

No offer or invitation to acquire or exchange any securities is being made pursuant to this announcement.



Rolta Americas LLC and Rolta, LLC announce Exchange Offer and Consent Solicitation

Mumbai, India, September 25, 2014 – Rolta Americas LLC (the “**2014 Issuer**”) and Rolta, LLC (the “**2013 Issuer**”) announced today that the 2014 Issuer has commenced an exchange offer (the “**Exchange Offer**”) to exchange the 2013 Issuer’s US\$200 million 10.75% Senior Notes due 2018 (CUSIP Number: 775793 AA0 (Rule 144A) and U77587 AA8 (Reg. S); ISIN: US775793AA06 (Rule 144A) and USU77587AA83 (Reg. S)) (the “**2013 Notes**”) for additional notes (the “**Additional 2014 Notes**”) to be issued and treated as a single series with the 2014 Issuer’s US\$300 million aggregate principal amount of 8.875% Senior Notes due 2019 issued on July 24, 2014 (CUSIP Number: 775788 AA0 (Rule 144A) and U77583 AA7 (Reg. S); ISIN: US775788AA03 (Rule 144A) and USU77583AA79 (Reg. S)). The “**Early Exchange Date**” for the tender of 2013 Notes, prior to which a tendering holder of 2013 Notes will be entitled to receive Additional 2014 Notes as determined based on an early exchange price, is expected to be 5:00 p.m., New York City time, on October 8, 2014, and the “**Exchange Expiration Date**” for the tender of 2013 Notes, prior to which tenders can be made, is expected to be 11:59 p.m., New York City time, on October 23, 2014, in each case unless extended or terminated and subject to the terms and conditions set forth in the Exchange Offer.

The 2013 Issuer has concurrently commenced a consent solicitation (the “**Consent Solicitation**”) to amend certain provisions of the 2013 Notes, on the terms and conditions of the Exchange Offer and the Consent Solicitation, as applicable. The “**Consent Expiration Deadline**” for the delivery of consents, prior to which a consenting holder will be entitled to receive a consent fee, is the same as the Early Exchange Date, which is expected to be 5:00 p.m., New York City time, on October 8, 2014, unless extended or terminated and the terms and conditions set forth in the Consent Solicitation.

The purpose of the Exchange Offer is to lower the Rolta Group’s interest costs, extend the maturity profile of a portion of its debt and provide it with additional financial flexibility to pursue its strategic objectives. The purpose of the Consent Solicitation is to adopt certain proposed amendments to the terms of the 2013 Notes to conform them to the corresponding provisions of the 2014 Notes.

The 2013 Issuer and the 2014 Issuer were incorporated as private companies with limited liability under the laws of Delaware. The ultimate parent company of the 2013 Issuer and the 2014 Issuer, Rolta India Limited, is a leading technology company which provides innovative IT solutions to its customers. The registered office of Rolta India Limited is Rolta Tower ‘A’, Rolta Technology Park, MIDC - Marol, Andheri (East), Mumbai - 400 093, India.

The Exchange Offer is only being made to eligible holders who are (i) “qualified institutional buyers” as defined in Rule 144A of the U.S. Securities Act of 1933 (the “**Securities Act**”) or

(ii) located outside the United States or certain fiduciaries holding accounts for the benefit of persons located outside the United States. All holders of the 2013 Notes are eligible to participate in the Consent Solicitation.

Eligible holders of the 2013 Notes wishing to participate in the Exchange Offer or Consent Solicitation may contact the information and exchange agent, D.F. King & Co., Inc. by phone at +1 212 269 5550 (New York) or +44 207 920 9700 (London), by email (rolta@dfking.com) or by visiting www.dfking.com/rolta for further information.

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.