ROLTA

August 14, 2015

To,	To,
Bombay Stock Exchange Limited (BSE)	**National Stock Exchange of India Limited**
Listing Department,	"Exchange Plaza"
P J Towers, Dalal Street,	Bandra Kurla Complex
Mumbai - 400 001.	Bandra (E) Mumbai – 400 051.
Fax. No. 22723121 /22722037 /2272	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. August 14, 2015, has approved the Unaudited Consolidated and Standalone Financial Results of the Company for the Quarter ended June 30, 2015 after review and recommendations of the same by the Audit Committee at their meeting held today i.e. August 14, 2015 prior to the Board Meeting. Accordingly, we are enclosing herewith the following:

1) Unaudited Consolidated Financial Results for the Quarter ended June 30, 2015;
2) Limited Review Report for the Unaudited Consolidated Financial Results for the Quarter ended June 30, 2015 submitted by M/s. Walker Chandiok & Co. LLP, Statutory Auditors of the Company;
3) Unaudited Standalone Financial Results for the Quarter ended June 30, 2015;
4) Limited Review Report for the Unaudited Standalone Financial Results for the Quarter ended June 30, 2015 submitted by M/s. Walker Chandiok & Co. LLP, 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)
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Indiabulls Finance Centre
S B Marg, Elphinstone (W)
Mumbai 400013
India

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Review Report

To the Board of Directors of Rolta India Limited

1. We have reviewed the accompanying statement of standalone unaudited financial results ('the Statement') of Rolta India Limited ('the Company') for the quarter ended June 30, 2015, 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 specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) 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

per **Adi P. Sethna**
Partner
Membership No. 108840

Place : Mumbai
Date : August 14, 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 ENDED JUNE 30, 2015

(In ₹ Crores)

PART I

Sr. No	Particulars	Quarter ended 30.06.15 (Unaudited)	Quarter ended 31.03.15 (Ref. note no.2)	Quarter ended 30.06.14 (Unaudited)	Year ended 31.03.15 (Audited)
1	Net Sales/Income from Operations	448.35	486.95	400.54	1,871.50
	Total Income from operations	**448.35**	**486.95**	**400.54**	**1,871.50**
2	**Expenses**				
	a. Cost of materials & technical subcontractors	26.08	20.52	17.13	103.46
	b. Employee benefits expense	60.95	61.22	56.79	243.06
	c. Depreciation and amortization expense	161.11	170.44	143.51	614.26
	d. Other expenses	50.26	52.91	33.41	181.46
	Total Expenses	**298.40**	**305.09**	**250.84**	**1,142.24**
3	**Profit from operations before other income, finance costs and exceptional items (1 - 2)**	**149.95**	**181.86**	**149.70**	**729.26**
4	Other income	33.87	1.27	2.23	17.42
5	**Profit/(Loss) before finance costs and exceptional items (3 + 4)**	**183.82**	**183.13**	**151.93**	**746.68**
6	Finance costs	17.03	43.92	45.80	133.20
7	**Profit / (Loss) before exceptional items and tax (5 – 6)**	**166.79**	**139.21**	**106.13**	**613.48**
8	**Exceptional Item:**				
	Profit on Sale of Investment	--	--	125.45	134.10
9	**Profit/(Loss) after exceptional item before tax (7 - 8)**	**166.79**	**139.21**	**231.58**	**747.58**
10	Tax expense	--	6.47	6.70	31.06
11	**Net Profit/(Loss) after exceptional item and tax (9 – 10)**	**166.79**	**132.74**	**224.88**	**716.52**
12	Paid-up Equity Share Capital (F.V. ₹ 10/- each)	161.33	161.33	161.33	161.33
13	**Reserves excluding Revaluation Reserves**				**2,631.95**
14.i	**Earnings Per Share before Exceptional Item** (of ₹ 10/-each)				
	Basic EPS (in ₹) (not annualised)	10.3	8.2	6.2	36.1
	Diluted EPS (in ₹) (not annualised)	9.9	7.9	5.9	34.6
14.ii	**Earnings Per Share after Exceptional Item** (of ₹ 10/-each)				
	Basic EPS (in ₹) (not annualised)	10.3	8.2	13.9	44.4
	Diluted EPS (in ₹) (not annualised)	9.9	7.9	13.4	42.5

