26/3/2012

ROLTA

Bombay Stock Exchange Limited **Corporate Relationship Department** Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001 Kind Attention: **Mr. Sanjiv Kapur** Fax Nos. 22722041-61	National Stock Exchange of India Limited **Listing Department** Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 Fax Nos. 26598237- 38 / 66418125 - 26

March 26, 2012

Dear Sirs,

Subject: Tender offer ("the Invitation to Tender") for repurchase for cash an amount outstanding of US$ 150,000,000 Zero Coupon Convertible Bonds due 2012 convertible into ordinary shares, each of par value Rs.10.00 of Rolta India Limited ("Company")

With respect to the captioned subject, we would like to inform you that the Company has outstanding US$150,000,000 Zero Coupon Convertible Bonds due 2012 convertible into ordinary shares, each of par value Rs.10.00 (the "**Bonds**").

The Company intends to repurchase for cash any and all of the outstanding Bonds by way of an invitation to holders of Bonds to tender their Bonds for repurchase (the "Invitation to Tender"). Full terms and conditions of the offer are set out in a Tender Offer Memorandum dated March 26, 2012 (the "Tender Offer Memorandum"). The Invitation to Tender is being made as part of the Company's commitment to the active management of its balance sheet and debt maturity profile.

The Invitation to Tender will take the form of a fixed price offer, with holders of the Bonds (the "Bondholders") being invited to tender their Bonds at purchase price of U.S.$1,260 per nominal amount of US$1,000 of Bonds, which as at 26 March 2012, represents a discount of 8.0 per cent. on the book value of the Bonds rounded down to the nearest 0.25 per cent. Full terms and conditions of the offer are set out in the Tender Offer Memorandum.

The Invitation to Tender will commence on March 26, 2012 (Monday) and will expire on March 28, 2012 (Wednesday), unless extended, re-opened or earlier terminated as provided in the Tender Offer Memorandum. The aggregate amount of the Bonds to be purchased pursuant to the offer are expected to be announced on March 29, 2012. Settlement is expected to be on March 30, 2012.

This is for your information and intimation.

Yours Faithfully

For Rolta India Limited

Dharmesh Desai
Associate Director (Legal) &
Company Secretary