

# KHANDELWAL JAIN & CO.

CHARTERED ACCOUNTANTS

Website: [www.kjco.net](http://www.kjco.net) • E-mail: [kjco@vsnl.com](mailto:kjco@vsnl.com)

6-B, Pil Court, 6th Floor,  
111, M. Karve Road, Churchgate,  
Mumbai - 400 020.  
Tel.: (+91-22) 4311 5000  
Fax : 4311 5050

12-B, Baldota Bhavan, 5th Floor,  
117, M. Karve Road, Churchgate,  
Mumbai - 400 020.  
Tel.: (+91-22) 4311 6000  
Fax : 4311 6060

## LIMITED REVIEW REPORT

To,  
The Board of Directors,  
**Rolta India Limited**

1. We have reviewed the accompanying consolidated financial statement of **M/S. ROLTA INDIA LIMITED** for the quarter ended December 31, 2011, in which are incorporated the reviewed results of **M/s. ROLTA INDIA LIMITED** and its subsidiaries reviewed by us, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been reviewed by us. This Consolidated Financial Statement is the responsibility of the Management. Our responsibility is to issue a report on these financial statements based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accounts of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our notice that causes us to believe that accompanying statement of unaudited consolidated financial results, prepared in accordance with accounting standards and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For KHANDELWAL JAIN & CO.  
Chartered Accountants  
Firm Registration No. 105049W

(SHIVRATAN AGARWAL)  
PARTNER  
Membership No.104180



Place : Mumbai  
Date : February 03, 2012



# ROLTA INDIA LIMITED

Regd. Office : Rolta Tower A, Rolta Technology Park, MIDC, Andheri (East), Mumbai - 400 093 [www.rolta.com](http://www.rolta.com)

## UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED DECEMBER 31, 2011

(In ₹ Crores)

