ROLTA

February 12, 2016

To, **Bombay Stock Exchange Limited (BSE)** Listing Department, P J Towers, Dalal Street, Mumbai - 400 001. Fax. No. 22723121 /22722037 /2272	To, **National Stock Exchange of India Limited** "Exchange Plaza" Bandra Kurla Complex Bandra (E), Mumbai – 400 051. Fax. No. 26598237/38, 66418125 / 26

Dear Sir / Madam,

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

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 refereed as "Company")* at their meeting held today i.e. February 12, 2016, has approved the Unaudited Consolidated and Standalone Financial Results of the Company for the Quarter and Nine Months ended December 31, 2015 after review and recommendations of the same by the Audit Committee at their meeting held today i.e. February 12, 2016 prior to the Board Meeting. Accordingly, we are enclosing herewith the following:

1) Unaudited Consolidated Financial Results for the Quarter and Nine Months ended December 31, 2015;
2) Limited Review Report for the Unaudited Consolidated Financial Results for the Quarter and Nine Months ended December 31, 2015 submitted by M/s. Walker Chandiok & Co. LLP, Statutory Auditors of the Company;
3) Unaudited Standalone Financial Results for the Quarter and Nine Months ended December 31, 2015;
4) Limited Review Report for the Unaudited Standalone Financial Results for the Quarter and Nine Months ended December 31, 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

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 AND NINE MONTHS ENDED DECEMBER 31, 2015

(In ₹ Crores)

PART I

	Particulars	3 months ended 31.12.15	Preceding 3 Months ended 30.09.15	Corresponding 3 Months ended 31.12.14	Year to date figures for current period ended 31.12.15	Year to date figures for the previous period ended 31.12.14	Previous year ended 31.03.15
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Net Sales/Income from Operations	980.56	989.59	966.75	2,953.55	2,733.32	3,679.46
	Total Income from operations	**980.56**	**989.59**	**966.75**	**2,953.55**	**2,733.32**	**3,679.46**
2	**Expenses**						
	a. Cost of materials & technical subcontractors	387.88	379.10	324.87	1,169.50	928.36	1,288.50
	b. Employee benefits expense	193.39	213.57	212.17	600.58	606.38	790.99
	c. Depreciation and amortization expense	169.57	171.24	156.31	504.46	449.86	622.00
	d. Other expenses	78.86	73.70	84.89	232.31	232.56	323.35
	Total Expenses	**829.70**	**837.61**	**778.24**	**2,506.85**	**2,217.16**	**3,024.84**
3	**Profit/(Loss) from operations before other income, finance costs and exceptional items (1 - 2)**	**150.86**	**151.98**	**188.51**	**446.70**	**516.16**	**654.62**
4	Other income (Refer Note no. 2)	19.86	7.51	7.48	35.14	21.02	30.72
5	**Profit/(Loss) from ordinary activities before finance costs and exceptional items (3 + 4)**	**170.72**	**159.49**	**195.99**	**481.84**	**537.18**	**685.34**
6	Finance costs	123.75	115.71	106.31	347.61	299.32	401.34
7	**Profit / (Loss) from ordinary activities after finance cost but before exceptional items and tax (5 – 6)**	**46.97**	**43.78**	**89.68**	**134.23**	**237.86**	**284.00**
8	**Exceptional Item:**	--	--	--	--	--	--
9	**Profit/(Loss) from ordinary activities after exceptional item before tax (7 - 8)**	**46.97**	**43.78**	**89.68**	**134.23**	**237.86**	**284.00**
10	Tax expense	0.10	1.47	13.12	4.33	28.70	38.83
11	**Net Profit/(Loss) from ordinary activities after tax (9 -10)**	**46.87**	**42.31**	**76.56**	**129.90**	**209.16**	**245.17**
12	Extraordinary items (net of tax ₹ expenses Nil)	--	--	--	--	--	--
13	**Net Profit/(Loss) for the period (11+12)**	**46.87**	**42.31**	**76.56**	**129.90**	**209.16**	**245.17**
14	Share of Profit/(Loss) of associates	--	--	--	--	--	--
15	Minority Interest	--	--	--	--	--	--
16	**Net Profit/(Loss) after tax, minority interest and Share of profit / (loss) of associates (13+14+15)**	**46.87**	**42.31**	**76.56**	**129.90**	**209.16**	**245.17**
17	Paid-up Equity Share Capital (F.V. Rs.10/- each)	161.33	161.33	161.33	161.33	161.33	161.33
18	**Reserves excluding Revaluation Reserves**	--	--	--	--	--	**1,395.88**
19.i	**Earnings Per Share before Exceptional Item** (of ₹ 10/-each)						
	Basic EPS (in ₹) (not annualised)	2.9	2.6	4.7	8.1	13.0	15.2
	Diluted EPS (in ₹) (not annualised)	2.8	2.5	4.5	7.7	12.4	14.3
19.ii	**Earnings Per Share after Exceptional Item** (of ₹ 10/-each)						
	Basic EPS (in ₹) (not annualised)	2.9	2.6	4.7	8.1	13.0	15.2
	Diluted EPS (in ₹) (not annualised)	2.8	2.5	4.5	7.7	12.4	14.3

