ROLLATAINERS

EMERGING EVERYDAY

ROLLATAINERS LIMITED

54TH ANNUAL REPORT 2024 - 2025

ROLLATAINERS
EMERGING EVERYDAY

ROLLATAINERS LIMITED

CIN: L21014HR1968PLC004844

54TH ANNUAL REPORT 2024 - 2025

BOARD OF DIRECTORS

Ms. Aarti Jain	*Promoter & Non – Executive Chairperson*
Ms. Manisha Goel *(resigned w.e.f. 20th April 2024)*	*Whole time Director*
Mr. Amit Sharma *(Appointed w.e.f. 20th April 2024)*	*Managing Director*
Mr. Sri Kant	*Independent Director*
Mr. Vipul Gupta *(resigned w.e.f. 18th July 2024)*	*Independent Director*
Ms. Rajiv Kapur Kanika Kapur	*Indpendent Director*
Mr. Sanjay Sharma	*Independent Director*
Mr. Mahir Bhadani *(Appointed w.e.f. 29th May 2025)*	*Independent Director*

Chief Financial Officer

Mr. Manbar Singh Rawat

Company Secretary & Compliance Officer

Mrs. Aditi Jain

Auditors

M/s Chatterjee & Chatterjee
Chartered Accountants, New Delhi

Secretarial Auditors

AASK & Associates LLP.
Company Secretaries

Company's Website

www.rollatainers.in

Registered Office

Plot No. 73-74,
Phase-III, Industrial Area,
Dharuhera, Distt. – Rewari,
Haryana - 123106

Registrar & Share Transfer Agent

M/s. Beetal Financial & Computer Services Private Limited
Beetal House, 3rd Floor,
99, Madangir, Behind L.S.C.,
Near Dada Harsukh Das Mandir,
New Delhi-110062
Phone No. 011-29961281-83
Fax No. 011-29961284

CONTENTS

Notice 3
Directors' Report 16
Corporate Governance Report 48
Management Discussion & Analysis Report 69
Auditors' Report 73
Balance Sheet 84
Statement of Profit & Loss 85
Cash Flow Statement 86
Notes to Financial Statements 88
Consolidated Financial Statements 115

ROLLATAINERS
EMERGING EVERYDAY

ROLLATAINERS LIMITED

Registered Office : Plot No. 73- 74, Phase III, Industrial Area, Dharuhera, Distt.- Rewari, Haryana -123106
Tel.: 01274-243326,242220
E-mail: cs.rollatainers@gmail.com **Website:** www.rollatainers.in
CIN: L21014HR1968PLC004844

NOTICE

NOTICE is hereby given that the **54th Annual General Meeting** of the members of Rollatainers Limited will be held on Tuesday, i.e. 30th day of September, 2025 at 11:00 a.m. at the Registered Office of the Company at Plot No. 73- 74, Industrial Area-Phase III, Dharuhera, Distt.- Rewari, Haryana -123106, to transact the following businesses:

ORDINARY BUSINESS (ES): -

ITEM NO. 01 (a): TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31st MARCH 2025 TOGETHER WITH THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for Financial Year ended 31st March 2025 together with the Reports of Board of Directors and Auditors thereon laid before the meeting be and are hereby considered and adopted."

ITEM NO. 01 (b): TO RECEIVE, CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31st MARCH 2025 TOGETHER WITH THE REPORT OF AUDITORS THEREON.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for Financial Year ended 31st March 2025 together with the Reports of Auditors thereon laid before the meeting be and are hereby considered and adopted."

ITEM NO. 02: APPROVAL FOR APPOINTMENT OF MR. AMIT SHARMA (DIN: 10524102) AS DIRECTOR, WHO IS LIABLE TO RETIRE BY ROTATION AND OFFERS HIMSELF FOR RE-APPOINTMENT

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Amit Sharma (DIN: 10524102) who retires from the office of Director by rotation in this Annual General Meeting and offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose office shall be liable for retirement by rotation."

SPECIAL BUSINESS (ES):

ITEM NO. 03: APPOINTMENT OF AASK & ASSOCIATES LLP AS THE SECRETARIAL AUDITOR OF THE COMPANY

Appointment of M/s. AASK & Associates LLP, Company Secretaries (LLPIN: AAD-2934) as the Secretarial Auditors of the Company at the 54th Annual General Meeting for a term of 5 consecutive years, including the manner in which the remuneration and other terms of appointment of the Secretarial Auditors shall be fixed and, in this regard, to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution: -**

"RESOLVED THAT pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015, relevant circulars issued by SEBI (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws, if any, approval of the members of the Company be and is hereby accorded for the appointment of M/s. AASK & Associates LLP, Company Secretaries (LLPIN: AAD-2934), as the Secretarial Auditors of the Company, for a term of five consecutive years, to hold office from the conclusion of this Annual General Meeting till the conclusion of 59th Annual General Meeting to be held in the year 2030, covering the period from the financial year ending 31st March 2026 till the financial year ending 31st March 2030, at such remuneration as may be determined by the Board of Directors of the Company (including its Committees thereof), from time to time, in consultation with the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors or Executive Chairperson or Managing Director or Company secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may

be deemed proper and expedient to give effect to this resolution, including necessary documentations such as issuance of appointment letter, detailing the terms & conditions, duties & responsibilities, filing of necessary returns/ forms to the appropriate authorities.**"**

ITEM NO. 04: TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTION(S) ENTERED WITH THE COMPANY FOR THE FINANCIAL YEAR 2025-26

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution: -**

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of the Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the Company be and is hereby accorded to the Board of Directors, to enter into contracts / arrangements / transactions for the financial year 2025-26 with Holding Company namely WLD Investments Private Limited , Subsidiary Company namely R T Packaging Limited and Joint Venture namely Rollatainers Toyo Machine Private Limited and a 'Related Party' as defined under Section 2 (76) of the Companies Act, 2013, in manner and for the maximum amounts per annum, as mentioned below:

(Amount in Crores)

MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR FINANCIAL YEAR 2024-25						
	Transactions defined u/s 188(1) of Companies Act, 2013					
	Sale or Supply of any goods and materials	**Purchase or otherwise buying materials / property of any kind**	**Loan (With Interest)**	**Technical Consultancy Fees**	**Leasing of Property**	**Office or place of profit in the company**
NAME OF RELATED PARTY						
Subsidiaries/Associates/Joint Ventures						
R T Packaging Limited (Subsidiary)	100	100	100	100	100	100
Rollatainers Toyo Machine Private Limited - (Associate/Joint Venture)	100	100	100	100	100	100
Holding Company						
WLD Investments Private Limited	100	100	100	100	100	100

RESOLVED FURTHER THAT any Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company.

By Order of the Board
For Rollatainers Limited

Sd/-
Aarti Jain
DIN: 00143244
(Chairperson)

Place : Haryana
Date : 01-09-2025

Notes:

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Ordinary and /or Special Business at the meeting (if any), is annexed hereto and forms part of this notice.

2. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS2) of ICSI in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM. The details of the Directors seeking re-appointment at the Annual General Meeting are provided as **Annexure-I** of this Notice. The Company has received the necessary consents/declarations for the Appointment/re-appointment under the Companies Act, 2013 and the rules thereunder

3. In compliance with the aforesaid MCA Circulars, Notice of the 54th AGM of the Company is being sent only through electronic mode to those Members whose email addresses are registered with the RTA or CDSL / NSDL ("Depositories"). Members should note that they can download Annual Report for 2024-25 available on the Company's website at https://www.rollatainers.in/investors.php through link provided in the Notice. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website at https://www.rollatainers.in/investors.php and on websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

4. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself, and that a proxy need not be a member of the company. A proxy can vote on behalf of the member only on a poll but shall not have the right to speak at the meeting (Section 105 of Companies Act, 2013) and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT-11 annexed herewith.

5. The instrument appointing the proxy, in order to be effective, must be deposited, duly completed and signed, at the registered office of the company not less than (48) Forty-Eight Hours before the commencement of the AGM. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

6. The Section 105 (8) of the Companies Act, 2013 states that during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days notice in writing is given to the Company.

7. Pursuant to Section 113 of the Act, Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the board resolution/power of attorney authorizing their representative(s). Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization, etc., authorizing its representative to attend the AGM and vote on their behalf at the meeting.

8. In order to enable us to register your attendance at the venue of the Annual General Meeting, we hereby request members/ proxies/ authorized representative that they should bring the duly filled attendance slip enclosed herewith, to attend the meeting and to quote their Folios/Client ID & DP Nos. in all correspondence.

9. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. Admission to the Annual General Meeting venue will be allowed only after verification of the signature in the Attendance Slip. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of their names as mentioned in the register of members will be entitled to vote.

11. The revised SS-1 and SS-2 shall be applicable to all the companies (except the exempted class of companies) w.e.f. 1st October, 2017 and accordingly all Board Meetings (including meetings of committees of Board) and General Meetings in respect of which Notices are issued on or after 1st October, 2017 need to comply with the revised SS-1 and SS-2.

12. The Notice of the Annual General Meeting is also uploaded on the website of the Company (https://www.rollatainers.in/investors.php. The Annual General Meeting Notice is being sent to all the members; whose names appear in the Register of Members as on **29th August 2025.**

13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.

14. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service(NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agents, M/s. Beetal Financial & Computer Services Private Limited. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and M/s. Beetal Financial & Computer Services Private Limited.

15. In case you are holding Company's Shares in physical form, please inform Company's RTA viz, M/s. Beetal Financial & Computer Services Private Limited at Beetal House, 3rd Floor, 99, Madangir, Behind, LSC, New Delhi-110062 by enclosing-a photocopy of blank cancelled cheque of your bank account.

16. Pursuant to Section 72 of Companies Act, 2013, facility for making nominations is available to the members holding shares in physical form in respect of the shares held by them. Nomination forms in the prescribed Form SH-13 can be obtained from the Company's Registrars and Transfer Agents by Members. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

17. In accordance with the Companies Act, 2013 read with the Rules and in support of the 'Green Initiative in Corporate Governance' the Annual Reports are sent by electronic mode to those members whose shareholding is in dematerialised format and whose email ids are registered with the Depository for communication purposes. The members holding shares in physical form and who have not registered their email ID are requested to register their email ID addresses with the Company's Registrars and Share Transfer Agents (RTA) i.e., M/s Beetal Financial & Computer Services Private Limited.

18. SEBI VIDE ITS CIRCULAR, WITH A VIEW TO PROTECT THE INTEREST OF THE SHAREHOLDERS, HAS MANDATED TO ALL THE MEMBERS WHO HOLD SECURITIES OF THE COMPANY IN PHYSICAL FORM, TO FURNISH TO THE COMPANY / ITS REGISTRAR AND TRANSFER AGENT, THE DETAILS OF THEIR VALID PERMANENT ACCOUNT NUMBER (PAN) AND BANK ACCOUNT. TO SUPPORT THE SEBI'S INITIATIVE, THE MEMBERS ARE REQUESTED TO FURNISH THE DETAILS OF PAN AND BANK ACCOUNT TO THE COMPANY OR RTA. MEMBERS ARE REQUESTED TO SEND COPY OF PAN CARD OF ALL THE HOLDERS; AND ORIGINAL CANCELLED CHEQUE LEAF WITH NAMES OF SHAREHOLDERS OR BANK PASSBOOK SHOWING NAMES OF MEMBERS, DULY ATTESTED BY AN AUTHORISED BANK OFFICIAL.

19. TO BE NOTIFIED BY SEBI, SECURITIES OF LISTED COMPANIES WOULD BE TRANSFERRED IN DEMATERIALISED FORM ONLY, FROM A CUT-OFF DATE. IN VIEW OF THE SAME MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONSIDER CONVERTING THEIR HOLDINGS TO DEMATERIALIZED FORM TO ELIMINATE ALL RISKS ASSOCIATED WITH PHYSICAL SHARES AND FOR EASE OF PORTFOLIO MANAGEMENT. MEMBERS CAN CONTACT THE COMPANY'S RTA FOR ASSISTANCE IN THIS REGARD.

20. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting.

21. The Company has appointed **M/s AASK & Associates LLP, Peer Reviewed Firm of Company Secretaries in Practice** (LLPIN: AAD-2934) to act as the Scrutinizer for conducting the e-voting process/ballot process in a fair and transparent manner.

22. The Route Map to the AGM Venue is annexed as a part of this Notice.

23. The Scrutinizer, after scrutinizing the votes cast at the meeting through remote e-voting and during AGM will, with two(2) working days from the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.rollatainers.in/investors.php. and on the website of CDSL www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

24. The voting result will be announced by the Chairman or any other person authorized by him within two working days of the AGM.

25. In case of any queries, members may write to cs.rollatainers@gmail.com to receive an email response.

26. Members are eligible to cast vote electronically only if they are holding shares as on **23rd September,2025** being the cut-off date.

27. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, **the e-voting period commences on Saturday, 27th September, 2025 (9:00 a.m. IST) and ends on Monday, 29th September,2025 (5:00 p.m. IST).** During this period, members holding shares either in physical or dematerialized form, as on the cut-off date, i.e. September 23,2025 may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. 23rd September, 2025.

E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.

28. Voting through electronic means (e-voting): Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their right to vote electronically through electronic voting (e-voting) service facility provided/made available by the Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot paper will also be made available at the venue of the Annual General Meeting (AGM) and the members who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the said AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be allowed to vote again. The instructions for e-voting are annexed to the Notice. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote. Since the resolutions set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on show of hands at the AGM in terms of Section 107 of the Companies Act, 2013.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

(i) The voting period begins on **Saturday, 27th September, 2025 (9:00 a.m. IST) and ends on Monday, 29th September,2025 (5:00 p.m. IST).** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Tuesday, 23rd August 2025**

may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote on the date of meeting.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest at https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(ii) After entering these details appropriately, click on "SUBMIT" tab.

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for the relevant **"Rollatainers Limited"** on which you choose to vote.

(vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs.rollatainers@gmail.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

   If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT

(*Pursuant to Section 102(1) of the Companies Act 2013 and SEBI (LODR), 2015*)

As As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the mentioned under Item No. 3 of the accompanying Notice:

ITEM NO. 03: APPOINTMENT OF AASK & ASSOCIATES LLP AS THE SECRETARIAL AUDITOR OF THE COMPANY

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, ("the Act") and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "SEBI (LODR) Regulations, 2015", M/s. AASK & Associates LLP, Company Secretaries (LLPIN: AAD-2934), has served as Secretarial Auditors of the Company for the financial year 2024-25.

Regulation 24A of the SEBI (LODR) Regulations, 2015, inter alia, provides that with effect from 1st April 2025, the Company is required to appoint a Practicing Company Secretary for not more than one term of five consecutive years or a firm of Practicing Company Secretaries as Secretarial Auditors for not more than two terms of five consecutive years, with the approval of the members at its Annual General Meeting ("AGM") and such Secretarial Auditors(s) must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified under the SEBI (LODR) Regulations, 2015. Further, as per the said Regulation, any association of the individual or the firm as the Secretarial Auditor(s) of the Company before 31st March 2025 shall not be considered for the purpose of calculating the tenure of the Secretarial Auditor(s).

M/s. AASK & Associates LLP is a reputed Practicing Company Secretary firm established in February 2015 by Mr. Sachin Khurana, one of the Founder and a Fellow Member of the Institute of Company Secretaries of India ("ICSI"), has a team of experienced and qualified company secretaries. M/s. AASK & Associates LLP specializes in Secretarial audit under the Companies Act, 2013 for Public Companies and Listed Companies. They offer a wide range of services, including secretarial audits, certifications, corporate governance and regulatory advisory.

Taking into account the above requirements, along with an evaluation of proposals received by the Company and the consideration of factors such as technical skills, independence, industry experience, expertise, audit partners, audit team and quality of audit practices, the Board of Directors, on the recommendation of the Audit Committee, at their meeting held on 29th May 2025 has approved the re-appointment of M/s. AASK & Associates LLP, Practicing Company Secretaries (LLPIN: AAD-2934), as Secretarial Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this AGM till the conclusion of 59th AGM of the Company to be held in the Year 2030, covering the period from the financial year ending on 31st March 2026 till financial year ending 31st March 2030, subject to the approval of the members of the Company.

The remuneration payable to M/s. AASK & Associates LLP shall not be exceeding Rs. 1 lakh & such other changes as mutually decided by the Board of Directors, in consultation with the Audit Committee and M/s. AASK & Associates LLP.

The Company has received written consent from M/s. AASK & Associates LLP confirming their eligibility and willingness to be appointed as the Secretarial Auditors of the Company. They have also confirmed that they meet the requirements to be appointed as Secretarial Auditors in accordance with the provisions of the Act and SEBI (LODR) Regulations, 2015, and they hold a valid certificate issued by the Peer Review Board of ICSI and that they have not incurred any of the disqualifications as specified by the SEBI. The partners of M/s. AASK & Associates LLP, who are Peer Reviewed Company Secretaries, are authorized to act and sign on behalf of the firm. The appointment, if made, complies with the applicable provisions of the Act and SEBI (LODR) Regulations, 2015.

The Board of Directors, in consultation with the Audit Committee and M/s. AASK & Associates LLP, may alter or vary the terms and conditions of appointment, including remuneration, in such a manner and to such an extent as may be mutually agreed.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

Accordingly, your directors recommend the resolution set forth in the said item of the notice for the approval of the members as an **Ordinary Resolution**.

ITEM NO. 04: TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTION(S) ENTERED WITH THE

COMPANY FOR THE FINANCIAL YEAR 2025-26.

The provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, governs the related party transactions, requiring a Company to obtain prior approval of the Board of Directors and in case the sum of transaction exceeds the limits as prescribed in Rule 15 of the Companies (Meetings of Board and its Powers) Amendment Rules 2015, the prior approval of members by way of an Ordinary Resolution is required.

All the prescribed disclosures required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of the Board and its Power) Rules, 2014 are set out at Item No. 4 for the kind perusal of members.

Members are informed that pursuant to second proviso of Section 188(1) of the Companies Act 2013, no member of the Company shall vote on such resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party. Further, by its General Circular No. 30/2014 dated 17.07.2014, the Ministry of Corporate Affairs has clarified that the term 'Related Party' in the second proviso to Section 188(1) refers only to such Related Party as may be a Related Party in the context of the contract or arrangement for which the resolution is being passed.

The Board of Directors of your Company has approved this item in the Board Meeting and recommends this resolution as set out in the accompanying notice for the approval of members of the Company as an **Ordinary Resolution.**

None of the Directors and Key Managerial Personnel and their relatives are deemed to be concerned or interested, financial or otherwise in the proposed ordinary resolution.

By Order of the Board
For Rollatainers Limited

Sd/-
Aarti Jain
DIN: 00143244
(Chairperson)

Place : Haryana
Date : 01st September, 2025

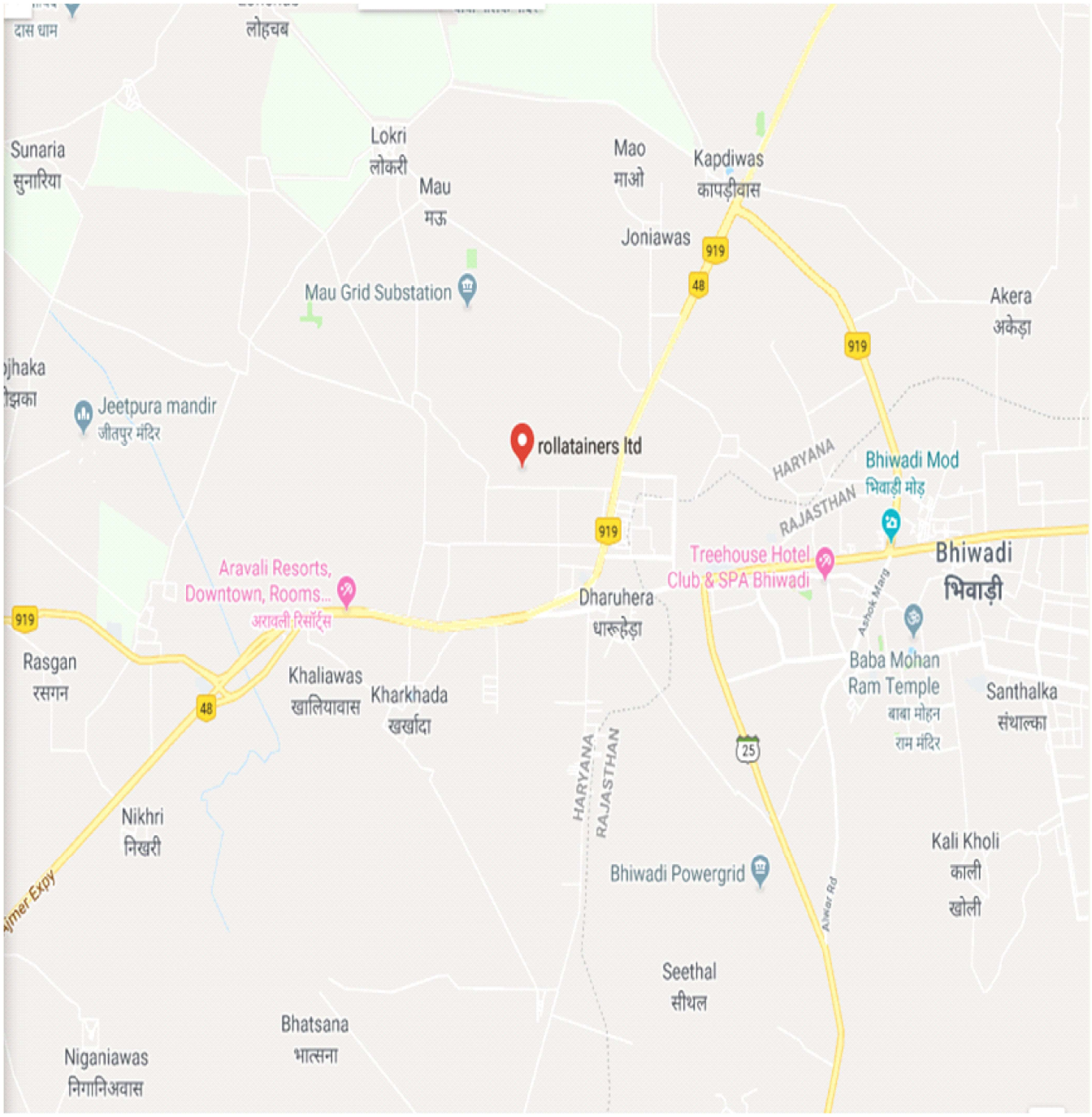
Annexure-I

REQUISITE INFORMATION IN RESPECT OF DIRECTOR SEEKING APPOINTMENT OR RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING IN PURSUANCE OF REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Name of Director	**Mr. Amit Sharma**
1. Date of Birth	29-11-1982
2. Date of First Appointment	20-04-2024
3. Terms & Conditions of Appointment	Appointed as Executive Director of the Company
4. Directors Identification Number	10524102
5. Age	42 years
6. Qualification	Bachelors of Commerce
7. Expertise	Accounting and Finance
8. Experience	15+ years
9. No. of Listed Companies in which Directorships held including this listed entity	1 (One) - Rollatainers Limited
10. Listed Entities from which the person has resigned in the past 3 years	NIL
11. Chairpersonship / Membership of Committees of other Listed Companies	NIL
12. Number of shares held in the Company (as at March 31, 2025)	NIL
13. Relationship Between Directors inter-se/ Managers and KMPs Manager and KMPs.	No Relation
14. No. of meetings of Board attended during the year	NA

ROUTE MAP TO THE VENUE OF 54TH AGM

VENUE: Plot No. 73-74, Industrial Area-Phase III, Dharuhera, Distt.- Rewari, Haryana 123106



DIRECTORS' REPORT

To
The Members of,
Rollatainers Limited

Your Board of Directors are pleased to present the 54th Annual Report of the Company for the Financial Year ended 31st March, 2025.