| Particulars  | Quarter Ended 31-12-11 (Unaudited) | Quarter Ended 30-09-11 (Unaudited) | Quarter Ended 31-12-10 (Unaudited) | 6 Month Period Ended 31-12-11 (Unaudited) | 6 Months Period Ended 31-12-10 (Unaudited) | Previous Accounting Year Ended 30.06.11 (Audited) |
|--|------------------------------------|------------------------------------|------------------------------------|---|--|---|
| Net Sales/Income from Operations   | 471.69                             | 485.85                             | 441.15                             | 957.54                                    | 868.73                                     | 1,805.62  |
| <b>Total Income</b>  | <b>471.69</b>                      | <b>485.85</b>                      | <b>441.15</b>                      | <b>957.54</b>                             | <b>868.73</b>                              | <b>1,805.62</b>                                   |
| <b>Expenditure</b>   |                                    |                                    |                                    |   |  |   |
| a. Inventory - (Increase) / Decrease   | --                                 | --                                 | --                                 | --  | 3.88                                       | 3.88  |
| b. Material / subcontract Cost   | 101.94                             | 110.69                             | 92.37                              | 212.63                                    | 170.01                                     | 365.44  |
| c. Staff Cost  | 135.51                             | 134.14                             | 131.50                             | 269.65                                    | 258.69                                     | 523.74  |
| d. Depreciation  | 101.04                             | 94.78                              | 80.58                              | 195.82                                    | 156.93                                     | 330.02  |
| e. Other Expenditure   | 44.40                              | 62.06                              | 43.36                              | 106.46                                    | 92.52                                      | 192.26  |
| <b>Total Expenditure</b>   | <b>382.89</b>                      | <b>401.67</b>                      | <b>347.81</b>                      | <b>784.56</b>                             | <b>682.03</b>                              | <b>1,415.34</b>                                   |
| <b>Profit From Operations Before Other Income ,Interest &amp; Exceptional Item</b>       | <b>88.80</b>                       | <b>84.18</b>                       | <b>93.34</b>                       | <b>172.98</b>                             | <b>186.70</b>                              | <b>390.28</b>                                     |
| Other Income   | 10.68                              | 8.17                               | 2.15                               | 18.85                                     | 7.67                                       | 30.78   |
| <b>Profit before Interest &amp; Exceptional Item</b>                                     | <b>99.48</b>                       | <b>92.35</b>                       | <b>95.49</b>                       | <b>191.83</b>                             | <b>194.37</b>                              | <b>421.06</b>                                     |
| Interest   | 24.20                              | 19.20                              | 14.99                              | 43.40                                     | 27.68                                      | 60.76   |
| <b>Profit / (Loss) before Exceptional Item &amp; Tax</b>                                 | <b>75.28</b>                       | <b>73.15</b>                       | <b>80.50</b>                       | <b>148.43</b>                             | <b>166.69</b>                              | <b>360.30</b>                                     |
| Exceptional Item :   |                                    |                                    |                                    |   |  |   |
| Profit on sale of investment in joint venture  | --                                 | --                                 | 103.65                             | --  | 103.65                                     | 103.65  |
| <b>Profit after Exceptional Item before Tax</b>  | <b>75.28</b>                       | <b>73.15</b>                       | <b>184.15</b>                      | <b>148.43</b>                             | <b>270.34</b>                              | <b>463.95</b>                                     |
| Provision for Taxation   | 10.14                              | 11.00                              | 30.02                              | 21.14                                     | 41.52                                      | 62.52   |
| <b>Net Profit after Exceptional Item &amp; Tax</b>                                       | <b>65.14</b>                       | <b>62.15</b>                       | <b>154.13</b>                      | <b>127.29</b>                             | <b>228.82</b>                              | <b>401.43</b>                                     |
| Add/(Less) Minority Share in Loss/(Profit)   | 0.02                               | 0.01                               | 0.05                               | 0.03                                      | 0.13                                       | 0.15  |
| <b>Net Profit After Tax, Minority Interest &amp; Exceptional Item</b>                    | <b>65.16</b>                       | <b>62.16</b>                       | <b>154.18</b>                      | <b>127.32</b>                             | <b>228.95</b>                              | <b>401.58</b>                                     |
| Paid-up Equity Share Capital (F.V. Rs.10/- each)   | 161.33                             | 161.33                             | 161.30                             | 161.33                                    | 161.30                                     | 161.33  |
| <b>Reserves excluding Revaluation Reserves</b>   |                                    |                                    |                                    |   |  | <b>1,739.46</b>                                   |
| <b>Earning Per Share before Exceptional Item</b>   |                                    |                                    |                                    |   |  |   |
| Basic EPS (in ₹)   | 4.0                                | 3.9                                | 4.8                                | 7.9                                       | 9.5  | 20.2  |
| Diluted EPS (in ₹)   | 4.0                                | 3.9                                | 4.8                                | 7.9                                       | 9.4  | 20.1  |
| <b>Earning Per Share after Exceptional Item</b>  |                                    |                                    |                                    |   |  |   |
| Basic EPS (in ₹)   | 4.0                                | 3.9                                | 9.6                                | 7.9                                       | 14.2                                       | 24.9  |
| Diluted EPS (in ₹)   | 4.0                                | 3.9                                | 9.5                                | 7.9                                       | 14.1                                       | 24.8  |
| <b>Total Public Shareholding</b>   |                                    |                                    |                                    |   |  |   |
| Number of Shares   | 916,23,169                         | 9,31,54,551                        | 9,36,97,951                        | 9,16,23,169                               | 9,36,97,951                                | 9,36,22,051                                       |
| Percentage of Shareholding   | 56.79                              | 57.74                              | 58.09                              | 56.79                                     | 58.09                                      | 58.03   |
| <b>Promoters and Promoter Group Shareholding</b>   |                                    |                                    |                                    |   |  |   |
| <b>a) Pledged/Encumbered</b>   |                                    |                                    |                                    |   |  |   |
| Number Of Shares   | 30,00,000                          | 75,00,000                          | 39,80,328                          | 30,00,000                                 | 39,80,328                                  | 38,00,000   |
| - Percentage of shares (as a % of the total shareholding of promoter and promoter group) | 4.30                               | 11.0                               | 5.89                               | 4.30                                      | 5.89                                       | 5.61  |
| - Percentage of shares (as a % of the total Share Capital of the company)                | 1.86                               | 4.65                               | 2.47                               | 1.86                                      | 2.47                                       | 2.36  |
| <b>b) Non-encumbered</b>   |                                    |                                    |                                    |   |  |   |
| Number Of Shares   | 6,67,05,927                        | 6,06,74,545                        | 6,36,21,717                        | 6,67,05,927                               | 6,36,21,717                                | 6,39,07,045                                       |
| - Percentage of shares (as a % of the total shareholding of promoter and promoter group) | 95.70                              | 89.00                              | 94.11                              | 95.70                                     | 94.11                                      | 94.39   |
| - Percentage of shares (as a % of the total Share Capital of the company)                | 41.35                              | 37.61                              | 39.44                              | 41.35                                     | 39.44                                      | 39.61   |

