



ROLLATAINERS
EMERGING EVERYDAY

ROLLATAINERS LIMITED

Registered Office: Plot No. 73-74, Phase-III, Industrial Area, Dharuhera, District Rewari, Haryana-123106

Tel.: 01274-243326, 242220

E-mail: cs.rollatainers@gmail.com **Website:** www.rollatainers.in

CIN: L21014HR1968PLC004844

Ref.No.: RTL/BSE/NSE/2024-25

Date: 31st May 2024

To

The Secretary BSE Limited Phiroze Jeejeebhoy, Towers Limited Dalal Street, Mumbai - 4000 01	The Secretary National Stock Exchange Limited Exchange Plaza Bandra Kurla Complex , Bandra (E) Mumbai - 400 051
Scrip Code: 502448	Symbol: ROLLT

Sub: Corrigendum to the Notice of the 2nd Extra Ordinary General Meeting

Dear Sir/Madam,

In continuation to our intimation Letter No. RTL/BSE/NSE/2024-25 dated 14th May 2024, we are submitting herewith the corrigendum to the Notice of Extra Ordinary General Meeting ("EGM") scheduled to be held on Wednesday, 05th June, 2024 at 10:30 a.m. at the Registered Office of the Company at Plot No. 73-74, Phase –III, Industrial Area, Dharuhera-123106.

Copy of the said corrigendum to the EGM Notice is also uploaded on the website of the Company i.e. www.rollatainers.in.

Thanking You,
Yours faithfully,

For Rollatainers Limited

Aditi Jain
(Company Secretary and Compliance Officer)

Encl: Corrigendum to the Notice of EGM



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CORRIGENDUM / ADDENDUM TO THE NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

02nd Extra-ordinary General Meeting (EGM) for the Financial Year 2024-25 of the members of Rollainers Limited is being convened on Wednesday, 05th June, 2024, at 10:30 a.m. (IST) at the Registered Office of the Company at Plot No. 73-74, Phase-III, Industrial Area, Dharuhera- 123106. The Notice of the EGM dated 10th May 2024 (“EGM Notice”) was dispatched to the Shareholders of the Company on 14th May, 2024, in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India, respectively. We draw the attention of all the members of the Company towards the said EGM Notice.

This corrigendum is being issued to give notice to amend the details as mentioned below and pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

(a) In Item No. 2 of Explanatory Statement, following point(s) shall be read as under:

I. Objects of the Preferential Issue and Issue Size, aggregate amount proposed to be raised:

The Company had issued 1,40,000 10% Redeemable Non-Convertible Preference Shares (RNCPS) and with a view to redeem the said RNCPS, the Company proposes to issue equivalent 53, 63,984 10% Compulsorily Convertible Preference Shares (CCPS) of Rs. 1/- (Rupee One only) at a price of Rs. 2.61 /-per Preference Share (including premium of Rs 1.61/- per Preference share) and consequent allotment thereof in Equity shares of face value of Rs. 1/- (Rupees One Only) each of the Company.

V. Basis on which the price has been arrived at and justification for the price (including premium, if any) Report of independent registered valuer:

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of Rs. 2.61/- (Rupees Two and Sixty One Paise only) based on the Valuation Report dated 09th May 2024 and an addendum to the Valuation Report dated 29th May, 2024 obtained from Mr. Avinash Kumar, Independent Registered Valuer. (IBBI Regd. No. IBBI/RV/03/2021/13945 having office at A-338, LGF, Defence Colony, New Delhi -110024, in accordance with Regulation 166A of the ICDR Regulations (“Valuation Report”).

The Valuation Report and an addendum to the Valuation Report shall be available for inspection by the members and the same may be accessed on the Company’s website at the link: <https://www.rollainers.in/>.

The equity shares of the Company are listed and traded on BSE and NSE and the equity shares of the Company are frequently traded in accordance with regulation 164(5) of the SEBI ICDR Regulations and the trading volume of the equity shares of the Company was higher on NSE during the preceding 90 trading days prior to the Relevant Date for computation of Issue Price. Therefore, the trading volume of the equity shares on NSE has been considered to determine the Issue Price.

In terms of the provisions of regulation 164(1) of SEBI ICDR Regulations, the price at which Shares shall be allotted shall not be less than higher of the following:

a. The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange (NSE) preceding the relevant date is Rs. 1.66; or



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b. The 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange (NSE) preceding the relevant date is Rs. 2.61.

Pursuant to the above, the minimum issue price determined in accordance with regulations 164(1) read with regulation 161 of Chapter V of SEBI ICDR Regulations is Rs. 2.61/- (Rupees Two and Sixty One Paise only).