PART II SELECT INFORMATION FOR THE QUARTER ENDED JUNE 30, 2015

Sr. No	Particulars	Quarter ended 30.06.15	Quarter ended 31.03.15	Quarter ended 30.06.14	Year ended 31.03.15
A	**PARTICULARS OF SHAREHOLDING**				
1	**Total Public Shareholding**				
	Number of Shares	78,479,917	78,683,798	79,585,798	78,683,798
	Percentage of Shareholding	48.65	48.77	49.33	48.77
2	**Promoters and Promoter Group Shareholding**				
	a) Pledged/Encumbered				
	Number Of Shares	14,500,000	10,000,000	12,500,000	10,000,000
	Percentage of shares (as a % of the total Shareholding of promoter and promoter group)	17.50	12.10	15.29	12.10
	Percentage of shares (as a % of the total Share Capital of the company)	8.99	6.20	7.75	6.20
	b) Non-encumbered				
	Number Of Shares	68,349,179	72,645,298	69,243,298	72,645,298
	Percentage of shares (as a % of the total Shareholding of promoter and promoter group)	82.50	87.90	84.71	87.90
	Percentage of shares (as a % of the total Share Capital of the company)	42.36	45.03	42.92	45.03

B	INVESTOR COMPLAINTS FOR THE QUARTER ENDED JUNE 30, 2015			
	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	337	337	NIL

SEGMENT-WISE REVENUE AND RESULTS FOR THE QUARTER ENDED JUNE 30, 2015

(In ₹ Crores)

PARTICULARS	Quarter ended 30.06.15 (Unaudited)	Quarter ended 31.03.15 (Ref. note no.2)	Quarter ended 30.06.14 (Unaudited)	Year ended 31.03.15 (Audited)
Segment Revenue				
Enterprise Geospatial & Engineering Solutions (EGES)	160.44	209.95	192.62	842.30
System Integration & Enterprise IT Solutions (EITS)	287.91	277.00	207.92	1,029.20
Less: Inter segment revenue	--	--	--	--
Net revenue from operations	**448.35**	**486.95**	**400.54**	**1,871.50**
Segment Profit/(loss) before Depreciation and amortization expenses, other income, finance cost, exceptional items and tax				
Enterprise Geospatial & Engineering Solutions (EGES)	143.50	136.85	136.04	585.20
System Integration & Enterprise IT Solutions (EITS)	167.56	215.45	157.17	758.32
TOTAL	**311.06**	**352.30**	**293.21**	**1,343.52**
Add: Other Income (Un allocable)	33.87	1.27	2.23	17.42
Less: Finance Costs (Un allocable)	17.03	43.92	45.80	133.20
Less: Depreciation and Amortization Expense (Un allocable)	161.11	170.44	143.51	614.26
Exceptional Item:				
Add: Profit on sale of investment	--	--	125.45	134.10
Profit/(Loss) after exceptional item before tax	**166.79**	**139.21**	**231.58**	**747.58**

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 14th August 2015 and have undergone "Limited Review" by Statutory Auditors of the company.
2. The figures of last quarters ended on March 31, 2015 are the balancing figures between audited figures in respect of the years ended March 31, 2015 and the unaudited year to date figures for the period ended December 31, 2014 which were subject to limited review by the auditors of the company.
3. Tax Expense includes provision for current tax and deferred tax.
4. Other Income includes amount aggregating ₹ 26.45 Cr. on account of waiver of interest expenses pertaining to previous year.
5. Previous period figures are regrouped/rearranged wherever necessary.
6. In accordance with "Green Initiative in Corporate Governance" by the Ministry of Corporate Affairs, Company will be sending future communications through electronic mode. All those members who have not got their email id recorded or updated with the company or with the depository are requested to register their e-mail address and changes therein with company/depository as the case may be.

