ROLTA

30.05.2025

To **BSE Ltd.** Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street Mumbai – 400 001 Script Code: 500366	To **National Stock Exchange of India Ltd.** Exchange Plaza, Plot No. C, Block G, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 Symbol: ROLTA

Dear Sir/Madam,

Sub: <u>Intimation for the Annual Secretarial Compliance Report</u>

Pursuant to Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.Please find attached Annual Secretarial Compliance Report (ASCR) for the F.Y ended on 31st March, 2025.

Kindly take the same on your records.

Thanking you
Warm Regards

For Rolta India Limited

RANGARAJAN SUNDARAM

Digitally signed by RANGARAJAN SUNDARAM
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pseudonym=061efb6a9e7c42019266215a41a6efb0,
2.5.4.20=9731a688670db73f41b83c8da6ff556b1f738e8f97646d13bc47ca1f8c9278d4, postalCode=401107, st=Maharashtra,
serialNumber=6004f0f1256d6d404e4ffd91c275b55dab50d6f2b4559b7efd8bf3524fbbe225, cn=RANGARAJAN SUNDARAM
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Rangarajan Sundaram
Executive Director
DIN: 08650913
Place: Mumbai
Email: rangarajan.sundaram@rolta.com

Secretarial Compliance Report of

ROLTA INDIA LIMITED
For the year ended 31st March 2025
[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No: CIR/CFD/CMD1/27/2019 dt. 8th February, 2019]

We, M/s Tarun Koli & Associates, Practicing Company Secretary 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 financial year ended on 31st March 2025 ("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 (ICDR); **Not applicable during the year under review**
(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SAST);
(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the year under review**
(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021**Not Applicable as the Company has not provided any share-based benefits to the employees during the year.**
(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable as the Company has not issued any such securities during the financial year under review**.
(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(h) Other regulations as applicable. **Not Applicable**

and circulars/ guidelines issued thereunder;

and based on the above examination, we 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)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remark
1.	Regulation 6 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Regulation 6 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The listed entity has not appointed a qualified Company Secretary as the compliance officer.	NSE	Fine imposed.	The Company has not appointed a Company Secretary as a Compliance Officer for the period under review.	Fine of Rs. 1,07,380/-imposed by NSE.	The Company has not appointed a Company Secretary as a Compliance Officer for the period under review. No further Comments.	Due to the ongoing Corporate Insolvency Resolution Process (CIRP) initiated under the provisions of the Insolvency and Bankruptcy Code, 2016, Consequently, the Company is facing financial, Human Resource and other operational & administrative challenges. Company has put in all its best endeavors to do the compliance under this regulation by giving the newspaper advertisements and also listed the opening of the same on the Placement Portal of the Institute of the Company Secretaries of India (ICSI). Despite of all these efforts, Company is not able to identify and appoint a qualified Company Secretary as the Compliance Officer of the Company. Compliance Officer.	-

									Company is putting its continuous efforts to make the compliance good under this regulation. However, the Company has duly submitted the reply to the Stock Exchange in respect of the notice received.	
2.	Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Company has made a delayed compliance in submission of the Financial Results for the Quarter ended June 2024, September 2024 and December 2024 to the Stock Exchanges.	NSE	Fine imposed	The Company has made a delayed compliance in submission of the Financial Results for the Quarter ended June 2024, September 2024 and December 2024 to the Stock Exchanges.	Rs. 3,42,400/- imposed by NSE.	The Company has made a delayed compliance in submission of the Financial Results for the Quarter ended June 2024, September 2024 and December 2024 to the Stock Exchanges.	Due to the ongoing CIRP initiated under the provisions of the Insolvency and Bankruptcy Code, 2016, the appointment of the Statutory Auditor is subject to the approval of the Committee of Creditors (CoC). In the case of the Company, the appointment of the Statutory Auditor was delayed due to the late approval by the CoC. Consequently, the audit of the financial statements was delayed, which in turn led to a delay in the submission of financial results to the stock exchanges. The Company is making its best efforts to ensure compliance with regulatory requirements in the most diligent and timely manner possible, despite the constraints arising from the ongoing CIRP. However, the Company has duly submit the reply to the Stock Exchange in respect of the notice received.	-

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

Sr. No	Observations / Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended 31.03.2024	Compliance Requirement (Regulations/ Circulars/ guidelines Including specific clause)	Details of violation / Deviations and Actions taken /penalty imposed, if any, on the listed entity.	Remedial actions, if any, taken by the listed entity.	Comments of the PCS on the actions taken by the listed entity.
1.	The Company has not appointed a Company Secretary as a Compliance Officer for the period under review.	The Company has not appointed a Company Secretary as a Compliance Officer for the period under review.	Regulation 6 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Company has not appointed a Company Secretary as a Compliance Officer for the period under review. Further the fine of Rs.88,000 /- has been imposed by NSE.	Due to the ongoing Corporate Insolvency Resolution Process (CIRP) initiated under the provisions of the Insolvency and Bankruptcy Code, 2016, Consequently, the Company is facing financial, Human Resource and other operational & administrative challenges. Company has put in all its best endeavors to do the compliance under this regulation by giving the newspaper advertisements and also despite of all these efforts, Company is not able to identify and appoint a qualified Company Secretary as the Compliance Officer of the Company. Compliance Officer. Company is putting its continuous efforts to make the compliance good under this regulation. However, the Company has duly submit the reply to the Stock Exchange in respect of the notice received.	The management of the Company is making efforts to make the compliance good. No further Comments.
2.	The Company has not made disclosure of the Related Party Transactions for the period ended 31 March, 2023,	The Company has not made disclosure of the Related Party Transactions for the period ended 31 March, 2023,	Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)	The Company has not made disclosure of the Related Party Transactions for the period ended 31 March, 2023,	During the period there are no related party transactions.	There were no related party transactions. As such, no further Comments.

