



August 17, 2015

To, Bombay Stock Exchange Limited (BSE) Listing Department, P J Towers, Dalal Street, Mumbai - 400 001. Fax. No. 22723121 /22722037 /2272	To, National Stock Exchange of India Limited "Exchange Plaza" Bandra Kurla Complex Bandra (E) Mumbai - 400 051. Fax. No. 26598237/38, 66418125 / 26
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Dear Sir,

Sub.: Code of Fair Disclosure and Conduct under the SEBI (Prohibition of Insider Trading) Regulation, 2015

With reference to the above captioned subject and in compliance with the SEBI (Prohibition of Insider Trading) Regulation, 2015 ('Regulations') read with SEBI circular No. CIR/ISD/01/2015 dated May 11, 2015, we hereby confirm that

- (i) The Company has formulated the Code of Fair Disclosures under the reference of Policy for Fair Disclosure of Unpublished Price Sensitive Information as required under Regulation 8(1) of the Regulations and published the same on the website of the Company i.e. www.rolta.com.
- (ii) The Company has also formulated and adopted the Code of Conduct as required under Regulation 9(1) of the Regulations under the reference of Insider Trading Policy.

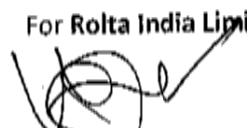
The above were approved and adopted by Board of Directors of the Company in its meeting held on Friday, 14th August 2015.

In terms of the requirement of the Regulations, we are hereby submitting the copy of (i) & (ii) above for your records and reference.

Thanking you,

Yours faithfully,

For Rolta India Limited


Verinder Khashu
Company Secretary &
Head Legal / Compliance

Encl.: As above

ROLTA INDIA LIMITED

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

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Rolta India Limited

Insider Trading Policy

Rolta India Limited (the "Company") is a public company whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited and subject to the rules and regulations issued by the Securities and Exchange Board of India (SEBI). Additionally, the Company's Global Depository Shares ("GDRs") are listed on the London Stock Exchange.

The Board of Directors of the Company have adopted this Insider Trading Policy (the "Policy") to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI Regulations"). The Company's Policy for fair disclosure of Unpublished Price Sensitive Information is as per Schedule A attached .

The SEBI Regulations prohibit an Insider from Trading in the securities of a company listed on any stock exchange on the basis of any unpublished price sensitive information.

Unpublished Price Sensitive Information ("UPSI") means any information, which relates directly or indirectly, to the Company or its securities, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities of the Company.

"Generally available" information means information that is accessible to the public on a non-discriminatory basis.



Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) - Transactions by other connected persons as identified by the company

Name _____
Signature: _____
Designation: _____
Date: _____
Place: _____

