



ROLLATAINERS
EMERGING EVERYDAY

ROLLATAINERS LIMITED

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

Tel.: 01274-243326, 242220

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

CIN: L21014HR1968PLC004844

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

Date: 10th May 2024

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

Sub: Corrigendum to the Notice of the 1st Extra Ordinary General Meeting

Dear Sir/Madam,

In continuation to our intimation Letter No. RTL/BSE/NSE/2024-25 dated 24th April, 2024, we are submitting herewith the corrigendum to the Notice of Extra Ordinary General Meeting ("EGM") scheduled to be held on Thursday, 16th May, 2024 at 09:30 a.m. at the Registered Office of the Company at Plot No. 73-74, Phase –III, Industrial Area, Dharuhera-123106.

Copy of the said corrigendum to the EGM Notice is also uploaded on the website of the Company i.e. www.rollatainers.in .

Thanking You,
Yours faithfully,

For Rollatainers Limited

ADITI JAIN
Digitally signed by ADITI
JAIN
Date: 2024.05.10
17:48:01 +05'30'

Aditi Jain
(Company Secretary and Compliance Officer)

Encl: Corrigendum to the Notice of EGM



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CORRIGENDUM / ADDENDUM TO THE NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

01st Extra-ordinary General Meeting (EGM) for the Financial Year 2024-25 of the members of Rollainers Limited is being convened on Thursday, 16th May, 2024, at 09:30 a.m. (IST) at the Registered Office of the Company at Plot No. 73-74, Phase-III, Industrial Area, Dharuhera- 123106. The Notice of the EGM dated 20th April 2024 ("EGM Notice") was dispatched to the Shareholders of the Company on 24th April, 2024, in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India, respectively. We draw the attention of all the members of the Company towards the said EGM Notice.

This corrigendum is being issued to give notice to amend the details as mentioned below and pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

1. The Resolution No. 1 of EGM Notice shall be read as below:

“RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62 and other applicable provisions, if any, of the Companies Act 2013 read with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications) or the re- enactment thereof for the time being in force ("Act") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**the "ICDR Regulations"**) and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (**the "Takeover Regulations"**) and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (**the "LODR Regulations"**), including the provisions of the Foreign Exchange Management Act, 1999 as amended and rules and regulations framed thereunder including Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, Government of India, Foreign Exchange Management Act, 1999, as amended (**the "FEMA Regulations"**) and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India ("SEBI"), and any other guidelines and clarifications issued by any other appropriate authorities, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited ("BSE"), NSE Limited ("NSE"), if any required, and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board") which term shall be deemed to include any exiting Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board's absolute discretion, the consent of the members of the Company, be and is hereby accorded to the Board to create, issue, offer and allot, from time to time in one or more tranches upto **11,76,47,070 (Eleven Crores Seventy Six Lakhs Forty Seven Thousand and Seventy)** Convertible Equity Warrants ("**Warrants**") of face value of Rs.1/- each, to non-promoter as mentioned below ("**Warrant Holders**"/ "**Proposed Allottees**") at a price of Rs.1.70 (Rupees One and Seventy paise only) each (including premium of Rs. 0.70/- per share) aggregating up to **Rs. 20,00,00,019/-** (Rupees Twenty Crores and Nineteen Only), on preferential allotment basis



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("Preferential Offer") in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

S. No.	Proposed Allottees	No. of warrants to be allotted
A	Non-Promoter Group	
1	Black Hawk Properties Private Limited	2,05,88,240
2	Albula Investment Fund Ltd	1,83,15,300
3	Mahakram Developers Private Limited	7,87,43,530
	TOTAL	11,76,47,070

RESOLVED FURTHER THAT the Equity Shares allotted on exercise of the Warrants shall upon conversion rank *pari passu* with the existing shares of the Company and in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at that time.

RESOLVED FURTHER THAT in accordance with the provisions of Regulation 161 of Chapter V of ICDR Regulations, the **Relevant Date** for the purpose of calculating the floor price for the issue of Warrants is **16th April 2024** being the date, 30 (thirty) days prior to the date of this Extra- ordinary General Meeting.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this special resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of Warrants and the equity shares to be allotted pursuant to the exercise of the Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- I)** The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- II)** A Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
- III)** The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- IV)** The respective Warrant holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears



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first in the application.

- V) In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- VI) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.
- VII) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant holders thereof any rights with respect to that of an Equity shareholder of the Company.
- VIII) Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of equity shares and perform all such actions as are required including to credit the same to the designated demat account of the Warrant Holder, within 15 days from the date of exercise by the Warrant Holder in terms of regulation 162(2) of the SEBI ICDR Regulations;
- IX) The Equity Shares allotted upon conversion of the Warrants will be listed on the BSE Limited and NSE Limited, where the existing Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.
- X) The Warrants and equity shares allotted pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Equity Shares or Warrants in Form No. PAS-5 together with an application form be issued to the Proposed Allottee inviting it to subscribe to the Equity Shares or Warrants, as the case may be.

RESOLVED FURTHER THAT the amount received by the Company for application of the Warrants pursuant to the Preferential Issue shall be kept by the Company in a separate bank account and shall be utilized by the Company only after filing of Form PAS-3 with the Registrar of Companies ("ROC") in accordance with Section 42 of the Companies Act and rules made thereunder and such consideration shall be deemed to be considered as Warrant application money and the same may be applied towards allotment of equity shares stated above;

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).



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RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to BSE Limited and NSE Limited for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Delhi ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL"), Security Exchange Board of India ("SEBI") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution."

