21st May, 2018

ROLTA

To
National Stock Exchange of India Ltd
Exchange Plaza,
Plot No.C / I G Block
Bandra-Kurla Complex
Bandra (East)
Mumbai – 400 051

Dear Sir,

Sub : Disclosure under Regulation 31(2) and Regulation 31(3) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and Regulation 7of SEBI (Prohibition of Insider Trading Regulations) 2015.

This is to inform that M/s. Rolta Pvt Limited (RPL) is one of the promoters of Rolta India Limited (the company) holding 4,06,36,606 equity shares of Rs. 10/- each of RIL comprising of 24.56% of total equity share capital of the company.

Pursuant to Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, RPL, had pledged 23,00,000 equity shares of the company on 10th May 2018, with Acuity Merchants Pvt. Ltd., having its Registered Office at 6, Lyons Range, Fortune Chambers, mezzanine Floor, Room No. 6, Kolkata – 700001 (the Lender) for availment of a loan of Rs. 5 crores on such terms and conditions as mutually agreed.

RPL vide its declaration dtd. 14th May 2018 had duly informed the Stock Exchange(s) about aforesaid pledge of 23,00,000 equity shares of the company (copy enclosed).

The Lender had consequently apprised RPL that the aforesaid 23,00,000 equity shares (1.39%) so pledged were erroneously transferred, it so happened without any mutual understanding / agreement as well as without any prior intimation to RPL.

Pursuant to such erroneous transfer, the total shareholding of RPL in the company had reduced to 3,83,36,606 equity shares i.e. 23.17% of total share capital of the company.

The Lender vide its letter dtd. May 15, 2018 as addressed to RPL (copy attached) have confirmed that the aforesaid shares have not been sold in the market and are with the Lender itself and its associates. The Lender has further confirmed that these shares shall be de-pledged and hence will be returned back to RPL upon compliance of certain terms, which are under finalisation.

....2/-

ROLTA

Accordingly, the equity shareholding held by promoter, RPL shall be restated at its original level i.e. 4,06,36,606 equity shares of Rs. 10/- each of RIL comprising of 24.56% of total equity share capital of the company.

Thanking you,

Yours Faithfully,
For **ROLTA PRIVATE LIMITED**

S. Rangarajan
Divisional Director

ACUITY MERCHANTS PRIVATE LIMITED.

Registered Office:- 6,LYONS RANGE,FORTUNE CHAMBERS,MEZZANINE FLOOR, ROOM NO - 6, Kolkata -700 001
(CIN No. U51909WB2010PTC145178)

15th May, 2018

To

Rolta Private Limited
21st Floor,
Maker Tower- F,
Cuffe Parade
Mumbai – 400 005

Dear Sir,

Re : Loan of Rs.5 Crores against Pledge of Shares of Rolta India Ltd

This is to confirm that 23 Lacs shares of Rolta India Ltd pledged in our favour shall be de-pledged and returned back to you on payment of the outstanding loan along with interest @ 18% per annum as per the terms of our term sheet dated 9th May, 2018 and as per the loan agreement dated 10th May, 2018. We also confirm that the shares have not been sold in the market and are with us and associates.

Thanking you,

Yours Faithfully,

For **M/s. Acuity Merchants Pvt. Ltd**

Authorised Signatory