### Notes:

- The above results were reviewed by the Audit Committee and approved by the Board of Directors of the Company at its meeting held on 3rd February, 2012, and have undergone "Limited Review" by the Statutory Auditors of the Company.
- Consolidated Revenue for Q2 FY-12 at ₹ 471.69 crores against ₹ 485.85 crores in Q1 FY-12, registering a sequential decline of 2.9%.
- Consolidated EBITDA for Q2 FY-12 at ₹ 189.84 crores against ₹ 178.96 crores in Q1 FY-12, registering a sequential growth of 6.1%.
- Consolidated Net Profit for Q2 FY-12 at ₹ 65.16 crores against ₹ 62.16 crores in Q1 FY-12 registering a sequential growth of 4.8%. This is after providing forex losses of ₹ 13.40 crores in Q2 FY-12 as per revised AS 11 read with notification dated 29th December 2011.
- Consolidated Revenue for H1 FY-12 at ₹ 957.54 crores against ₹ 868.73 crores in H1 FY-11, registering a Y-o-Y growth of 10.2%.
- Consolidated EBITDA for H1 FY-12 at ₹ 368.80 crores against ₹ 343.63 crores in H1 FY-11, registering a Y-o-Y growth of 7.3%.
- Consolidated Profit after Tax for H1 FY-12 at ₹ 127.32 crores against ₹ 125.30 crores (Excluding exceptional item) in H1 FY-11, registering a Y-o-Y growth of 1.6%. This is after providing forex losses of ₹ 39.32 crores in H1 FY-12 as per revised AS 11 read with notification dated 29th December 2011.
- 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-12 is ₹ 387.15 Cr. and ₹ 85.85 Cr. respectively and for H1 FY-12 ₹ 787.35 Cr. and ₹ 166.63 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
- Provision for Taxation includes provision for current tax and deferred tax.
- There were 2 investor grievances at the beginning of the quarter ended 31st December, 2011. During the quarter, the Company received 3 grievances. 3 grievances were resolved and 2 are pending since these are subjudice.
- Previous quarter / year's figures are regrouped wherever necessary.
- The Unaudited Consolidated statement of assets and liabilities is as under:

(In ₹ Crores)

| Particulars   | Half Year ended |                 |
|---|-----------------|-----------------|
|   | As at 31.12.11  | As at 31.12.10  |
| <b>Shareholders' Funds</b>                                    |                 |                 |
| Share Capital   | 161.33          | 161.30          |
| Reserves & Surplus  | 1,834.95        | 1,661.56        |
| <b>Loan Funds</b>   |                 |                 |
| Secured Loans   | 1,090.82        | 748.29          |
| Unsecured Loan (FCCBs/FCLs)                                   | 774.80          | 547.03          |
| Deferred Tax Liability  | 46.67           | 45.47           |
| Minority Interest   | 0.23            | 0.13            |
| <b>Total</b>  | <b>3,908.80</b> | <b>3,163.78</b> |
| Fixed Assets (including CWIP)                                 | 2,629.96        | 2,021.43        |
| Goodwill  | 339.52          | 284.67          |
| Investments   | 63.92           | 32.11           |
| Foreign Currency Monetary Item Translation Difference Account | 70.92           | (3.19)          |
| Deferred Tax Assets   | 9.18            | 6.42            |
| <b>Current Assets, Loans And Advances</b>                     |                 |                 |
| a) Inventories  | --              | --              |
| b) Sundry Debtors   | 735.01          | 614.11          |
| c) Cash & Bank Balances                                       | 43.87           | 40.29           |
| d) Other Current Assets                                       | 12.18           | 136.53          |
| e) Loans & Advances   | 247.57          | 264.15          |
| Less : Current Liabilities And Provisions                     | 243.33          | 232.74          |
| <b>Net Current Assets</b>                                     | <b>795.30</b>   | <b>822.34</b>   |
| <b>Total</b>  | <b>3,908.80</b> | <b>3,163.78</b> |

## SEGMENT-WISE REVENUE AND RESULTS FOR THE QUARTER ENDED DECEMBER 31, 2011

(In ₹ Crores)

| PARTICULARS   | Quarter Ended 31-12-11 (Unaudited) | Quarter Ended 30-09-11 (Unaudited) | Quarter Ended 31-12-10 (Unaudited) | 6 Month Period Ended 31-12-11 (Unaudited) | 6 Months Period Ended 31-12-10 (Unaudited) | Previous Accounting Year Ended 30.06.11 (Audited) |
|---|------------------------------------|------------------------------------|------------------------------------|---|--|---|
| <b>Segment Revenue</b>                                    |                                    |                                    |                                    |   |  |   |
| Enterprise Geospatial and Defense Solutions (EGDS)        | 243.13                             | 260.18                             | 224.95                             | 503.31                                    | 440.33                                     | 939.45  |
| Enterprise Design and Operation Solutions (EDOS)          | 104.69                             | 104.32                             | 109.10                             | 209.01                                    | 217.26                                     | 420.81  |
| Enterprise IT Solutions (EITS)                            | 123.87                             | 121.35                             | 107.10                             | 245.22                                    | 211.14                                     | 445.36  |
| Less: Inter segment revenue                               | --                                 | --                                 | --                                 | --  | --   | --  |
| <b>Net revenue from operations</b>                        | <b>471.69</b>                      | <b>485.85</b>                      | <b>441.15</b>                      | <b>957.54</b>                             | <b>868.73</b>                              | <b>1,805.62</b>                                   |
| Segment Profit/(loss) before depreciation, Interest & Tax |                                    |                                    |                                    |   |  |   |
| Enterprise Geospatial and Defense Solutions (EGDS)        | 130.67                             | 127.69                             | 117.24                             | 258.36                                    | 231.13                                     | 496.68  |
| Enterprise Design and Operation Solutions (EDOS)          | 43.36                              | 37.78                              | 44.01                              | 81.14                                     | 87.49                                      | 170.01  |
| Enterprise IT Solutions (EITS)                            | 15.81                              | 13.49                              | 12.67                              | 29.30                                     | 25.01                                      | 53.61   |
| <b>TOTAL</b>  | <b>189.84</b>                      | <b>178.96</b>                      | <b>173.92</b>                      | <b>368.80</b>                             | <b>343.63</b>                              | <b>720.30</b>                                     |
| Add: Other Income (not allocable)                         | 10.68                              | 8.17                               | 2.15                               | 18.85                                     | 7.67                                       | 30.78   |
| Less: Interest (not allocable)                            | 24.20                              | 19.20                              | 14.99                              | 43.40                                     | 27.68                                      | 60.76   |
| Less: Depreciation (not allocable)                        | 101.04                             | 94.78                              | 80.58                              | 195.82                                    | 156.93                                     | 330.02  |
| <b>Total Profit before Exceptional Item &amp; Tax</b>     | <b>75.28</b>                       | <b>73.15</b>                       | <b>80.50</b>                       | <b>148.43</b>                             | <b>166.69</b>                              | <b>360.30</b>                                     |

