



August 22, 2019

To, <b>BSE Limited</b> Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 Scrip code: 500366	<b>National Stock Exchange of India Ltd.</b> Listing Department Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 NSE Symbol: <b>ROLTA</b>
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Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2019

Pursuant to the requirement of clause 3(b)(iii) of SEBI circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, please find attached herewith the Annual Secretarial Compliance Report of the Company for the Financial Year ended March 31, 2019, issued by Ms. Sunita Dube, Practicing Company Secretary.

Request you to take the above in your record and oblige.

Thanking you.

Yours faithfully,  
For **ROLTA INDIA LIMITED**

*Hetal Vichhi*  
**Hetal Vichhi**  
Company Secretary

Encl: a/a

**ROLTA INDIA LIMITED**

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

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## Sunita Dube & Associates

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### Secretarial Compliance Report of Rolta India Limited

#### For the Financial Year Ended 31<sup>st</sup> March, 2019

I have examined:

- (a) all the documents and records made available to us and explanation provided by **ROLTA INDIA LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not Applicable to listed entity during review period**);

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018(**Not Applicable to listed entity during review period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008(**Not Applicable to listed entity during review period**);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013(**Not Applicable to listed entity during review period**);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulation”);

and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1)	<b>Regulation 6 of LODR</b>  A listed entity shall appoint a qualified company secretary as the compliance officer.	The Company did not have qualified Company secretary as the Compliance officer for the period 01 <sup>st</sup> November 2018 to 31 <sup>st</sup> March 2019	The Company Secretary resigned with effect from 30 <sup>th</sup> October 2018 and there was no Company Secretary as Compliance officer in the Company till 31 <sup>st</sup> March, 2019

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
2)	<p><b>Regulation 14 of LODR</b></p> <p>The listed entity shall pay all such fees or charges, as applicable, to the recognised stock exchange(s), in the manner specified by the Board or the recognised stock exchange(s)</p>	<p>The listed entity has not paid the listing fees to BSE and NSE.</p>	<p>NIL</p>
3)	<p><b>Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011.</b></p> <p>The intimation of trading of securities is required to be given by person within two working days of transactions to the Company and to the Exchange(s)</p>	<p>There was delay in reporting inter-se transfer as loan of to the exchange</p>	<p>Inter se transfer dated 27<sup>th</sup> June 2018 was informed to stock exchange on 20<sup>th</sup> July 2018.</p> <p>Off market trading dated 14<sup>th</sup> August 2018 was informed to stock exchange on 17<sup>th</sup> August 2018.</p>
4)	<p><b>Regulation 31(1) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011.</b></p> <p>The intimation of encumbrance of shares is required to be given by promoter within seven working days of transactions to the Company and to the Exchange(s)</p>	<p>There was delay in reporting the encumbrance to the Company and exchange</p>	<p>Creation of pledge dated 14<sup>th</sup> August was informed on 25<sup>th</sup> August to the stock exchange</p>

5)	<p><b>Regulation 31(1)(b) of LODR</b></p> <p>The listed entity shall submit to the stock exchange(s) shareholding pattern on a quarterly basis, within twenty one days from the end of each quarter</p>	<p>The listed entity has not submitted the Shareholding pattern for the Quarter ended March, 2019 to BSE and NSE within 21 days.</p>	<p>The listed entity has submitted the Shareholding pattern for the Quarter ended March, 2019 to BSE and NSE on 14<sup>th</sup> May, 2019.</p>
6)	<p><b>Regulation 40(10) of LODR</b></p> <p>The listed entity shall file with the stock exchange(s) Certificate as per Regulation 40(9).</p>	<p>The listed entity has not filed Certificate as per Regulation 40(9) for the half year ended 31<sup>st</sup> March, 2019 to BSE and NSE within prescribed time.</p>	<p>The listed entity has submitted Certificate as per Regulation 40(9) to BSE and NSE on 2<sup>nd</sup> May, 2019.</p>

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable since this report is being issued for the first time and accordingly no action is required to be taken by the Company.**

For **Sunita Dube & Associates,**  
Practicing Company Secretary



**Place: Thane**  
**Date: 22.08.2019**

**ACS No. 48556**  
**COP No. 17708**