	and 30 September, 2023 to BSE and NSE respectively.	and 30 September, 2023 to BSE and NSE respectively.	Regulations, 2015.	and 30 September, 2023 to BSE and NSE respectively.		
3.	The Company has not submitted the Financial Results for the Quarter ended June 2023, September 2023, December 2023 and March 2024.	The Company has not submitted the Financial Results for the Quarter ended June 2023, September 2023, December 2023 and March 2024.	Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Company has not submitted the Financial Results for the Quarter ended June 2023, September 2023, December 2023 and March 2024. Further the fine of Rs.36,45,000 /- has been imposed by NSE.	The Company has made the compliance good by filing the Financial Results for the Quarter ended June 2023, September 2023, December 2023 and March 2024 to BSE and NSE.	The Company has made the compliance. As such, no further comments.

We hereby report that, during the Review Period the compliance status of the listed entity is appended below;

Sr. No.	**Particulars**	**Compliance status (Yes/No/NA)**	**Observations/Remarks by PCS***
1	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	NA	It has been observed that the company is under CIRP and since there is no management in place, it is not possible to conduct any meetings during the year. Therefore, this clause is not applicable on the company.
2	**Adoption and timely updating of the Policies:** 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 has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	-
3	**Maintenance and disclosures on Website:** The Listed entity is maintaining a functional website.	Yes	-

	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.		
4	**Disqualification of Director(s):** None of the Director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	NA*	*Refer note No. 1& 2
5	**To examine details related to Subsidiaries of listed entities:** (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.	Yes	-
6	**Preservation of Documents:** 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	**Performance Evaluation:** 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 Regulations.	NA*	*Refer note No. 1& 2
8	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	N.A	There is no Related Party Transaction.
9	**Disclosure of events or information:** 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.	Yes	
10	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11	**Actions taken by SEBI or Stock Exchange(s), if any:**	Yes	Refer above table (A)

	No Actions 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.		
12	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	*NA	*Refer note No. 1& 3
13	**Additional non-compliances, if any:** No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	No	-

We further report that the Listed entity does not have any Employee Benefit Scheme in terms of Regulation 46(2) (za) of the SEBI LODR Regulations.

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 account of the listed entity.

4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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.

Notes:

Note 1: Please be informed that Corporate Insolvency Resolution Process (CIRP) of the Corporate Debtor/Company has been commenced on 19.01.2023 vide an order of Hon'ble National Company Law Tribunal ('NCLT'), Mumbai Bench in the matter of Union Bank of India vs Rolta India Limited, CP (IB) 530/MB/C-I/2020. Further, The Hon'ble NCLT has granted Moratorium under Section 14 of IBC, 2016 w.e.f. 19th January, 2023 to the Company.

Note 2: Please be informed that since the Company is CIRP therefore as per Regulation 15(2A) & (2B) the Provision related to Regulation 17 to 21 are not applicable on the company

Note 3: M/S. Shah & Mantri, Chartered Accountants(ICAI Firm Registration No. 137146W) has been appointed as the Statutory Auditors of the Company in the Annual General Meeting of the Company during the Financial Year 2022-23 for 1 (One Year) and that the Resolution Professional in terms of the provisions of the Insolvency and Bankruptcy Code, 2016 took the proposal, of the appointment of auditors for the was not approved by CoC with requisite majority. M/S. Shah & Mantri, Chartered Accountants (ICAI Firm Registration No. 137146W) has been re-appointed as Statutory Auditors of the Company by passing Ordinary resolution through postal ballot passing on 5th October, 2024 for 1 (one Year) for the Financial Year 2023-2024 and shall hold the office till the conclusion of 34th Annual General Meeting to be held in the Calendar Year 2024. Further, at the 34th Annual General Meeting, M/s. Shah & Mantri, Chartered Accountants has been re-appointed for the for the financial year 2024-2025 and to hold the office till the conclusion of the 35th Annual General Meeting.

For Tarun Koli & Associates

TARUN KOLI
Digitally signed by TARUN KOLI
Date: 2025.05.30 13:45:51 +05'30'

Tarun Koli
Proprietor
M. No: 55196
COP NO: 20451
Peer Review No: 5224/2023
UDIN NO.: A055196G000504238

Date: 30-05-2025
Place: Delhi