BSE Ltd Corporate Relationship Department 1st Floor, New Trading Ring, Rotunda Building, PhirozeJeejeebhoy 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.

July 10, 2017

Dear Sir / Madam,

Sub.: Rolta Announcement under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 – Proposal given to Bond holders

Rolta India Limited and its International Subsidiaries ("Rolta") has been in discussions with an ad hoc committee of holders of the 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") advised by HoulihanLokey (the "Ad Hoc Committee") for a financial restructuring of the outstanding amounts owing under the Senior Notes. During the discussions, Rolta informed the Ad Hoc Committee that:

- Rolta had been facing increased competition and has therefore now focused its business on bespoke solutions with its own IP that services specific industry verticals that service enterprise and government clients worldwide. Specifically, Rolta formed an exclusive consortium with Bharat Electronics Limited to compete for The Battlefield Management System, a large value project for the Indian Army to digitalize its command, control and communication system. As a result, Rolta has invested heavily upfront, while facing prolonged working capital cycle and unexpected delays in collecting accounts receivables on other projects from 120 days to 190 days. Outstanding receivables due from government-related entities as of 31 March 2017 are expected to be collected in phases through to FY2020. While majority of the total expected cost in developing the prototype for The Battlefield Management System will eventually be reimbursed, the significant capital expenditure invested has impact on Rolta's working capital cycle resulting in tight cashflow. Rolta funded its capital expenditure by bank loans and bonds. Since March 2016, banks have provided c. USD88Mn loans to Rolta as working capital. Total debt increased from USD713Mn in FY2015 to USD965Mn as of October 27 2016.

- As of 31 March 2016, the Group had a cash balance of USD34Mn, of which USD 26Mn was restricted and pledged with banks against lines of credit.

- As of 27 October 2016, the Company had total outstanding debt of USD965Mn, of which USD466Mn is secured onshore debt and the remaining USD499Mn represents the Notes. Profile of the Company's current debt obligations maturities as follows : for FY 2017 - USD39Mn, FY2018 – USD66Mn, FY 2019 – USD 192Mn, FY2020 USD 432Mn and FY 2021 – USD 80Mn

Based on the financial position of Rolta as outlined above, Rolta made the following restructuring proposal to Ad Hoc Committee.

The restructuring proposal contemplates an extension of the maturities of the relevant debt instruments, as well as relief from Rolta's debt service obligations. This relief will come from a reduction in interest coupon, with interest to be capitalised post-restructuring. This will effectively provide Rolta with a liquidity bridge until it can return to more normal operations.

Rolta proposed to exchange the Senior Notes into new 5-year notes with principal amount of USD500mm (**New Notes**). The key terms of the New Notes are set out below:

- 5-year tenor from the date that the restructuring completes
- Principal amount of USD500mm (no accrued interest)
- 2% PIK coupon
- Two options for Rolta to return cash to noteholders prior to maturity:
    - Right to redeem a portion of the principal amount (per the schedule shown below) using USD75mm of cash paid to bondholders within the first 24 months (**Notional Reduction Option**)

Notional Reduction Option exercised prior to	Notional Reduction (USDMn)
12 Months	225
18 Months	200
24 Months	175

    - Right to exercise on a full redemption of the remaining principal and accrued/unpaid interest on the New Notes prior to 42 months (**Early Redemption Option**). The redemption periods and applicable principal amounts are shown below:

Redemption at	No Exercise of Notional Reduction Option (in USD Mn)	With Exercise of Notional Reduction Option (in USD Mn)		
		Early Redemption Option exercised prior to Month 12	Early Redemption Option exercised prior to Month 18	Early Redemption Option exercisedprior to Month 24
12 Months	200	105		
18 Months	220	115	130	
24 Months	250	130	150	160
30 Months	290	150	175	185
36 Months	340	180	200	220
42 Months	400	220	240	260
60 Months	500	275	300	325

- Security over certain Company's assets (to be determined)
    - This security will be released once the Notional Reduction Option is exercised or if USD75mm is deposited into a reserve/escrow account prior to 48 months
- Contingent Value Rights (**CVRs**)

- **Tranche 1 CVRs**: Up to USD30mm of CVRs to be issued when there is a liquidity triggering event (to be determined) and if the Notional Reduction Option is exercised

- **Tranche 2 CVRs**: Up to USD30mm of CVRs to be issued when there is a liquidity triggering event (to be determined) and if the Notional Reduction Option and the Early Redemption Option are both exercised

As at the date of this announcement, Rolta continues to negotiate with the Ad Hoc Committee in respect of the above restructuring proposal, but has yet to come to an agreement.

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

Thanking you

For ROLTA INDIA LIMITED,

Verinder Khashu
Company Secretary & Head - Legal