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.

Place : Mumbai  
Date : 3rd February, 2012

**Kamal K Singh**  
Chairman & Managing Director

# KHANDELWAL JAIN & CO.

CHARTERED ACCOUNTANTS

Website: www.kjco.net • E-mail: kjco@vsnl.com

6-B, Pil Court, 6th Floor,  
111, M. Karve Road, Churchgate,  
Mumbai - 400 020.  
Tel.: (+91-22) 4311 5000  
Fax : 4311 5050

12-B, Baldota Bhavan, 5th Floor,  
117, M. Karve Road, Churchgate,  
Mumbai - 400 020.  
Tel.: (+91-22) 4311 6000  
Fax : 4311 6060

## LIMITED REVIEW REPORT

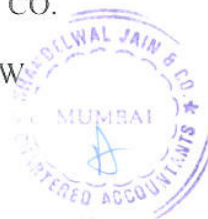
To,  
The Board of Directors,  
**Rolta India Limited**

1. We have reviewed the accompanying statement of unaudited financial results of **M/S. ROLTA INDIA LIMITED** for the quarter ended December 31, 2011, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been reviewed by us. This 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 Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accounts of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our notice that causes us to believe that accompanying statement of unaudited financial results, prepared in accordance with accounting standards and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For KHANDELWAL JAIN & CO.  
Chartered Accountants  
Firm Registration No. 105049W



(SHIVRATAN AGARWAL)  
PARTNER  
Membership No.104180



Place : Mumbai  
Date : February 03, 2012



# ROLTA INDIA LIMITED

Regd. Office : Rolta Tower A, Rolta Technology Park, MIDC, Andheri (East), Mumbai - 400 093 [www.rolta.com](http://www.rolta.com)