1. FINANCIAL RESULTS

The standalone and consolidated financial statements for the financial year ended March 31, 2025, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs.

Key highlights of financial performance of your Company for the financial year 2024-25 are provided below:

(Rupees in Lakhs)

PARTICULARS	(Standalone)		(Consolidated)	
	Financial Year ended 31.03.2025	Financial Year ended 31.03.2024	Financial Year ended 31.03.2025	Financial Year ended 31.03.2024
Revenue from Operations	20.00	40.00	–	–
Other Income	7.14	77.60	7.14	77.60
Total Revenue	**27.14**	**117.60**	**7.14**	**77.60**
Total Expenses	**101.11**	**139.29**	**101.11**	**139.29**
Profit/(Loss) before Tax and Exceptional Items	**(73.98)**	**(21.69)**	**(93.98)**	**(61.69)**
Exceptional Items	-	-	-	-
Profit/(Loss) before Tax from continuing operations	**(73.98)**	**(21.69)**	**(93.98)**	**(61.69)**
Tax Expenses	–	–	–	–
Profit/(Loss) before Tax from continuing operations	**(73.98)**	**(21.69)**	**(93.98)**	**(61.69)**
Profit/(Loss) before Tax from discontinued operations	–	–	**(72.77)**	**(76.57)**
Share of Profit/(Loss) of Associates and Joint Venture	–	–	–	
Net profit/(Loss) for the year	**(73.98)**	**(21.69)**	**(166.74)**	**(138.26)**
Other comprehensive income (net of taxes) – Revaluation Reserves through OCI	–	–	210.59	(1,512.62)
Total comprehensive income for the year	**(73.98)**	**(21.69)**	**43.84**	**(1,650.88)**
Less: Minority Interest	–	–	(11.79)	(163.31)
Total comprehensive income for the year	**(73.98)**	**(21.69)**	**32.05**	**(1,487.58)**
EPS from continuing operations	**(0.03)**	**(0.01)**	**(0.04)**	**(0.02)**
EPS from discontinued operations	–	–	**(0.03)**	**((0.03)**
EPS from continuing and discontinued operations	**(0.03)**	**(0.01)**	**(0.06)**	**(0.05)**

2. FINANCIAL PERFORMANCE

Standalone

During the period under review, based on Standalone financial statements, the Company earned Total revenue for the year ended 31.03.2025 of Rs.27.14 Lakhs as compared to Rs. 117.60 Lakhs for the previous year ended 31.03.2024.

Loss after Tax for the year ended 31.03.2025 stood at Rs. 73. 98 Lakhs as compared to Loss after Tax of Rs. 21.69 Lakhs in the previous year ended 31.03.2024.

Consolidated

During the period under review, based on Consolidated Financial Results, the Company earned Total Revenue for the year ended 31.03.2025 of Rs. 7.14 Lakhs as compared to Rs. 77.60 Lakhs for the previous year ended 31.03.2024.

The Consolidated Net Loss after Tax for the year ended 31.03.2025 stood at Rs. 166.74 Lakhs as compared to Net Loss after Tax of Rs. 138.26 Lakhs for the previous year ended 31.03.2024.

3. CONSOLIDATED FINANCIAL STATEMENT

In pursuance of the provision of Section 129 (3) of Companies Act, 2013, a company has one or more subsidiaries or associate companies, it shall, in addition to standalone financial statements, prepares a consolidated financial statement of the company and of all the subsidiaries and associate companies in the same form and manner as that of its own and in accordance with applicable accounting standards, which shall also be laid before the annual general meeting of the company along with the laying of its financial statement. Your Company has Subsidiaries and associate company (Joint Venture) and consolidation of the same is mandatory as per the Companies (Amendment) Act, 2017.

The directors also present the audited consolidated financial statements incorporating the duly audited financial statements as prepared in compliance with the Companies Act, 2013, applicable Accounting Standards and SEBI Listing Regulations, 2015 as prescribed by SEBI is provided in the Annual Report. In accordance with Section 129 of the Companies Act, 2013, Consolidated Financial Statements are attached and form part of the Annual Report and the same shall be laid before the ensuing Annual General Meeting along with the Financial Statements of the Company.

4. FINANCIAL STATEMENTS OF THE COMPANY

The Financial Statements of the Company for the FY 2024-25 are prepared in compliance with the applicable provisions of the Act, Accounting Standards and as prescribed by Securities and Exchange Board of India (SEBI) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the SEBI Listing Regulation).

The Audited Financial Statements along with Auditor's Report for the FY 2024-25 into consideration have been annexed to the Annual Report and are also made available on the website of the Company which can be accessed at www.rollatainers.in

5. DIVIDEND

During the period under review, your Directors does not recommend any dividend on the equity shares for the year ended March 31, 2025 as the Company requires ploughing back of the profits to the working capital of the Company and expects better results in the coming years.

6. CHANGE IN REGISTERED OFFICE

During the financial year under review, there is no change in company's registered office address.

7. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

As per Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all the shares in respect to which dividend has remained unclaimed/unpaid for a period of Seven Consecutive year or more are required to

transfer in the name of IEPF, but the company is not required to transfer the said amount to the IEPF established by the Central Government as the company has not declared any dividend in any financial year.

8. TRANSFER TO RESERVES

Your Company has not transferred any amount under the head Reserve in the Financial Statements for the Financial Year ended March 31, 2025. Whereas, the company has incurred losses during the period and has transfer the amount under the head Retained Earnings in Other Equity to the Financial Statements for the Financial Year ended March 31, 2025 as prepared according to Indian Accounting Standards (Ind AS).

9. CAPITAL STRUCTURE OF THE COMPANY

The Share Capital Structure of the Company is categorized into two classes: -

S.No	Particulars	Equity share capital	Preference share capital
1.	Authorised Share Capital	47,00,00,000	18,00,00,000
2.	Paid Up share Capital	25,01,30,000	11,40,00,000
3.	Value per Share	1	1

During the year under review, shareholders of the company at their Extra-Ordinary General Meeting held on 5th day of June,2024 approved the following changes in the Share Capital of the company:

a) Reclassification of Authorized Share Capital

FROM existing Rs. 65,00,00,000/- (Rupees Sixty-Five Crore) comprising of 47,00,00,000 (Forty-Seven Crore) equity shares of Rs. 1/- (Rupee one) each and 18,00,000 (Eighteen Lakhs) preference shares of Rs. 100/- (Rupees one hundred) each

TO Rs. 65,00,00,000/- (Rupees Sixty-Five Crore) comprising of 47,00,00,000 (Forty-Seven Crore) equity shares of Rs. 1/- (Rupee one) each and 18,00,00,000 (Eighteen Crore) preference shares of Rs. 1/- (Rupee One) each.

During the year, Board has proposed the variation in its preference shares at their meeting held on 10th May 2024, and the same was approved by the members in their meeting held on 05th June 2024. However, the said variation has been withdrawn by the company due to the scheme not getting regulatory approval.

During the year company also proposed a Preferential Issue of 11,76,47,070 (Eleven Crore Seventy-Six Lakhs Forty-Seven Thousand and Seventy) Convertible Equity Warrants ("Warrants") of face value of Rs.1/- each, to non-promoter group persons / entities. However, the proposed allottees has withdrawn their consent to subscribe to the warrants, citing delays in opening the preferential offer. Hence the proposed preferential issue could not be completed.

The Company has not issued shares with differential voting rights, sweat equity shares, nor has it granted any stock options.

10. DEMATERIALISATION OF SHARES

The Company has admitted its Equity Shares to the depository system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization of shares.

As on 31st March, 2025, 24,88,36,890 Equity Shares representing 99.483 % of the Equity Share Capital of the Company are in dematerialized form. The Equity Shares of the Company are compulsorily traded in dematerialized form as mandated by the Securities and Exchange Board of India (SEBI). The International Securities Identification Number (ISIN) allotted to the Company with respect to its Equity Shares is INE927A01040.

11. RECONCILIATION OF SHARE CAPITAL AUDIT

As per the directives of the Securities & Exchange Board of India, the Reconciliation of Share Capital Audit was carried out on a quarterly basis for the quarter ended 30th June, 2024, 30th September, 2024, 31st December, 2024 and 31st March, 2025 by a Company Secretary in Practice. The purpose of the audit was to reconcile the total number of shares held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form with respect to admitted, issued and paid up capital of the Company.

The above mentioned Reconciliation of Share Capital Audit Report was duly submitted to the BSE Limited and National Stock Exchange of India Limited where the Equity Shares of the Company are listed.

12. MATERIAL CHANGES AND COMMITMENTS IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report. There has been no change in the nature of business of the Company.

13. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

The Company has following Subsidiary Companies and Associate Companies as on March 31, 2025:

S.No.	Name of the Company	Status	% holding	Applicable Section
1	R T Packaging Limited	Subsidiary	100	2(87)
2	Rollatainers Toyo Machine Private Limited	Associate (Joint Venture)	50	2(6)

IIn accordance with proviso to sub-section (3) of Section 129 of the Companies Act 2013, a statement containing salient features of the financial statements of the Company's Subsidiaries/Joint Ventures/associates and the report on their performance and financial position in Form AOC-1 as **Annexure-I** annexed to the financial statements and forms part of the Annual Report, which covers the financial position of the associate Company.

In accordance with third proviso to Section 136(1) of the Companies Act, 2013, the Annual Report of your Company, containing therein its audited standalone and the consolidated financial statements has been placed on the website of the Company.

14. CORPORATE GOVERNANCE

In compliance with the Regulation 34 read together with Schedule V of the Listing Regulations, a detailed report on Corporate Governance is given as an **Annexure-VIII** and forms an integral part of the Annual Report. A Certificate from the Practicing Company Secretary confirming compliance of the conditions of Corporate Governance as stipulated under the Listing Regulations is appended to the Corporate Governance Report. A Certificate of the Managing Director (MD) and/or Chief Financial Officer (CFO) of the Company in terms of Regulation 17(8) of the Listing Regulations is also annexed.

15. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors hereby confirm that:

a. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the Directors have prepared the annual accounts on a going concern basis; and

e. the Directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively;

f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

16. DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Details of Directors and Key Managerial Personnel

The following is the constitution of the Board of Directors and Key Managerial Personnel as on the date 31st March 2025:

Sr No.		DIN	DESIGNATION
1	Mrs. Aarti Jain	00143244	Chairperson (Non-Executive - Non Independent Director)
2	Ms. Rajiv Kapur Kanika Kapur	07154667	Non-Executive - Independent Director
3	Mr. Sri Kant	06951400	Non-Executive - Independent Director
4	Mr. Sanjay Sharma	09534294	Non-Executive - Independent Director
5	Mr. Amit Sharma	10524102	Managing Director (Executive Director)
6	Mrs. Manbar Singh Rawat		Chief Financial Officer
7	Mrs. Aditi Jain		Company Secretary and Compliance Officer

During the period under the review, the following series of changes occurred in the position of Directors/KMP's of the Company.:

(a) On the recommendation of Nomination and Remuneration Committee, the Board of Company appointed **Mr. Amit Sharma (DIN: 10524102)** as an Additional Executive Director as well as Managing Director with effect from **20th April 2024** and approval of shareholders was granted on 16th May 2024.

(b) **Ms. Manisha Goel (DIN:09725308)** has resigned from the position of Whole Time Director of the company with effect from **20th April 2024** due to some pre occupation with other duties. The Board placed on record her appreciation for the continuous support, guidance and contribution during her tenure as a Whole Time Director on the Board of the Company.

(c) **Mr. Vipul Gupta (DIN:09064133)** has resigned from the position of Non-Executive Independent Director with effect from **18th July 2024** due to his personal reasons. The Board placed on record his appreciation for the continuous support, guidance and contribution during her tenure as an Independent Director on the Board of the Company.

There was no material reason regarding the resignation of the Independent Directors and the confirmation regarding the same as received from the Independent Directors was already submitted at www.bseindia.com and www.nseindia.com.

After the closure of financial year, the following changes occurred in the Position of Directors/KMP's of the Company

(a) On the recommendation of Nomination and Remuneration Committee, the Board of Company appointed **Mr. Mahir Bhadani (DIN: 10622919)** as an Additional Non-Executive Independent Director with effect from **29th May 2025.**

B. Women Director

In terms of the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Rajiv Kapur Kanika Kapur has been appointed as Independent Woman Director on the Board of the Company.

C. Declaration by Independent Directors

Pursuant to the provisions of Section 149 of the Act, the independent directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). There has been no change in the circumstances affecting their status as independent directors of the Company. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committee of the Company

19. FAMILIARIZATION PROGRAMME

As per requirement under the provisions of Section 178 of the Companies Act, 2013 read with Companies (Meeting of the Board and its powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements), Requirements, 2015, yours Company had adopted a familiarization programme for independent directors to familiarise them with the Company, their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, management structure, industry overview, internal control system and processes, risk management framework, functioning of various divisions, HR Management, CSR activities etc.

Your company aims to provide their Independent Directors insight into the Company enabling them to contribute effectively. The Company arranges site visit for the Directors, giving them insight of various projects and Directors are also informed of various developments relating to the industry on regular basis and are provided with specific regulatory updates from time to time.

Details of the familiarization programme of the Independent Directors are available on the website of the Company. .(URL: http://www.rollatainers.in/investors.php)

20. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Board of Directors have met **11 (Eleven)** times during the financial year under review, in respect of which meetings proper notices were given and proceedings were properly recoded and the details of which are provided in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two Meetings was within the period as prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.

Sequence of Board Meetings held during 2024-25: 20th April 2024, 09th May 2024, 10th May 2024, 29th May 2024, 14th August 2024, 02nd September 2024, 14th November 2024, 13th February 2025, 12th March 2025, 17th March 2025 and 18th March 2025

21. BOARD EVALUATION

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015, the Board evaluated the effectiveness of its functioning and that of the committees and of individual Directors by seeking their inputs on various aspects of Board/Committee governance such as the Board composition and structure, effectiveness of board processes, active participation and contribution of directors in the Board/ Committee meetings and the fulfilment of Directors obligation and their fiduciary responsibilities.

Further, the Independent Directors at their meeting, reviewed the performance of the Board, Chairman of the Board and of Non- Executive Directors. The meeting also reviewed the co-ordination between the Company management and the Board which is required for the Board to effectively and reasonably perform their duties.

22. SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Company has received disclosures from all the Independent Directors that they fulfill conditions specified under Section 149(6) of Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015 and are Independent of the Management.

Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and possess high integrity expertise and experience including the proficiency required to discharge the duties and responsibilities as Directors of the Company.

All the Independent Directors of the Company as on 31.03.2025 have registered themselves in the data bank of Independent Directors pursuant to the provisions of the Companies (Appointment & Qualifications of Directors) Rules, 2014. The details of Independent Director's meeting have been included in the Corporate Governance Report forming part of Annual Report.

As per the provisions of the Act, Independent Directors meet at least once in a financial year without the presence of Executive Directors or Management Personnel. Such meetings are conducted to enable the Independent Directors to discuss matters pertaining to the Company's Affairs and put forth their views.

During the year under review, one meeting of the Independent Directors was held on 13th February, 2025 where all the independent directors were present.

23. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate internal financial control across the organization. The same is subject to the review periodically by the internal auditor for its effectiveness. The management has established internal control systems commensurate with the size and complexity of the business. The internal control manual provides for a structured approach to identify, rectify, monitor and report gaps in the internal control systems and processes. To maintain its objectivity and independence, the internal audit function reports to the chairman of the Audit Committee and all significant audit observations and corrective actions are presented to the Committee.

24. AUDITORS

1. STATUTORY AUDITORS AND THEIR REPORT

Pursuant to provisions of Section 139 of the Companies Act, 2013 and rules framed there under, the statutory auditors of the Company **M/s Chatterjee & Chatterjee, Practising Chartered Accountants (FRN: 001109C)** was appointed as Statutory Auditor for the period of 5 (Five) years from the conclusion of 51st Annual General Meeting till the conclusion of 56th Annual General Meeting of the Company to be held for Financial Year 2026-27.

The Auditor's Report for Financial Year ended March 31, 2025 does not contain any qualifications, reservations or adverse remarks and the notes on Financial Statements referred to in the Auditors' Report are self-explanatory. The Report is attached hereto and is self-explanatory requiring no further elucidation or clarification.

However, for the Financial Year ended March 31, 2025, M/s Chatterjee & Chatterjee, Chartered Accountants, had not reported any matter under section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under Section 134(3) of the Act.

DETAIL OF FRAUD AS PER AUDITORS REPORT

There is no fraud in the Company during the financial statements ended 31st March, 2025, this is also being supported by the report of the auditors of the Company as no fraud has been reported in their audit report for the financial statements ended 31st March, 2025.

MANAGEMENT COMMENT ON AUDIT QUALIFICATION:

During the year, the Statutory Auditors have not reported any matter under Section 143(12) of the Companies Act, 2013. Therefore, no detail is required to be disclosed under Section 134(3) (ca) of the Companies Act, 2013.

2. SECRETARIAL AUDITORS AND AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s AASK & Associates LLP, Company Secretaries (LLPIN-AAD-2934) has undertaken the Secretarial Audit of the Company for the financial year 2024-25. The Report of the Secretarial Audit in Form MR-3 for the period ended March 31, 2025 is annexed as **Annexure II** to the Report which forms an integral part of this report. There are some qualifications, reservations or adverse remarks made by Secretarial Auditor in their report. Further the Secretarial Audit Report in Form MR-3 for Material Subsidiary is also annexed as **Annexure III.**

The said report contains following observations on which management comments are as under:

- The SOP fine was imposed by BSE for delayed submission of Annual Secretarial Compliance Report pursuant to regulation 24A of SEBI (LODR), 2015.

  MANAGEMENT COMMENTS: -

  The compliance officer has filed the Annual Secretarial Compliance Report in both pdf and xbrl mode, within the stipulated timeframe, however, due to some technical error on the part of exchange the pdf file gets uploaded on time but the xbrl file got delayed. Though it is to inform that the company has paid the said SOP fine.

- There was delay in filing the casual vacancy for the position of Non- Executive Independent Director pursuant to section 149 of Companies Act 2013 read with Regulation 25 of SEBI (LODR) 2015. Appointment was made after the period under review i.e. May 29, 2025.

MANAGEMENT COMMENTS: -

The Company was in the process of identifying or hiring suitable person for the vacant position which took time more than expected. However, the Company assures that all future compliances will be completed on schedule.

- A Provisional Attachment Order issued by the Deputy Director posted at the Gurugram Zonal Office, Directorate of Enforcement, New Delhi, against the Company and its subsidiary. This order pertains to the provisional attachment of immovable properties held in the name of Subsidiary's and includes the attachment of shares held by the promoter of company and freezing of one of the bank accounts of the Company and its subsidiary.

MANAGEMENT COMMENTS: -

The Company has filed the appeal before the Adjudicating Authority for de-frezzing of the assets attached by the department.

3. SECRETARIAL COMPLIANCE REPORT

Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), 2015, M/s S.Khurana & Associates, Company Secretaries in practice has undertaken the Secretarial Compliance of the Company for the financial year 2024-25. The Report of the Secretarial Compliance Report in prescribed format for the period ended March 31, 2025 is annexed as **Annexure IV** to the Report.

4. INTERNAL AUDITOR

Pursuant to the provisions of section 138 of Companies Act,2013, read with rules made thereunder, the Board of Directors had appointed M/s VBRG & Associates, Practicing Chartered Accountants (FRN. 022879C) to undertake the Internal Audit of the Company for the financial year 2024-25.

25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 have been provided, if any, in the accompanying Financial Statements.

26. RELATED PARTY TRANSACTIONS

In accordance with Section 134(3) (h) of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rules, 2014, the particulars of contracts or arrangements with related parties, referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2 is annexed **as Annexure – V** which forms part of this Annual Report.

In requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is available on Company's website at www.rollatainers.in.

27. ANNUAL RETURN

The Annual Return of the Company as on March 31, 2025 is available on the Company's website and can be accessed at www.rollatainers.in/investors.php.

28. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The details on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo stipulated for the financial year 2024-25 under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure – VI** which forms an integral part to this Report.

29. DISCLOSURE REQUIREMENTS

Details of the Familiarization Programme of the independent directors are available on the website of the Company (URL:http://www.rollatainers.in/investors.php). Policy on dealing related party transactions is available on the website of the Company (URL; http://www.rollatainers.in/investors.php).

The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the

provisions of the Section 177(9) of the Act and the Listing Agreements with stock exchanges and as per SEBI LODR Regulations, 2015 (URL: http://www.rollatainers.in/investors.php)

30. COMMITTEES OF THE BOARD

The Company's Board has the following Committees:

(i) Audit Committee

(ii) Nomination and Remuneration Committee

(iii) Stakeholders' Relationship Committee

The details of the membership and attendance at the meetings of the above Committees of the board are provided in the Corporate Governance Section of the Annual Report.

31. POLICY ON APPOINTMENT AND REMUNERATION

Pursuant to Section 178(3) of the Companies Act 2013, the Nomination and Remuneration Committee of the Board has framed a policy for selection and appointment of Directors and senior management personnel, which *inter alia* includes the criteria for determining qualifications, positive attributes and independence of a Director(s)/Key Managerial Personnel and their remuneration. The nomination and remuneration policy is available on the website of the Company http://www.rollatainers.in .

32. CORPORATE SOCIAL RESPONSIBILITY

As the Company is not having net worth of rupees five hundred Crores or more, or turnover of rupees one thousand crores or more or a net profit of rupees five crores or more during any financial year, the Company is not required to comply with the provisions of Section 135 of the Companies Act, 2013 with the regard to the formation of the CSR Committee and undertaking of Social Expenditure as required under the said Section.

