



Monday  
Jun 22, 2009

**NOT FOR DISTRIBUTION TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES OR ITALY.**

**Rolta India Limited makes a Tender Offer for repurchase for Cash an amount of outstanding US\$ 150,000,000 Zero Coupon Convertible Bonds due 2012**

**MUMBAI, June 22, 2009** - Mumbai: Rolta India Limited (the "Company"), has outstanding US\$ 150,000,000 Zero Coupon Convertible Bonds due in 2012 convertible into ordinary shares, each of par value Rs. 10.00 (the "Bonds").

The Company has announced its intention to repurchase for cash an aggregate principal amount of the outstanding Bonds in an amount to be determined by the Company at its sole discretion (the "Aggregate Repurchase Amount"), by way of an invitation to holders of Bonds to tender their Bonds for repurchase (the "Invitation to Tender").

The Invitation to tender will take the form of a modified Dutch Auction, with Bondholders being invited to tender their Bonds at a price not less than 78.00 per cent and not exceeding 85.50 per cent of each nominal amount of US\$1,000 of Bonds. The Company will determine a single clearing price which will allow it to repurchase the Aggregate Repurchase Amount. Full terms and conditions of the offer are set out in a Tender Offer Memorandum dated June 22, 2009.

The Invitation to Tender will commence on June 22, 2009 and will expire on June 25, 2009, unless extended, re-opened or earlier terminated as provided in the Tender Offer Memorandum. Settlement is expected to be on June 30, 2009.

Eligible Bondholders are advised to read carefully the Tender Offer Memorandum for full details of, and information regarding participation in the Invitation to Tender. Copies of the Tender Offer Memorandum are available from the Tender Agent as set out below. Barclays Bank PLC and Deutsche Bank AG, Hong Kong Branch are acting as Joint Dealer Managers. Deutsche Bank AG, London Branch, is acting as Tender Agent.

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

**Rolta India Limited**

Hiranya Ashar,  
Director Finance & CFO  
Rolta Tower "A",  
Rolta Technology Park,  
MIDC Marol, Andheri (E),  
Mumbai 4000 93  
Telephone: +91 (22) 29266470

**The Joint Dealer Managers:**

**Barclays Bank PLC**

5 The North Colonnade  
Canary Wharf  
London E14 4BB  
United Kingdom  
Telephone: +44 20 7773 8990 or +65 6308 3431  
Attention: Liability Management Group  
Email: [liability.management@barclayscapital.com](mailto:liability.management@barclayscapital.com)

**Deutsche Bank AG, Hong Kong Branch**

56/F Cheung Kong Center  
2 Queen's Road Central  
Hong Kong  
Telephone: +852 2203 8260 or +852 2203 8077

Attention: ECM Convertible Group  
Email: [roltabc.tender@list.db.com](mailto:roltabc.tender@list.db.com)

**Principal Tender Agent:**

Deutsche Bank AG, London Branch  
Winchester House  
1 Great Winchester Street  
London EX2N 2DB  
United Kingdom  
Telephone: +44(0)20 7547 5000  
Attention: Debt and Equity Restructuring Services  
Email: [xchange.offer@db.com](mailto: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 distributions in, among other countries, the United States, Italy, Australia, France, Belgium, United Kingdom and India.

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Rolta India Limited,  
[Rolta Technology Park, MIDC-Marol, Andheri \(East\), Mumbai 400 093. India](#)