

**No offer or invitation to acquire or exchange any securities is being made pursuant to this press release.**



**Rolta Americas LLC and Rolta, LLC announce closure of Exchange Offer and Consent Solicitation**

Mumbai, India, November 3, 2014 – Rolta, LLC (the “**2013 Issuer**”) announced today the results of its consent solicitation (the “**Consent Solicitation**”) to amend certain provisions of the 2013 Notes. The terms and conditions of the Consent Solicitation are set forth in the Exchange Offer Memorandum and the Consent Solicitation Statement, each dated September 25, 2014, and the respective supplements thereto dated September 30, 2014, October 2, 2014, October 17, 2014 and October 24, 2014 (the “**Documents**”).

The Consent Solicitation expired at 11:59 P.M., New York City time, on October 28, 2014 (the “**Consent Expiration Date**”).

As announced earlier, the 2014 Issuer had been advised that US\$73,345,000 aggregate principal amount of 2013 Notes, representing 36.67% of the total outstanding principal amount of 2013 Notes, were validly tendered prior to the expiration of the Exchange Offer on October 24, 2014 and the 2014 Issuer accepted all of such 2013 Notes tendered for exchange. Together with the deemed consents pursuant to the 2013 Notes accepted in the Exchange Offer, the 2013 Issuer received the majority consent necessary to effect certain proposed amendments to the 2013 Notes as described in the Documents.

Accordingly, the 2013 Issuer entered into a supplemental indenture with respect to the 2013 Notes on October 31, 2014 containing the proposed amendments that will bind all holders of the 2013 Notes, including those that did not provide their consent, although non-consenting holders will not receive the Consent Fee. The 2013 Issuer paid the Consent Fee on October 31, 2014 to all holders of the 2013 Notes who provided consents.

Subsequently, all 2013 Notes tendered were also exchanged for Additional 2014 Notes on October 31, 2014.

Further information, including the Documents, may be obtained by contacting the information and exchange agent, D.F. King & Co., Inc. by phone at +1 212 269 5550 (New York) or +44 20 7920 9700 (London) by email ([rolta@dfking.com](mailto:rolta@dfking.com)) or by visiting [www.dfking.com/rolta](http://www.dfking.com/rolta) for further information.

Capitalized terms used in this announcement but not defined have the respective meanings given to them in the Exchange Offer Memorandum and the Consent Solicitation Statement.

**DISCLAIMER**

***No offer or invitation to acquire or exchange any securities is being made pursuant to this announcement. The distribution of this press release and the Exchange Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession the Exchange Offer Memorandum or the Consent Solicitation Statement come are required to inform themselves about and observe any such restrictions.***

***This notice is not an offer of securities for sale in the United States. The securities referred to herein have not been and will not be registered under the Securities Act or any state securities laws of the United States, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements under the Securities Act and applicable state securities laws of the United States. No public offering of the Exchange Offer will be made. Any offering of securities to be made with respect to the Exchange Offer will be made pursuant to the Exchange Offer Memorandum, which will contain detailed information about the 2014 Issuer and its management and financial statements. Nothing in this communication shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful.***

***A rating is not a recommendation to buy, sell or hold the securities and may be subject to suspension, reduction or withdrawal at any time by the rating agency.***

***The Exchange Offer Memorandum has not been and will not be registered, produced or published as a prospectus as defined under the new Indian Companies Act, 2013 (the “New Companies Act”), with the Registrar of Companies, the Securities and Exchange Board of India, the Reserve Bank of India or any other statutory or regulatory body of like nature in India. The Additional 2014 Notes will not be offered or sold, and have not been offered or sold, either directly or indirectly to any person or the public or any member of the public in India, or for the account or benefit of any person resident in India, either directly or indirectly, by means of any document. The Exchange Offer Memorandum or any other offering document or material relating to the Additional 2014 Notes will not be circulated or distributed either directly or indirectly and have not been circulated or distributed, directly or indirectly, to any person or the public or any member of the public in India or otherwise generally distributed or circulated in India. The Additional 2014 Notes have not been offered or sold and will not be offered or sold in India in circumstances which would constitute an advertisement, invitation, offer, sale or solicitation of an offer to subscribe for or purchase any securities to the public within the meaning of the New Companies Act and other applicable Indian law for the time being in force.***