SEGMENT-WISE REVENUE, RESULTS AND CAPITAL EMPLOYED FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2015

(In ₹Crores)

Particulars	3 months ended 31.12.15	Previous 3 Months Ended 30.09.15	Corresponding 3 Months ended 31.12.14	Year to date figures for current period ended 31.12.15	Year to date figures for the previous period ended 31.12.14	Previous year ended 31.03.15
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
Segment Revenue						
Enterprise Geospatial & Engineering Solutions (EGES)	213.49	226.57	268.09	632.12	761.74	983.67
System Integration & Enterprise IT Solutions (EITS)	767.07	763.02	698.66	2,321.43	1,971.58	2,695.79
Less: Inter segment revenue	--	--	--	--	--	--
Net revenue from operations	**980.56**	**989.59**	**966.75**	**2,953.55**	**2,733.32**	**3,679.46**
Segment Profit/(loss) before Depreciation and amortization expenses, other income, finance cost, exceptional items and tax						
Enterprise Geospatial & Engineering Solutions (EGES)	133.93	150.86	146.69	433.22	430.47	590.76
System Integration & Enterprise IT Solutions (EITS)	186.50	172.36	198.13	517.94	535.55	685.86
TOTAL	**320.43**	**323.22**	**344.82**	**951.16**	**966.02**	**1,276.62**
Add: Other Income (Un allocable)	19.86	7.51	7.48	35.14	21.02	30.72
Less: Finance Costs (Un allocable)	123.75	115.71	106.31	347.61	299.32	401.34
Less: Depreciation and Amortization Expense (Un allocable)	169.57	171.24	156.31	504.46	449.86	622.00
Profit/(Loss) after exceptional item before tax	**46.97**	**43.78**	**89.68**	**134.23**	**237.86**	**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 12th February 2016 and have undergone "Limited Review" by Statutory Auditors of the Company.
2. Other Income for the quarter ended 31st December, 2015 include ₹ 15.44 Cr, being gain on repurchase of US $ 5,650,000 in principle 8.875% Senior Notes 2019, by M/s Rolta Americas LLC, USA, a wholly owned subsidiary company.
3. During the quarter, Company has transferred the "Defence Technology Businesses" as a going concern to its Wholly Owned Subsidiaries for a consideration of ₹ 2,024.01 Cr as valued by an independent valuer.
4. Tax Expense includes provision for current tax and deferred tax.
5. Previous period figures are regrouped/rearranged wherever necessary.