## UNAUDITED UNCONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED DECEMBER 31, 2011 (In ₹ Crores)

| Particulars  | Quarter Ended 31-12-11 (Unaudited) | Quarter Ended 30-09-11 (Unaudited) | Quarter Ended 31-12-10 (Unaudited) | 6 Month Period Ended 31-12-11 (Unaudited) | 6 Months Period Ended 31-12-10 (Unaudited) | Previous Accounting Year Ended 30.06.11 (Audited) |
|--|------------------------------------|------------------------------------|------------------------------------|---|--|---|
| Net Sales/Income from Operations   | 387.15                             | 400.20                             | 355.06                             | 787.35                                    | 684.54                                     | 1,448.75  |
| <b>Total Income</b>  | <b>387.15</b>                      | <b>400.20</b>                      | <b>355.06</b>                      | <b>787.35</b>                             | <b>684.54</b>                              | <b>1,448.75</b>                                   |
| <b>Expenditure</b>   |                                    |                                    |                                    |   |  |   |
| a. Inventory - (Increase) / Decrease   | --                                 | --                                 | --                                 | --  | 3.88                                       | 3.88  |
| b. Material / subcontract Cost   | 99.01                              | 105.25                             | 96.44                              | 204.26                                    | 156.13                                     | 351.76  |
| c. Staff Cost  | 54.29                              | 59.35                              | 45.44                              | 113.64                                    | 92.15                                      | 197.44  |
| d. Depreciation  | 99.44                              | 92.01                              | 79.07                              | 191.45                                    | 152.58                                     | 321.36  |
| e. Other Expenditure   | 28.21                              | 44.34                              | 19.93                              | 72.55                                     | 50.84                                      | 113.46  |
| <b>Total Expenditure</b>   | <b>280.95</b>                      | <b>300.95</b>                      | <b>240.88</b>                      | <b>581.90</b>                             | <b>455.58</b>                              | <b>987.90</b>                                     |
| <b>Profit From Operations Before Other Income ,Interest &amp; Exceptional Item</b>       | <b>106.20</b>                      | <b>99.25</b>                       | <b>114.18</b>                      | <b>205.45</b>                             | <b>228.96</b>                              | <b>460.85</b>                                     |
| Other Income   | 10.93                              | 9.34                               | 1.89                               | 20.27                                     | 6.91                                       | 27.59   |
| <b>Profit before Interest &amp; Exceptional Item</b>                                     | <b>117.13</b>                      | <b>108.59</b>                      | <b>116.07</b>                      | <b>225.72</b>                             | <b>235.87</b>                              | <b>488.44</b>                                     |
| Interest   | 21.14                              | 16.81                              | 13.85                              | 37.95                                     | 25.53                                      | 53.30   |
| <b>Profit / (Loss) before Exceptional Item &amp; Tax</b>                                 | <b>95.99</b>                       | <b>91.78</b>                       | <b>102.22</b>                      | <b>187.77</b>                             | <b>210.34</b>                              | <b>435.14</b>                                     |
| Exceptional Item :   |                                    |                                    |                                    |   |  |   |
| <b>Profit on sale of investment in joint venture</b>                                     | <b>--</b>                          | <b>--</b>                          | <b>122.73</b>                      | <b>--</b>                                 | <b>122.73</b>                              | <b>122.73</b>                                     |
| <b>Profit after Exceptional Item before Tax</b>  | <b>95.99</b>                       | <b>91.78</b>                       | <b>224.95</b>                      | <b>187.77</b>                             | <b>333.07</b>                              | <b>557.87</b>                                     |
| Provision for Taxation   | 10.14                              | 11.00                              | 30.00                              | 21.14                                     | 41.50                                      | 62.50   |
| <b>Net Profit after Exceptional Item &amp; Tax</b>                                       | <b>85.85</b>                       | <b>80.78</b>                       | <b>194.95</b>                      | <b>166.63</b>                             | <b>291.57</b>                              | <b>495.37</b>                                     |
| Paid-up Equity Share Capital (F.V. Rs.10/- each)   | 161.33                             | 161.33                             | 161.30                             | 161.33                                    | 161.30                                     | 161.33  |
| <b>Reserves excluding Revaluation Reserves</b>   | <b>--</b>                          | <b>--</b>                          | <b>--</b>                          | <b>--</b>                                 | <b>--</b>                                  | <b>2142.22</b>                                    |
| <b>Earning Per Share before Exceptional Item</b>   |                                    |                                    |                                    |   |  |   |
| Basic EPS (in ₹)   | 5.3                                | 5.0                                | 6.2                                | 10.3                                      | 12.2                                       | 24.8  |
| Diluted EPS (in ₹)   | 5.3                                | 5.0                                | 6.2                                | 10.3                                      | 12.1                                       | 24.8  |
| <b>Earning Per Share after Exceptional Item</b>  |                                    |                                    |                                    |   |  |   |
| Basic EPS (in ₹)   | 5.3                                | 5.0                                | 12.1                               | 10.3                                      | 18.1                                       | 30.7  |
| Diluted EPS (in ₹.)  | 5.3                                | 5.0                                | 12.0                               | 10.3                                      | 18.0                                       | 30.6  |
| <b>Total Public Shareholding</b>   |                                    |                                    |                                    |   |  |   |
| Number of Shares   | 916,23,169                         | 9,31,54,551                        | 936,97,951                         | 916,23,169                                | 936,97,951                                 | 936,22,051  |
| Percentage of Shareholding   | 56.79                              | 57.74                              | 58.09                              | 56.79                                     | 58.09                                      | 58.03   |
| <b>Promoters and Promoter Group Shareholding</b>   |                                    |                                    |                                    |   |  |   |
| <b>a) Pledged/Encumbered</b>   |                                    |                                    |                                    |   |  |   |
| Number Of Shares   | 30,00,000                          | 75,00,000                          | 39,80,328                          | 30,00,000                                 | 39,80,328                                  | 38,00,000   |
| - Percentage of shares (as a % of the total shareholding of promoter and promoter group) | 4.30                               | 11.0                               | 5.89                               | 4.30                                      | 5.89                                       | 5.61  |
| - Percentage of shares (as a % of the total Share Capital of the company)                | 1.86                               | 4.65                               | 2.47                               | 1.86                                      | 2.47                                       | 2.36  |
| <b>b) Non-encumbered</b>   |                                    |                                    |                                    |   |  |   |
| Number Of Shares   | 6,67,05,927                        | 6,06,74,545                        | 6,36,21,717                        | 6,67,05,927                               | 6,36,21,717                                | 6,39,07,045                                       |
| - Percentage of shares (as a % of the total shareholding of promoter and promoter group) | 95.70                              | 89.00                              | 94.11                              | 95.70                                     | 94.11                                      | 94.39   |
| - Percentage of shares (as a % of the total Share Capital of the company)                | 41.35                              | 37.61                              | 39.50                              | 41.35                                     | 39.44                                      | 39.61   |

