



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/2023-24

Date: May 30,2023

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

Subject: Annual Secretarial Compliance Report for the financial year ended 31st March, 2023

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, 2023.

This is for your information and records.

Thanking You,
Yours faithfully,

For Rollainers Limited

Aditi Jain
(Company Secretary and Compliance Officer)

Enclosed: As stated

S. Khurana & Associates

Company Secretaries

SECRETARIAL COMPLIANCE REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023
[Report pursuant to Regulation 24A of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

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

I, **Sachin Khurana**, Practicing Company Secretaries, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Rollatainers Limited**, (hereinafter referred as 'the listed entity'), having its Registered Office situated at Plot No. 73-74, Phase - III, Industrial Area, Dharuhera, District - Rewari, Haryana - 123106. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our 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, we hereby report that the listed entity has, during the review period covering the financial year ended on **March 31, 2023**, generally complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter.

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

- all the documents and records made available to us and explanation provided by the listed entity,
- the filings/submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended **March 31, 2023** ("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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 (“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 bought back/propose to buy-back any of its securities during the Review Period];**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **[Not applicable as the Company has not offered any shares or granted any options pursuant to any employee benefit scheme 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) Regulations and Bye-laws framed under the Depositories Act, 1996 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:

- 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:

Sr. No.	Compliance Requirement (Regulations/ Circulars/ guideline including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory /Clarification/ Fine/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Appointment of Wholetime Director	Reg. 17(1)	Delay of 44 days	NSE	Fine	Delay in appointment of Wholetime Director	Rs. 2,59,600/-	The fine was paid on May 22, 2023.	The delay of 44 days was inadvertent and shall be taken care for further compliance(s).	-
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	Rs. 5,900/-	The fine was paid on July 08, 2022.	The delay of 1 day was inadvertent and shall be taken care for further compliance(s).	-
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	Rs. 5,900/-	The fine was paid on July 08, 2022.	The delay of 1 day was inadvertent and shall be taken care for further compliance(s).	-

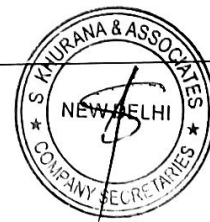


(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/Circulars/guideline including specific clause)	Regulation/Circular No.	Deviations	Action taken by	Type of Action (Advisory /Clarification/ Fine/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Reporting of Financial Results for quarter ended March 31, 2021	Reg. - 33	Delay of 66 days	BSE	Fine	Delay in submission of Financial Results for quarter ended March 31, 2021	Rs. 3,89,000/-	The Company paid the said fine on September 17, 2021	Company has assured for timely compliance in future.	-
2	Reporting of Financial Results for quarter ended March 31, 2021	Reg. - 33	Delay of 66 days	NSE	Fine	Delay in submission of Financial Results for quarter ended March 31, 2021	Rs. 3,89,000/-	The Company paid the said fine on September 17, 2021	Company has assured for timely compliance in future.	-
3	Reporting of Financial Results for quarter ended June 30, 2021	Reg. - 33	Delay of 37 days	BSE	Fine	Delay in submission of Financial Results for quarter ended June 30, 2021	Rs. 2,18,300/-	The Company paid the said fine on October 11, 2021	Company has assured for timely compliance in future.	-
4	Reporting of Financial Results for quarter ended June 30, 2021	Reg. - 33	Delay of 37 days	NSE	Fine	Delay in submission of Financial Results for quarter ended June 30, 2021	Rs. 2,18,300/-	The Company paid the said fine on October 11, 2021	Company has assured for timely compliance in future.	-
5	Annual Report submission to Stock Exchange for FY ended March 31, 2021	Reg. - 34	Delay of 24 days	BSE	Fine	Delay in submission to Stock Exchange for FY ended March 31, 2021	Rs. 56,640/-	The Company paid the said fine on July 08, 2022	Company has assured for timely compliance in future.	-
6	Annual Report submission to Stock Exchange for FY ended March 31, 2021	Reg. - 34	Delay of 24 days	NSE	Fine	Delay in submission to Stock Exchange for FY ended March 31, 2021	Rs. 56,640/-	The Company paid the said fine on July 08, 2022.	Company has assured for timely compliance in future.	-



	<p>such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>Resignation was due to pre-occupation of the Auditor</p> <p>No Concern has been raised by the Auditor prior to its resignation</p> <p>Auditor has not raised any concern about non-receipt of information</p>
<p>3.</p>	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	<p>YES</p>	<p>-</p>



III. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><u>Secretarial Standards:</u> 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 and mandatorily applicable.</p>	Yes	However, the Company is advised to follow SS in stricter manner.
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	- -
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • 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 	Yes Yes Yes	The listed entity is maintaining a functional website and as confirmed by the management, information under separate section was disseminated within time.
4.	<p><u>Disqualification of Director(s):</u> None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	-



5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes Yes	- -
6.	<p><u>Preservation of Documents:</u></p> <p>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.</p>	Yes	-
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI LODR Regulations 2015.</p>	Yes	-
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(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.</p>	Yes NA	- Company has obtained prior approval; hence this point is not applicable.
9.	<p><u>Disclosure of events or information:</u></p> <p>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><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	<p>However, the listed entity has implemented software-based tracking w.e.f 02/11/2022. Earlier to this date, compliance was done through protected excel sheet.</p>



11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>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>	Yes	No action has been taken by the SEBI. However, Action taken by Stock Exchange(s) is provided in detail in table (a) of this report.
12.	<p><u>Additional Non-compliances, if any:</u></p> <p>No additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.</p>	NO	Details of all non-compliances is reported in table (a) above.

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**



**Sachin Khurana
Proprietor**

M. No.: F10098; CP No.:13212

Place: New Delhi

Date: May 27, 2023

UDIN: F010098E000401016