Place : Mumbai
Date : 12th February 2016

Kamal K Singh
Chairman & Managing Director

Walker Chandiok & Co LLP

Walker Chandiok & Co LLP
(Formerly Walker, Chandiok & Co)
16th Floor, Tower II
Indiabulls Finance Centre
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Review Report on Quarterly Consolidated Financial Results and Consolidated Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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 (the Company and its subsidiaries together referred to as "the Group") for the quarter ended 31 December 2015 and the year to date results for the period 1 April 2015 to 31 December 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 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 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 recognized accounting practices and policies has not disclosed the information required to be disclosed in terms 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 did not review the interim financial results of 2 subsidiaries, included in the Statement, whose interim financial results reflect total revenues (after eliminating intra-group transactions) of ₹NIL and ₹NIL for the quarter and period ended 31 December 2015, respectively, net loss after tax (after eliminating intra-group transactions) of ₹27.68 crores and ₹27.68 crores for the quarter and period ended 31 December 2015 respectively and total assets of ₹1,989.23 as at quarter ended 31 December 2015.These interim financial results have been reviewed by other auditors whose review report(s) has been furnished to us and our report in respect thereof is based solely on the review report(s) of such other auditors. Our review report is not qualified in respect of this matter.

For Walker Chandiok & Co LLP
(formerly Walker, Chandiok & Co)
Chartered Accountants
Firm Registration No: 001076N/N500013

per Khushroo B. Panthaky
Partner
Membership No. 42423

Place: Mumbai
Date: 12 February 2016

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 UNCONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2015

(In ₹ Crores)

PART I

Sr. No	Particulars	3 months ended 31.12.15	Preceding 3 Months ended 30.09.15	Corresponding 3 Months ended 31.12.14	Year to date figures for current period ended 31.12.15	Year to date figures for the previous period ended 31.12.14	Previous year ended 31.03.15
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Net Sales/Income from Operations	470.27	489.90	481.50	1,408.52	1,384.55	1,871.50
	Total Income from operations	**470.27**	**489.90**	**481.50**	**1,408.52**	**1,384.55**	**1,871.50**
2	**Expenses**						
	a. Cost of materials & technical subcontractors	27.22	25.41	9.95	78.71	82.94	103.46
	b. Employee benefits expense	53.37	70.49	62.19	184.81	181.84	243.06
	c. Depreciation and amortization expense	114.11	168.95	153.65	444.17	443.82	614.26
	d. Other expenses	43.43	43.94	53.92	137.63	128.55	181.46
	Total Expenses	**238.13**	**308.79**	**279.71**	**845.32**	**837.15**	**1,142.24**
3	**Profit from operations before other income, finance costs and exceptional items (1 - 2)**	**232.14**	**181.11**	**201.79**	**563.20**	**547.40**	**729.26**
4	Other income	4.00	6.83	7.74	44.70	16.15	17.42
5	**Profit/ (Loss) from ordinary activities before finance costs and exceptional item (3+4)**	**236.14**	**187.94**	**209.53**	**607.90**	**563.55**	**746.68**
6	Finance costs	26.40	22.66	17.45	66.09	89.28	133.20
7	**Profit / (Loss) from ordinary activities after finance cost before exceptional items and tax (5 – 6)**	**209.74**	**165.28**	**192.08**	**541.81**	**474.27**	**613.48**
8	**Exceptional Item:**						
	Loss on transfer of Business (Refer Note no. 2)	(653.56)	--	--	(653.56)	--	--
	Profit on Sale of Investment	--	--	8.65	--	134.10	134.10
9	**Profit/(Loss) from ordinary activities after exceptional item before tax (7 - 8)**	**(443.82)**	**165.28**	**200.73**	**(111.75)**	**608.37**	**747.58**
10	Tax expense	--	--	10.00	--	24.59	31.06
11	**Net Profit/(Loss) from ordinary activities after tax (9 – 10)**	**(443.82)**	**165.28**	**190.73**	**(111.75)**	**583.78**	**716.52**
12	Extraordinary items (net of tax ₹ expenses Nil)	--	--	--	--	--	--
13	**Net Profit / (Loss) for the period (11+12)**	**(443.82)**	**165.28**	**190.73**	**(111.75)**	**583.78**	**716.52**
14	Paid up Equity Share Capital (F.V. ₹ 10/- each)	161.33	161.33	161.33	161.33	161.33	161.33
15	**Reserves excluding Revaluation Reserves**						**2,631.95**
16.i	**Earnings Per Share before Exceptional Item** (of ₹10/-each)						
	Basic EPS (in ₹) (not annualised)	13.0	10.2	11.3	33.6	27.9	36.1
	Diluted EPS (in ₹) (not annualised)	12.4	9.8	10.8	32.0	26.7	34.6
16.ii	**Earnings Per Share after Exceptional Item** (of ₹10/-each)						
	Basic EPS (in ₹) (not annualised)	(27.5)	10.2	11.8	(6.9)	36.2	44.4
	Diluted EPS (in ₹) (not annualised)	(26.3)	9.8	11.3	(6.6)	34.6	42.5

