

C. B. JAIN & ASSOCIATES.

Practicing Company Secretaries

Office No. 19, 2nd Floor, 30/34 Kartar Premises CSL a.k.a Nanik Niwas, Dr. DD Sathe Marg, Benham Hall Lane, Opera House, Mumbai – 400004.

E-mail id: cscbjain.associates@gmail.com

Mob No: 9664844938 / Tel (O): 022-49736938

SECRETARIAL COMPLIANCE REPORT OF ROLTA INDIA LIMITED FOR THE YEAR ENDED 31ST MARCH, 2021

To,
Board of Directors,
ROLTA INDIA LIMITED

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 31st March, 2021 ("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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company 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 (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the review period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during the review period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the review period)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable to the Company during the review period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



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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.	Regulation 9(1) as per provisions of Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015.	The Company is yet to alter the code	The Company has not altered code as mention in regulation 9(1) as per revised provisions of Schedule B of PIT Regulation, 2015
2.	General Circular No. 14 /2021 / E-file no.CSR-05/01/2021-CSR-MCA.	Unspent CSR account are not transferred to separate bank account	Unspent CSR account should be transferred to separate bank account and spending should be made as per CSR provisions
3.	Section 124(6) of the Companies Act, 2013 read with Investor Education Protection Fund Authority (accounting, audit, transfer and refund) rules 2016	The Company has not transferred equity shares in respect of which dividend had not been paid or claimed by the members for seven consecutive years or more to the IEPF Authority	Equity shares in respect of which dividend has not been paid / claimed for more than 7 years should be transferred to IEPF
4.	Clarification issued by stock exchanges dated 2 nd April, 2019 for SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018	5 days' delay identified in trading window closing intimation for quarter ended January – March 2021	NA

- (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/our examination of those records.



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(c) The following are the details of 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:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1.	Stock Exchanges (NSE)	Non-payment of Annual Listing fees	Freezing of trading accounts of Directors of the Company	NA

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	There was no Company Secretary as Compliance officer in the Company for the period 1st April, 2019 to 10th June, 2019.	31 ST March 2020	Full-time Company Secretary has been appointed by the Company w.e.f 10th June, 2019 till date	This compliance is regularized
2.	Late submissions to Stock Exchanges.	31 ST March 2020	NA	The late submissions are recorded and the respective penalties have been paid by the company
3.	Disclosure is not submitted as per the SEBI Circular no.	31 ST March 2020	NA	The Company has not disclosed the details as per the



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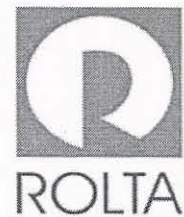
	SEBI/HO/CFD/CMD1/ CIR/P/2019/140			Circular.
4.	The policy for determination of "legitimate purposes" as a part of "Codes of Fair Disclosure and Conduct" is not formulated.	31 ST March 2020	The said Policy is formulated	This compliance is regularized
5.	The Company has not maintained the structured digital database as per the provisions of regulation 3(5). of SEBI (Prohibition Of Insider Trading) Regulations, 2015	31 ST March 2020	The company has prepared the structured digital database as required	This compliance is regularized

Place: Mumbai
Date : December 16, 2021
UDIN: A037337C001787778



For C. B. JAIN & ASSOCIATES

Chirag Jain
(Company Secretary in Practice)
ACS No. 37337; C.P. No. 13973



**Management replies on the qualifications/ noting as per audit findings for
Financial Year 2020-21;**

1. The Company is in the process to regularize the same in due course
2. The contribution amount budgeted to each of these projects is based on certain milestones which have not yet been achieved and therefore, the allocated amount could not be spent. There was no demand raised to mandatorily pay since, the projects are under development and contribution will be made as and when a demand is raised by them and further an equal amount will be contributed by the other two implementing agencies as well.
3. The Company is facing severe financial crunch. This corporate action requires funds. Hence, the same will be complied with upon availability of funds

For Rolta India Limited

Hetal Vichhi

Hetal Vichhi
Company Secretary & Compliance Officer

ROLTA INDIA LIMITED

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