## SEGMENT-WISE REVENUE AND RESULTS FOR THE QUARTER ENDED DECEMBER 31, 2011 (In ₹ Crores)

| PARTICULARS  | Quarter Ended 31-12-11 (Unaudited) | Quarter Ended 30-09-11 (Unaudited) | Quarter Ended 31-12-10 (Unaudited) | 6 Month Period Ended 31-12-11 (Unaudited) | 6 Months Period Ended 31-12-10 (Unaudited) | Previous Accounting Year Ended 30.06.11 (Audited) |
|--|------------------------------------|------------------------------------|------------------------------------|---|--|---|
| <b>Segment Revenue</b>   |                                    |                                    |                                    |   |  |   |
| Enterprise Geospatial and Defense Solutions (EGDS)                   | 228.46                             | 247.79                             | 225.55                             | 476.25                                    | 422.44                                     | 902.33  |
| Enterprise Design and Operation Solutions (EDOS)                     | 99.07                              | 97.18                              | 96.77                              | 196.25                                    | 199.28                                     | 382.28  |
| Enterprise IT Solutions (EITS)                                       | 59.62                              | 55.23                              | 32.74                              | 114.85                                    | 62.82                                      | 164.14  |
| Less: Inter segment revenue  | --                                 | --                                 | --                                 | --  | --   | --  |
| <b>Net revenue from operations</b>                                   | <b>387.15</b>                      | <b>400.20</b>                      | <b>355.06</b>                      | <b>787.35</b>                             | <b>684.54</b>                              | <b>1,448.75</b>                                   |
| <b>Segment Profit/(loss) before depreciation, Interest &amp; Tax</b> |                                    |                                    |                                    |   |  |   |
| Enterprise Geospatial and Defense Solutions (EGDS)                   | 133.64                             | 138.10                             | 134.84                             | 271.74                                    | 250.85                                     | 519.25  |
| Enterprise Design and Operation Solutions (EDOS)                     | 44.85                              | 42.79                              | 42.94                              | 87.64                                     | 99.33                                      | 206.86  |
| Enterprise IT Solutions (EITS)                                       | 27.15                              | 10.37                              | 15.47                              | 37.52                                     | 31.36                                      | 56.10   |
| <b>TOTAL</b>   | <b>205.64</b>                      | <b>191.26</b>                      | <b>193.25</b>                      | <b>396.90</b>                             | <b>381.54</b>                              | <b>782.21</b>                                     |
| Add: Other Income (not allocable)                                    | 10.93                              | 9.34                               | 1.89                               | 20.27                                     | 6.91                                       | 27.59   |
| Less: Interest (not allocable)                                       | 21.14                              | 16.81                              | 13.85                              | 37.95                                     | 25.53                                      | 53.30   |
| Less: Depreciation (not allocable)                                   | 99.44                              | 92.01                              | 79.07                              | 191.45                                    | 152.58                                     | 321.36  |
| <b>Total Profit before Exceptional Item &amp; Tax</b>                | <b>95.99</b>                       | <b>91.78</b>                       | <b>102.22</b>                      | <b>187.77</b>                             | <b>210.34</b>                              | <b>435.14</b>                                     |

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:

- The above results were reviewed by the Audit Committee and approved by the Board of Directors of the Company at its meeting held on 3rd February, 2012, and have undergone "Limited Review" by the Statutory Auditors of the Company.
- Provision for Taxation includes provision for current tax and deferred tax.
- There were 2 investor grievances at the beginning of the quarter ended 31st December, 2011. During the quarter, the Company received 3 grievances. 3 grievances were resolved and 2 are pending since these are subjudice.
- Previous quarter / year's figures are regrouped wherever necessary.
- The Unaudited unconsolidated statement of assets and liabilities is as under:

| Particulars   | Half Year ended |                 |
|---|-----------------|-----------------|
|   | As at 31.12.11  | As at 31.12.10  |
| <b>Shareholders' Funds</b>                                    |                 |                 |
| Share Capital   | 161.33          | 161.30          |
| Reserves & Surplus  | 2,260.79        | 2,021.77        |
| <b>Loan Funds</b>   |                 |                 |
| Secured Loans   | 1,070.07        | 655.07          |
| Unsecured Loan (FCCBs/FCLs)                                   | 774.80          | 547.03          |
| Deferred Tax Liability  | 46.67           | 45.47           |
| <b>Total</b>  | <b>4,313.66</b> | <b>3,430.64</b> |
| Fixed Assets (including CWIP)                                 | 2,562.87        | 1,960.98        |
| Investments   | 561.16          | 637.43          |
| Foreign Currency Monetary Item Translation Difference Account | 70.92           | (3.47)          |
| <b>Current Assets, Loans And Advances</b>                     |                 |                 |
| a) Inventories  | --              | --              |
| b) Sundry Debtors   | 791.04          | 576.09          |
| c) Cash & Bank Balances                                       | 32.12           | 22.31           |
| d) Other Current Assets                                       | 5.53            | 136.46          |
| e) Loans & Advances   | 486.41          | 312.79          |
| Less: Current Liabilities And Provisions                      | 196.39          | 211.95          |
| <b>Net Current Assets</b>                                     | <b>1,118.71</b> | <b>835.70</b>   |
| <b>Total</b>  | <b>4,313.66</b> | <b>3,430.64</b> |

