29/3/2012

Bombay Stock Exchange Association Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 **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 29, 2012

Results of tender offer (the "Invitation to Tender") for repurchase for cash any and all of the outstanding US$150,000,000 zero coupon convertible bonds due 2012 (the "Bonds") convertible into ordinary shares, each of par value Rs.10.00 of Rolta India Limited (the "Company") (ISIN: XS0305967498; Common Code: 030596749)

On March 26, 2012, the Company announced its intention to repurchase for cash any and all of outstanding Bonds by way of an invitation to holders of Bonds to tender their Bonds for repurchase. The Invitation to Tender was made as part of the Company's commitment to the active management of its balance sheet and debt maturity profile.

The Company has announced that no Bondholder has tendered the Bonds held by it pursuant to the Invitation to Tender.

The aggregate principal amount of Bonds which remain outstanding are US$ 96.69.

For Rolta India Limited

Dharmesh Desai
Associate Director (Legal) &
Company Secretary

Requests for information in relation to the Invitation to Tender should be directed to:

Rolta India Limited

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The Joint Dealer Managers:

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Attention: Liability Management Group
Email: eu.lm@barclays.com

Deutsche Bank AG, Hong Kong Branch
62/F International Commerce Center
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Attention: ECM Convertible Group
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The Tender Agent:

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Winchester House
1 Great Winchester Street
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Telephone: +44(0)20 7547 5000
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Email: xchange.offer@db.com

DISCLAIMER: This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which must be read carefully before any decision is made with respect to the Invitation to Tender. If you are in any doubt as to the action you should take, you are recommended to seek your own financial and legal advice, including as to any tax consequences, immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any individual whose Bonds are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender Bonds in the Invitation to Tender. None of the Joint Dealer Managers, the Tender Agent or the Company makes any recommendation as to whether the Bondholders should tender Bonds or participate in the Tender Offer.

This announcement does not constitute an offer to buy or a solicitation of an offer to sell the Bonds and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful. Tenders of Bonds in response to the Invitation to Tender will not be accepted from Bondholders in any jurisdiction in which such offer or solicitation is unlawful.

The Invitation to Tender and the distribution of the Tender Offer Memorandum is subject to offer and distribution restrictions in, among other countries, the United States, Italy, Australia, France, Belgium, United Kingdom and India.