



**ROLLAINERS**  
EMERGING EVERYDAY

## ROLLAINERS LIMITED

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

**Tel.:** 01274-243326, 242220

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

**CIN:** L21014HR1968PLC004844

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

**Date:** June 14,2024

To

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

**Subject: Annual Secretarial Compliance Report for the financial year ended 31st March, 2024**

**Dear Sir/Madam,**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular no. CIR/CFD/CMD1/27/2019 dated 8th February 2019, please find enclosed herewith the Annual Secretarial Compliance Report issued by Mr. Sachin Khurana, Proprietor of M/s S. Khurana & Associates, Practicing Company Secretaries, for the financial year ended March 31, 2024.

This is for your information and records.

Thanking You,  
Yours faithfully,

**For Rollainers Limited**

**ADITI JAIN**  
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**Aditi Jain**  
**(Company Secretary and Compliance Officer)**

*Enclosed: As stated*

**S. Khurana & Associates**  
Company Secretaries

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**SECRETARIAL COMPLIANCE REPORT**

**FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024**

**To,**  
**The Board of Directors**  
**ROLLATAINERS LIMITED**  
**CIN: L21014HR1968PLC004844**  
**Plot No. 73-74, Phase- III, Industrial Area,**  
**Dharuhera, District- Rewari, Haryana, India, 123106**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **ROLLATAINERS LIMITED, CIN - L21014HR1968PLC004844** (hereinafter referred as 'the listed entity'), having its Registered Office at **Plot No. 73-74, Phase- III, Industrial Area, Dharuhera, District- Rewari, Haryana, India, 123106**. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on **March 31, 2024**, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, **Sachin Khurana**, Companies Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by 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 financial year ended **March 31, 2024** ("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");

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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 (“SEBI LODR Regulations, 2015”);
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **[Not applicable as the listed entity has not issued any further share capital during the Review Period];**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **[Not applicable as the listed entity has not issued any further share capital during the Review Period];**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **[Not applicable as the listed entity has not issued any further share capital during the Review Period];**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **[Not applicable as the listed entity has not issued any Non-Convertible Securities during the Review Period];**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines issued thereunder.

and based on the above examination, we hereby report that, during the Review Period:

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I. (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: -

<b>Sr. No</b>	<b>Compliance Requirement (Regulations/ Circulars/ guideline including specific clause)</b>	<b>Regulation/ Circular Number</b>	<b>Deviation</b>	<b>Action taken by</b>	<b>Type of Action</b>	<b>Details of Violation/ Clarification/ Advisory/ Fine/ Show Cause Notice/ Warning</b>	<b>Fine (INR)</b>	<b>Observations/ Remarks of the Practicing Company Secretary</b>	<b>Management Response to Violation/ Clarification/ Advisory/ Fine/ Show Cause Notice/ Warning</b>	<b>Remarks</b>
1	Composition of Nomination and Remuneration Committee	Regulation 19(1)/19(2)	Incomplete Composition	NSE	Fine	Composition not maintained	45,078	Fine paid	Company has paid the fine. We had requested NSE for rework of CG for June 2024. We had to make mandatory payment of SOP fines.	Fine paid on May 10, 2024

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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/ Circulars/ guideline including specific clause)	Regulation/ Circular Number	Deviation	Action taken by	Type of Action	Details of Violation/ Clarification/ Advisory/Fine/ Show Cause Notice/ Warning	Fine (INR)	Observations/ Remarks of the Practicing Company Secretary	Management Response to Violation/ Clarification/ Advisory/Fine/ Show Cause Notice/Warning	Remarks
1.	Appointment of Whole-time Director	Reg.17(1)	Delay of 44 days	NSE	Fine	Delay in Appointment of Wholetime Director	INR 259,600	The Fine was paid on May 22, 2023	The delay of 44 days was inadvertent and shall be taken care for further Compliance	-
2.	Uploading of Financial Results for the quarter ended March 31,2022	Reg.33	Delay of 1 day	NSE	Fine	Delay in Uploading of Financial Results with Stock Exchange	INR 5,900	The fine was paid on July 08,2022	The delay of 1 days was inadvertent and shall be taken care for further Compliance	-
3.	Uploading of Financial Results for the quarter ended March 31,2022	Reg.33	Delay of 1 day	BSE	Fine	Delay in Uploading of Financial Results with Stock Exchange	INR 5,900	The fine was paid on July 08,2022	The delay of 1 days was inadvertent and shall be taken care for further Compliance	-

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(c) We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Compliance Status (Yes/No/ NA)</b>	<b>Observations/Remarks by PCS</b>
1.	<p><b><u>Secretarial Standards:</u></b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013.</p>	Yes	However, the Company is advised to follow SS in stricter manner.
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed and updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes  Yes	-  -
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes  Yes  Yes	The listed entity is maintaining a functional website and as confirmed by the management, information under the separate section was disseminated within the time

4.	<b><u>Disqualification of Director(s):</u></b> None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	-
5.	<b><u>Details related to Subsidiaries of listed entities have been examined with regard to:</u></b> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes  Yes	-
6.	<b><u>Preservation of Documents:</u></b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	<b><u>Performance Evaluation:</u></b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI LODR Regulations 2015.	Yes	-
8.	<b><u>Related Party Transactions:</u></b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or  (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes  Not Applicable	-  The listed entity has obtained the prior approval of Audit Committee for related party transactions, if required under the applicable law.

9.	<p><b><u>Disclosure of events or information:</u></b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	-
10.	<p><b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	-
11.	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and Circulars/Guidelines issued thereunder.</p>	No	No action has been taken by the SEBI against the listed entity. However, Action taken by Stock Exchange(s) is provided in detail in table (a) of this report.
12.	<p><b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></b></p> <p>The listed entity has complied with paragraph 6.1 and 6.2 of Section V-D of chapter V of “Master Circular on compliance with the provisions of SEBI LODR Regulations, 2015 by listed entities” and that they have incorporated all the terms and conditions in the engagement letter issued to the auditors of the Company</p>	NA	During the reporting period, Statutory Auditors have not resigned.



13	<p><b><u>Additional non-compliances, if any:</u></b>  No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.</p>	<b>No</b>	Details of all non-compliances is reported in table (a) of this report. However, it was observed that there was a delay in intimation of Closure of Trading Window to stock exchange in terms of SEBI (Prohibition of Insider Trading), Regulations 2015.
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**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For S. Khurana & Associates**  
**Company Secretaries**  
**FRN: I2014DE1158200**  
**Peer Review No. 804/2020**

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KHURANA

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**Sachin Khurana**  
**Proprietor**

**M. No.: F10098; CP No.:13212**  
**UDIN - F010098F000462187**

**Date: May 27, 2024 | Place: New Delhi**