SEGMENT-WISE REVENUE, RESULTS AND CAPITAL EMPLOYED FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2015

(In ₹Crores)

Particulars	3 months ended 31.12.15	Previous 3 Months Ended 30.09.15	Corresponding 3 Months ended 31.12.14	Year to date figures for current period ended 31.12.15	Year to date figures for the previous period ended 31.12.14	Previous year ended 31.03.15
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
Segment Revenue						
Enterprise Geospatial & Engineering Solutions (EGES)	190.93	182.04	220.68	533.41	632.35	842.30
System Integration & Enterprise IT Solutions (EITS)	279.34	307.86	260.82	875.11	752.20	1,029.20
Less: Inter segment revenue	--	--	--	--	--	--
Net revenue from operations	**470.27**	**489.90**	**481.50**	**1,408.52**	**1,384.55**	**1,871.50**
Segment Profit/(loss) before Depreciation and amortization expenses, other income, finance cost, exceptional items and tax						
Enterprise Geospatial & Engineering Solutions (EGES)	168.45	162.76	149.21	474.71	448.35	585.20
System Integration & Enterprise IT Solutions (EITS)	177.80	187.30	206.23	532.66	542.87	758.32
TOTAL	**346.25**	**350.06**	**355.44**	**1,007.37**	**991.22**	**1,343.52**
Add: Other Income (Un allocable)	4.00	6.83	7.74	44.70	16.15	17.42
Less: Finance Costs (Un allocable)	26.40	22.66	17.45	66.09	89.28	133.20
Less: Depreciation and Amortization Expense (Un allocable)	114.11	168.95	153.65	444.17	443.82	614.26
Exceptional Item:						
Less: Loss on Transfer of Business	653.56	--	--	653.56	--	--
Add: Profit on Sale of Investment	--	--	8.65	--	134.10	134.10
Profit/(Loss) after exceptional item before tax	**(443.82)**	**165.28**	**200.73**	**(111.75)**	**608.37**	**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 12th February 2016 and have undergone "Limited Review" by Statutory Auditors of the Company.
2. During the quarter, Company has transferred the "Defence Technology Businesses" as a going concern to its Wholly Owned Subsidiaries for a consideration of ₹ 2,024.01 Cr as valued by an independent valuer. The resultant loss on this transactions has been disclosed under "Exceptional item"
3. Tax Expense includes provision for current tax and deferred tax.
4. Previous period figures are regrouped/rearranged wherever necessary.

Place : Mumbai
Date : 12th February 2016

Kamal K Singh
Chairman & Managing Director

Walker Chandiok & Co LLP

Walker Chandiok & Co LLP
(Formerly Walker, Chandiok & Co)
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Review Report on Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors of Rolta India Limited

1. We have reviewed the accompanying statement of unaudited financial results ("the Statement") of Rolta India Limited ("the Company") for the quarter ended 31 December, 2015 and the year to date results for the period 1 April, 2015 to 31 December, 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 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 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.

For Walker Chandiok & Co LLP
(formerly Walker, Chandiok & Co)
Chartered Accountants
Firm Registration No: 001076N/N500013

per **Khushroo B. Panthaky**
Partner
Membership No. 42423

Place : Mumbai

Date : 12 February 2016