Place : Mumbai
Date : 14th August 2015

Kamal K Singh
Chairman & Managing Director

WALKER CHANDIOK & Co LLP CHARTERED ACCOUNTANTS MUMBAI

Certified True Copy
For ROLTA INDIA LIMITED

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

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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 June 30, 2015, 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

per **Adi P. Sethna**
Partner
Membership No. 108840

Place : Mumbai
Date : August 14, 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
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UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2015

(In ₹ Crores)

PART I

Sr. No	Particulars	Quarter ended 30.06.15 (Unaudited)	Quarter ended 31.03.15 (Ref. note no.6)	Quarter ended 30.06.14 (Unaudited)	Year ended 31.03.15 (Audited)
1	Net Sales/Income from Operations	983.40	946.14	881.28	3,679.46
	Total Income from operations	**983.40**	**946.14**	**881.28**	**3,679.46**
2	**Expenses**				
	a. Cost of materials & technical subcontractors	402.52	360.14	330.73	1,288.50
	b. Employee benefits expense	193.62	184.61	190.98	790.99
	c. Depreciation and amortization expense	163.65	172.14	144.65	622.00
	d. Other expenses	79.75	90.79	63.50	323.35
	Total Expenses	**839.54**	**807.68**	**729.86**	**3,024.84**
3	**Profit from operations before other income, finance costs and exceptional items (1 - 2)**	**143.86**	**138.46**	**151.42**	**654.62**
4	Other income	7.77	9.70	7.33	30.72
5	**Profit/(Loss) before finance costs and exceptional items (3 + 4)**	**151.63**	**148.16**	**158.75**	**685.34**
6	Finance costs	108.15	102.02	89.85	401.34
7	**Profit / (Loss) before exceptional items and tax (5 – 6)**	**43.48**	**46.14**	**68.90**	**284.00**
8	**Exceptional Item:**	--	--	--	--
9	**Profit/(Loss) after exceptional item before tax (7 - 8)**	**43.48**	**46.14**	**68.90**	**284.00**
10	Tax expense	2.76	10.13	7.10	38.83
11	**Net Profit/(Loss) after exceptional item and tax (9 – 10)**	**40.72**	**36.01**	**61.80**	**245.17**
12	Add/(Less) Minority Share in Loss/(Profit)	--	--	--	--
13	**Net Profit/(Loss) after tax, minority interest and exceptional item (11 + 12)**	**40.72**	**36.01**	**61.80**	**245.17**
14	Paid-up Equity Share Capital (F.V. ₹ 10/- each)	161.33	161.33	161.33	161.33
15	**Reserves excluding Revaluation Reserves**	--	--	--	**1,395.88**
16.i	**Earnings Per Share before Exceptional Item** (of ₹ 10/-each)				
	Basic EPS (in ₹) (not annualised)	2.5	2.2	3.8	15.2
	Diluted EPS (in ₹) (not annualised)	2.4	2.1	3.7	14.3
16.ii	**Earnings Per Share after Exceptional Item** (of ₹ 10/-each)				
	Basic EPS (in ₹) (not annualised)	2.5	2.2	3.8	15.2
	Diluted EPS (in ₹) (not annualised)	2.4	2.1	3.7	14.3

PART II SELECT INFORMATION FOR THE QUARTER ENDED JUNE 30, 2015

Sr. No	Particulars	Quarter ended 30.06.15	Quarter ended 31.03.15	Quarter ended 30.06.14	Year ended 31.03.15
A	**PARTICULARS OF SHAREHOLDING**				
1	**Total Public Shareholding**				
	Number of Shares	78,479,917	78,683,798	79,585,798	78,683,798
	Percentage of Shareholding	48.65	48.77	49.33	48.77
2	**Promoters and Promoter Group Shareholding**				
	a) Pledged/Encumbered				
	Number Of Shares	14,500,000	10,000,000	12,500,000	10,000,000
	Percentage of shares (as a % of the total Shareholding of promoter and promoter group)	17.50	12.10	15.29	12.10
	Percentage of shares (as a % of the total Share Capital of the company)	8.99	6.20	7.75	6.20
	b) Non-encumbered				
	Number Of Shares	68,349,179	72,645,298	69,243,298	72,645,298
	Percentage of shares (as a % of the total Shareholding of promoter and promoter group)	82.50	87.90	84.71	87.90
	Percentage of shares (as a % of the total Share Capital of the company)	42.36	45.03	42.92	45.03