Place : Mumbai  
Date : 3rd February, 2012

**Kamal K Singh**  
Chairman & Managing Director



**Press Note**  
Friday  
February 3, 2012

## **Rolta's Q2 FY-12 Consolidated Net Profit Grows 4.8% Sequentially**

**Mumbai** – Rolta India Limited, one of India's leading IT companies, specializing in Enterprise Geospatial & Defence Solutions (EGDS), Enterprise Design & Operation Solutions (EDOS), and Enterprise IT Solutions (EITS), today announced unaudited financial results for Quarter ended December 31, 2011(Q2 FY-12), which have undergone limited review by statutory auditors of the company.

### **FINANCIAL HIGHLIGHTS**

- Consolidated Revenue for Q2 FY-12 at **₹ 471.69 crores (₹ 4.72 Billion)** against ₹ 485.85 crores (₹ 4.86 billion) in Q1 FY-12, registering a sequential decline of 2.9%.
- Consolidated EBITDA for Q2 FY-12 at **₹ 189.84 crores (₹ 1.90 Billion)** against ₹ 178.96 crores (₹ 1.79 billion) in Q1 FY-12, registering a sequential growth of 6.1%.
- Consolidated Net Profit for Q2 FY 2012 is **₹ 65.16 crores (₹ 651.6 Million)** as against ₹ 62.16 crores (₹ 621.6 Million) in Q1 FY 2012 registering a sequential growth of 4.8%. This is after providing forex losses of ₹ 13.40 crores (₹ 134.0 Million) in Q2 FY-12 as per revised AS 11 read with notification dated 29<sup>th</sup> December 2011.
- Consolidated Revenue for H1 FY-12 at **₹ 957.54 crores (₹ 9.57 Billion)** against ₹ 868.73 crores (₹ 8.69 Billion) in H1 FY-11, registering a Y-o-Y growth of 10.2%.
- Consolidated EBITDA for H1 FY-12 at **₹ 368.80 crores (₹ 3.69 Billion)** against ₹ 343.63 crores (₹ 3.44 Billion) in H1 FY-11, registering a Y-o-Y growth of 7.3%.
- Consolidated Profit after Tax for H1 FY-12 at **₹ 127.32 crores (₹ 1.27 Billion)** against ₹125.30 crores (₹1.25 Billion) (Excluding exceptional item) in H1 FY-11, registering a Y-o-Y growth of 1.6%. This is after providing forex losses of ₹ 39.32 crores (₹ 393.2 Million) in H1 FY-12 as per revised AS 11 read with notification dated 29<sup>th</sup> December 2011.

Commenting on the results, Mr. K. K. Singh, Chairman and Managing Director, said: "We continue to leverage our IP to differentiate and enhance our offerings for enterprise level Business Intelligence solutions, and are cautiously optimistic about the Company's performance in spite of challenging market conditions."

### **CORPORATE HIGHLIGHTS**

The Company continues to strengthen its leadership team to leverage its IP driven strategy of offering industry-specific solutions. During the quarter, Rolta appointed President for its Canadian subsidiary to focus on developing the North-American business for Rolta Geospatial Fusion™. The Company also added senior professionals with extensive experience to lead business development for its solutions and services in the area of Business Intelligence and enterprise integration in the Middle-East, Europe and India markets.

### **OPERATIONS HIGHLIGHTS**

#### **Enterprise Geospatial Defense and Security Solutions (EGDS)**

As a result of its long-standing dominant position in the Indian Defence Geospatial market, Rolta today has a deep understanding of the operational environment of the Indian Armed forces. This enables the Company to develop innovative solutions tailored for user needs for Command, Control, Communications, Intelligence, Surveillance, Target Acquisition and Reconnaissance. These rugged field-tested solutions built around Rolta IP are designed to meet and exceed the most exacting standards laid-out by the Defence Services. Due to its various capabilities, including indigenous world-class solutions Rolta is one of the select few companies qualified under the "Make India" program and is therefore very well placed in multi-billion dollar modernization programs of the Indian Army like Tactical Communications Systems (TCS), Battlefield Management System (BMS), Future Infantry Soldier as a System (FINSAS), etc.