33. VIGIL MECHANISM.

The Company has in place a vigil mechanism in the form of Whistle Blower Policy for Directors and Employees in Compliance with Section 177(9) of the Act and Regulation 22 of the SEBI Regulations to report genuine concerns regarding unethical behavior and mismanagement, if any. It aims at providing avenues for employees to raise complaints and to receive feedback on any action taken and seeks to reassure the employees that they will be protected against victimization and for any whistle blowing conducted by them in good faith. The policy is intended to encourage and enable the employees of the Company to raise serious concerns within the organization rather than overlooking a problem or handling it externally.

The Company is committed to the highest possible standard of openness, probity and accountability. It contains safeguards to protect any person who uses the Vigil Mechanism by raising any concern in good faith. The Company protects the identity of the whistle blower if the whistle blower so desires, however the whistle blower needs to attend any disciplinary hearing or proceedings as may be required for investigation of the complaint. The mechanism provides for a detailed complaint and investigation process.

If circumstances so require, the employee can make a complaint directly to the Chairman of the Audit Committee. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice. The said Whistle Blower Policy has been disseminated on the Company's website at www.rollatainers.in.

34. PARTICULARS OF EMPLOYEES

The Particulars of employees as required in terms of the provisions of Section 197 read with Rules 5 (2)& (3) of the Companies (Appointment and Remuneration of Managerial Personnel) rules,2014 are also included in **Annexure – VII** to this Report.

35. RISK MANAGEMENT

The Company has developed and implemented a Risk Management Policy. The details of elements of risk are provided in the Management Discussion and Analysis section of the Annual Report.

36. COMPLIANCE WITH SECRETARIAL STANDARDS

Pursuant to the provisions of Section 118 of Companies Act, 2013, the Company has complied with applicable provisions of secretarial standards issued by Institutes of Comany Secretaries of India (ICSI) and notified by Ministry of Corporate Affairs (MCA).

37. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to provide a healthy environment and thus does not tolerate any discrimination and/ or harassment in any form. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment.

Pursuant to the said Act, the details regarding the number of complaints received, disposed and pending during the financial year 2024-25, pertaining to incidents under the above framework/ law are as follows:

number of complaints of sexual harassment received in the year:	Nil
number of complaints disposed off during the year:	Nil
number of cases pending for more than ninety days:	Nil

38. STATEMENT CONCERNING ABOUT COMPLIANCE OF PROVISION RELATING TO THE MATERNITY BENEFIT ACT 1961

Pursuant to the Companies (Accounts) Second Amendment Rules, 2025, the Company affirms that it is in compliance with the provisions of the Maternity Benefit Act, 1961. The Company remains committed to providing a safe, supportive, and inclusive work environment for women employees, in line with the applicable statutory requirements.

39. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE 2016

During the period under review, there were no applications made or proceedings pending in the name of the Company under IBC, 2016.

40. PUBLIC DEPOSITS

During the period under review, the Company has not accepted any deposits from public, members or employees under the Companies Act, 2013 and as such, no amount of principal or interest on public deposits was outstanding as on the date of balance sheet.

41. CREDIT RATING

The Company has not taken any rating during financial year 2024-25.

42. SIGNIFICANT AND MATERIAL ORDERS

No significant and material orders have been passed by any regulators or courts or tribunals impacting the going concern status and Company's operations in future.

43. LISTING AT STOCK EXCHANGE

The Equity Shares of Company are listed on BSE Limited and the National Stock Exchange of India Limited and are actively traded. The Company has already paid the Annual Listing Fee to the concerned Stock Exchanges for the year 2024-25 and 2025-26.

44. HUMAN RESOURCE MANAGEMENT AND INDUSTRIAL RELATIONS

During the period under review, the relations between the Management and the workmen were highly cordial. Human resources initiatives such as skill up gradation, training, appropriate reward & recognition systems and productivity improvement were the key focus areas for development of the employees of the Company.

Industrial relation continued to remain cordial at all level of the employee during the year.

45. DIVIDEND DISTRIBUTION POLICY

The Board of Directors of your Company had approved the Dividend Distribution Policy in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The objective of this policy is to establish the parameters to be considered by the Board of Directors of your Company before declaring or recommending dividend. The Policy is available at the official website of the Company i.e. www.rollatiners.in.

46. INVESTOR RELATIONS

Your Company always endeavors to promptly respond to shareholders' requests/grievances. Each and every issue raised by the shareholders is taken up with utmost priority and every effort is made to resolve the same at the earliest. The Stakeholders Relationship Committee of the Board periodically reviews the status of the redressal of investors' grievances.

47. ACKNOWLEDGEMENT & APPRECIATION

Your Directors wish to place on record the sincere and dedicated efforts of all the employee of the Company. Your Directors also take this opportunity to offer their sincere thanks to the Financial Institutions, Banks and other Government Agencies, valued customers and the investors for their continued support, co-operation and assistance.

By Order of the Board
For Rollatainers Limited

Sd/-
Aarti Jain
(Chairperson)
DIN: 00143244

Place : Haryana
Date : 01st September 2025

Annexure-I

FORM AOC-1

[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of subsidiaries/Associate Companies/Joint Ventures

Part "A" : Subsidiaries

Sr. No	Name of Subsidiaries	Reporting Period	Reporting Currency	Exchange Rate	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Investments	Revenue	Profit Before Tax	Provision for Tax	Profit After Tax	Proposed Dividend	% of Holding
1	R T Packaging Limited	31st March	INR	-	2500.07	(5,592.25)	3,346.63	3,346.63	-	18.6	(92.77)	-	117.82	-	90%

Part "B" : Associates and Joint Ventures

Statement pursuant to Section 129 (3) of Ciompanies Act, 2013 related to Associate Companies and Joint Ventures

Sr. No	Name of Associates/Joint	Latest Audited Balance Sheet Date	Reporting Currency	Share of Associate/Joint Ventures held by the Company on year end			Description of how there is significant influence	Reason why the Associate/ Joint Venture is not consolidated	Net worth attributable to Shareholding as per latest Audited Balance Sheet	Profit/Loss for the year	
				Nos.	Amount of Investment in Associate/Joint Venture	Extent of Holding %				Considered in Consolidation	Not Considered in Consolidation
1	Rollatainers-Toyo Machine Private Limited (Strike Off)	31st March--2021	INR	10,00,000	100.00	50.00%	By Shareholding	–	24.28	(0.14)	–

As per our report of even date attached
FOR CHATTERJEE & CHATTERJEE
Chartered Accountants
Firm Registration No. 001109C

For and on behalf of the Board

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
SANJAY SHARMA
Director
DIN: 09534294

Sd/-
ADITI JAIN
Company Secretary

Sd/-
MANBAR RAWAT
Chief Financial Officer

Annexure-II

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members
Rollatainers Limited
CIN: L21014HR1968PLC004844
Regd. Off. Add.: Plot No. 73-74, Phase – III
Industrial Area, Dharuhera, District - Rewari
Haryana - 123106

I We have conducted the secretarial audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **ROLLATAINERS LIMITED** (hereinafter referred as 'the Company'), having its Registered Office at **Plot No. 73-74, Phase – III, Industrial Area, Dharuhera, District – Rewari, Haryana - 123106, listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE")**. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025, generally complied with the statutory provisions listed hereunder and also that the Company has Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

I. The Companies Act, 2013 ('the Act') and the rules made thereunder;

II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder with regard to dematerialisation/rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company;

IV. Foreign Exchange Management Act, 1999 and the rules and regulations are not applicable during the period under review as there were no transactions relating to Foreign Direct Investment, Overseas Direct Investment, and External Commercial Borrowings; **[Not Applicable as the Company has not entered into any FDI transaction or Overseas Direct Investment and External Commercial Borrowings during the period under review]**;

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **[Not Applicable as the Company has not issued any further share capital during the period under review]**;

(d) The 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 period under review]**;

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **[Not applicable as the Company has not issued and listed any non-convertible securities during the period under review]**;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued **[Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent]**;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **[Not applicable as the Company has not delisted/proposed to delist its equity shares from any Stock Exchange during the period under review]**; and

(h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **[Not applicable as the Company has not bought back/proposed to buy-back any of its securities during the period under review]**.

VI. The other laws as informed and certified by the management of the company specifically applicable to the company based on specific industry/sector and compliance whereof as examined on test check basis, that is to say:

1. Air (Prevention and Control of Pollution) Act, 1981 and the rules and standards made thereunder;

2. Water (Prevention and Control of Pollution) Act, 1974 and Water (Prevention and Control of Pollution) Rules, 1975;

3. Environment Protection Act, 1986 and the rules, notifications issued thereunder;

4. Factories Act, 1948 and other allied State Law(s); and

5. Haryana Industrial Estate (Development and Regulation) Act, 1974.

For the compliances of Environmental Laws, Labour Laws & other General Laws, our examination and reporting is based on the documents, records and files as produced and shown to us and the information and explanations as provided to us, by the officers and management of the Company and to the best of our judgment and understanding of the applicability of the different enactments upon the Company, in my opinion there are systems and processes exist in the Company to monitor and ensure compliance with applicable Environmental Laws, Labour Laws & other General Laws.

The compliance by the Company of applicable Financial Laws, like Direct and Indirect Tax Laws, have not been reviewed in this audit since the same have been subject to review by the statutory auditor and other designated professionals.

We have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India. *However, stricter adherence is required to be observed.*

2. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR), 2015"].

3. General Circular's issued by the Ministry of Corporate Affairs to hold Extra-Ordinary General Meetings/ Annual General Meetings through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India for dispensation of dispatching the physical copies of Annual Reports.

During the period under review, the Company had generally complied with the provisions of the Act, rules, regulations, guidelines, standards, etc. mentioned above.

- *The Board of the Company was not duly constituted due to the resignation of Mr. Vipul Gupta (DIN – 09064133) as Independent Director of the Company with effect from July 18, 2024. The Company was required to fill the vacancy within three months from the date of resignation, however, the same was not filled during the period under review. The default was made good by appointing Mr. Mahir Bhadani (DIN-10622919) with effect from May 29, 2025.*

We further report that A Provisional Attachment Order No. 09/2024, issued via email dated September 13, 2024 by the Deputy Director posted at the Gurugram Zonal Office, Directorate of Enforcement, New Delhi, against the Company and its subsidiary. This order pertains to the provisional attachment of immovable properties held in the name of Subsidiary's, vide reference number F. No. ECIR/GNZO/14/2024, dated September 05, 2024, and includes the attachment of shares held by the promoter of company and freezing of one of the bank accounts of the Company and its subsidiary. As per the information and clarifications provided to us, this order does not affect the business operations of the Company.

We further report that

- The Board of Directors of the Company was not constituted properly. The changes in the composition of the Board of Directors that took place during the period under review were generally carried out in compliance with the provisions of the Act and consequently the committees were re-constituted, whenever required. Following changes were made in the Board during the reporting period:

  a. Mr. Amit Sharma (DIN – 10524102) was appointed as an Additional Director as well as Managing Director of the Company in the Board Meeting held on April 20, 2024. Thereafter, Members in the Extra-Ordinary General Meeting held on May 16, 2024 regularised his appointment as Director and approved the appointment as Managing Director.

  b. Ms. Manisha Goel (DIN- 09725308) resigned from the office of Whole-time Director of the Company with effect from April 20, 2024.

  c. Mr. Vipul Gupta (DIN – 09064133) resigned from the office of Independent Director of the Company with effect from July 18, 2024.

- There are systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

- As per the records made available to us, the Company has generally filed the forms (with and without additional fees, wherever applicable), returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities and the formalities relating to the same is generally in compliance with the Act, subject to the observation(s) in this report.

- Adequate notice(s) were given to all directors to schedule the Board and Committee Meetings, agenda and detailed notes on agenda were sent generally seven days in advance. Further, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- As per the signed minutes, all the decisions of the Board and Committee Meetings were carried through unanimously and there is no minuted instance of dissent in Board or Committee meetings.

We further report that during the audit period the Company had the following event(s) /action(s) having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

1. The SOP fine was imposed by the BSE for delayed submission of Annual Secretarial Compliance Report for the financial year ended March 21, 2024. The fine was duly paid by the Company on August 31, 2024.

2. During the period under review, the Company has entered into various related party transactions with its holding Company, associate company and with the companies having common directorship.

3. The Company in its Board Meeting held on April 20, 2024 approved the proposal for issuance of 11,76,47,070 warrants convertible into equity shares on preferential basis to certain identified non-promotor group/entities. The said proposal was approved by the members in an extra-ordinary general meeting held on May 16, 2014. Further, as per the information made available to us, the Company in its Board Meeting held on March 12, 2025 has withdrawn and cancelled the said preferential issue stating that the proposed allottees have withdrawn their consent to subscribe to the said issue citing delay in opening of the preferential offer.

4. The Company in its Board Meeting held on May 09, 2024 approved the transfer of preference shares at an agreed consideration of Rs. 6,33,00,000/- (Rupees Six Crores Thirty-Three Lakhs Only) by and between W.L.D Investments Private Limited (Seller) and Newtime Infrastructure Limited (Buyer).

5. The Company in its Board Meeting held on May 10, 2024 approved the reclassification of Authorised Share Capital and consequently amended the Memorandum of Association. The said reclassification was further approved by the members in an extra-ordinary general meeting held on June 05, 2024.

6. The Company in its Board Meeting held on May 10, 2024 approved the variation in terms of issued 10% Redeemable Non-Convertible Preference Shares into 10% Compulsory Convertible Preference Shares. Further, the members of the Company approved the said variation in the General Meeting held on June 05, 2024. Further, the proposal was approved by shareholders in extraordinary general meeting on June 05, 2024 and as informed by the management, the Company is in process of obtaining regulatory approval for the same.

7. The Company in its Board Meeting held on May 10, 2024 approved the variation in terms of issued 2% Redeemable Non-Convertible Preference Shares into 2% Compulsory Convertible Preference Shares. Further, the members of the Company approved the said variation in the General Meeting held on June 05, 2024. Further, the proposal was approved by shareholders in extraordinary general meeting on June 05, 2024 and as informed by the management, the Company is in process of obtaining regulatory approval for the same.

8. The Company in its Board Meeting held on March 17, 2025 approved the sale of equity and preference shares investment of R T Packaging Limited. The said proposal was approved by the members in their Extra-Ordinary General meeting held on April 09, 2025 and as informed by the management, the transaction is yet to be completed.

For AASK and Associates LLP
Company Secretaries
FRN – L2015DE001700
Peer Review No.: 6483/2025

CS Mani Khurana
Designated Partner
M. No.: 65904; C.P. No.: 27880
UDIN: A065904G001130451

Place : New Delhi
Date : 01.09.2025

Note: This report is to be read with 'Annexure I' attached herewith and forms an integral part of this report.

Annexure - I

To,
The Members
Rollatainers Limited

Our Secretarial Audit Report for the financial year ended **March 31, 2025** of even date is to be read along with this letter:

Management's Responsibility

1. It is the responsibility of management of the Company to maintain books and secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operating effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances. The verification was done on test basis to ensure that correct facts are reflected.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion. Further, we have relied upon the electronic versions of books and records of the Company as provided to us through online communication. we have conducted the online verification of the records as facilitated by the Company for the purpose of issuing this report
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company, which may or may not have financial impact.
6. There are inherent limitations of an audit which poses unavoidable risk of some misstatements even though the audit is performed as per the audit practices.
7. The contents of this report have to be read in conjunction with the reports furnished or to be furnished by any other auditor or authority with respect to the Company.
8. Matter(s) pending before any Statutory Authority or which are subject to final adjudication / order are not captured in this report till the time the same is disposed-off.
9. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.

For AASK and Associates LLP
Company Secretaries
FRN – L2015DE001700
Peer Review No.: 6483/2025

CS Mani Khurana
Designated Partner
M. No.: 65904; C.P. No.: 27880
UDIN: A065904G001130451

Place : New Delhi
Date : 01.09.2025

Annexure-III

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE PERIOD ENDED ON MARCH 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

TThe Members
R T Packaging Limited
(CIN: U74999HR1993PLC032169)
Plot No. 73 – 74, Phase – III
Industrial Area, Dharuhera
Rewari – 123106, Haryana

I have conducted the Secretarial Audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **R T Packaging Limited** (hereinafter referred to as 'the Company'), having its Registered Office at **Plot No. 73 – 74, Phase – III, Industrial Area, Dharuhera**

Rewari – 123106, Haryana. The Secretarial Audit was conducted in a manner that provided me a reasonable foundation for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended **March 31, 2025**, complied with the statutory provisions listed hereunder and also that the Company has Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2025** according to the provisions of:

I. The Companies Act, 2013 ('the Act') and the rules made thereunder;

II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder [**Not Applicable as the Company has not listed any of its securities on any Stock Exchange**];

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;

V. The Company being an unlisted Company was not required to comply with any of the regulations and / or guidelines as prescribed by the Securities and Exchange Board of India in this regard under the Securities and Exchange Board of India Act, 1992, except following: -

   i. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client to the extent of Dematerialisation of Securities by the Company;

VI. The other laws as informed and certified by the management of the company specifically applicable to the company based on specific industry/sector and compliance whereof as examined on test check basis, that is to say:

   - The Factories Act, 1948 and other allied laws;
   - The Environment (Protection) Act, 1986 and the rules, notification issued thereunder;

- Air (Prevention and Control of Pollution) Act,1981 and the rules and standards made thereunder;
- Water (Prevention & Control of Pollution) Act 1974 and rules thereunder;
- Noise Pollution (Regulation & Control) Rules, 2000;

For the compliances of Labour Laws & other General Laws, my examination and reporting is based on the documents, records, reports of Independent Agencies and files as produced and shown to us and the information and explanations as provided to me, by the officers and management of the Company and to the best of my judgment and understanding of the applicability of the different enactments upon the Company and the reports of Independent Professional(s), in my opinion there are systems and processes in the Company to monitor and ensure compliance with applicable General laws and Labour Laws.

The compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by the statutory financial auditor and other designated professionals.

I have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India. *However, the Company is advised to adhere stricter compliances of the same. Further, the Company is advised to maintain its statutory records in conformity of the provisions of the Companies Act, 2013.*

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above, subject to the following observation(s):

1. The Company has not filed e-form PAS-6 (Reconciliation of Share Capital Audit Report on half yearly basis during the reporting period).

2. The Company has not filed e-form MGT-14 for approval of Board Report and Audited Financials, appointment of Secretarial Auditor and for appointment of Managing Director during the reporting period for the financial year ended March, 31, 2024.

I further report that a Provisional Attachment Order No. 09/2024, issued via email dated 13th September 2024 by the Deputy Director posted at the Gurugram Zonal Office, Directorate of Enforcement, New Delhi, has been passed against the Company. This order pertains to the provisional attachment of immovable properties held in the Company's name, vide reference number F. No. ECIR/GNZO/14/2024, dated 05th September 2024, and freezing of one of the bank accounts of the Company.

I further report that the composition of the Board of Directors of the Company was constituted. During the reporting period following changes in the composition of the board took place:

1. Mr. Amit Sharma (DIN- 10524102) was appointed as Additional Director (Executive) as well as Managing Director in the Board Meeting held on June 25, 2024 to hold the office of Managing Director for a term of five years from June 25, 2024 to June 24, 2029.

   Notice(s) were generally given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent in advance to all Directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

   Majority decision is carried through, while there were no dissenting members' views as confirmed by the officers of the Company.

   As per the records, the Company has generally filed e-forms, returns, documents and resolutions with and without additional fees with the Registrar of Companies and other authorities with and without additional fee. However, contact number of the Company was found missing in the letterhead of the Company used for filing e-forms. Further, discrepancies, of both material and non-material nature, were observed in the e-forms filed with the Registrar of Companies.

I further report that there are systems and processes in the Company to commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines which are generally being followed by the Company.

I further report that during the audit period, the Company has following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above: -

1. The Company has entered into payment settlement agreements with its various vendors during the reporting period.
2. Mr. Harish Kumar has resigned from the office of Chief Financial Officer with effect from August 31, 2024. Further, to fill the said casual vacancy, Mr. Manbar Singh Rawat was appointed with effect from September 01, 2024.
3. The Board of Director in their meeting held on March 21, 2024 accorded approval for disposal of land and building situated at Plot No. 73-74, Phase – III, Industrial Area, Dharuhera, Rewari – 123106, Haryana. However, the Company in its Board Meeting held on September 02, 2024 accorded approval to enter into cancellation agreement with the buyer(s).
4. The Company has been continuously making losses. The Company's plant has also been shut down and the Company has also given part of plant on lease that indicates a material uncertainty which may cast significant doubt on the ability of the Company to be a going concern.

For AASK and Associates LLP
Company Secretaries
FRN – L2015DE001700
Peer Review No.: 6483/2025

CS Mani Khurana
Designated Partner
M. No.: 65904; C.P. No.: 27880
UDIN: A065904G001130506

Place : New Delhi
Date : 01.09.2025

Note: This report is to be read with 'Annexure' attached herewith and forms an integral part of this report.

Annexure I

The Members
R T Packaging Limited
(CIN: U74999HR1993PLC032169)
Plot No. 73 – 74, Phase – III
Industrial Area, Dharuhera
Rewari – 123106, Haryana

My Secretarial Audit Report for the financial year ended March 31, 2025 of even date is to be read along with this letter:

Management's Responsibility

1. It is the responsibility of management of the Company to maintain books and secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operating effectively.

Auditor's Responsibility

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances. The verification was done on test basis to ensure that correct facts are reflected.
3. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion. Further, I have relied upon the electronic versions of books and records of the Company as provided to me through online communication. I have conducted the online verification of the records as facilitated by the Company for the purpose of issuing this report
4. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company, which may or may not have financial impact.
6. There are inherent limitations of an audit which poses unavoidable risk of some misstatements even though the audit is performed as per the audit practices.
7. The contents of this report have to be read in conjunction with the reports furnished or to be furnished by any other auditor or authority with respect to the Company.
8. Matter(s) pending before any Statutory Authority or which are subject to final adjudication / order are not captured in this report till the time the same is disposed-off.
9. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.

