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M/s. BSE Limited Corporate Relationship Department 1 st Floor, New Trading Ring, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001.	M/s. National Stock Exchange of India Limited Listing Department Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400051.
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REFERENCE
RIL/CL.40(9)-CERT/2017

DATE
13-Apr-2017

Dear Sirs,

**Sub: Certificate under Clause 40(9) of SEBI (LODR) Regulations, 2015
for the 2nd half ended 31-Mar-2017**

We enclose herewith 'Compliance Certificate' dated 13-Apr-2017 under Clause 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued by the Practicing Company Secretary - Mr. Virendra Bhatt, (ACS-1157/CP-124) for the 2nd half ended 31-Mar-2017.

The above information may please be taken on record of your esteemed Exchange.

Thanking you,

Yours faithfully,
For ROLTA INDIA LIMITED,

(Verinder Khashu)

Company Secretary & Head - Legal/Compliance

Encl : a/a

ROLTA INDIA LIMITED

Rolta Tower 'A', Rolta Technology Park, MIDC - Marol, Andheri (East), Mumbai - 400 093. INDIA.

CIN : L74999MH1989PLC052384, Tel.: +91(22) 2926 6666/3087 6543, Fax: +91(22) 2836 5992, E-mail : indsales@rolta.com, www.rolta.com

Virendra Bhatt

Company Secretary

Office :
602, Tardeo Airconditioned Market,
Tardeo Main Road, Tardeo,
Mumbai-400 034.
Tel. : 2351 4867 / 2351 2412
Mobile : 98200 48670
e-mail : bhattvirendra1945@yahoo.co.in

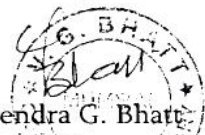
Name of the Company : ROLTA INDIA LIMITED
Registration No : 11-52384
Registered Office : Rolta Tower A, Rolta Technology Park, MIDC – Marol,
Andheri (E), Mumbai – 400 093

CERTIFICATE UNDER REGULATION 40(9) OF THE SEBI(LISTING
OBLIGATIONS & DISCLOSURE REQUIREMENTS), REGULATIONS 2015
FOR THE HALF YEAR ENDED 31STMARCH, 2017

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to *ROLTA INDIA LIMITED* maintained by *LINK INTIME INDIAPRIVATE LIMITED* pertaining to transfer of equity shares of the company for the period from *1st October, 2016 to 31st March, 2017* for the purpose of issuing a Certificate as per Regulation 40(9) Of the SEBI (Listing Obligations & Disclosure Requirements), 2015 , by *ROLTA INDIA LIMITED* and based on the information provided by the Company, hereby certify that the Company has delivered during the half year ended on *31st March, 2017*.

- A. Share Certificates relating to the Share Transfer forms were received during the period from *1st October, 2016 to 31st March, 2017* as entered in the Memorandum of Transfers have been issued within one month from respective date of lodgment of each form excepting those rejected on technical grounds.
- B. Share certificates in respect of request for exchange of Transmission, deletion duplicate and replacement certificates have been issued within one month of lodgment.

Date : **13 APR 2017**
Place: Mumbai


Virendra G. Bhatt
Company Secretary
ACS – 1157 / CP – 124