolidated EBITDA for Q2 FY-14 at Rs. 285.06 cr (Rs. 2.85 Billion) against Rs. 239.34 cr (Rs. 2.39 Billion) in Q1 FY-14, registering a Q-o-Q growth of 19.1% and Y-o-Y growth of 32.5%.
- Consolidated Profit after Tax for Q2 FY-14 at Rs. 74.61 cr (Rs. 0.75 Billion) against Rs. 70.26 cr (Rs. 0.70 Billion) in Q1 FY-14, registering a Q-o-Q growth of 6.2% and Y-o-Y growth of 6.0%.
- Consolidated Revenue for six months FY-14 at Rs. 1,386.94 cr (Rs.13.87 Billion) against Rs. 996.62 cr (Rs. 9.97 Billion) in FY-13, registering a Y-o-Y growth of 39.2%.
- Consolidated EBITDA for six months FY-14 at Rs. 524.40 cr (Rs. 5.24 Billion) against Rs. 427.69 cr (Rs. 4.28 Billion) in FY-13, registering a Y-o-Y growth of 22.6%.
- Consolidated Profit after Tax for six months FY-14 at Rs. 144.87 cr (Rs. 1.45 Billion) against Rs. 133.60 cr (Rs. 1.34 Billion) in FY-13, registering a Y-o-Y growth of 8.4%.
- The Company had adopted July 1 to June 30 Financial Year as its accounting practice. The Companies Act 2013 has now prescribed a uniform Financial Year ending March 31 for all Indian Companies. The Company's Board of Directors has, therefore, decided to end the current financial year on March 31, 2014 (instead of June 30, 2014). Therefore, the current financial year will be for a period of nine months up to March 31, 2014. Subsequent financial years shall commence on April 1 and conclude on March 31.

Commenting on the results, Mr. K. K. Singh, Chairman and Managing Director said, "We are very pleased with the progress we are making in monetizing our investments in creating an IP-led business. We are now getting much larger orders, including repeat business from existing customers. These represent an expansion of the Company's footprint within customers' IT landscape, and include IP and annuity revenues, with on-going engagements for managed services."

CORPORATE HIGHLIGHTS

The Company announced that its Promoters increased their share holding in the Company from around 40% to over 50% through creeping acquisitions over the last three years. The Promoters continue to increase their holdings further through creeping acquisitions in line with SEBI guidelines. This is evidence of the confidence that the Promoters have in the business model of the Company, the superiority of its offerings, and the growth potential of the Company.

Rolta's products and solutions are receiving increasing attention from industry analysts. Rolta OneView™ was positioned by NASSCOM/Frost & Sullivan in the top right "Exemplars" quadrant in their Product Excellence Matrix ("PEM") for Analytics products in their report published in November 2013. Exemplars are defined as: "...vendors that have a well-defined growth strategy and successful execution plan". In a second PEM that reflects the market focus from "narrow" to "wide", and level of maturity in the market from "entry" level to "established", Rolta OneView™ was once again placed in the top right quadrant, conveying that it is an established product with wide applicability in many vertical segments.

Rolta's strategic partnership with SAP announced in this quarter is a noteworthy development not only because it is another testimonial of the Company's differentiated offerings for Business Intelligence (BI), Big Data and Analytics, but also for the scope of the alliance. Under the agreement, Rolta will provide customers across the world with cutting-edge solutions designed to exploit the power of SAP technology

by combining Rolta's products with almost the complete database and technology portfolio offered by SAP. This effectively enables Rolta to sell SAP products cost-effectively, bundled with its own IP anywhere across the world without having to depend on SAP's distribution channels.

On the other hand, Rolta is working with SAP to have Rolta OneView™ included in their "Preferred Partner Solution" program as a precursor to its inclusion in the SAP global price-book. This will enable SAP's global sales force to sell the Rolta solution, which will dramatically increase the market penetration of Rolta OneView™ as it will reach SAP's 250,000+ customers.

Rolta has transformed its data center to a world-class private Cloud infrastructure with 100% virtualization. Besides providing scalability and agility to Rolta's own organization, it is also used for delivering Rolta solutions and IP on the Cloud. Rolta is working to make Rolta OneView™ and its many other solutions available on SaaS (software as a service) model by leveraging Rolta GeoCloud™.

OPERATIONAL HIGHLIGHTS

Rolta continues to win projects in the areas of Geospatial, Engineering, IT and Defence & Security, even more so when it is able to combine its strengths in these areas. This is true for all geographical regions, vindicating Rolta's strategy of offering preconfigured but customized solutions that leverage Rolta's deep domain knowledge, its intellectual property, IT expertise and industry focus. Rolta has strengthened its position in significant industry segments like Banking, Finance, Insurance, Manufacturing, Retail and Healthcare, apart from the traditional Rolta segments like, Oil & Gas, Utilities, Government, Infrastructure, and Defense & Security, where it remains strong. The pipeline is, therefore, steadily undergoing a qualitative improvement, with larger, more sophisticated projects and greater contribution from Rolta IP.

Defense and Homeland Security:

In the Defence and Homeland Security (HLS) sector, the Company has continued to strengthen its leadership.

For example, Rolta is one of the few companies who have been invited to respond to the largest C2 defence 'Make India' program being undertaken by the Indian Army (estimated to be worth over Rs. 30,000 Crores / $ 5.0 Bn). With its incumbent software provider status, state-of-the-art indigenous GIS and C2 software that has been deployed and proven operationally at various field formations and cutting-edge communication solutions, Rolta is in an exceptional position to address this project. In fact, some of the world's leading defence contractors have approached Rolta to not only partner the Company for this program but to also source Rolta software and solutions for their global projects.

