



Monday  
Mar 26, 2012

### **Rolta Ties-Up Funds for FCCB Buyback/Redemption and launches Open Offer to Buy back FCCBs**

**Mumbai** - Rolta India Limited is pleased to announce that it has tied-up funding of US \$ 135 Million via External Commercial Borrowings (ECB) to buyback and/or redeem its Zero Coupon Foreign Currency Convertible Bonds FCCBs, due on June 29, 2012.

With this funding, the Company has launched an offer to buy back all outstanding Foreign Currency Convertible Bonds ("FCCB"), which have a face value of US \$ 96.69 Million and redemption value of US \$ 134.78 Million. The Company has already repurchased a portion of FCCBs (from the original issue of US \$ 150 Million) in two earlier tranches - one in June 2009, and the second in December 2009. The aggregate face value of all repurchase of FCCB's till date has been US \$ 53.31 million. The Company has now established a tender process to effect the repurchase transactions in a manner that keeps the interest of investors which is in compliance with RBI guidelines and applicable regulations. This offer shall remain open till March 28, 2012.

The Settlement Date will be March 30, 2012, when the Gross Repurchase Amount will be paid in respect of each principal amount of US\$ 1,000 of Bonds tendered for repurchase. Barclays Bank PLC and Deutsche Bank AG, shall act as Joint Dealer Managers, and Deutsche Bank AG, London Branch, shall be the Tender Agent for these transactions.

**About Rolta:** Rolta is a leading provider of innovative IT solutions for many vertical segments, including Utilities, Governments, Transportation, Process, Power, Banking and Insurance. These enterprise level solutions are built around Rolta's intellectual property and domain expertise to offer unique business intelligence for impactful insights for effective decision making. Rolta's solutions framework includes Geospatial Fusion™, a suite to integrate disparate spatial and business data; Rolta OneView™, a BI solution for operational excellence; and Rolta iPerspective™, a unique platform for SOA and "Cloud" enablement. Rolta's intellectual property repository contains cutting-edge software for mapping and earth sciences, providing the foundation for Defense and Homeland Security solutions including C4ISTAR information systems, Military Communications, Digital Soldier, and Vehicle Systems. Rolta is a multinational organization headquartered in India, which has executed projects in over 40 countries. Rolta has a countrywide infrastructure and international subsidiaries across the globe. Forbes Global ranked Rolta amongst the "Best 200 under a Billion" four times in six years. The Company is listed on the Bombay Stock Exchange and National Stock Exchange in cash and F&O segment, and forms part of various indices on BSE/NSE. The Company's GDRs are listed on the Main Board of London Stock Exchange and its FCCBs are listed on the Singapore Stock Exchange.

**Disclaimer:** This press release includes statements that are not historical in nature and that may be characterized as "forward-looking statements", including those related to future financial and operating results, benefits and synergies of the Company's brands and strategies, future opportunities and the growth of the market for open source solutions. You should be aware that Rolta's actual results could differ materially from those contained in the forward-looking statements, which are based on current expectations of Rolta management and are subject to a number of risks and uncertainties, including, but not limited to, Rolta's ability to integrate acquired operations and employees, Rolta's success in executing its strategies, Rolta's ability to take a competitive position in the industry, business conditions and the general economy, market opportunities, potential new business strategies, competitive factors, sales and marketing execution, shifts in technologies or market demand, and any other factors. We may make additional written and oral forward-looking statements but do not undertake, and disclaim any obligation, to update them.

**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 East,

Mumbai 4000 93  
Telephone: +91 (22) 29266666.  
Email: hiranya.ashar@rolta.com

**Atul Tayal**

Joint Managing Director and COO – Domestic Operations  
Rolta Tower "A",  
Rolta Technology Park,  
MIDC Marol Andheri East,  
Mumbai 4000 93  
Telephone: +91 (22) 29266666.  
Email: adtayal@rolta.com

**The Dealer Manager**

Barclays Bank PLC  
5 The North Colonnade  
Canary Wharf  
London E14 4BB  
United Kingdom  
Telephone: +44 20 7773 8890  
Attention: Liability Management Group  
Email: eu.lm@barclays.com  
Deutsche Bank AG, Hong Kong Branch  
62/F International Commerce Center  
1 Austin Road West  
Hong Kong  
Telephone: +852 2203 8020 or +852 2203 8029  
Attention: ECM Convertible Group  
Email: roltacb.tender@list.db.com

**The Tender Agent:**

Deutsche Bank AG, London Branch  
Winchester House  
1 Great Winchester Street  
London EC2N 2DB  
United Kingdom  
Telephone: +44(0)20 7547 5000  
Attention: Debt and Agency Services  
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, Deutsche Trustee Company Limited (as trustee for the Bonds) 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.*