For AASK and Associates LLP
Company Secretaries
FRN – L2015DE001700
Peer Review No.: 6483/2025

CS Mani Khurana
Designated Partner
M. No.: 65904; C.P. No.: 27880
UDIN: A065904G001130506

Place : New Delhi
Date : 01.09.2025

Annexure-IV

SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025

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, 2025**, 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, 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 ("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:

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 Number	Deviations	Action taken by	Type of Action (Advisory / Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of Violation /Clarification /Advisory/ /Fine/Show Cause Notice / Warning	Fine (INR)	Observations/ Remarks of Practicing Company Secretary	Management Response to Violation/ Clarification/ Advisory/Fine/ Show Cause Notice/Warning	Remarks
1	Annual Secretarial Compliance Report	Regulation 24(A)	Delay by 15 days	BSE	Fine	Delayed submission of PDF by 15 days	Rs.35,400/-	Annual Secretarial Compliance Report (PDF) was submitted to stock exchange by delay of 15 days	Fines of Rs.35400 was imposed by BSE and paid by company on August 31, 2024.	-
2	Transfer or transmission or transposition of securities	Regulation 40(9)& (10)	Delay by 1 day	No action taken	No action taken	Delayed submission of PDF by 1 days	No action taken	Intimation to stock exchange was made with a delay of 1 day	Management is following strict timely compliance	As confirmed by the management of the Company, no action was taken by regulator

(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 in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 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.	Incomplete composition of Nomination and Remuneration Committee	Fine of Rs. 45,078/- was imposed by the stock exchange and the same was paid by the Company	Regulation 19(1)/19(2)	Incomplete composition	Company requested NSE for rework of CG for quarter ended June 30, 2024	Fine of Rs. 45,078/- was paid by the Company on May 10, 2024

(c) 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.	**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), as notified by the Central Government under section 118(10) of the Companies Act, 2013.	Yes	However the Company is advised to follow SS in stricter manner
2.	**Adoption and timely updation 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 have been reviewed and updated on time, as per the regulations/ circulars/guidelines issued by SEBI	 Yes Yes	 – –
3.	**Maintenance and disclosures on Website:** ● 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 the separate section was disseminated within the time
4.	**Disqualification of Director(s):** None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	-
5.	**Details related to Subsidiaries of listed entities have been examined with regard to:** (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	 Yes 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 LODR Regulations 2015.	Yes	–
8.	**Related Party Transactions:** (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.	**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:** 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.	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.	**Resignation of statutory auditors from the listed entity or its material subsidiaries** 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.	**NA**	During the reporting period, Statutory Auditors have not resigned.
13.	**Additional Non-compliances, if any:** No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	No	Details of all non-compliances is reported in table (a) of this report.

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

Sd/-
Sachin Khurana
Proprietor
M. No.: F10098; CP No.:13212
UDIN : F010098G000463584

Place : New Delhi
Date : May 28, 2025

Annexure V

Form No. AOC-2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 as on March 31, 2024]

Particulars of contracts/arrangements made with related parties

This Form pertains to the disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Subsection (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis – Nil

Name(s) of the related party and nature of relationship– NA

Nature of contracts/arrangements/transactions – NA

Duration of the contracts/arrangements/transactions – NA

Salient terms of the contracts or arrangements or transactions including the value, if any – NA

Justification for entering into such contracts or arrangements or transactions – NA

Date(s) of approval by the Board – NA

Amount paid as advances, if any: NA

Date on which the special resolution was passed in the General Meeting as required under the first proviso to Section 188 – NA

2. Details of material contracts or arrangements or transactions at arm's length basis: Nil

Name(s) of the related party and nature of relationship: NA

Nature of contracts/arrangements/transactions: NA

Duration of the contracts/arrangements/transactions: NA

Salient terms of the contracts or arrangements or transactions including the value, if any: N/A

Date(s) of approval by the Board, if any: NA

Amount paid as advances, if any: NA

By Order of the Board
For Rollatainers Limited

Sd/-
Aarti Jain
DIN: 00143244
(Chairperson)

Place : Haryana
Date : 01.09.2025

Annexure VI

INFORMATION PURSUANT TO SECTION 134(3)(m) READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE FINANCIAL PERIOD ENDED 31ST MARCH, 2025:

A. CONSERVATION OF ENERGY

i) Steps taken for Conservation of Energy:

Company is conducting regular energy audit to assess the energy losses.

Power factor is being maintained close to unity.

ii) Steps taken for utilizing Alternate Sources of Energy:

The Company does not have any alternate sources of energy.

iii) Capital Investment on Energy Conservation Equipments:

Lighting energy savers are to be installed to optimize the voltage of lighting feeders.

B. TECHNOLOGY ABSORPTION

a)	Efforts in brief towards technology absorption, adaptation and innovation	The management has taken all the necessary steps to conserve the resources to the extent possible.
b)	Benefit derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution etc.	A. Cost reduction due to saving in raw material & power & fuel B. Increase in productivity and better quality
c)	In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year)	N.A.
d)	Expenditure incurred on Research & Development	Nil

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Activities relating to exports; initiatives taken to increase exports; exploring new export markets for products and services; and export plans. Export market for the Company's products is continuously explored. The requirement of foreign buyers is also being assessed to procure more and more confirmed orders.

Foreign Exchange Outgo : Nil

Foreign Exchange Earned : Nil

D. RESEARCH & DEVELOPMENT (R & D)

Specific areas in which R & D carried out by the Company	i) Product design & development ii) Process design & improvement.
Benefits derived as a result	i) Reduction in process time ii) Higher productivity iii) Consistent quality
Future plan of action	To achieve better yield by way of cost reduction through higher level of automation.

By Order of the Board
For Rollatainers Limited

Sd/-
Aarti Jain
DIN: 00143244
(Chairperson)

Place : Haryana
Date : 01.09.2025

Annexure VII

PARTICULARS OF EMPLOYEES

Particulars of employees for the year ended March 31, 2025 as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial period ended March 31, 2025:

Non-Executive Directors	Ratio to Median Remuneration
Ms. Aarti Jain	N.A.
Mr. Vipul Gupta (resigned w.e.f. 18th July 2024)	N.A.
Ms. Rajiv Kapur Kanika Kapur	N.A.
Mr. Sri Kant	N.A.
Mr. Sanjay Sharma	N.A.

Executive Director(s)	Ratio to Median Remuneration
Ms. Manisha Goel (resigned w.e.f. 20th April 2024)	N.A.
Mr. Amit Sharma (appointed w.e.f. 20th April 2024)	N.A.

During the Financial year ended March 31, 2025, no remuneration was paid to any Director (including Executive Directors). Therefore, the said ratio of remuneration of each Director to median remuneration of the employees of the Company is not applicable.

2. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Directors, Chief Financial Officer and Company Secretary	% Increase in Remuneration in the Financial Year
Mrs. Aarti Jain	–
Mr. Amit Sharma (appointed w.e.f. 20th April 2024)	–
Ms. Manisha Goel (resigned w.e.f. 20th April 2024)	–
Mr. Vipul Gupta (resigned w.e.f. 18th July 2024)	–
Ms. Rajiv Kapur Kanika Kapur	–
Mr. Sri Kant	–
Mr. Sanjay Sharma	–
Mr. Manbar Singh Rawat (CFO)	–
Ms. Aditi Jain (Company Secretary)	–

3. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Particulars	March 31, 2025	Date of Last Public Offer	% Change
Market Price (BSE)	–	NA	NA
Market Price (NSE)	–	NA	NA

4. The percentage increase in the median remuneration of employees in the financial year: Nil

5. The number of permanent employees on the role of the Company during the financial year: 02

6. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: NA

7. The key parameters for any variable component of remuneration availed by the Directors:

No Variable component of remuneration was fixed for the directors.

8. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms remuneration is as per the remuneration policy of the Company.

By Order of the Board
For Rollatainers Limited

Sd/-
Aarti Jain
DIN: 00143244
(Chairperson)

Place : Haryana
Date : 01.09.2025

Annexure VII

CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Board and Management of Rollatainers believe that operating at the highest level of transparency and integrity in everything that we do is integral to our Company. The Company established a culture that all our activities are for the mutual benefit of the Company and stakeholders comprising customers, regulators, employees, shareholders and the communities at large. The Board and management of Rollatainers are committed to the highest standards of accountability, transparency, social responsiveness, operational efficiency and good ethics with the objective to attain consistent, competitive, responsive growth and creating long-term stakeholders' value.

The Company is committed to sound corporate governance practices as well as compliance with all applicable laws and regulations. The Board also believes that sound governance is critical to retain and enhance stakeholders' trust. The Company perceives governance in its widest sense almost like a trusteeship, a philosophy to be championed, a value to be cherished and an ideology to be lived. Over the years, Rollatainers implemented governance practices that extended beyond the letter of the law. In doing so, the Company not only adopted practices mandated in the Listing Regulations, but also incorporated the relevant non-mandatory compliances, strengthening its positioning as a responsible corporate citizen.

II. BOARD OF DIRECTORS

The Board of Directors believes that good governance is voluntary and self-disciplining, with the strongest impetus coming from Directors and the management itself, and ultimately leads to enhancement of value for all stakeholders. The Board of the Company is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149 of the Companies Act, 2013. The Board formulates the strategy, regularly reviews the performance of the Company and ensures that the previously agreed objectives are met on a consistent basis. The Whole Time Director manages the day-to-day affairs of the Company. The Non-Executive Directors are eminent professionals, having experience in business, industry and finance.

● COMPOSITION OF BOARD AND DETAILS OF MEETINGS

The Board of Directors has an optimum combination of Executive and Non-Executive Directors having rich knowledge and experience in the industry for providing strategic guidance and direction to the Company. As on 31st March, 2025, the Board of Directors of your Company comprises of Five (5) Directors which comprises of One (1) Executive Director and Four (4) directors are non-executive directors including Three (3) are Independent Directors.

The Board of the Company meets at regular intervals and during the year, **11 (Eleven)** meetings of the Board of Directors were held i.e.20th April 2024, 09th May 2024,10th May 2024, 29th May 2024, 14th August 2024, 02nd September 2024, 14th November 2024, 13th February 2025, 12th March 2025, 17th March 2025 and 18th March 2025. The gap between no two board meetings exceeded one hundred and twenty days. All the members of the Board were provided requisite information as required as per Listing Agreement well before the Board Meeting.

The following table gives details of Directors, details of attendance of Directors at the Board Meetings, at the last Annual General Meeting (AGM)as on date:

Name of Directors/KMP	DIN	Category	Number of Meetings attended/ Total Number of Meetings	Attendance of last AGM
Mrs. Aarti Jain	00143244	Chairman (Non-Executive Director)	11/11	No
Mr. Rajiv Kapur Kanika Kapur	07154667	Non-Executive - Independent Director	11/11	No
Mr. Amit Sharma[3]	10524102	Managing Director (Executive)	11/11	Yes

Mr. Sanjay Sharma	09534294	Non-Executive - Independent Director	11/11	Yes
Mr. Sri Kant	06951400	Non-Executive - Independent Director	11/11	Yes
Mrs. Manisha Goel[1]	09725308	Executive Director	0/0	No
Mr. Vipul Gupta[2]	09064133	Non-Executive - Independent Director	04/11	No
Mr. Mahir Bhadani[4]	10622919	Non-Executive - Independent Director	–	–

Notes:

1. *Mrs. Manisha Goel resigned from the Board with effect from the closure of the business hours of April 20, 2024.*
2. *Mr. Vipul Gupta resigned from the Board with effect from the closure of the business hours of July 18, 2024 due to his personal reasons.*
3. *Mr. Amit Sharma was appointed on the Board of the Company with effect from April 20, 2024.*
4. *Mr. M*ahir Bhadani was appointed on the Board of the Company with effect from May 29, 2025.

- **NUMBER OF OTHER DIRECTORSHIPS AND COMMITTEES MEMBERSHIP/ CHAIRMANSHIP**

The details of the Directors with regard to their Directorships in other companies, Committee positions are as follows:

Name of Director(s) & DIN	Category	No. of Directorships in listed entities including this listed entity*	Directorships in other listed entities	No. of Committees memberships in Audit/Stakeholder Committee(s) including this listed entity**	
				Member ship	Chairman ship
Mrs. Aarti Jain	Chairman (Non-Executive Director)	2	-Gourmet Gateway India Limited	0	0
Mr. Rajiv Kapur Kanika Kapur	Non-Executive - Independent Director	4	-Newtime Infrastructure Limited- -Adhbhut Infrastructure Limited- -Alliance Integrated Metaliks Limited	4	0
Mr. Amit Sharma	Managing Director (Executive)	1	-	4	3
Mr. Sanjay Sharma	Non-Executive - Independent Director	3	-Newtime Infrastructure Limited -Adhbhut Infrastructure Limited	9	2
Mr. Sri Kant	Non-Executive - Independent Director	3	-Adhbhut Infrastructure Limited -Alliance Integrated Metaliks Limited	4	4

*This excludes directorship held in Private Companies, Foreign Companies and Companies formed under Section 8 of the Companies Act, 2013.

**Includes only Chairmanship/membership in Audit Committee and Stakeholders' Relationship Committee.

III. DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE:

None of the Directors are related to each other within the meaning of the term 'relative' as per section 2(77) of the Companies Act, 2013.

IV. NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTORS:

As on 31st March, 2025, none of the Non-Executive Independent Directors of the Company held shares and convertible instruments of the Company.

V. CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

The Company has obtained certificate from Practicing Company Secretaries, S. Khurana & Associates, confirming that none of the Directors on Board is debarred or disqualified from being appointed or continuing as Director of the Company by the Board / Ministry of Corporate Affairs or any such statutory authority.

VI. BOARD PROCEDURE

The Board Meetings of the Company are convened by the Company Secretary on the direction of the Chairman. Sufficient notice in writing is given to all Directors for the Board Meetings and/or other Committee Meetings. All important matters concerning the working of the Company along with requisite details are placed before the Board.

VII. INFORMATION SUPPLIED TO THE BOARD

The Board has complete access to all information of the Company, including inter-alia, the information to be placed before the Board of Directors as required under the Listing Regulations. The important decisions taken at the Board / Board Committee meetings are communicated to the concerned Departments / Divisions.

VIII. MATRIX SETTING OUT THE SKILLS / EXPERTISE / COMPETENCE OF THE BOARD OF DIRECTORS

The Board of Directors of the Company comprises of highly qualified members, possessing required skills, expertise and competence in making effective contributions towards the growth of the Company. Leadership, operational experience, strategic planning, industry experience, research & development, innovation, consumer insights, marketing, supply chain management and branding are the key core skill / expertise / competence, in the context of the Company's business apart from governance, finance, taxation and regulatory affairs functions.

In the opinion of the Board, these skills are available with the Member of the Board of Directors and the following chart / matrix depicts the aforesaid skills/expertise/competence possessed by the Member of the Board of Directors of the Company:

Name	Skill/Expertise/ Competence
Mrs. Aarti Jain	Leadership, Business Strategy, Industry Experience, Corporate Finance, Marketing, Strategic Planning
Ms. Rajiv Kapur Kanika Kapur	Finance, Banking Accounting
Mr. Sri Kant	Legal, Corporate Advisory, Compliance
Mr. Sanjay Sharma	Finance, Accounting , Taxation
Mr. Amit Sharma	Finance and Accounting
Mr. Mahir Bhadani	Finance and General Management

IX. COMPLIANCE REPORTS OF ALL LAWS APPLICABLE TO THE COMPANY

The periodical reports submitted by the Internal Auditors and by the concerned executives of the Company with regard to compliance of all laws applicable to the Company including steps taken by the Company to rectify instances of non-compliances, if any, are being reviewed by the Audit Committee and the Board.

X. INDEPENDENT DIRECTORS MEETING

The Company has received disclosures from all the Independent Directors that they fulfil conditions specified under Section 149(6) of Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015 and are Independent of the Management. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and possess high integrity expertise and experience including the proficiency required to discharge the duties and responsibilities as Directors of the Company and they are independent of the management. All the Independent Directors of the Company as on 31.03.2025 have registered themselves in the data bank of Independent Directors pursuant to the provisions of the Companies (Appointment & Qualifications of Directors) Rules, 2014. The terms and conditions of appointment of Independent Directors are available on the website of the Company www.rollatainers.in at weblink:

https://www.rollatainers.in/pdfs/TERMS%20&%20CONDITIONS%20FOR%20INDEPENDENT%20DIRECTORS.pdf).

During the year under review, the Independent Directors had one meeting being held on February 13, 2025 without the presence of any Non-Independent Director and members of the Management, inter alia:

- To review the performance of Non-Independent directors, Chairman of the Company and the Board as a whole;
- To assess the quality, quantity and timeliness of flow of information between the Company's Management and the Board/Committee(s) that is necessary for the Board/Committee(s) to effectively and reasonably perform their duties.

XI. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Independent directors of Rollatainers Limited are eminent personalities having wide experience in the field of business, finance, taxation, industry, commerce and administration. Their presence on the Board has been advantageous and fruitful in taking business decisions. The Independent Directors appointed by the Board are given induction and orientation with respect to the Company's vision, strategic direction, core values, including ethics, corporate governance practices, financial matters and business operations by having one-to-one meetings.

The Company is following a structured orientation programme for the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis. The Board of Directors has complete access to the information within the Company. Interactions happen during Board / Committee meetings, when Business Heads are asked to make presentations about performance of their Business Division to the Board. Apart from this, they also have independent interactions with the Statutory Auditors, the Internal Auditors and external advisors appointed from time to time. Updates on relevant statutory changes encompassing important laws are regularly intimated to the Directors. Independent Directors also meet regularly without the presence of any management personnel and their meetings are conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company

The details of familiarization programme imparted to the Independent directors are available on the website of the Company.

(weblink: https://www.rollatainers.in/pdfs/FAMILIARIZATION%20PROGRAMME%20FOR%20INDEPENDENT%20DIRECTORS.pdf)

XII. REMUNERATION OF DIRECTORS

The remuneration of Executive Directors is fixed by the Board of Directors upon the recommendation of Nomination and Remuneration committee and approved by the shareholders of the Company. The Non-Executive Directors are paid sitting fees for attending the Board Meetings besides reimbursement of out of pocket expenses. Details of remuneration and sitting fees paid to the Directors during the year ended 31st March, 2025 are given below:

Executive Director

Executive Director	Salary* (Rs. in Lakhs)	Commission	Total (Rs. in Lakhs)
Ms. Amit Sharma	–	–	–
Mrs. Manisha Goel[1]	–	–	–

*Since the company does not earn enough revenue the Board decides to not draw any salary for the Executive Director.

1. *Mrs. Manisha Goel resigned from the Board with effect from the closure of the business hours of April 20, 2024.*

Non-Executive Directors

S.No.	Name of Director	Sitting Fees	Number of Meetings attended/ Total Number of Meetings	Commission	Total (in lakhs)
1.	Mrs. Aarti Jain	Rs. 7,500/per meeting	11/11	—	0.825
2.	Mr. Vipul Gupta[1]	Rs. 7,500/per meeting	04/11	—	0.3
3.	Ms. Rajiv Kapur Kanika Kapur	Rs. 7,500/per meeting	11/11	—	0.825
4.	Mr. Sri Kant	Rs. 7,500/per meeting	11/11	—	0.825
5.	Mr. Sanjay Sharma	Rs. 7,500/per meeting	11/11	—	0.825
6.	Mr. Amit Sharma[2]	Rs. 7,500/per meeting	11/11	—	0.825

Notes:

1. *Mr. Vipul Gupta resigned from the Board with effect from the closure of the business hours of July 18, 2024 due to his personal reasons.*
2. *Mr. Amit Sharma was appointed on the Board of the Company with effect from April 20, 2024.*

XIII. COMMITTEES OF THE BOARD

The role and composition of the Audit Committee, the Nomination & Remuneration Committee and the Stakeholders' Relationship Committee of the Company including the number of meetings held during the financial year and the related attendance, are provided below:

A. AUDIT COMMITTEE

The Board of Directors has duly constituted an Audit Committee. As at 31st March, 2025, the Audit Committee comprises of 3 (three) members. The Constitution of the Audit Committee meets the requirement of Section 177 of the Companies Act, 2013 and guidelines set out in the Listing Agreement and SEBI LODR Regulations 2015. All the members of the Committee were provided requisite information as required in the Listing Agreement and SEBI (LODR) Regulations 2015. The Company Secretary of the Company acts as the Secretary of the Audit Committee.

The committee met **7 (seven) times** during the period under review and their meeting were held on 20th April 2024, 10th May 2024, 29th May 2024, 14th August 2024, 14th November 2024, 13th February 2025 and 17th March, 2025.

Name of Directors/KMP	DIN	Designation	Category of directorship	Number of Meetings attended/ Total Number of Meetings
Mr. Vipul Gupta[1]	09534294	Chairperson	Non-Executive Independent Director	3/3
Mrs. Manisha Goel[2]	09064133	Member	Executive Director	0/0
Mr. Srikant[3]	09725308	Chairperson	Non-Executive Independent Director	4/4
Ms. Rajiv Kapur Kanika Kapur	07154667	Member	Non-Executive Independent Director	7/7
Mr. Amit Sharma	10524102	Member	Executive Director	6/6

Notes:

1. Mr. Vipul Gupta resigned from the Board with effect from the closure of the business hours of July 18, 2024.
2. Mrs. Manisha Goel resigned from the Board with effect from the closure of the business hours of April 20, 2024.
3. Mr. Srikant was appointed as the Chairperson of the Committee with effect from July 18, 2024.

The terms of reference of the Audit Committee inter-alia include:

- to oversee the Company's financial reporting process and disclosure of its financial information.
- to recommend appointment, remuneration and terms of appointment of the Auditors of the Company.
- to review and monitor the Auditor's independence and performance, and effectiveness of audit process.
- to review quarterly and annual financial statements before submission to the Board and to advice and make recommendations to the Board on matters related to financial management of the Company, including Audit Reports.
- to approve or subsequently modify the transactions of the Company and its subsidiary(es) with the related parties.
- to scrutinize the inter-corporate loans and investments.
- to assess the value of undertakings or assets of the Company, whenever it is necessary.
- to review and discuss with Auditors about internal control system, major accounting policies & practices reviewing Companies financial and Risk management policies in compliance with the listing agreement and legal requirements concerning financial statements.
- to monitor the end use of funds raised through public offers and related matters and
- to carry out any other functions as is mentioned in terms of reference to the Audit Committee.
- to approve the remuneration of the directors of the Company who belong to promoter or promoter(s) group
- to approve the remuneration of the directors of the Company who do not belong to promoter or promoter(s) group provided the remuneration exceeds the threshold criteria referred to in Regulation 23(1) of SEBI (LODR) Regulations, 2015.

Internal Controls and Risk Management

The Company has robust system for Internal Audit and Corporate Risk assessment and mitigation. The Company has an independent Internal Audit Department assisted by outsourced audit teams. The Internal Audit plan is approved by Audit Committee at the beginning of every year. The conduct of Internal Audit is oriented towards the review of internal controls and risks in the Company's operations and covers factories, sales offices, warehouses and centrally controlled businesses and functions.

Every quarter, the Audit Committee is presented with a summary of significant audit observations and follow-up actions thereon. Business Risk Assessment procedures have been set in place for self-assessment of business risks, operating controls and compliance with Corporate Policies. There is an ongoing process to track the evolution of risks and delivery of mitigating action plans.