Major HLS organizations have continued to repose confidence in Rolta's offerings with even more police forces in different cities/states, like Mumbai, Chandigarh, UP and Maharashtra finalizing on the Company's sophisticated solutions.

Enterprise Geospatial and Engineering Solutions:

Rolta continues to win projects for Engineering Information Management from various verticals within the process industry. These include assignments for as-built modeling to create repositories of validated data that serve as the foundation for enterprise level BI and Analytics.

Similarly, the Company continues to make significant inroads with its geospatial solutions. The Company won a prestigious $25M+ project for 3D city modeling from Abu Dhabi City Municipality. This is an ambitious project designed to fulfill the challenges of sophisticated analysis and simulation for town planning, infrastructure development, environmental management, homeland security and emergency response. Rolta will leverage its Geospatial Fusion™ solution framework and various special-purpose software tools.

Rolta is seeing increased traction in the area of 3D modeling, with focus shifting towards building a mapping infrastructure that can help to improve citizen services, including safety and security. There are many municipal and government bodies actively pursuing similar approaches. In fact, Rolta has already received another order for 3D City modeling in Saudi valued at $4M+. Similarly, another example is an innovative solution for a 3D Soil Mapping system built on the Rolta Geospatial Fusion™ platform in Dubai,

which incorporates predictive analytics and 3D visualization capabilities. As an early mover in this complex field with a proven track record, Rolta is well placed to get significant business from other customers in in this specialized segment worth hundreds of millions dollars.

Rolta won a prestigious contract from Saudi's General Commission for Survey valued at over $2.2 M for developing a geospatial web-based fully bilingual portal for distribution of spatial data to various stake-holders. The Company deployed Rolta Geospatial Fusion™ framework, which will now be leveraged to also provide executive dashboards for business and spatial analytics.

Business Intelligence, Big Data and Analytics

Rolta has achieved a position of eminence in BI and Big data Analytics with some prestigious wins. This is an area of IT that is rated as the top priority for CIOs and is attracting big investments. With some very unique IP that has received industry acclaim, such as Rolta OneView™, Rolta iPerspective™, Rolta GeoBI™, and many other suites, Rolta offers innovative approaches to implementing BI and Analytics. For example, Rolta has architected and developed a Big Data Analytics solution with Rolta OneView™ and SAP HANA for asset integrity and performance management for a large process manufacturing company with multiple production sites across the world.

Rolta is experiencing very good traction for its differentiated BI and Analytics solutions in various geographies and many vertical segments. For example, the Company is leveraging Rolta GeoBI™ framework to deliver a location-aware analytics solution for a major Electric Utility company in the US. For a US company in the Healthcare vertical, Rolta is implementing an Enterprise-level BI solution. For a major chemical company in Qatar, Rolta was engaged to define their BI and Big data Analytics solution for an ambitious enterprise-wide project. A similar project has also been awarded by an Oil company in Oman.

IT Consulting and Managed Services

Rolta continues to expand its Consulting & Managed Services engagements, thereby increasing annuity revenues from long-term contracts. An example of success in this practice area is a customer in the US who has entrusted on-going management of their mission-critical SAP ERP implementation which supports transactions pertaining to over 5 million products in their portfolio.

Similarly, many other customers have retained Rolta to manage their complex IT Infrastructure, databases and enterprise applications. Examples include customers in the Oil & Gas, Utilities, Retail and Manufacturing sectors. In all cases, Rolta leverages its IP and domain expertise.

In India, Rolta has won a prestigious World Bank funded contract from Bihar Rural Livelihoods Promotion Society for delivering a micro-financing solution. Rolta e-Governance™ Solution is being implemented on Oracles ERP platform. Such projects are expected to be replicated by 24 States with WB funding.

About Rolta: Rolta is a leading provider of innovative IT solutions for many vertical segments, including Federal and State Governments, Defense/HLS, Utilities, Process, Power, Financial Services, Manufacturing, Retail, and Healthcare. By uniquely combining its expertise in the IT, Engineering and Geospatial domains, Rolta develops exceptional solutions for these segments. The Company leverages its industry-specific know-how, rich repository of intellectual property that spans photogrammetry, image processing, geospatial applications, business intelligence, analytics, field-proven solution frameworks, and deep expertise in cutting-edge technologies like Geo BI, Analytics, Cloud computing, Software Defined Infrastructure and Big Data for providing sophisticated enterprise-level integrated solutions. Rolta is a multinational organization headquartered in India. The Company operates from 40 locations worldwide through its subsidiaries, and has executed projects in over 45 countries. The Company benchmarks its quality processes to the world's best standards, like successful assessment for Software Application Development and Maintenance at the highest Level 5 of SEI's CMMI® version 1.3. Rolta is listed on the Bombay Stock Exchange & National Stock Exchange, and forms part of various indices on BSE/NSE in India. The Company's GDRs are listed on the Main Board of London Stock Exchange. The Company's 'Senior Notes' are listed on Singapore Stock Exchange.

For additional information please visit www.rolta.com, or contact:

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Disclaimer: This press release includes statements that are not historical in nature and that may be characterized as "forward-looking statements", including those related to future financial and operating results, benefits and synergies of the Company's brands and strategies, future opportunities and the growth of the market for open source solutions. You should be aware that Rolta's actual results could differ materially from those contained in the forward-looking statements, which are based on current expectations of Rolta management and are subject to a number of risks and uncertainties, including, but not limited to, Rolta's ability to integrate acquired operations and employees, Rolta's success in executing its strategies, Rolta's ability to take a competitive position in the industry, business conditions and the general economy, market opportunities, potential new business strategies, competitive factors, sales and marketing execution, shifts in technologies or market demand, and any other factors. The Company may make additional written and oral forward-looking statements but do not undertake, and disclaim any obligation, to update them.