Similarly in the Homeland Security segment, the Company has launched cutting-edge solutions, based on its own IP and is well placed in large homeland security opportunities for Border Management & Safety, Coastal Security, Safe City, Critical Infrastructure Protection (CIP), Crime & Criminal Tracking Network

Systems (CCTNS), etc. The Company has already been selected in a few CCTNS Phase-I projects and is also positioned strongly for CCTNS Phase-II, with its own IPR, to take advantage of increased technology spends (expected to be over ₹ 2,500 Crore) in areas like Crime Analytics, GeoCAD, Mobile Data Terminal, Biometrics, etc.

In the commercial and government GIS space, the Company has won various projects world-wide – in North America, the Middle East and India. In the developed markets, Rolta has experienced good traction for its Geospatial Fusion™ suite for BI and enterprise integration. Simultaneously, Rolta has won large orders for solutions and services in the traditional areas of mapping and earth sciences in India, Africa and the Middle East. The Company released Rolta Geomatica™ 2012, a complete and integrated software solution featuring tools designed to solve challenging problems of Remote Sensing, Photogrammetry, GIS and Digital Mapping. With this upgraded software platform, Rolta continues to provide the high performance software tools that enable geospatial professionals to solve real-world problems faster and cost effectively.

### **Enterprise Design & Operation Solutions (EDOS) and Enterprise IT Solutions (EITS)**

The Company added a new set of solutions and services to its portfolio of offerings that integrates the Rolta OneView™ Operational Analytics suite with software from P2 Energy Solutions (P2). Based in Denver, P2 provides software to more than 1,000 organizations in upstream and mid-stream oil & gas sectors as well as the alternative energy sector. P2 Solutions include financial and accounting management software, geospatial data, land asset management tools and well lifecycle management. Rolta has a significant track record in the Oil & Gas sector across the globe and can now leverage its capabilities around P2 in Upstream and Midstream Oil & Gas sectors in all of its key geographic markets. The combination of P2 capabilities with the operational analytics capabilities of Rolta OneView™ will offer unprecedented opportunities to owner-operators to streamline operations, reduce cost and mitigate risk.

Rolta's offerings in enterprise-level IT infrastructure integration and management are being increasingly recognized for their differentiated features. The Company is working on a prestigious project in the middle-east for designing and implementing a nation-wide secure IT infrastructure architecture for public safety agencies. At a recent conference on "Empowering the Enterprise to Achieve Operational Excellence" in Mumbai, Dr. Sid Snitkin, an industry expert of ARC Advisory Group of USA, presented a white paper that recognized the need for an integrated enterprise-level BI and Analytics solutions. In this paper he has stated "Rolta OneView™ enables operational excellence by providing users with a pre-built solution ... A comparison of Rolta OneView with ARC's model of an effective Asset Information Management (AIM) for Operations solution shows that Rolta OneView™ satisfies key AIM requirements at every level of the pyramid." Earlier, Frost & Sullivan, in a white paper for Oil & Gas Information Technology stated that "solutions such as Rolta OneView will play a critical role in transforming plant management and drive growth."

**About Rolta:** Rolta is a leading provider of innovative IT solutions for many vertical segments, including Utilities, Governments, Transportation, Process, Power, Banking and Insurance. These enterprise level solutions are built around Rolta's intellectual property and domain expertise to offer unique business intelligence for impactful insights for effective decision making. Rolta's solutions framework includes Geospatial Fusion™, a suite to integrate disparate spatial and business data; Rolta OneView™, a BI solution for operational excellence; and Rolta iPerspective™, a unique platform for SOA and "Cloud" enablement. Rolta's intellectual property repository contains cutting-edge software for mapping and earth sciences, providing the foundation for Defense and Homeland Security solutions including C4ISTAR information systems, Military Communications, Digital Soldier, and Vehicle Systems. Rolta is a multinational organization headquartered in India, which has executed projects in over 40 countries. Rolta has a countrywide infrastructure and international subsidiaries across the globe. Forbes Global ranked Rolta amongst the "Best 200 under a Billion" four times in six years. The Company is listed on the Bombay Stock Exchange and National Stock Exchange in cash and F&O segment, and forms part of various indices on BSE/NSE. The Company's GDRs are listed on the Main Board of London Stock Exchange and its FCCBs are listed on the Singapore Stock Exchange.

#### **For additional information:**

**Atul Tayal**  
Joint Managing Director & COO  
Domestic Operations  
E-mail: [atlayal@rolta.com](mailto:atlayal@rolta.com)  
Telephone: +91 (22) 2926 6666

**Ben Eazzetta**  
President & COO International Operations  
E-mail: [Ben.Eazzetta@roltaus.com](mailto:Ben.Eazzetta@roltaus.com)  
Telephone: +1 (678) 942 5000

**Hiranya Ashar**  
Director Finance & CFO  
E-mail: [hiranya.ashar@rolta.com](mailto:hiranya.ashar@rolta.com)  
Telephone: +91 (22) 2926 6666

*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. We may make additional written and oral forward-looking statements but do not undertake, and disclaim any obligation, to update them.*