BSE Ltd Corporate Relationship Department 1st Floor, New Trading Ring, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.	National Stock Exchange of India Ltd Exchange Plaza Plot No. C/I G Block Bandra-Kurla Complex, Bandra East, Mumbai – 400 051.

12 February 2018

Dear Sir / Madam,

Sub.: Rolta Announcement under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 – Restructuring Support Agreement Reached With Ad Hoc Committee of Noteholders

Rolta India Limited and certain of its international subsidiaries (the "**Group**") is pleased to announce that as of 12 February 2018, it has entered into an agreement to implement a restructuring of its US$300,000,000 8.875% Senior Notes Due 2019 and US$200,000,000 10.75% Senior Notes due 2018 (together the "**Senior Notes**") with an ad hoc committee ("**Ad Hoc Committee**") of holders of its Senior Notes ("**Noteholders**"). The Ad Hoc Committee has unanimously signed a Restructuring Support Agreement ("**RSA**"). The RSA contains the material terms of the consensual restructuring (the "**Restructuring**") that is expected to strengthen the Group's capital structure and enable its day-to-day business operations to continue without disruption.

"We are very pleased to secure unanimous support from the Ad Hoc Committee, whose members represent several of the largest holders of our existing Senior Notes. This is the result of hard work and compromise from all parties. The agreement, when implemented, will reduce the Group's annual interest expenses by more than 50%. This is a very positive step for Rolta. The Restructuring, which is expected to close in the first half of 2018, will significantly strengthen the Group's capital structure" said Mr. KK Singh, Executive Chairman of the Group.

Consummation of the Restructuring (the implementation of which will proceed in accordance with the RSA entered into with the Ad Hoc Committee and to which any other Noteholder may accede) will be subject to the execution of other definitive documentation, receipt of all necessary governmental and court approvals under applicable laws, and fulfillment of certain conditions precedent. It is anticipated that the Restructuring will be implemented through a pre-packaged Chapter 11 plan (the "**Plan**"), the solicitation process for which is expected to commence on or before 9 April 2018 (the "**Solicitation Process**"). The purpose of the Restructuring is solely to restructure the Group's Senior Notes. The Group intends to otherwise continue operating its businesses as usual and continue to fulfill customer, supplier, employee, and other contractual obligations as and when due.

The material terms of the Restructuring are as follows:

- The outstanding amounts under the Senior Notes (including principal and interest) shall be restructured and exchanged for:
    - US$50 million of upfront cash, less applicable professional fees of the legal and financial advisers to the Ad Hoc Committee, and certain other forbearance and consent fees (the "**Initial Cash Payment**") which will be payable to holders of the Senior Notes on the effective date of the Restructuring.
    - US$270 million of new 4% PIK unsecured notes due 2019 ("**1-Year Notes**") that can be redeemed in full prior to maturity for US$100 million, and
    - US$230 million of new 4% unsecured notes due 2023 ("**5-Year Notes**") that can be redeemed in full prior to 1 year for US$113 million or within 2 years for US$156 million (excluding unpaid interest which needs to be repaid at par);
- Interest on the 1-Year Notes and 5-Year Notes shall begin accruing from 30 April 2018 and be capitalized or paid in quarterly intervals thereafter, the first such date being 31 July 2018
- In addition to the one and two year redemption rights set forth above, the Group has the right to redeem the 1-Year Notes and 5-Year Notes in full via payment of an additional US$150.5 million within 30 days of the effective date of the Restructuring.
- Forbearance and/or consent fees will be paid to holders of the Senior Notes that accede to the RSA and/or vote in favor of the Restructuring. Details of the forbearance and consent fees, and the circumstances in which they shall be payable to holders of Senior Notes, are set out more fully in the RSA.

Forbearance Fee and Consent Fee

Subject to certain limitations set forth in the RSA, if the Group receives votes in favor of the Plan by more than 50.0% in number and 66-2/3% in dollar amount of the Senior Notes claims held on the date five days prior to the commencement of the Solicitation Process (the "**Record Date**") by Noteholders voting in respect of the Plan, then each Noteholder who is a party to the RSA on the Record Date ("**Consenting Noteholder**") shall be entitled to receive a forbearance fee (the "**Forbearance Fee**") equal to one per cent (1.0%) of the aggregate amount of the Senior Notes claims held by that Consenting Noteholder on the Record Date, which shall be paid on the applicable "Fee Payment Date", as provided for under the RSA.

In addition, if the Group receives votes in favor of the Plan of more than 50.0% in number and 66 2/3% in dollar amount of Senior Notes claims held on the Record Date by Noteholders voting in respect of the Plan, then each Noteholder who has returned a duly-executed ballot, in accordance with the procedures of the Solicitation Process, pursuant to which such Noteholder either certifies that it is not an accredited investor or votes all of its Senior Notes claims over which it has voting control on the Record Date in favor of the Plan (each, an "**Eligible Noteholder**") shall be entitled to receive a consent fee (the "**Consent Fee**"), which shall be paid on the applicable Fee Payment Date, as provided for under the RSA. Subject to certain limitations set forth in the RSA, the Consent Fee to which an Eligible Noteholder is entitled under the RSA shall be calculated as an amount equal to: (a) the amount of the "Consent Fee Pool" as shall be determined by reference to and in accordance with the Term Sheet; multiplied by (b) the amount of Senior Notes claims held by such Eligible Noteholder on the Record Date expressed as a percentage of the sum of (i) the aggregate amount of Senior Notes claims held on the Record Date by all Noteholders voting in respect of the Plan and (ii) the aggregate amount of Senior Notes claims held on the Record Date by all Noteholders certifying they are not accredited investors.

Any Noteholder may accede to the RSA and, therefore, be eligible to receive the Forbearance Fee. Furthermore, Noteholders, whether they accede to the RSA or not, may be eligible to receive the Consent Fee, provided the terms of the RSA or Plan (as applicable) are satisfied.

Holders of the Senior Notes are encouraged to request a copy of the RSA from the financial advisers listed below to obtain full details relating to the eligibility for, and payment of, the Forbearance Fee and Consent Fee.

(i)The Group is represented by Latham & Watkins as legal counsel and Moelis & Company as financial adviser. (ii) The Ad Hoc Committee is represented by Ropes & Gray as legal counsel and Houlihan Lokey as financial adviser. In case of any enquiries, please contact one of the advisers below.

Holders of the Senior Notes who wish to obtain a copy of the RSA entered into by the members of the Ad Hoc Committee or have questions about the Restructuring are encouraged to reach out to the financial advisers listed below.

You are requested to kindly take the same on your record and disseminate to the investors.

Thanking you

For **ROLTA INDIA LIMITED,**

Verinder Khashu

Digitally signed by Verinder Khashu
Date: 2018.02.12 15:49:54 +05'30'

Verinder Khashu
Company Secretary

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