The Articles of Association of Company mandates for determining the issue price by the valuation report of a registered valuer. Accordingly, the Company has obtained Valuation Report dated 09th May 2024 and an addendum to the Valuation Report dated 29th May, 2024 from Mr. Avinash Kumar, Independent Registered Valuer. (IBBI Regd. No. IBBI/RV/03/2021/13945 having office at A-338, LGF, Defence Colony, New Delhi -110024 in accordance with Regulation 166A of the ICDR Regulations (“Valuation Report”). The price determined through the valuation report is Rs. 2.61/- per Share. The said report is available on the website of the Company at link <https://www.rollainers.in/>.

In view of the above, the Board of the Company has fixed the Issue Price (i.e. the price including the Subscription Price and the Exercise Price) of **Rs. 2.61/- (Rupees Two and Sixty One Paise only)** which is above the minimum price as determined in compliance with the requirements of SEBI ICDR Regulations.

VII. The Class or Classes of Persons to whom the allotment is proposed to be made:

The entire issue is made to the following persons being non-promoter/public category persons / entities, as mentioned herein.

S.no	Preference Shareholder	Category
1.	Newtime Infrastructure Limited	Promoter Group

XII. Equity Shareholding Pattern before and after the Preferential Issue:

Sr. No.	Category	Pre- Issue#		Post-Issue*	
		No. of equity shares held	% of equity holding	No. of equity shares held	% of equity holding
A.	PROMOTER AND PROMOTER GROUP HOLDING				
	Indian				
	Individual	-	-	-	-
	Bodies Corporate	12,74,60,400	50.9576	13,28,24,384	35.5963
	Any Other	-	-	-	-
	Sub-total	12,74,60,400	50.9576	13,28,24,384	35.5963
	Foreign Promoters	-	-	-	-
	Sub-total (A)	12,74,60,400	50.9576	13,28,24,384	35.5963
B.	PUBLIC HOLDING				



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B1)	Institutions (Domestic)				
	Banks	700	0.0003	700	0.0002
B2)	Institutions (Foreign)				
	Foreign Portfolio Investors Category I	5,000	0.0020	1,83,20,300	4.9098
	Foreign Portfolio Investors Category II	-	-	-	
B3)	Central Government/State Government(s)/ President of India	-	-	-	
B4)	Non-Institution				
	Indian public	11,19,26,839	44.7475	11,19,26,839	29.9959
	Non Resident Indians (NRIs)	18,26,454	0.7302	18,26,454	0.4895
	Bodies Corporate	41,77,671	1.6702	10,35,09,441	27.7400
	Any Other (specify)				
	HUF	46,77,000	1.8698	46,77,000	1.2534
	Clearing Member/ House	55,936	0.0224	55,936	0.0150
	Sub-total (B)	12,26,69,600	49.0423	24,03,16,670	64.4037
	GRAND TOTAL (A) + (B)	25,01,30,000	100.00	37,31,41,054	100.00

The pre-issue Share Holding Pattern is as per the shareholding pattern as on March 31, 2024.

* The post issue paid-up capital is arrived after considering all the preferential allotment and the conversion of entire number of Warrants (to be allotted yet) & CCPS proposed to be made under Resolution No. 2 and on fully diluted basis and the pre-issue shareholding pattern continue to be the shareholders of the Company.

(b) In Item No. 3 of Explanatory Statement, following point(s) shall be read as under:

II. Objects of the Preferential Issue and Issue Size, aggregate amount proposed to be raised:

The Company had issued 10,00,000 2% Redeemable Non-Convertible Preference Shares (RNCPS) and with a view to redeem the said RNCPS, the Company proposes to issue equivalent 3,83,14,176 2% Compulsorily Convertible Preference Shares (CCPS) of Rs. 1/- (Rupee One only) at a price of Rs. 2.61 /-per Preference Share (including premium of Rs 1.61/- per Preference share) and consequent allotment thereof in Equity shares of face value of Rs. 1/- (Rupees One Only) each of the Company.

V. Basis on which the price has been arrived at and justification for the price (including premium, if any) Report of independent registered valuer:

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of Rs. 2.61/- (Rupees Two and Sixty One Paise only) based on the Valuation Report dated 09th May 2024 and an addendum to the Valuation Report dated 29th May, 2024



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obtained from Mr. Avinash Kumar, Independent Registered Valuer. (IBBI Regd. No. IBBI/RV/03/2021/13945 having office at A-338, LGF, Defence Colony, New Delhi -110024, in accordance with Regulation 166A of the ICDR Regulations (“**Valuation Report**”).