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects."

2. Point No. III (Objects of the Preferential Issue and Issue Size, aggregate amount proposed to be raised) of Explanatory Statement shall be read as below:

The Company needs to raise additional funds to have access to long term resources to meet its growth requirements and for general corporate purposes. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital the Board of Directors of the Company proposed to raise upto Rs. 20,00,00,019 /- (Rupees Twenty Crores and Nineteen Only) through issue of Convertible Equity Warrants on preferential basis to the below non-promoter entities, for cash, on a preferential basis.

The Company shall utilize the proceeds from the preferential issue of Convertible Equity Warrants to fund the capital requirement for the purpose of repayment or part pre-payment of borrowings of the Company, capital expenditures and working capital requirements and for general corporate purpose which shall enhance the business of the Company.

3. In Point No. V of Explanatory Statement, first paragraph shall be read as under:

The Board has fixed the price of Rs. 1.70/- (Rupees One and Paise Seventy Only) per warrant as the issue price. This is higher than the price determined in terms of Regulation 164(1) and 166A of the ICDR



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Regulations. The pricing certificate under Regulation 164(1) of ICDR Regulations is issued by Mr. Hari Shankar Pathak, Practicing Chartered Accountant (Membership No. :527682) having his office at C-3390, First Floor, Greenfield Colony, Faridabad- 121010 and the valuation report and an addendum to the valuation report is issued by IBBI Registered Valuer Mr. Gaurav Jain (IBBI Regn No.: IBBI/RV/06/2021/13914) having his office at 1511-1512, R.G. Trade ,Netaji Subhash Place, Pitampura, New Delhi-110034. Both the documents are available on website of the company at Link: <https://www.rollainers.in/>.

4. Point No. VI of Explanatory Statement, shall be read as under:

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of Rs. 1.70 /- (Rupees One Rupee and Seventy Paise only) of the Convertible Equity Warrants to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 20th April, 2024 and an addendum to the Valuation Report dated 07th May, 2024 issued by IBBI Registered Valuer Mr. Gaurav Jain, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/06/2021/13914 having office at 1511-1512, R.G. Trade ,Netaji Subhash Place, Pitampura, New Delhi-110034, in accordance with Regulation 164(1) & Regulation 166A of the ICDR Regulations (“Valuation Report”).

The Valuation Report and Addendum to the Valuation Report shall be available for inspection by the members and the same may be accessed on the Company’s website at the link: <https://www.rollainers.in/investors.php>.

In terms of the provisions of regulation 164(1) of SEBI ICDR Regulations, the price at which Warrants shall be allotted shall not be less than higher of the following:

- a) The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange (NSE) preceding the relevant date is Rs 1.55/- ; or
- b) The 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange (NSE) preceding the relevant date is Rs. 1.70.

Pursuant to the above, the minimum issue price determined in accordance with regulations 164(1) read with regulation 161 of Chapter V of SEBI ICDR Regulations is Rs. 1.70/- (Rupees One and Seventy Paise only).

The Articles of Association of Company mandates for determining the issue price by the valuation report of a registered valuer. Accordingly, the Company has obtained Valuation report 20th April, 2024 and addendum to the Valuation Report dated 07th May 2024 issued by Mr. Gaurav Jain, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/06/2021/13914)having office at 1511-1512, R.G. Trade, Netaji Subhash Place, Pitampura, New Delhi-110034, in accordance with Regulation 166A of the ICDR Regulations (“Valuation Report”). The price determined through the valuation report is Rs. 1.70/- per Warrant. The said report is available on the website of the Company at <https://www.rollainers.in/investors.php>.

In view of the above, the Board of the Company has fixed the Warrant Issue Price (i.e. the price including the Warrant Subscription Price and the Warrant Exercise Price) of **Rs. 1.70/- (Rupees One and Seventy Paise only)** which is above the minimum price as determined in compliance with the requirements of SEBI ICDR Regulations.



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5. In Point No. XIII of Explanatory Statement – (* Remark) shall be read as below:

***Remark-**Pre issue holding of proposed warrant holders/allottees is taken as on 19th April, 2024.

6. Point No. XVI (Undertaking as to re-computation of price and lock-in of specified securities) of Explanatory Statement shall be read as below:

The Company hereby undertakes that:

- (a) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing recomputation of the price of shares shall not be applicable;
- (b) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;

7. Point No. XXII of Explanatory Statement shall be amended and read as below:

Practicing Company Secretary Certificate:

A certificate from M/s. S. Khurana & Associates (Membership No.: FCS 10098: COP No.: 13212), certifying that the preferential issue of Warrants is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link: <https://www.rollainers.in/investors.php>.

This Corrigendum / Addendum to the EGM Notice shall form an integral part of the EGM Notice, which has already been circulated to the Shareholders of the Company, and on and from the date hereof, the EGM Notice shall always be read in conjunction with this Corrigendum / Addendum. Accordingly, all concerned shareholders, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, agencies appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the above changes. All other contents of the EGM Notice, save and except as modified or supplemented by this Corrigendum, shall remain unchanged.

This Corrigendum / Addendum shall also be available at the website of the Company at <https://www.rollainers.in/> and on the website of BSE Limited ("BSE") and NSE Limited ("NSE") where the shares of the Company are listed.

Date: 10.05.2024

Place: New Delhi

**By order of the Board
For Rollainers Limited**

**Sd/-
Aarti Jain
Chairperson
DIN: 00143244**