B	INVESTOR COMPLAINTS FOR THE QUARTER ENDED JUNE 30, 2015			
	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	337	337	NIL

SEGMENT-WISE REVENUE AND RESULTS FOR THE QUARTER ENDED JUNE 30, 2015

(In ₹ Crores)

PARTICULARS	Quarter ended 30.06.15 (Unaudited)	Quarter ended 31.03.15 (Ref. note no.6)	Quarter ended 30.06.14 (Unaudited)	Year ended 31.03.15 (Audited)
Segment Revenue				
Enterprise Geospatial & Engineering Solutions (EGES)	192.06	221.93	246.38	983.67
System Integration & Enterprise IT Solutions (EITS)	791.34	724.21	634.90	2,695.79
Less: Inter segment revenue	--	--	--	--
Net revenue from operations	**983.40**	**946.14**	**881.28**	**3,679.46**
Segment Profit/(loss) before Depreciation and amortization expenses, other income, finance cost, exceptional items and tax				
Enterprise Geospatial & Engineering Solutions (EGES)	148.43	160.29	138.46	590.76
System Integration & Enterprise IT Solutions (EITS)	159.08	150.31	157.61	685.86
TOTAL	**307.51**	**310.60**	**296.07**	**1,276.62**
Add: Other Income (Un allocable)	7.77	9.70	7.33	30.72
Less: Finance Costs (Un allocable)	108.15	102.02	89.85	401.34
Less: Depreciation and Amortization Expense (Un allocable)	163.65	172.14	144.65	622.00
Profit/(Loss) after exceptional item before tax	**43.48**	**46.14**	**68.90**	**284.00**

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 14th August 2015 and have undergone "Limited Review" by Statutory Auditors of the company.
2. Consolidated Revenue for Q1 FY-16 at ₹ 983.40 Cr. against ₹ 946.14 Cr in Q4 FY-15, registering a Q-o-Q growth of 3.9 %.
3. Consolidated EBITDA for Q1 FY-16 at ₹ 307.51 Cr. against ₹ 310.60 Cr in Q4 FY-15, registering a Q-o-Q decline of 1.0 %.
4. Consolidated Net Profit after exceptional items and tax for Q1 FY-16 at ₹ 40.72 Cr. against ₹ 36.01 Cr in Q4 FY-15, registering a Q-o-Q growth of 13.1 %.
5. 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 Q1 F.Y.16 is ₹ 448.35 Cr, ₹ 166.79 Cr and ₹ 166.79 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.
6. The figures of last quarters ended on March 31, 2015 are the balancing figures between audited figures in respect of the years ended March 31, 2015 and the unaudited year to date figures for the period ended December 31, 2014 which were subject to limited review by the auditors of the company.
7. Tax Expense includes provision for current tax and deferred tax.
8. Previous period figures are regrouped/rearranged wherever necessary.
9. In accordance with "Green Initiative in Corporate Governance" by the Ministry of Corporate Affairs, Company will be sending future communications through electronic mode. All those members who have not got their email id recorded or updated with the company or with the depository are requested to register their e-mail address and changes therein with company/depository as the case may be.

Place : Mumbai
Date : 14th August 2015

WALKER CHANDIOK & Co LLP CHARTERED ACCOUNTANTS MUMBAI

Certified True Copy
For ROLTA INDIA LIMITED
Authorised Signatory

Kamal K Singh
Chairman & Managing Director