The Valuation Report an addendum to the Valuation Report shall be available for inspection by the members and the same may be accessed on the Company’s website at the link: <https://www.rollainers.in/>.

The equity shares of the Company are listed and traded on BSE and NSE and the equity shares of the Company are frequently traded in accordance with regulation 164(5) of the SEBI ICDR Regulations and the trading volume of the equity shares of the Company was higher on NSE during the preceding 90 trading days prior to the Relevant Date for computation of Issue Price. Therefore, the trading volume of the equity shares on NSE has been considered to determine the Issue Price.

In terms of provisions of Regulation 164(1) of SEBI (ICDR) Regulations, the price at which Shares shall be allotted shall not be less than higher of the following:

- The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange (NSE) preceding the relevant date is Rs. 1.66; or
- The 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange (NSE) preceding the relevant date is Rs. 2.61.

Pursuant to the above, the minimum issue price determined in accordance with regulations 164(1) read with regulation 161 of Chapter V of SEBI ICDR Regulations is Rs. 2.61/- (Rupees Two and Sixty One Paisa only).

The Articles of Association of Company mandates for determining the issue price by the valuation report of a registered valuer. Accordingly, the Company has obtained Valuation Report dated 09th May 2024 and an addendum to the Valuation Report dated 29th May, 2024 from Mr. Avinash Kumar, Independent Registered Valuer. (IBBI Regd. No. IBBI/RV/03/2021/13945 having office at A-338, LGF, Defence Colony, New Delhi -110024 in accordance with Regulation 166A of the ICDR Regulations (“**Valuation Report**”). The price determined through the valuation report is Rs. 2.61/- per Share. The said report is available on the website of the Company at link <https://www.rollainers.in/>.

In view of the above, the Board of the Company has fixed the Issue Price (i.e. the price including the Subscription Price and the Exercise Price) of **Rs. 2.61/- (Rupees Two and Sixty One Paisa only)** which is above the minimum price as determined in compliance with the requirements of SEBI ICDR Regulations.

VII. The Class or Classes of Persons to whom the allotment is proposed to be made:

The entire issue is made to the following persons being non-promoter/public category persons / entities, as mentioned herein.

S.no	Preference Shareholder	Category
1.	Newtime Infrastructure Limited	Promoter Group

XII. Equity Shareholding Pattern before and after the Preferential Issue:



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Sr. No.	Category	Pre- Issue#		Post-Issue*	
		No. of equity shares held	% of equity holding	No. of equity shares held	% of equity holding
A.	PROMOTER AND PROMOTER GROUP HOLDING				
	Indian				
	Individual	-	-	-	-
	Bodies Corporate	12,74,60,400	50.9576	17,11,38,560	41.5935
	Any Other	-	-	-	
	Sub-total	12,74,60,400	50.9576	17,11,38,560	41.5935
	Foreign Promoters	-	-	-	
	Sub-total (A)	12,74,60,400	50.9576	17,11,38,560	41.5935
B.	PUBLIC HOLDING				
B1)	Institutions (Domestic)				
	Banks	700	0.0003	700	0.0002
B2)	Institutions (Foreign)				
	Foreign Portfolio Investors Category I	5,000	0.0020	1,83,20,300	4.4526
	Foreign Portfolio Investors Category II	-	-	-	-
B3)	Central Government/State Government(s)/ President of India	-	-	-	-
B4)	Non-Institution				
	Indian public	11,19,26,839	44.7475	11,19,26,839	27.2027
	Non Resident Indians (NRIs)	18,26,454	0.7302	18,26,454	0.4439
	Bodies Corporate	41,77,671	1.6702	10,35,09,441	25.1569
	Any Other (specify)				
	HUF	46,77,000	1.8698	46,77,000	0.0136
	Clearing Member/ House	55,936	0.0224	55,936	0.0001
	Sub-total (B)	12,26,69,600	49.0423	24,03,16,670	58.4065
	GRAND TOTAL (A) + (B)	25,01,30,000	100.00	41,14,55,230	100.00

The pre-issue Share Holding Pattern is as per the shareholding pattern as on March 31, 2024.

* The post issue paid-up capital is arrived after considering all the preferential allotment and the conversion



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of entire number of Warrants (to be allotted yet) & CCPS proposed to be made under Resolution No. 2 & 3 and on fully diluted basis and the pre-issue shareholding pattern continue to be the shareholders of the Company.

Date: 31.05.2024

Place: New Delhi

**By order of the Board
For Rollainers Limited**

**Sd/-
Aarti Jain
Chairperson
DIN: 00143244**