M/S V B R G & Associates, Chartered Accountants is the Internal Auditor of the Company. The Company's internal financial control framework is in line with requirements of the Act. Robust and continuous internal monitoring mechanisms ensure timely identification of risks and issues. The Management, Statutory and Internal Auditors undertake rigorous testing of the control environment of the Company.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations 2015, read with Section 178 of the Companies Act, 2013. The Committee comprises of Two Independent Directors and one Executive director as on date.

The Nomination and Remuneration Committee is responsible for evaluating the balance of skills, experience, independence, diversity and knowledge on the Board and for drawing up selection criteria, ongoing succession planning and appointment procedures for both internal and external appointments.

As on date, the Nomination and Remuneration Committee has duly constituted with 3 (three) directors, among whom Mr. Sanjay Sharma (Non-executive Independent Director) serves as the Chairperson of the Committee, Mr. Rajiv Kapur Kanika Kapur (Non-executive Independent Director) and Mr. Sri Kant (Non-Executive - Independent Director) serves as Members of the Committee.

The committee met once during the year. The Composition and the attendance of members at the meetings held on April 20, 2024 as follows:

Name of Directors/KMP	DIN	Designation	Category of directorship	Number of Meetings attended/ Total Number of Meetings
Ms. Rajiv Kapur Kanika Kapur	07154667	Chairperson	Non-Executive Independent Director	01/01
Mr. Sri Kant	06951400	Member	Non-Executive Independent Director	01/01
Mr. Vipul Gupta[1]	09064133	Chairperson	Non-Executive Independent Director	01/01
Mr. Sanjay Sharma[2]	09534294	Member	Non-Executive Independent Director	N.A.

Note:

1. *Mr. Vipul Gupta resigned from the Board with effect from the closure of the business hours of July 18, 2024.*
2. *Mr. Sanjay Sharma was appointed as the Chairperson of the Committee with effect from July 18, 2024.*

The Terms of reference of the Nomination and Remuneration Committee are as under:

- Determine/recommend the criteria for appointment of Directors, Members of Management Committee and Key Managerial Personnel.
- Identify candidates who are qualified to become Directors and who may be appointed on the Management Committee, or as a Key Managerial Personnel;
- Evaluate the balance of skills, knowledge and experience on the Board and prepare a description of the role and capabilities required for Independent Director(s);
- Formulate criteria and carry out evaluation of each Director's performance and performance of the Board as a whole;
- Ensure succession planning and the leadership development plans to enhance such succession planning;
- Review and recommend to the Board candidates for election as members to the Board Committees and for the election as chairman for each Board Committee from the appointed members of the Board Committee;
- Formulate the criteria for evaluation of performance of Independent Directors and Board of Directors;
- Devise a policy on diversity of Board of Directors.
- Recommend to the Board, appointment and removal of Directors.

Remuneration of Directors

The remuneration of Directors is fixed by the Board of Directors upon the recommendation of Nomination and Remuneration committee and approved by the members of the Company. During the year 2024-25 the Company has not paid any sitting fees to its non-executive directors of the Board.

The remuneration Policy of the Company is available on company's website www.rollatainers.in.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with Section 178 of the Companies Act, 2013.

The Committee inter alia looks into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend / notices / annual reports. Ms. Aditi Jain, Company Secretary acted as Compliance Officer and Secretary to the Stakeholders' Relationship Committee.

The Composition of Stakeholders' Relationship Committee as on 31st March 2025 is as follows:

Name of Member	Designation	Category of directorship
Mr. Sri Kant	Chairperson	Non-Executive Independent Director
Mrs. Manisha Goel[1]	Member	Executive Director
Mr. Vipul Gupta[2]	Member	Non-Executive Independent Director
Mr. Amit Sharma[3]	Member	Executive Director
Mr. Sanjay Sharma[4]	Member	Non-Executive Independent Director

Notes:

1. *Mrs. Manisha Goel resigned from the Board with effect from the closure of the business hours of April 20, 2024.*
2. *Mr. Vipul Gupta resigned from the Board with effect from the closure of the business hours of July 18, 2024 due to his personal reasons.*
3. *Mr. Amit Sharma was appointed on the Board of the Company as well as the committee with effect from April 20, 2024.*
4. *Mr. Sanjay Sharma was appointed as the Member of the Committee with effect from July 18, 2024.*

Stakeholders' Relationship Committee Meeting and Attendance

The Stakeholders relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations, 2015 read with section 178 of the Act. The Committee inter alia looks into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend/notices/annual reports.

The Committee has periodic interactions with the representatives of the Registrar and Share Transfer Agent of the Company. SEBI, the capital market regulator had issued guidelines and undertook a number of measures for raising industry standards for Registrar and Share Transfer Agent to facilitate effective shareholder service.

During the year, the committee met once. The composition of the Stakeholders' Relationship Committee and the details of meeting/s held on February 12, 2025 attended by its members are given below:

Name of Member	No. of meetings attended	
	Entitled	Attended
Mr. Sri Kant	1	1
Mr. Sanjay Sharma	1	1
Mr. Amit Sharma	1	1

Investors' complaints attended and resolved during 2024-25

Investor Complaints	No. of Complaints attended/resolved during 2024-25
Pending at the beginning of the year	0
Received during the year	2
Disposed of during the year	2
Remaining unresolved at the end of the year	0

Prohibition of Insider Trading

With a view to regulate Trading in Securities by the Directors and Designated Employees, the Company has adopted "Code of Conduct for Prohibition of Insider Trading".

I. SUBSIDIARY MONITORING FRAMEWORK

The Company has nominated its representative on the Board of material Subsidiary Company and it also monitors its performance inter alia, by the following means:

a) Financial Statements, in particular the investments made by the unlisted Subsidiary Companies, are reviewed by the Audit Committee of the Company.

b) Minutes of the meetings of the unlisted Subsidiary Companies are placed before the Company's Board.

c) A statement containing significant transactions and arrangements entered into by the unlisted Subsidiary Companies is placed before the Company's Board.

In terms of Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website.(Weblink: https://www.rollatainers.in/pdfs/Policy%20on%20Material%20Subsidiaries.pdf.)

VI. GENERAL BODY MEETINGS

The last three Annual General Meeting were held as per details given below: -

Financial Year	Venue	Date	Time	Whether Special Resolution(s) were passed
2023-2024	Plot No. 73-74, Phase–III, Industrial Area, Dharuhera, Distt. Rewari, Haryana-123106	27.09.2024	10:00 A.M.	No, there were no special resolution passed in the AGM
2022-2023	Plot No. 73-74, Phase–III, Industrial Area, Dharuhera, Distt. Rewari, Haryana-123106	30.09.2023	11:00 A.M.	Yes, Special Resolution was passed for following agendas: (a) To consider and approve appointment of Mr. Sri Kant (DIN: 06952400) as Non-Executive Independent Director of the Company.(b) To consider and approve appointment of Mr. Sanjay Sharma (DIN: 09534294) as Non-Executive Independent Director of the Company.
2021-2022	Plot No. 73-74, Phase–III, Industrial Area, Dharuhera, Distt. Rewari, Haryana-123106	30.09.2022	10:30 A.M.	Yes, Special Resolution was passed for following agendas: (a) Continuation of directorship of Mr. Brajindar Mohan Singh (DIN:02143830), as non-executive independent director. (b) Alteration in the object clause of Memorandum of Association of the Company. (c) Appointment of Ms. Manisha Goel (DIN: 09725308) as executive director as well as whole time director of the company.Appointment of Ms. Rajiv Kapur Kanika Kapur (DIN:0715466) as non-executive independent director of the company.

III. POSTAL BALLOT HELD DURING YEAR 2024-25

(a) Whether Special Resolutions were passed last year through Postal Ballot?

During the year under review no resolution was passed through Postal Ballot.

IV. MEANS OF COMMUNICATION

a) QUARTERLY RESULTS

The Company's Results for quarter ended 30th June 2024, 30th September 2024, 31st December 2024 and 31st March, 2025 are sent to the Stock Exchanges where the Company Shares are listed immediately after the Board Meeting. The same are widely published in English (Financial Express) and also in a vernacular language newspaper (Jansatta), they are also put up on the Company's website (www.rollatainers.in).

b) NEWS RELEASES

Official news (if any) releases are sent to Stock Exchanges and are displayed on its website (www.rollatainers.in).

c) PRESENTATIONS TO INSTITUTIONAL INVESTORS / ANALYSTS

There were no detailed presentations are made to institutional investors and financial analysts.

d) WEBSITE

The Company's website (www.rollatainers.in) contains a separate dedicated section "Investors" where shareholders information is available.

e) BSE AND NATIONAL STOCK EXCHANGE OF INDIA CORPORATE COMPLIANCE & LISTING CENTRE

BSE's Listing Centre and NSE Electronic Application Processing System is a web-based application designed for Listed Companies. All periodical compliance filings like Financial Results, Shareholding Pattern, Corporate Governance Report and Statements of Investor Complaints are uploaded there.

V. GENERAL SHAREHOKDER INFORMATION

A. GENERAL INFORMATION

Registered Office	Plot No. 73-74, Phase-III, Indsutrial Area, Dharuhera, Distt. – Rewari, Haryana 123106
Plant Location	Plot No. 73-74, Phase – III, Industrial Area, Dharuhera, Distt – Rewari-123106, Haryana
Annual General Meeting: Day/Date/Time/Deemed Venue:	Tuesday, the 30th September, 2025 at 11:00 A.M. Plot No. 73-74, Phase-III, Indsutrial Area, Dharuhera, Distt. Rewari, Haryana 123106
Financial Year	1st April, 2024 to 31st March, 2025
Equity Dividend payment date	N/A
Name and address of Stock Exchange(s) at which Equity Shares are listed	1. BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001. 2. The National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400051. Note : The Company has paid the Listing fee for the year 2025-26 to BSE & The National Stock Exchange of India Limited.
Demat ISIN Number	INE 927A01040
Stock Code Equity Share: BSE NSE	 502448 ROLLT

B. Tentative Calendar for the Financial Year 2025-26 (subject to change)

PARTICULARS	DATES
First Quarter Results	Mid-August, 2025
Second Quarter Results	Mid November, 2025
Third Quarter Results	Mid-February, 2026
Fourth Quarter Results	Upto End of May, 2026

The Company's quarterly Un-audited Financial Results are subject to Limited Review by Statutory Auditors and Annual Financial Results are subject to Audit by the Statutory Auditors. Quarterly Un-audited and Annual Audited Financial Results are published in the newspapers and also forwarded to the Stock Exchanges.

C. Dematerialisation of shares and liquidity

As on 31st March, 2025, 24,88,36,890 Equity Shares representing 99.483 % of the Equity Share Capital of the Company are in dematerialized form. The Equity Shares of the Company are actively traded on BSE Limited and The National Stock Exchange of India Limited.

MODE OF HOLDING	NO. OF SHARES	PERCENTAGE
NSDL	178203373	71.244
CDSL	70633517	28.239
PHYSICAL	1293110	0.517
TOTAL	**250130000**	**100**

D. Share Transfer System

Pursuant to directions of SEBI, the facility to hold the Company's shares in electronic form is available to the members as the Company is registered with both the Depositories namely NSDL & CDSL. Share Transfer documents for physical transfer and requests for dematerialisation of shares may be sent to Company's Registrar and Share Transfer Agents.

Member may also note that SEBI vide its circular bearing number SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated: March 16, 2023 has mandated furnishing of Income Tax PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities in the prescribed forms. Any service requests or complaints received from the member will not be processed by RTA till the aforesaid details / documents are provided to RTA. On or after October 01, 2023, in case any of the above cited documents / details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.rollatainers.in.

E. Registrar & Share Transfer Agent

M/s. Beetal Financial & Computer Services (P) Ltd. Beetal House, 3rd Floor, 99, Madangir, Behind L.S.C., Near Dada Harsukh Das mandir, New Delhi-110062
Phone No. 011-29961281-83

F) Shareholding Pattern as on 31st March, 2025:

CATEGORY	NUMBER OF SHARES HELD	(%) PERCENTAGE OF SHAREHOLDING
Promoters	12,74,60,400	50.96
Financial Institutions/Banks	700	0.00
Foreign Portfolio Investors	0	0
Bodies Corporate	1,36,74,076	5.47
Resident Individuals	10,40,61,741	41.60
Non-Resident Individual(Non-Repatriable and Repatriable)	11,72,781	
Clearing Member	5,936	0.00
Resident Individuals - Hindu Undivided Family (HUF)	36,62,866	1.46
Trusts	91500	0.04
Insurance Companies	0	0
Total	**25,01,30,000**	**100**

H) Distribution of Shareholding as on 31st March, 2025

No. of Shares held (Rs. 1/- paid up)	Number of	% to total Shareholders	Total No. of Shares (in Rs.)	% of Total Shareholding
Upto - 5000	39088	93.761	23412643	9.3602
5,001 - 10,000	1314	3.152	10416448	4.1644
10,001 - 20,000	629	1.509	9205458	3.6803
20,001 - 30,000	224	0.537	5681308	2.2713
30,001 - 40,000	97	0.233	3422931	1.3685
40,001 - 50,000	97	0.233	4594460	1.8368
50,001 - 1,00,000	123	0.295	9369813	3.7460
1,00,001 & Above	117	0.281	184026939	73.5725
TOTAL	**41,689**	**100.00**	**25,01,30,000**	**100.00**

I) Outstanding GDRS/ADRS/Warrants or any Convertible Instruments, Conversion date and likely impact on Equity

No ADRs / GDRs / Warrants or any Convertible Instruments have been issued by the Company during the year under review and there is no outstanding ADRs / GDRs / Warrants or any convertible instruments as on 31st March, 2025.

J) Investors' Correspondence may be addressed to: -

The Company Secretary
Rollatainers Limited
Plot No. 73-74, Phase – III, Industrial Area,
Dharuhera Distt – Rewari – 123106, Haryana
Ph. No. - 01274 – 243326, 242220
E-mail Address: cs.rollatainers@gmail.com

K) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

A section on the Risk Management is covered in detail under Management Discussion and Analysis Report forming part of Annual Report. The details of Commodity Price Risk and Foreign Currency Risk are discussed in the Notes on the Financial Statements. However, Company has not undertaken any hedging activity during the year.

L) Address for Correspondence

M/s. Beetal Financial & Computer Services (P) Ltd. Beetal House, 3rd Floor, 99, Madangir, Behind L.S.C., Near Dada Harsukh Das mandir, New Delhi-110062 Phone No. 011-29961281-83 Email Id: beetalrta@gmail.com	Rollatainers Limited Plot No. 73-74, Phase III, Industrial Area, Dharuhera, District Rewari, Haryana-122003 Ph. No.- 01274 – 243326, 242220 Email Id: cs.rollatainers@gmail.com

M) Credit Ratings - Not Applicable

VI. DISCLOSURES

- **RELATED PARTY TRANSACTIONS**

Details of related party transactions entered into by the Company are included in the Notes to Accounts. Material individual transactions with related parties are in the normal course of business on an arm's length basis and do not have potential conflict with the interests of the Company at large. Transactions with related parties entered into by the Company in the normal course of business are placed before the Audit Committee.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website (https://www.rollatainers.in/pdfs/RELATED%20PARTY%20TRANSACTION%20POLICY.pdf)

- **DISCLOSURE OF ACCOUNTING TREATMENT**

In the preparation of financial statements for the period ended on 31st March, 2025 there was no treatment different from that prescribed in an accounting standard that had been followed.

- **DETAILS OF NON-COMPLIANCE BY THE COMPANY**

During the period under review, the penalties were imposed by the Stock Exchanges as per the SEBI Circular number SEBI/HO/CFD/CMD/CIR/P/2018/77 dated 03.05.2018 for delayed submissions and the penalty amounts were duly paid to the Stock Exchanges and hence the Compliance was made good.

- **WEBLINK WHERE POLICY FOR DETERMINING "MATERIAL" SUBSIDIARIES**

https://www.rollatainers.in/pdfs/Policy%20on%20Material%20Subsidiaries.pdf.

- **MANAGEMENT**

(a) As part of the Directors' report or as an addition thereto, a Management Discussion and Analysis report should form part of this Annual Report for the shareholders. This Management Discussion & Analysis should include discussion on the following matters within the limits set by the company's competitive position:

  - Industry structure and developments.
  - Opportunities and Threats.
  - Segment–wise or product-wise performance.
  - Risks and concerns.
  - Internal control systems and their adequacy.
  - Discussion on financial performance with respect to operational performance
  - Material developments in Human Resources / Industrial Relations

(b) The Code of Conduct for the Board of Directors and the senior management have been disclosed on the website of the Company.

- **SHAREHOLDERS**

  Quarterly results and presentations made by the company to analysts/investors have been uploaded on Company's web-site.

  Stakeholders Relationship Committee (formerly known as Shareholders Grievances Committee) has already been constituted.

- **DISCLOSURE OF RESIGNATION OF DIRECTORS**

The Company adopts the policy to disclose and upload the letter of resignation along with the detailed reasons provided by the director on its website within one working day from the date of receipt of the letter of resignation.

- **DISCLOSURE OF FORMAL LETTER OF APPOINTMENT**

  The Company adopts the policy to disclose and upload the letter of appointment of the independent Director along with the detailed profile on its website within one working day from the date of such appointment.

- **DISCLOSURE IN THE ANNUAL REPORT**

  The details of the establishment of vigil mechanism will be disclosed on its website (www.rollatainers.in).

  The Company has already disclosed the remuneration policy and evaluation criteria in this annual report.

- **PROCEEDS FROM PUBLIC ISSUES, RIGHTS ISSUES, PREFERENTIAL ISSUES**

During the period under review, no proceeds have been received through public issue, right issue, preferential issue etc.

- **DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF NON MANDATORY REQUIREMENTS**

The Company has complied with all mandatory requirements of the SEBI LODR Regulations, 2015. The Company has adopted the following non-mandatory requirements of Regulation 27 read with Part E of Schedule II of the Listing Regulations and amendment thereof:

(a) MODIFIED OPINION(S) IN AUDIT REPORT

The Company is in the regime of financial statements with unmodified audit opinion.

(b) SEPARATE POSTS OF CHAIRPERSON AND CHIEF EXECUTIVE OFFICER

The Chairperson is not the Chief Executive Officer of the Company.

(c) REPORTING OF INTERNAL AUDITOR

The Internal Auditor reports directly to the Audit Committee.

- **NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10) OF PARA C TO SCHEDULE V OF THE LISTING REGULATIONS**:

The Company has complied with all the requirements in this regard, to the extent applicable.

- **DISCLOSURES OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2) OF THE LISTING REGULATIONS:**

The Company has complied with all the requirements in this regard, to the extent applicable.

S. No.	Particulars	Regulation	Compliance Status Yes/No/N.A.	Compliance observed for the following:-
1.	Board of Directors	17	Yes	1) Composition 2) Meetings 3) Review of Compliance reports 4) Plans for orderly succession for appointments 5) Code of Conduct 6) Fees/compensation to Non-Executive Directors 7) Minimum information to be placed before the Board 8) Compliance Certificate 9) Risk Assessment & Management 10) Performance Evaluation of Independent Director
2.	Audit Committee	18	Yes	1) Composition 2) Meetings 3) Power of the Committee 4) Role of the Committee and review of information by the Committee
3.	Nomination & Remuneration Committee	19	Yes	1) Composition 2) Role of the Committee
4.	Stakeholder's Relationship Committee	20	Yes	1) Composition 2) Role of the Committee

5.	Risk Management Committee	21	N.A	1) Composition 2) Role of the Committee
6.	Vigil Mechanism	22	Yes	1) Formulation of Vigil Mechanism for Directors and employees 2) Director access to Chairman of Audit Committee
7.	Related Party Transactions	23	Yes	1) Policy on Materiality of Related Party Transactions 2) Approval including omnibus approval of Audit Committee 3) Approval for Material related party transactions
8.	Subsidiaries of the Company	24	Yes	1) Composition of Board of Directors of unlisted material subsidiary 2) Review of financial statements of unlisted subsidiary by the Audit Committee 3) Significant transactions and arrangements of unlisted subsidiary
9.	Obligations with respect to Independent Directors	25	Yes	1) Maximum Directorships and Tenure 2) Meetings of Independent Director 3) Familiarization of Independent Directors
10.	Obligations with respect to Independent Directors and Senior Management	26	Yes	1) Memberships/Chairmanships in committee 2) Affirmation on Compliance of Code of Conduct of Directors and Senior management. 3) Disclosure of shareholding by non-executive directors 4) Disclosure by senior management of about potential conflicts of interest
11.	Other Corporate Governance Requirements	27	Yes	Filing of quarterly compliance report on Corporate Governance
12.	Website	46 (2)	Yes	1) Terms and conditions for appointment of Independent Directors 2) Compositions of various Committees of the Board of Directors 3) Code of Conduct of Board of Directors and Senior Management Personnel 4) Details of establishment of Vigil Mechanism/ Whistle Blower policy

				5) Policy on dealing with Related Party Transactions 6) Policy for determining material subsidiaries 7) Details of familiarization programmes imparted to Independent Directors

- **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Audit Committee has established a Vigil Mechanism, which provides a formal mechanism for all Directors and employees of the Company to approach the Management of the Company (Audit Committee in case where the concern involves the Senior Management) and make protective disclosures to the Management about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The disclosures reported are addressed in the manner and within the time frames prescribed in the Policy. The Company affirms that no director or employee of the Company has been denied access to the Audit Committee.

VII. CODE OF CONDUCT

The Code of Business Conduct and Ethics for Directors/Management Personnel ('the Code'), as adopted by the Board, is a comprehensive Code applicable to Directors and Management Personnel. The Code, while laying down in detail, the standards of business conduct, ethics and governance centers around the following theme: 'The Company's Board and Management Personnel are responsible for, and are committed to, setting the standards of conduct contained in this Code and for updating these standards, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the needs of local and international investors and other stakeholders as also to reflect corporate, legal and regulatory developments. This Code should be adhered to in letter and in spirit'. A copy of the Code has been put on the Company's website (www.rollatainers.in). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually. A declaration signed by the CEO/CFO is published in this Report.

VIII. CEO/CFO CERTIFICATION

The Whole Time Director and/or the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations. The Whole Time Director and/or Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations. The annual certificate given by the Managing Director and/or the Chief Financial Officer is published in this Report.

IX. COMPLIANCE CERTIFICATE OF THE AUDITORS

Certificate from the Company's Secretarial Auditors, M/s AASK & Associates, confirming compliance with conditions of Corporate Governance as stipulated under Regulation 34 read with Schedule V of the Listing Regulations, is annexed to the Corporate Governance Report forming part of the Annual Report.

X. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT (UNCLAIMED SHARES)

Pursuant to Regulation 39 of the Listing Regulations, The disclosure as required under schedule V of the Listing Regulations is given below:

a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year – Nil

b) Number of shareholders who approached listed entity for transfer of shares from suspense account during the year – Nil

c) Number of shareholders to whom shares were transferred from suspense account during the year – Nil

d) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year – Nil

e) Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares – NA

By Order of the Board
For Rollatainers Limited

Sd/-
Aarti Jain
DIN: 00143244
(Chairperson)

Place : Haryana
Date : 01.09.2025

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
Rollatainers Limited

1. I, Mani Khurana, Designated Partner of AASK & Associates LLP, Company Secretaries, have examined the compliance of conditions of Corporate Governance by Rollatainers Limited ("Company"), basis the documents/information provided, for the period ended on March 31, 2025 as stipulated in Regulation 34 (3) read with Part E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

MANAGEMENT'S RESPONSIBILITY

2. The compliance of conditions of Corporate Governance is the responsibility of the Compliance Officer / Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations. My responsibility is limited to examining the procedures and Implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance, subject to observations of Annual Secretarial Compliance Report for the reporting period. This certificate is neither an audit nor an expression of opinion on the financial statements of the Company.

LIMITED OPINION

3. In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has generally complied in all material respects with the conditions of corporate governance as stipulated in the above-mentioned SEBI (LODR) Regulations, 2015.

4. I further state that such compliances are neither an assurance as to the future viability of the Company nor to the efficiency or effectiveness with which the management has conducted the affairs of the company.

For AASK and Associates LLP
Company Secretaries
FRN – L2015DE001700
Peer Review No.: 6483/2025

Sd/-
CS Mani Khurana
Designated Partner
M. No.: 65904; C.P. No.: 27880
UDIN: A065904G001130429

Place : New Delhi
Date : 01.09.2025

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

As required under Schedule V of SEBI Listing Regulations 2015, it is hereby confirmed that for the year ended 31st March, 2025, the Director's of Rollatainers Limited have affirmed compliance with the Code of Conduct for Board Members as applicable to them and members of the senior management have affirmed compliance with Employee Code of Conduct, as applicable to them.

Sd/-
(Amit Sharma)
Managing Director
(DIN- 10524102)

Place : Haryana
Date : 01.09.2025

CEO/CFO CERTIFICATE

Pursuant to Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

We, Amit Sharma, Managing Director and Manbar Singh Rawat, Chief Financial Officer, responsible for the finance functions certify that:

a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2025 and to the best of our knowledge and belief :-

   I. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;

   II. These statements together, present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2025 are fraudulent, illegal or violation of the Company's code of conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.

d) We have indicated to the Auditors and the Audit Committee of the Company:

   I) There has not been any significant change in internal control over financial reporting during the year under reference;

   II) That there are changes in accounting policies during the year on account of INDAS adoption and the same have been disclosed in the notes of financial statements; and

   III) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
(Amit Sharma)
Managing Director

Sd/-
(Manbar Singh Rawat)
Chief Financial Officer

Place : Haryana
Date : 29.05.2025

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) read with Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Rollatainers Limited
(CIN: L21014HR1968PLC004844)
Plot No. 73-74, Phase- III,
Industrial Area, Dharuhera,
District- Rewari - 123106

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Rollatainers Limited (CIN L21014HR1968PLC004844)** having its Registered Office at **Plot No. 73-74, Phase-III, Industrial Area, Dharuhera, District- Rewari - 123106 (**hereinafter referred to as "**the Company")** produced before me by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary by me and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company stated below for the Financial Year ending March 31, 2025 have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority.

S. No.	Name of the Director	Director Identification Number (DIN)	Date of Appointment in the Company
1.	Ms. Aarti Jain	00143244	10/01/2013
2.	Mr. Amit Sharma	10524102	20/04/2024
3.	Ms. Manisha Goel (Resigned w.e.f April 20, 2024)	09725308	02/09/2022
4.	Ms. Rajiv Kapur Kanika Kapur	07154667	08/09/2022
5.	Mr. Vipul Gupta (Resigned w.e.f July 18, 2024)	09064133	01/06/2022
6.	Mr. Sanjay Sharma	09534294	04/09/2023
7.	Mr. Sri Kant	06951400	29/05/2023

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For AASK and Associates LLP
Company Secretaries
FRN – L2015DE001700
Peer Review No.: 6483/2025

Sd/-
CS Mani Khurana
Designated Partner
M. No.: 65904; C.P. No.: 27880
UDIN: A065904G001130484

Place : New Delhi
Date : 01.09.2025

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

GLOBAL SOCIO- ECONOMIC OVERVIEW

The global economy is facing substantial headwinds, emanating largely from an increase in trade tensions and heightened global policy uncertainty. For emerging market and developing economies (EMDEs), the weak outlook limits their ability to boost job creation and reduce extreme poverty. This challenging context is compounded by subdued foreign direct investment into EMDEs. Global cooperation is needed to restore a more stable global trade environment and scale up support for vulnerable countries, including those in fragile and conflict situations. Domestic policy action is also critical to contain inflation risks and strengthen fiscal resilience. To unlock job creation and long-term growth, reforms should focus on raising institutional quality, attracting private investment, and strengthening human capital and labor markets.

Global growth is projected at 3.0 percent for 2025 and 3.1 percent in 2026, an upward revision from the April 2025 World Economic Outlook. This reflects front-loading ahead of tariffs, lower effective tariff rates, better financial conditions, and fiscal expansion in some major jurisdictions. Global inflation is expected to fall, but US inflation is predicted to stay above target. Downside risks from potentially higher tariffs, elevated uncertainty, and geopolitical tensions persist. Restoring confidence, predictability, and sustainability remains a key policy priority.

INDIAN ECONOMIC OVERVIEW

India's strong services activity has helped GDP growth comfortably beat expectations for the second quarter in a row, rising to an impressive high of 7.8% for April-June 2025. The swift growth in the first quarter of the current financial year further consolidates India's position as the world's fastest growing major economy.

Currently the world's fourth-largest economy, India is on track to become the third-largest by 2030 with a projected $7.3 trillion GDP. This momentum is powered by decisive governance, visionary reforms, and active global engagement. Notably, growth is accelerating, with real GDP expected to rise by 7.8% in Q1 FY 2025-26, up from 6.5% a year earlier.

The ascent is powered by strong domestic demand and transformative policy reforms, making India a prime destination for global capital. With easing inflation, higher employment, and buoyant consumer sentiment, private consumption is expected to further drive GDP growth in the coming months.

Gross Domestic Product (GDP) reflects the size and health of an economy by capturing the total value of goods and services produced within a country. Real GDP, which measures the economy's output after removing the effects of inflation, grew by 6.5% in Q1 of 2024–25. In Q1 of FY 2025-26, real GDP is estimated at Rs. 47.89 lakh crore, against Rs. 44.42 lakh crore in Q1 of FY 2024-25, depicting an impressive growth of 7.8%.

India's economy grew at a faster than-expected annual rate of 7.8% in the quarter to the end of June, boosted by the manufacturing, construction and service sectors. And looking ahead to FY26, India's growth outlook is promising. A pickup in private investment, rising consumer confidence, wage growth, and resilient rural demand supported by strong agricultural output are key drivers. Combined with easing food inflation and macroeconomic stability, these factors reinforce India's medium-term growth potential and global competitiveness.

The RBI has been adjusting interest rates to manage inflation and support economic growth. After a period of tightening, there has been cautious optimism about maintaining a balanced approach to avoid stifling growth while controlling inflation.

The labor market has been recovering, with various initiatives aimed at enhancing job creation and addressing unemployment. However, challenges such as skill mismatches and informal sector dynamics persist.

The Indian government has continued its focus on infrastructure development, social programs, and investment in key sectors like technology and renewable energy. There have been efforts to improve fiscal deficit management while maintaining growth-oriented expenditure.

STRATEGY AND OUTLOOK

Rollatainers Limited stands resolute in its unwavering optimism regarding our long-term prospects. In the face of the ongoing challenges that our company and the global business landscape confront, we view these trials as opportunities to not merely survive, but to truly thrive.

Our faith in our ability to adapt and grow remains unshaken, serving as the driving force behind our proactive pursuit of innovative strategies and initiatives. These efforts are designed not only to weather the current storm but to emerge from it stronger and more resilient than ever before.

Strategic planning is at the heart of our approach. We meticulously assess market trends, identify potential shifts, and swiftly adjust our course to align with emerging opportunities. Our commitment to innovation is unwavering, pushing us to explore new avenues, products, and technologies that will not only sustain but also elevate our position in the industry.

Rollatainers Limited is built on a foundation of resilience and adaptability, qualities that have enabled us to navigate through turbulent times in the past. As we face the challenges ahead, we remain confident that our company will not only endure but flourish. We are dedicated to delivering enduring value to our shareholders, customers, and partners, solidifying our legacy as a stalwart in the business world for many years to come.

OPPORTUNITIES & STRENGTHS

1. Market Growth: Opportunities for expanding into new markets, industries, or geographical regions can lead to increased revenue. Strengths such as financial stability, strong leadership, and a talented workforce can help seize these opportunities.
2. Technological Advancements: Embracing emerging technologies can lead to operational efficiencies and innovation. Organizations with a robust technology infrastructure and a culture of innovation are wellpositioned to exploit these opportunities.
3. Changing Consumer Preferences: Evolving customer needs and preferences can create opportunities for product or service diversification. A strong brand, effective marketing, and customer-centric approach can be instrumental in capitalizing on these shifts.
4. Globalization: Expanding globally or entering new international markets can lead to increased revenue streams. Strong financials, cultural sensitivity, and a global mindset are assets in pursuing global opportunities.
5. Strategic Partnerships: Collaborations with other organizations, suppliers, or industry leaders can open doors to new markets, resources, and expertise.

THREATS AND CONCERNS

1. Economic Downturns: Economic recessions, fluctuations, or financial crises can impact consumer spending, demand for products or services, and access to capital, affecting an organization's profitability and growth.
2. Competition: Intense competition from existing rivals and new entrants can erode market share and profitability. Keeping pace with competitors and differentiating the organization is a constant challenge.
3. Technological Disruption: Rapid advancements in technology can disrupt industries and business models. Organizations failing to adopt or adapt to new technologies risk becoming obsolete.
4. Regulatory Changes: New regulations or changes in existing ones can create compliance challenges and operational burdens. Non-compliance can lead to legal and financial penalties.
5. Ethical Concerns: Unethical business practices, such as corruption, fraud, or discrimination, can lead to legal consequences and damage an organization's image.

BASIS OF PREPARATION AND PRESENTATION OF OUR FINANCIAL STATEMENTS:-

The Financial Statements have been prepared and presented under the historical cost convention, unless otherwise specifically stated, on the accrual basis of accounting and comply with the applicable accounting standards referred to in the Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

FINANCIAL PERFORMANCE

Standalone

During the period under review, based on Standalone financial statements, the Company earned Total revenue for the year ended 31.03.2025 of Rs. 27.14 Lakhs as compared to Rs. 117.60 Lakhs for the previous year ended

31.03.2024. Loss after Tax for the year ended 31.03.2025 stood at Rs. 73.98 Lakhs as compared to Loss after Tax of Rs. 21.69 Lakhs in the previous year ended 31.03.2024.

Consolidated

During the period under review, based on Consolidated Financial Results, the Company earned Total Revenue for the year ended 31.03.2025 of Rs. 7.14 Lakhs as compared to Rs. 77.60 Lakhs for the previous year ended 31.03.2024.

The Consolidated Net Loss after Tax for the year ended 31.03.2025 stood at Rs. 166.74 Lakhs as compared to Net Loss after Tax of Rs. 138.26 Lakhs for the previous year ended 31.03.2024.

GDP GROWTH PROJECTIONS

KEY RATIOS

Key financial ratios are given below:

Parameter	F.Y.2024-25	F.Y.2023-24	Change	Explanation
Debtor Turnover	0.04%	0.09%	(50)%	**During the year there has been decline in income resulting in material change in the ratio.**
Inventory Turnover	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Current Ratio	0.71%	0.65%	9%	Not Applicable
Return on Equity ratio	(7)%	(12)%	266%	**The material change in is primarily attributable to higher losses incurred during the current financial year as compared to the previous financial year, resulting in reduced earning available to the debt servicing.**
Net Profit Margin %	(370)%	(54)%	582%	**The material change in is primarily attributable to higher losses incurred during the current financial year as compared to the previous financial year, resulting in reduced earning available to the debt servicing.**

INTERNAL CONTROL SYSTEMS

The company has proper and adequate system of internal controls commensurate with its size and nature of operations to provide assurance that all assets are safeguarded, transactions are authorized, recorded and reported properly; applicable status, the code of conduct and corporate policies are duly complied with.

The Company has an internal audit department which conducts audit in various functional areas as per audit programme approved by the Audit Committee of Directors. The internal audit department reports its findings and observations to the audit committee, which meets at regular intervals to review the audit issues and to follow up implementation of corrective actions.

The committee also seeks the views of statutory auditors on the adequacy of the internal control system in the company. The audit committee has majority of independent directors to maintain the objectivity.

HUMAN RESOURCES DEVELOPMENT

At Rollatainers, we believe that employees are the strong pillars which lay the foundation of our success. To ensure a strong foundation, we select, hire and develop the right talent which is aligned to company's values, mission and vision and will lead us on a path to success. A skilled workforce delivers more effectively, leading their own growth as well as the growth of the organization. We provide trainings to our employees such as induction training, on-the-job training, skill-upgradation and behavioral trainings. We have various employee engagement activities to ensure that the employees feel engaged at work and to strengthen the mental and emotional connect that they feel towards their work, work environment and organization.

Our human resources' focus is on hiring the best talent, improving efficiencies with optimized cost. We continue to hire people with the right competencies to ensure efficient, timely and high quality execution of our projects.

CAUTIONARY STATEMENT

Certain statements in respect to Management Discussion and Analysis may be forward looking and are stated as required by the applicable laws and regulations. The future performance of the Company may be affected by many factors, which could be different from what the Directors envisage in terms of future performance and outlook.

Independent Auditor's Report

To the Members of Rollatainers Limited

Report on the Standalone Ind AS Financial Statements

Opinion

1. We have audited the accompanying standalone Ind AS financial statements of Rollatainers Limited ('the Company'), which comprise the balance sheet as at March 31, 2025, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs of the Company as at March 31, 2025, and its loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

4. As stated in note no. 3.31 to the accompanying financial statements, the Company has incurred a net loss of Rs. 73.98 lakhs for the year ended March 31, 2025 and accumulated losses stand at Rs. 12,360.91 lakhs resulting in erosion of its net worth. This condition indicate that a material uncertainty exists which may cast significant doubt about the Company's ability to continue as a going concern. However, these financial results have been prepared on the going concern basis as the management is confident on the Company's ability to continue as a going concern for a foreseeable future.

Our report is not modified in respect of the above-mentioned matter.

Emphasis of matter

5. As disclosed in note no. 3.28 to the accompanying financial statements, certain immovable properties held in the name of the Subsidiary and shares held by the promoter Company have been provisionally attached by the Deputy Director, Gurugram Zonal office, Directorate of Enforcement, New Delhi in alleged contravention of Violation under Prevention Laundering Act, 2002 vide order no. 09/2024 dated 13.09.2024. As per the information provided by the management, the said Order does not have impact on the business or running operations of the Company. The financial impact of the order, if any, is not ascertainable.

6. As stated in note no. 3.9 to the accompanying financial statements, during the financial year, the Board of Directors, at its meeting held on March 17, 2025, approved the sale of the Company's entire investment in its material subsidiary, RT Packaging Limited, comprising 2,24,99,900 Equity Shares and 2,00,000 Preference Shares. The proposal was subsequently approved by shareholders at the Extraordinary General Meeting held on April 9, 2025. The sale is expected to be completed within three months from the end of the financial year.

   In view of the above, and in accordance with the requirements of Indian Accounting Standard (Ind AS) 105 – Non-current Assets Held for Sale and Discontinued Operations, all the assets and liabilities pertaining to

RT Packaging Limited have been classified as a disposal group held for sale and presented separately in the standalone and consolidated financial results for the quarter and year ended March 31, 2025.

Consequently, the financial results of RT Packaging Limited have been classified and presented as discontinued operations in the standalone and consolidated statement of profit and loss for the current period.

7. Few bank accounts are dormant and pending for reconciliation. The balances in the same are not material.

8. Trade payables, trade receivables and other loans and advances given or taken are subject to reconciliation and confirmation.

9. As disclosed in note no.3.27 to the accompanying financial statements, pursuant to the meeting held on April 20, 2024 of the board of directors, the Company had proposed to issue of 11,76,47,070 convertible equity warrants to certain non-promoter entities on a preferential basis at Rs 1.70/- each, aggregating Rs. 2,000 lacs. This proposal was approved by shareholders in an extraordinary general meeting on May 16, 2024.

   However, the proposed allottees have withdrawn their consent to subscribe to the warrants, citing delays in opening the preferential offer which had caused a change in their financial and strategic priorities. Given that these allottees represented a significant portion of the proposed issue, their withdrawal has substantially impacted the size and feasibility of the preferential issue. Accordingly, the Board has considered and approved to withdraw the above said proposal of preferential issue.

10. As disclosed in note no. 3.10 to the accompanying statement, pursuant to the meeting held on May 10, 2024 of the board of directors, the Company have proposed variation/alteration in the terms of preference shares of the Company as below:

    Allotment of 53,63,984 10% Compulsorily Convertible Preference Shares (CCPS) of Re. 1/- each in lieu of existing 1,40,000, 10% Redeemable Non-Convertible Preference Shares (RNCPS) of Rs. 100 each.

    Allotment of 3,83,14,176 2% Compulsorily Convertible Preference Shares (CCPS) of Re. 1/- each in lieu of existing 10,00,000, 2% Redeemable Non-Convertible Preference Shares (RNCPS) of Rs. 100 each.

    The proposal was approved by shareholders in extraordinary general meeting on June 05, 2024. The Company is in process of obtaining regulatory approval for the same.

11. The shareholders of the Company at their Extra-Ordinary General Meeting held on 5th day of June,2024 approved the following changes in the Share Capital of the Company:

    Reclassification of Authorized Share Capital from existing 18,00,000 preference shares of Rs. 100/- each to 18,00,00,000 preference shares of Re. 1/- each.

Our report is not modified in respect of above-mentioned matters.

Key audit matters

12. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	Procedures Performed/Auditor's Response
Contingent liabilities The contingent liabilities related to ongoing litigations and claims with various tax authorities. The computation of contingent liability requires significant judgement by the Company because of the inherent complexity in estimating future costs. Refer note no. 3.18.2	Obtained details of completed tax assessments and demands for the year ended March 31, 2025 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes.

Receivable from revenue authorities As at March 31, 2025, current assets amounting to Rs. 25.34 lakhs which are pending from various statutory authorities. Refer Note No. 3.7 to the financial statements.	We have involved our internal experts to review the nature of the amounts recoverable, the sustainability and the likelihood of recoverability.

Information other than the financial statements and auditor's report thereon

13. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

    Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

    In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

    If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's responsibilities for the standalone financial statements

14. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

15. In preparing the standalone financial statements, Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

16. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the audit of the standalone financial statements

17. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

18. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit

evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

19. Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

20. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

21. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

22. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

23. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

24. As required by Section 143 (3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c) The Balance Sheet, the Statement of profit and loss including Other comprehensive income, Statement of changes in equity and the Statement of cash flows dealt with by this Report are in agreement with the books of account;

d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B' to this report;

g) In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid/provided by the company to its directors in accordance with the provisions of section 197(16) of the Act, as amended;

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements – Refer note. 3.18.2 to the standalone financial statements;

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company during the year ended March 31, 2025.

iv. The Management has represented that, to the best of its knowledge and belief:

   a) No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

   b) No funds (which are material either individually or in the aggregate)have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. During the year, the Company has not declared any dividend.

vi. Based on our examination which included test checks, the Company has used an accounting software which partially has a feature of recording audit trail for maintaining its books of accounts.

The management faced constraints on selecting the appropriate software vendor in delivering and installing the required updates, which prevented the immediate implementation of audit trail-compliant software. Additionally, the

company's current accounting software is fully capable of ensuring that the books of account and other relevant records are retained completely in their original format or in a format that accurately presents the information. The software ensures that the data remains complete and unaltered, thereby maintaining the integrity and reliability of the records.

For Chatterjee & Chatterjee
Chartered Accountants
Firm registration no: 001109C

BD Gujrati
Partner
Membership no: 010878

Place : New Delhi
Date : May 29, 2025
UDIN : 25010878BMOSDK1027

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 18 under the heading "Report on Other Legal & Regulatory Requirements" section of our report of even date to the members of Rollatainers Limited)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) In respect of the Company's property, plant and equipment:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets, if any. However, according to the information and explanation given to us and on the basis of examination of books and records, the management had impaired the full value of property, plant and equipment during the earlier years.

(b) In view of the above, no physical verification was considered necessary by the Management during the year.

(c) According to the information and explanations given to us, no immovable property is held in the name of company as on March 31, 2025. Accordingly, reporting under clause 3(i)(c) is not applicable.

(d) The Company has not revalued its property, plant and equipment (including right-to-use assets) during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) There are no inventories held by the Company during the year. Accordingly, the reporting under clause 3(ii)(a) of the Order is not applicable.

(b) The Company has not been sanctioned working capital limits from banks or financial institution on the basis of security of current assets during the current year. Accordingly, the reporting under clause 3(ii)(b) of the Order is not applicable.

(iii) According to the information and explanations given to us and on the basis of examination of books and records by us,

(a) The Company has not made any investment, granted any loans or provided advances in the nature of loans or stood guarantee or provided security to its subsidiaries, joint venture and associates during the year.

(b) The investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided by the Company are not prejudicial to the Company's interest.

(c) Status of Investment made, guarantees provided, security given, Loans given or advances in the nature of loans given in earlier years by the Company as March 31, 2025 is specified below:

S. No.	Particulars	Balance as at 31.03.2025 (Amount in Lakhs)
1	Investment in subsidiary and joint venture	2,300.00
2	Advances to related party	511.50
3	Loans to subsidiary	2,330.00

(d) The Company does has not any amount which is overdue for more than ninety days. Accordingly, the reporting under clause 3(iii)(d) of the Order is not applicable.

(e) The Company has not granted any loan or advance in the nature of loan during the year that has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties. Accordingly, the reporting under clause 3(iii)(e) of the Order is not applicable.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment. Accordingly, the reporting under clause 3(iii)(f) of the Order is not applicable.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act in respect of loans, investments, guarantees, and security.

(v) The Company has not accepted any deposits and also there were no amounts which are deemed to be the deposits. Hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under, do not apply to this Company.

(vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company. Accordingly, the provisions the requirement to report on clause 3(vi) of the order is not applicable.

(vii) (a) According to the records, the Company is generally regular in depositing undisputed statutory dues including Goods and service tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and all other material statutory dues with the appropriate authorities and there were no arrears of statutory dues as at March 31, 2025 for a period of more than six months from the date they became payable of the financial statement.

(b) According to the records of the Company and the information and explanations given to us, there were no statutory dues referred to in sub clause (a) which have not been deposited on account of dispute.

(viii) According to the information and explanations given to us and based on our verification, there were no transactions which are not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43) of 1961.

(ix) a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or in the payment of interest thereon to any lender.

b) The Company has not been declared wilful defaulter by any bank or financial institution or any other lender.

c) In our opinion and according to the information and explanations given to us, the Company has not taken any term loan during the year and there are no unutilized term loans at the beginning of the year. Accordingly, the reporting under clause 3(ix)(c) is not applicable.

d) In our opinion and according to the information and explanations given to us, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

f) The Company has not raised any loans during the year. Accordingly, clause 3(ix)(f) of the Order is not applicable.

(x) a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3 (x)(a) of the Order is not applicable.

b) The Company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Accordingly, clause 3 (x)(b) of the Order is not applicable.

(xi) a) According to the information and explanations given by the management and based upon the audit procedures performed no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year and up to the date of this report;

c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) a) In our opinion, the company has an adequate internal audit system commensurate with the size and nature of its business;

b) We have considered the reports of the Internal Auditors for the period under audit;

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of the Order is not applicable.

(xvi) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934, and is not a core investment Company (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence reporting under clause 3(xvi) and sub-clauses of the Order are not applicable.

(xvii) The Company has not incurred any cash losses in the current year as well as in the immediately preceding financial year.

(xviii) There has been no resignation of the Statutory Auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) As stated in the paragraph 4 of the Independent auditor's report, the Company has incurred a net loss of Rs. 73.98 lakhs for the year ended March 31, 2025 and accumulated losses stand at Rs. 12,360.91 lakhs resulting in erosion of its net worth. This condition indicate that a material uncertainty exists which may cast significant doubt about the Company's ability to continue as a going concern. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The provisions of section 135 are not applicable to the Company and hence reporting under clause 3(xx) and its sub-clauses of the Order are not applicable.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Chatterjee & Chatterjee
Chartered Accountants
Firm registration no: 001109C

BD Gujrati
Partner
Membership no: 010878

Place : New Delhi
Date : May 29, 2025
UDIN : 25010878BMOSDK1027

Annexure "B" to the Independent Auditor's Report

Report on the Internal financial controls under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Rollatainers Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for internal financial controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' responsibilities

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of internal financial controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur

and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on audit of Internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India.

For Chatterjee & Chatterjee
Chartered Accountants
Firm registration no: 001109C

BD Gujrati
Partner
Membership no: 010878

Place: New Delhi
Date : May 29, 2025
UDIN : 25010878BMOSDK1027

BALANCE SHEET AS AT 31st MARCH, 2025

(Rs. in Lakhs)

	Particulars	Note No	As at 31.03.2025	As at 31.03.2024
(A)	**ASSETS**			
1	**Non-current assets**			
	(a) Property, plant and equipment	3.1	–	–
	(b) Financial assets			
	Investments	3.2	–	340.00
	(c) Other non-current assets	3.3	2,538.71	2,400.71
	Sub total-non-current Assets		**2,538.71**	**2,740.71**
2	**Current assets**			
	(a) Financial assets			
	Trade receivables	3.4	453.32	458.42
	Cash and cash equivalents	3.5	5.55	19.13
	Other bank balances	3.6	1.89	9.31
	(b) Current tax assets (net)	3.7	25.34	32.09
	(c) Other current assets	3.8	511.50	567.02
	Sub total-current assets		**997.60**	**1,085.97**
3	**Assets included in disposal group held for sale**	3.9	-	-
	TOTAL-ASSETS		**3,536.31**	**3,826.68**
(B)	**EQUITY AND LIABILITIES**			
1	**Equity**			
	(a) Equity share capital	3.10	2,501.30	2,501.30
	(b) Other equity	3.11	(1,499.16)	(1,425.19)
	Sub total-equity		**1,002.14**	**1,076.11**
2	**Liabilities**			
	Non-current liabilities			
	(a) Financial liabilities			
	Borrowings	3.12	1,121.11	1,070.88
	Sub total-non-current liabilities		**1,121.11**	**1,077.88**
	Current liabilities			
	(a) Financial liabilities			
	Trade payables	3.13	6.61	6.93
	Other financial liabilities	3.14	1,368.30	1,631.80
	(b) Other current liabilities	3.15	38.15	40.95
	Sub total-current liabilities		**1,413.06**	**1,679.68**
	TOTAL EQUITY AND LIABILITIES		**3,536.31**	**3,826.68**

Significant accounting policies & notes on financial statements 1 To 3.32

As per our report of even date attached
FOR CHATTERJEE & CHATTERJEE
Chartered Accountants
Firm Registration No. 001109C

Sd/-
BD Gujrati
Partner
(Membership No.: 010878)
UDIN: 25010878BMOSDK1027

Place : New Delhi
Dated : May 29, 2025

For and on behalf of the Board

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
AMIT SHARMA
Managing Director
DIN: 10524102

Sd/-
ADITI JAIN
Company Secretary

Sd/-
MANBAR RAWAT
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2025

(Rs. in Lakhs)

Particulars	Note No.	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
I. Income			
Revenue from operations	3.16	20.00	40.00
Other income	3.17	7.14	77.60
Total income		**27.14**	**117.60**
II. Expenses:			
Employee benefit expense	3.18	9.83	11.42
Finance costs	3.18	50.23	108.94
Other expenses	3.18	41.05	18.94
– Rates and taxes		*22.76*	*9.97*
– Others		*18.30*	*8.96*
Total expenses		**101.11**	**139.29**
III. (Loss)/ profit before tax from continuing operations(I - II)		**(73.98)**	**(21.69)**
IV. Tax expense:			
(1) Current tax		–	–
(2) Deferred tax		–	–
Total tax expenses		**–**	**–**
V. (Loss)/ profit after tax from continuing operations (III - IV)		**(73.98)**	**(21.69)**
VI. (Loss)/ profit after tax from discontinued operations	3.9	–	–
VII. (Loss)/ profit after tax for the period (V - VI)		**(73.98)**	**(21.69)**
VIII. Other comprehensive income		–	–
IX. Total comprehensive income for the period (VII + VIII)		**(73.98)**	**(21.69)**
X. Earning per share (basic and diluted):	3.19		
Earning per share for continuing operations		(0.03)	(0.01)
Earning per share for discontinued operations		–	–
Earning per share for continuing and discontinued operations		(0.03)	(0.01)

Significant accounting policies & notes on financial statements 1 To 3.32

As per our report of even date attached
FOR CHATTERJEE & CHATTERJEE
Chartered Accountants
Firm Registration No. 001109C

Sd/-
BD Gujrati
Partner
(Membership No.: 010878)
UDIN: 25010878BMOSDK1027

Place : New Delhi
Dated : May 29, 2025

For and on behalf of the Board

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
AMIT SHARMA
Managing Director
DIN: 10524102

Sd/-
ADITI JAIN
Company Secretary

Sd/-
MANBAR RAWAT
Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2025

(Rs. in Lakhs)

	Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
A	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	(Loss)/profit as per profit and loss account (PBT)	(73.98)	(21.69)
	Financial expenses	50.23	108.94
	Interest received and other income	(5.41)	(41.28)
		(29.15)	**45.97**
	Change in working capital		
	(Increase)/decrease in trade receivables	5.11	0.01
	(Increase)/decrease in other assets	60.38	361.74
	Increase/(decrease) in trade payable	(0.32)	(21.06)
	Increase/(decrease) in current liabilities	(2.81)	(13.76)
	Increase/(decrease) in other financial liabilities	(263.50)	(416.79)
	Cash generation from operations activities	**(230.30)**	**(43.90)**
	Direct tax paid	–	–
	Net cash from operating activities	**(230.30)**	**(43.90)**
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Capital advances	(138.00)	–
	Sale of investments	340.00	–
	Proceeds from bank deposits	9.31	–
	Interest received and other income	5.41	41.28
	Net cash from investing activities	**216.72**	**41.28**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Net cash from financing activities	**–**	**–**
	Net cash flows during the year (A+B+C)	**(13.58)**	**(2.61)**
	Cash and cash equivalents (opening balance)	**19.13**	**21.75**
	Cash and cash equivalents (closing balance)	**5.55**	**19.13**

Significant accounting policies & notes on financial statements 1 To 3.32

As per our report of even date attached
FOR CHATTERJEE & CHATTERJEE
Chartered Accountants
Firm Registration No. 001109C

Sd/-
BD Gujrati
Partner
(Membership No.: 010878)
UDIN : 25010878BMOSDK1027

Place : New Delhi
Dated : May 29, 2025

For and on behalf of the Board

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
ADITI JAIN
Company Secretary

Sd/-
AMIT SHARMA
Managing Director
DIN: 10524102

Sd/-
MANBAR RAWAT
Chief Financial Officer

Statement of Changes in Equity for the year ended 31st March, 2025

A. Equity Share Capital **(Rs. in Lakhs)**

Particulars	As at 31.03.2025	As at 31.03.2024
Balance at the beginning of the reporting period	2,501.30	2,501.30
Changes in equity share capital during the reporting period	–	–
Balance at the end of the reporting period	**2,501.30**	**2,501.30**

B. Other Equity **(Rs. in Lakhs)**

Particulars	Reserves and Surplus					Equity Instruments through Other Comprehensive Income	Other items of comprehensive Income	Total
	Capital Redumption Reserve	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings			
As at 01.04.2024	**210.00**	**119.69**	**8,162.69**	**1,485.08**	**(12,286.93)**	**884.29**	**–**	**(1,425.19)**
Total Comprehensive income for the year	–	–	–	–	(73.98)	–	–	**(73.98)**
As at 31.03.2025	**210.00**	**119.69**	**8,162.69**	**1,485.08**	**(12,360.91)**	**884.29**	**–**	**(1,499.16)**

Particulars	Reserves and Surplus					Equity Instruments through Other Comprehensive Income	Other items of comprehensive Income	Total
	Capital Redumption Reserve	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings			
As at 01.04.2023	**210.00**	**119.69**	**8,162.69**	**1,485.08**	**(12,265.26)**	**884.29**	**–**	**(1,403.50**
Total Comprehensive Income for the year	–	–	–	–	(21.69)	–	–	(21.69)
As at 31.03.2024	**210.00**	**119.69**	**8,162.69**	**1,485.08**	**(12,286.93)**	**884.29**	**–**	**(1,425.19)**

As per our report of even date attached
FOR CHATTERJEE & CHATTERJEE
Chartered Accountants
Firm Registration No. 001109C

Sd/-
BD Gujrati
Partner
(Membership No.: 010878)
UDIN : 25010878BMOSDK1027

Place : New Delhi
Dated : May 29, 2025

For and on behalf of the Board

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
ADITI JAIN
Company Secretary

Sd/-
AMIT SHARMA
Managing Director
DIN: 10524102

Sd/-
MANBAR RAWAT
Chief Financial Officer

Significant Accounting Policies and Notes to the Financials Statements For The Year Ended 31st March 2025

1. Company Overview

Rollatainers Limited (The Company) is a public company registered in India and is incorporated under the provision of the companies act applicable in India. The company registered office is situated at Plot No. 73-74, Phase-III, Industrial Area, Dharuhera, District Rewari, Haryana-123106. The company's equity shares are listed for trading on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

2. Significant Accounting Policies

2.1 Basis of preparation of financial statements

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) and presentation requirement of Division II of Schedule III of the Companies Act 2013, under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act , 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

Accounting policies have been consistently applied except where a newly issued Indian accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Standalone Financials Statement are presented in Indian Rupees and all values are rounded to the nearest lacs, except when otherwise indicated.

2.2 Use of estimates

The preparation of the financial statements in conformity with IND AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.2.1 Impairment of Investments:

The determination of impairment on investments requires the use of estimates and assumptions. Management exercises judgment in assessing whether there are indicators of impairment and in estimating the recoverable amount of the investments.

2.2.2 Valuation of deferred tax assets / liabilities/MAT Credit

The company reviews the carrying amount of deferred tax assets / liabilities at the end of each reporting period.

2.2.3 Provisions and contingent liabilities

A provision is recognized when the company has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements, however when the realization is virtually certain then the related asset cease to be a contingent asset and therefore recognized. However, the detail of existing contingencies as on 31st March, 2025 is provided Note no.3.18.2

2.3 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivables. Amounts disclosed as revenue are exclusive of excise duty/GST and net of returns, trade allowances, rebates, discounts, value added taxes.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below.

Interest Income

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Revenue from Services

Revenue from services is recognised in the accounting period in which the services are rendered.

2.4 Employee benefits

- **Short-Term Employee Benefits**

Short - term employee benefits include performance incentive, salaries & wages, bonus and leave travel allowance. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the services.

2.5 Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the interest costs. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset.

Processing fee paid for borrowings is amortized over the term of long term loan through statement of profit & loss. All other borrowing costs are expensed in the period in which they occur.

2.6 Depreciation & Amortization

The company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. Depreciation methods, useful lives and residual values are reviewed at each reporting period. Depreciation on additions/deductions to property, plant and equipment is provided on pro-rata basis from the date of actual installation or up to the date of such sale or disposal, as the case may be.

Leasehold assets are amortized equally over the period of their lease.

2.7 Impairment of Assets

(i) Financial assets (other than at fair value)

The company assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The company recognizes lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction.

(ii) Non-financial assets

Property, Plant & equipment and Intangible Assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is an indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined to which the asset belongs. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit or loss. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined,

net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss.

2.8 Income taxes

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Minimum Alternative Tax [MAT] paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the company will pay normal income tax in future periods. Accordingly, MAT is recognized as an asset in the balance sheet when it is probable that future economic benefits associated with it flow to the company and the asset can be measured reliably.

2.9 Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation /amortization and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management. The cost of property, plant & equipment also includes initial estimates of dismantling cost and restoring the site to its original position, on which the site is located.

2.10 Financial instruments

2.10.1 Financial Assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss.

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. The Company's all financial assets fall under this category. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. The Company's financial assets at amortised cost includes trade receivables, and loan & receivables.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company's of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement~ and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

2.10.2 Financial Liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at amortised cost (Loans and borrowings)

This is the category most relevant to the Company. All financial liabilities fall under this category. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

2.11 Borrowings

Borrowings are initially measured at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method.

Preference shares are separated into liability and equity components based on the terms of the issue / contract. On issuance of the preference shares, the fair value of the liability component is determined using a market rate for an equivalent instrument. This amount is classified as financial liability and is measured at amortized cost (net of transaction costs) until it is extinguished on conversion or redemption. The remainder of the proceeds is recognized and included in equity. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the equity component is not re-measured in subsequent years.

2.12 Investments

a) Investment in subsidiaries

Investments in subsidiaries are valued at Cost less impairment (In conformity with IND AS 110).

b) Investment in associates / Joint Ventures

Investment held by the company in associates/joint ventures have been valued at Cost less impairment (In conformity with IND AS 110).

2.13 Earnings per equity share

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

2.14 Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

Furthermore, unpaid/ unclaimed dividend are transferred to unpaid dividend account and on expiration of 7 years period, same are deposited in Investor Education and Protection Fund.

2.15 Leases

Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower.

Lease payments under operating leases are recognized as an expense on a straight line basis in net profit in the Statement of Profit and Loss over the lease term.

2.16 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2.17 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

For assets and liabilities that are recognized in the Consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

* Disclosures for valuation methods, significant estimates and assumptions
* Quantitative disclosures of fair value measurement hierarchy
* Investment in unquoted equity shares
* Financial instruments

2.18 Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per company's normal operating cycle and other criteria set out in the Schedule III to the Act.

Note No: 3.1 Property, Plant and Equipment **(Rs. in Lakhs)**

Particulars	Plant and Equipment	Furnitures & Fixtures	Vehicles	Office Equipment	Total
Gross Block					
As at 01.04.2024 (A)	1,042.34	0.48	20.31	18.35	1,081.47
Additions	–	–	–	–	–
Disposals	–	–	–	–	–
As at 31.03.2025 (B)	**1,042.34**	**0.48**	**20.31**	**18.35**	**1,081.47**
Depreciation					
As at 01.04.2024 (C)	1,042.34	0.48	20.31	18.35	1,081.47
Additions	–	–	–	–	–
Disposals	–	–	–	–	–
As at 31.03.2025 (D)	**1,042.34**	**0.48**	**20.31**	**18.35**	**1,081.47**
Net Block					
As at 31.03.2025 (B - D)	–	–	–	–	–
As at 31.03.2024 (A - C)	–	–	–	–	–

Note No: 3.2 INVESTMENTS ***(Rs. in Lakhs)***

Particulars	As at 31.03.2025	As at 31.03.2024
(I) Investment in equity instruments		
Unquoted in domestic subsidiary* **		
Previous year 2,24,99,900 of 10/- equity shares in RT Packaging Limited*	–	2,000.00
Less : Provision for impairment	–	(2,000.00)
	–	–
Unquoted in joint venture		
10,00,000 (Previous Year 10,00,000) of Rs 10/- each in Rollatainers Toyo Machines Private Limited**	100.00	100.00
Less : Provision for impairment	(100.00)	(100.00)
	–	–
(II) Investment in preference shares		
*Unquoted-long term at cost in domestic subsidiary****		
Previous Year 2,00,000, 11% redeemable cumulative preference shares of Rs.100/- each in RT Packaging Limited	–	200.00
Less : Provision for impairment	–	(200.00)
	–	–
(III) Investment in debentures		
Unquoted investment at amortized cost in others		
NIL (Previous Year 10,00,000) non-cumulative non-convertible debentures of Rs 34/- each in Nupur Finvest Private Limited	–	340.00
Total	**–**	**340.00**

* The Company holds 2,24,99,900 Equity shares having face value of Rs. 10/- each of RT Packaging Limited. Out of which 24,99,900 Equity shares received as Nil value in pursuance to the Reworked Restructuring package Dt. 21.07.2015 approved by CDR Cell.

** The company has impaired its investment in Joint venture Rollatainers Toyo Machines Private Limited in financial year ended on 31.03.2022 as the JV has been struck off

***refer note 3.9

(Rs. in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Aggregate value of unquoted investments		
-In Subsidiaries	–	2,200.00
-In Joint ventures	100.00	100.00
-In Others	–	340.00
Aggregate value of impairment	(100.00)	(2,300.00)
Total	–	**340.00**

Note No: 3.3 OTHER NON-CURRENT ASSETS *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
(i) Loans and advances		
Unsecured considered good		
- Loan to subsidiary company	2,330.00	2,330.00
- Deposit with government department	70.71	70.71
- Advance for property	138.00	–
Total	**2,538.71**	**2,400.71**

Note No: 3.4 TRADE RECEIVABLES *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
Undisputed trade receivables – considered good		
- Less than 6 month	–	–
- 6 month to 1 year	–	–
- 1 to 2 year	–	
- 2 to 3 year	–	77.98
- More than 3 year	453.32	380.44
Total	**453.32**	**458.42**

Note No: 3.5 CASH AND CASH EQUIVALENTS *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
Cash in hand	0.50	–
Balance with schedule banks:		
Current accounts	5.05	19.13
Total	**5.55**	**19.13**

Note No: 3.6 OTHER BANK BALANCES* *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
-Fixed deposits (held as margin money against letter of credits/bank guarantees)*	–	9.31
Current account**	1.89	–
Total	**1.89**	**9.31**

* Other bank balances, as on 31st March 2024 included restricted bank balances of Rs. 9.31 Lakhs . The restriction was primarily on account of cash and bank balances held as margin money deposited against guarantee/ LC's issued by bank and earmarked balances and has been released in the current financial year.
**refer note 3.28

Note No: 3.7 CURRENT TAX ASSETS (NET) *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
Advance Tax/TDS (Net)	25.34	32.09
Total	**25.34**	**32.09**

Note No: 3.8 OTHER CURRENT ASSETS *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
(I) Advances other than capital advances		
- Advances to related parties	511.47	567.02
- Other current assets	0.03	–
Total	**511.50**	**567.02**

Note: No loan is given to any directors or other officers of the company.

Note No: 3.9 ASSETS INCLUDED IN DISPOSAL GROUP HELD FOR SALE*

The Board of Directors of the Company, at its meeting held on 17th March 2025, approved the sale of the Company's entire investment in its material subsidiary, RT Packaging Limited, comprising 2,24,99,900 Equity Shares and 2,00,000 Preference Shares. The proposal was subsequently approved by shareholders at the Extraordinary General Meeting held on April 9, 2025. The sale is expected to be completed within three months from the end of the financial year.

In view of the above, and in accordance with the requirements of Indian Accounting Standard (Ind AS) 105 – Non-current Assets Held for Sale and Discontinued Operations, all the assets and liabilities pertaining to RT Packaging Limited have been classified as a disposal group held for sale and presented separately in the current financial year.

Particulars	As at 31.03.2025
Unquoted equity investment in domestic subsidiary	
2,24,99,900 equity shares of Rs 10/- each in RT Packaging Limited*	2,000.00
Less : Provision for impairment	(2,000.00)
Total	–
Unquoted-long term at cost in domestic subsidiary	
11% 2,00,000 redeemable cumulative preference shares of Rs.100/- each in RT Packaging Limited	200.00
Less : Provision for impairment	(200.00)
Total	–

Further, the summary of financial performance of the discontinued operation is as under:
PROFIT AND LOSS FROM DISCONTINUED OPERATIONS

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
I. Income		
II. Expenses	–	–
III. (Loss)/ profit before tax from discontinued operations (I - II)	–	–
IV. Tax expense:	–	–
V. (Loss)/ profit after tax from discontinued operations (III-IV)	–	–
Total	–	–

NET CASHFLOWS FROM DISCONTINUED OPERATIONS

Particulars	For the year ended 31.03.2025
Net Cash flows from operating activities	–
Net Cash flows from investing activities	–
Net Cash flows from financing activities	–
Net increase/decrease in cash and cash equivalents	–

Note No: 3.10 SHARE CAPITAL
AUTHORISED SHARE CAPITAL ***(Rs. in Lakhs)***

Particulars	As at 31.03.2025	As at 31.03.2024
47,00,00,000 (Previous Year 47,00,00,000) equity Shares, Rs. 1/- par value	4,700.00	4,700.00
18,00,00,000 (Previous Year 18,00,000) preference shares, Rs. 1/- (Previous Year 100/-) par value*	1,800.00	1,800.00
Total	**6,500.00**	**6,500.00**

ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL ***(Rs. in Lakhs)***

Particulars	As at 31.03.2025	As at 31.03.2024
25,01,30,000 (Previous Year 25,01,30,000) equity shares, fully paid-up of Rs. 1/- par value	2,501.30	2,501.30
1,40,00,000 (Previous Year 1,40,000) 10.00% non-convertible redeemable preference share, fully paid-up of Rs. 1/- (Previous Year 100/-) par value*	140.00	140.00
10,00,00,000 (Previous Year 10,00,000) 2.00% non-convertible redeemable preference share, fully paid-up Rs. 1/- (Previous Year 100/-) par value*	1,000.00	1,000.00
Total	**3,641.30**	**3,641.30**

Note No: 3.10.1 The reconciliation of the number of shares outstanding and the amount of share capital as at 31.03.2025 and 31.03.2024 is set out below:

EQUITY SHARES ***(Rs. in Lakhs)***

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number of Shares	Amount	Number of Shares	Amount
Number of Shares at the beginning	25,01,30,000	2,501.30	25,01,30,000	2,501.30
Add: Shares Issued	–	–	–	–
Number of Shares at the end	**25,01,30,000**	**2,501.30**	**25,01,30,000**	**2,501.30**

PREFERENCE SHARES*

(i) 10.00%, non-convertible redeemable preference shares of Rs. 100 each

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number of Shares	Amount	Number of Shares	Amount
Number of shares at the beginning	1,40,000	140.00	1,40,000	140.00
Less: reclassification during the year (Face value from Rs 100/- to Rs 1/- per share)*	(1,40,000)	(140.00)	–	–
Number of shares at the end	**–**	**–**	**1,40,000**	**140.00**

(ii) 10.00%, non-convertible redeemable preference shares of Rs. 1 each

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number of Shares	Amount	Number of Shares	Amount
Number of shares at the beginning	**–**	**–**	**–**	**–**
Add: reclassification during the year (Face value from Rs 100/- to Rs 1/- per share)*	1,40,00,000	140.00	–	–
Number of shares at the end	**1,40,00,000**	**140.00**	–	–

(iii) 2.00%, non-convertible redeemable preference shares of Rs. 100 each

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number of Shares	Amount	Number of Shares	Amount
Number of shares at the beginning	10,00,000	1,000.00	10,00,000	1,000.00
Less: reclassification during the year (Face value from Rs 100/- to Rs 1/- per share)*	(10,00,000)	(1,000.00)	–	–
Number of Shares at the end	–	–	**10,00,000**	**1,000.00**

(iv) 2.00%, non-convertible redeemable preference shares of Rs. 1/- each

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number of Shares	Amount	Number of Shares	Amount
Number of shares at the beginning	–	–	–	–
Add: reclassification during the year (Face value from Rs 100/- to Rs 1/- per share)*	10,00,00,000	1,000.00	–	–
Number of Shares at the end	**10,00,00,000**	**1,000.00**	–	–

Note No: 3.10.2 Rights, preferences and restrictions attached to Shares

Equity Shares : The company has only one class of equity shares having a par value of Rs 1/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

Preference Shares : The Company currently has issued 10%, non-convertible redeemable preference shares of Rs. 1/- each and 2% non-convertible redeemable preference shares of Rs. 1/- each. The Preference Shareholders enjoy a preferential right in the payment of dividend during the life time of the company. The claim of Preference shareholders is prior to the claim of equity shareholders. In the event of winding up of the company, the redemption of preference shares shall have priority over equity shareholders.

***Note**:

1) The Board of Directors of the Company in their meeting on 10th May 2024, proposed variation/alteration in the terms of preference shares of the Company as below:

(a) Allotment of 53,63,984 10% Compulsorily Convertible Preference Shares (CCPS) of Re. 1/- each in lieu of existing 1,40,000, 10% Redeemable Non-Convertible Preference Shares (RNCPS) of Rs. 100 each.

(b) Allotment of 3,83,14,176 2% Compulsorily Convertible Preference Shares (CCPS) of Re. 1/- each in lieu of existing 10,00,000, 2% Redeemable Non-Convertible Preference Shares (RNCPS) of Rs. 100 each.
The proposal was approved by shareholders in extraordinary general meeting on 05th June 2024. The Company is in process of obtaining regulatory approval for the same.

2) The shareholders of the Company at their Extra-Ordinary General Meeting held on 5th day of June, 2024 approved the following changes in the Share Capital of the Company:
Reclassification of Authorized Share Capital from existing 18,00,000 preference shares of Rs. 100/- each to 18,00,00,000 preference shares of Rs. 1/- each.

Note No: 3.10.3 Shares held by holding/ultimate holding company and or their subsidiaries/ associates

(Rs. in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Equity shares		
WLD Investments Private Limited	12,74,60,400	12,74,60,400
Preference shares		
10.00%, non-convertible redeemable preference shares- WLD Investments Private Limited	–	1,40,000
2% non-convertible redeemable preference shares- WLD Investments Private Limited	–	10,00,000
Total	**12,74,60,400**	**12,86,00,400**

Note : 3.10.4 Details of shareholders holding more than 5% share capital

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Equity shares				
WLD Investments Private Limited	12,74,60,400	50.96%	12,74,60,400	50.96%
Preference shares				
10.00%, non-convertible redeemable preference shares of Rs. 1/- (previous year Rs. 100) each				
WLD Investments Private Limited	–	–	1,40,000	100.00%
Newtime Infrastructure Limited	1,40,00,000	100.00%	–	–
2% non-convertible redeemable preference shares of Rs. 1/- (previous year Rs. 100/-) each				
WLD Investments Private Limited	–	–	10,00,000	100.00%
Newtime Infrastructure Limited	10,00,00,000	100.00%	–	–

Note : 3.10.5 Details of bonus shares issued during the last five years (in numbers)

Nature	As at 31.03.2025	As at 31.03.2024	As At 31.03.2023	As at 31.03.2022
Equity shares	NIL	NIL	NIL	NIL

Note : 3.10.6 Details of shares bought back during the last five years (in numbers)

Nature	As at 31.03.2025	As at 31.03.2024	As At 31.03.2023	As at 31.03.2022
Equity shares	NIL	NIL	NIL	NIL

Note : 3.10.7 Details of dividend declared during the last five years (in numbers)

Nature	As at 31.03.2025	As at 31.03.2024	As At 31.03.2023	As at 31.03.2022
Equity shares/preference share	NIL	NIL	NIL	NIL

Note:3.10.8 Details of promoters holding

Nature	As at 31.03.2025		As at 31.03.2024	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Equity shares				
WLD Investments Private Limited	12,74,60,400	50.96%	12,74,60,400	50.96%
%change in shareholding				

Note No: 3.11 OTHER EQUITY *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
Securities premium reserve		
Opening balance at the beginning of the year	8,162.69	8,162.69
Closing balance at the end of the year	8,162.69	8,162.69
Capital reserve		
Opening balance at the beginning of the year	119.69	119.69
Closing balance at the end of the year	119.69	119.69
Capital redemption reserve		
Opening balance at the beginning of the year	210.00	210.00
Closing balance at the end of the year	210.00	210.00
Equity Component of Financial Instrument		
Opening balance at the beginning of the year	884.29	884.29
Closing balance at the end of the year	884.29	884.29
Total (A)	**9,376.66**	**9,376.66**
General reserve		
Opening balance at the beginning of the year	1,485.08	1,485.08
Closing balance at the end of the year	1,485.08	1,485.08
Retained earnings		
Opening balance at the beginning of the year	(12,286.93)	(12,265.26)
Add: profit/(loss) for the period	(73.98)	(21.69)
Closing balance at the end of the year	**(12,360.91)**	**(12,286.93)**
Total (B)	**(10,875.83)**	**(10,801.85)**
Total (A+B)	**(1,499.16)**	**(1,425.19)**

Note No: 3.12 BORROWINGS *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
Liability component of preference share capital*		
10% non-convertible redeemable preference shares of Rs.1/- (previous year Rs. 100/-) each, redeemable on or before 10 years 1,40,00,000 (Previous Year 1,40,000) preference shares, fully paid up	121.11	119.10
2% non-convertible redeemable preference shares of Rs.1/- (previous year Rs. 100/-) each redeemable on or before 10 years 10,00,00,000 (Previous Year 10,00,000) preference shares, fully paid up	1000.00	951.78
*Discount rate applied as 10% p.a.		
Total	**1,121.11**	**1,070.88**

Note No: 3.13 CURRENT FINANCIAL LIABILITIES *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
Trade payables		
Total outstanding dues of Micro enterprises & small enterprises		
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	–	–
(a) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	–	–
(b) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	–	–
(c) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	–	–
(d) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	–	–
Total outstanding dues other than Micro enterprises & small enterprises	6.61	6.93
Total	**6.61**	**6.93**

Note No.3.13.1 TRADE PAYABLES AGEING *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
Undisputed trade payables – considered good		
- Less than 1 year	0.83	1.10
- 1 to 2 years	–	0.05
- 2 to 3 years	–	–
- More than 3 years	5.77	5.77
Total	**6.61**	**6.93**

Note No.3.14 OTHER FINANCIAL LIABILITIES *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
Payable to corporates		
Related party	1,332.80	1,350.30
Others	35.50	281.50
Total	**1,368.30**	**1,631.80**

Note No: 3.15 OTHER CURRENT LIABILITIES *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
Salary payable	1.00	–
Other expenses payable	0.28	0.23
Statutory dues	36.87	40.73
Total	**38.15**	**40.95**

Note No: 3.16 REVENUE FROM OPERATIONS ***(Rs. in Lakhs)***

Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Revenue from services	20.00	40.00
Total	**20.00**	**40.00**

Note No: 3.17 OTHER INCOME ***(Rs. in Lakhs)***

Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Interest income	5.41	41.28
Balances written back	1.73	36.32
Total	**7.14**	**77.60**

Note No: 3.18 EXPENSES

Employee benefits expenses ***(Rs. in Lakhs)***

Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Salaries and wages	9.83	11.42
Total	**9.83**	**11.42**

Note:-Company has not opted for actuarial valuation for the current year. In case of any liability related to employee arises, the same will paid on actual basis and accounted for in the books of accounts

Finance costs ***(Rs. in Lakhs)***

Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Interest on redeemable preference shares* *Discount rate applied as 10% p.a.	50.23	108.94
Total	**50.23**	**108.94**

Other expenses ***(Rs. in Lakhs)***

Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Administrative and selling expenses		
Advertisement and publicity	1.23	0.90
Auditor's remuneration	1.25	1.00
Bank charges	0.15	0.25
Director sitting fees	2.03	2.05

Legal and professional	7.63	2.49
Printing and stationery	0.34	0.35
Rate, fee and taxes	22.76	9.97
Penalties and other charges	2.58	0.00
Telephone, communication and postage	0.11	0.07
Software expenses	0.51	0.09
Miscellaneous epenses	1.50	0.75
Travelling and conveyance	0.99	1.03
Total	**41.05**	**18.94**

Note No: 3.18.1 Auditor's remuneration ***(Rs. in Lakhs)***

Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Auditor's payment		
As auditor	1.25	1.00
Total	**1.25**	**1.00**

Note No: 3.18.2 Contingent liabilities and commitments (To the extent not provided for) ***(Rs. in Lakhs)***

Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Provident fund**	142.68	142.68
Central excise and other matters	6.47	6.47
Income tax demand	18.10	18.10
Liabilities in respect of legal cases by and against the company	Amount not ascertainable	Amount not ascertainable

* The company has deposited 62.26 lacs against above demand.

Note No: 3.19 EARNINGS PER SHARE ***(Rs. in Lakhs)***

Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Loss/profit attributable to equity shareholders:		
Net loss/profit for the year from continuing operations (a)	(73.98)	(21.69)
Net loss/profit for the year from discontinued operations (b)	-	-
Opening number of outstanding shares	25,01,30,000	25,01,30,000
Closing number of outstanding shares	25,01,30,000	25,01,30,000
Weighted average number of outstanding shares for basic and diluted earning per share (c)	25,01,30,000	25,01,30,000
Earning per share for continuing operations- basic and diluted (a/c)	(0.03)	(0.01)
Earning per share for discontinued operations- basic and diluted (b/c)	-	-
Earning per share for continuing and discontinued operations- basic and diluted ((a+b)/c)	(0.03)	(0.01)

Note No. 3.20 SEGMENT INFORMATION

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The managing committee is considered to be the 'Chief Operating Decision Maker' (CODM) as defined in IND AS 108. The Operating Segment is the level at which discrete board of directors financial information is available. The CODM allocates resources and access performance at its level. As at March 24, there was no business whose operating results were reviewed by the management of the Company separately for allocation of resources. Accordingly, the Company's segment information was not included in the financial statement.

Note : 3.21

Regulation 23 (9) of SEBI (Listing Obligations and disclosure requirements): Related Party Transactions

In accordance with the requirements of Indian Accounting Standard (Ind AS-24) the names of the related parties where control exists and /or with whom transactions have been taken place during the period and description of relationships as identified and certified by the management are as hereunder:

A) Names of related parties & description of relationship

1)	**Holding company**	WLD Investments Private Limited
2)	**Subsidiary**	RT Packaging Limited
3)	**Joint venture**	Rollatainers Toyo Machines Private Limited
4)	**Private limited companies due to common directorship**	Gateway Impex Private Limited
5)	**Key management personnel**	
		Ms. Aarti Jain — Director
		Ms Manisha Goel (till April'24) — Director
		Ms. Rajiv Kapur Kanika Kapur — Director
		Mr. Vipul Gupta (till 18.07.2024) — Director
		Mr. Amit Sharma — Director
		Mr. Sanjay Sharma — Director
		Mr. Sri Kant — Director
		Mr. Manbar Rawat — Chief financial officer
		Ms. Aditi Jain — Company Secretary

B) Transactions ***(Rs. in Lakhs)***

Particulars	Associate/Holding/ Subsidiaries or Associate/ Joint Ventures of Holding Company		Key Management Personnel		Total	
	March, 2025	**March, 2024**	**March, 2025**	**March, 2024**	**March, 2025**	**March, 2024**
Amount paid	27.00	7.21	–	–	27.00	7.21
Amount received	108.50	–	–	–	108.50	–
Advance given returned	21.50	–	–	–	21.50	–
Payment on behalf of the company	0.35	1.37	0.98	–	1.33	1.37
Balance written off/ written back	–	20.54	–	–	–	20.54
Services rendered	20.00	40.00	–	–	20.00	40.00
Remuneration of key management personnel	–	–	11.64	12.21	11.64	12.21
Balance receivable at the year end	**3,294.79**	**3,350.34**	**–**	**–**	**3,294.79**	**3,350.34**
-R T Packaging Limited	3,294.79	3,350.34	–	–	3,294.79	3,350.34
Balance payable at the year end	**1,332.80**	**1,350.30**	**0.98**	**0.96**	**1,333.79**	**1,351.26**
- WLD Investment Private Limited	*1,332.80*	*1,328.80*	–	–	*1,332.80*	*1,328.80*
-Manbar Rawat	–	–	*0.56*	*0.38*	*0.56*	*0.38*
-Aditi Jain	–	–	*0.43*	*0.43*	*0.43*	*0.43*
-Manisha Goel	–	–	–	*0.15*	–	*0.15*
-Gateway Impex Private Limited	–	*21.50*	–	–	–	*21.50*

Note No. : 3.22 Financial ratios ***(Rs. in Lakhs)***

Particulars	Current Year			Previous Year			Change
	Numerator	Denominator	Ratio	Numerator	Denominator	Ratio	
Current Ratio	997.60	1,413.06	0.71	1,085.97	1,679.68	0.65	9%
Debt-Equity Ratio	1,121.11	1,002.14	1.12	1,070.88	1,076.11	1.00	12%
Debt Service Coverage Ratio[1]	(23.74)	50.23	(0.47)	87.25	108.94	0.80	(159%)
Return on Equity Ratio[1]	(73.98)	1,002.14	(7%)	(21.69)	1,076.11	(2%)	266%
Trade Receivables turnover ratio[2]	20.00	455.87	0.04	40.00	458.43	0.09	(50%)
Trade payables turnover ratio	–	6.77	–	–	17.45	–	–
Net capital turnover ratio	20.00	(504.58)	(4%)	40.00	(637.34)	(6%)	(37%)
Net profit ratio[1]	(73.98)	20.00	(370%)	(21.69)	40.00	(54%)	582%
Return on Capital employed[1]	(23.74)	2,123.25	(1%)	87.25	2,147.00	4%	(128%)
Return on investment[3]	5.41	7.44	73%	41.28	368.44	11%	549%

Where:	Numerator	Denominator
Current ratio	Current assets	Current liabilities
Debt-equity ratio	Borrowings	Shareholder equity
Debt service coverage ratio	Earnings before exceptional items interest and depreciation	Total interest and principal during the year
Return on equity ratio	Profit after tax	Shareholder equity
Trade receivables turnover ratio	Turnover	Average trade receivables
Trade payables turnover ratio	Net credit purchase	Average trade payables
Net capital turnover ratio	Net sales	Average working capital
Net profit ratio	Profit after tax	Turnover
Return on capital employed	Profit before tax + interest cost	Total assets less current liabilities
Return on investment	Interest Income	Cash and bank balances & Investment

1. The material change in is primarily attributable to higher losses incurred during the current financial year as compared to the previous financial year, resulting in reduced earnings available for debt servicing."
2. During the year there has been decline in income resulting in material change in the ratio.
3. Significant change in the ratio is on account of liquidation of investment in the current financial year.

Note No. : 3.23 Disclosure of transaction with strike off companies

The Company has not entered into any transactions with companies that have been struck off under the Companies Act during the financial year.

Note No. : 3.24 Financial assets and liabilities

The carrying value of financial instruments by categories as of March 31, 2025 is as follows:

(Rs. in Lakhs)

Particulars	Fair Value Through Profit & Loss A/C	Fair value through other comprehensive income	Amortised cost	Total carrying value
Financial Assets				
Cash and cash equivalents	–	–	5.55	5.55
Other bank balances	–	–	1.89	1.89
Trade receivables	–	–	453.32	453.32
Other Financial Assets	–	–	2,538.71	2,538.71
Total	**–**	**–**	**2,999.46**	**2,999.46**
Financial Liabilities				
Trade payables	–	–	6.61	6.61
Borrowings	–	–	1,121.11	1,121.11
Other financial liabilities	–	–	1,368.30	1,368.30
Total	**–**	**–**	**2,496.02**	**2,496.02**

The carrying value of financial instruments by categories as of March 31, 2024 is as follows:

(Rs. in Lakhs)

Particulars	Fair Value through profit & loss A/C	Fair value through other comprehensive income	Amortised cost	Total carrying value
Financial Assets				
Cash and cash equivalents	–	–	19.13	19.13
Other bank balances	–	–	9.31	9.31
Trade receivables	–	–	458.42	458.42
Investment	–	–	340.00	340.00
Other financial assets	–	–	2.400.71	2,400.71
Total	**–**	–	**3,227.57**	**3,227.57**
Financial Liabilities				
Trade payables	–	–	6.93	6.93
Borrowings	–	–	1,070.88	1,070.88
Other financial liabilities	–	–	1,631.80	1,631.80
Total	**–**	**–**	**2,709.61**	**2,709.61**

Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 — Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The financial instruments included in Level 2 of fair value hierarchy have been valued using quotes available for similar assets and liabilities in the active market. The investments included in Level 3 of fair value hierarchy have been valued using the cost approach to arrive at their fair value. The cost of unquoted investments approximate the fair value because there is a range of possible fair value measurements and the cost represents estimate of fair value within that range.

The following table summarises financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis (but fair value disclosure are required):

As at March 31, 2025 ***(Rs. in Lakhs)***

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Cash and cash equivalents	–	–	5.55	5.55
Other bank balances	–	–	1.89	1.89
Trade receivables	–	–	453.32	453.32
Other financial assets	–	–	2,538.71	2,538.71
Financial Liabilities				
Trade payables	–	–	6.61	6.61
Borrowings	–	–	1,121.11	1,121.11
Other financial liabilities	–	–	1,368.30	1,368.30

As at March 31, 2024 ***(Rs. in Lakhs)***

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Cash and cash equivalents	–	–	19.13	19.13
Other bank balances	–	–	9.31	9.31
Trade receivables	–	–	458.42	458.42
Investment	–	–	340.00	340.00
Other financial assets	–	–	2,400.71	2,400.71
Financial Liabilities				
Trade payables	–	–	6.93	6.93
Borrowings	–	–	1,070.88	1,070.88
Other financial liabilities	–	–	1,631.80	1,631.80

Note No. : 3.25 Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include investment, loans, trade and other receivables, and cash & cash equivalents.

The company is exposed to credit risk and liquidity risk. The Company's senior management overseas the management of these risks. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below:

(A) Market risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: Interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings, deposits and payables/ receivables in foreign currencies.

-Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no borrowings and hence not expensed to interest Rate Risk.

-Foreign currency risks

Foreign risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is not dealing in foreign currency transaction therefore the Company is not exposed to foreign currency risks.

(B) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including loans to related parties, deposits with banks and other financial instruments.

(C) Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure funds are available for use as per requirements. The Company's prime source of liquidity is cash and cash equivalents and the cash generated from operations. The Company has no outstanding bank borrowings.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments : ***(Rs. in Lakhs)***

Particulars	0 to 1 year	1 to 2 years	2 to 5 years	More than 5 years	Total
As at 31st March, 2025					
Trade and other payables	6.61	–	–	–	6.61
Other financial liabilities	2,468.30	–	–	40.00	2,508.30
TOTAL	**2,474.91**	**–**	**–**	**40.00**	**2,514.91**
As at 31st March, 2024					
Trade and other payables	6.93	–	–	–	6.93
Other financial liabilities	2,683.57	–	–	40.00	2,723.57
TOTAL	**2,690.50**	**–**	**–**	**40.00**	**2,730.50**

Note No. : 3.26 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents.

(Rs. in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Financial liabilities in Note 3.12, 3.13 and 3.14	2,496.02	2,709.61
Less: Cash and cash equivalents (Excluding cash held as margin)	5.55	19.13
Net debt	2,490.47	2,690.48
Equity	2,501.30	2,501.30
Capital and net debt	4,991.77	5,191.78
Gearing ratio	49.89%	51.82%

Note No. : 3.27

Pursuant to the approval granted by the shareholders in the Extraordinary General Meeting held on 16th May 2024, the Company had proposed to issue 11,76,47,070 convertible equity warrants to certain non-promoter entities on a preferential basis at an issue price of Rs. 1.70/- each, aggregating to Rs. 2,000 lacs, subject to receipt of applicable regulatory approvals.

However, the proposed allottees have withdrawn their consent to subscribe to the warrants, citing delays in opening the preferential offer which had caused a change in their financial and strategic priorities. Given that these allottees represented a significant portion of the proposed issue, their withdrawal has substantially impacted the size and feasibility of the preferential issue. Accordingly, the Board has considered and approved to withdraw the above said proposal of preferential issue.

Note No. : 3.28

A Provisional Attachment Order No. 09/2024, issued via email dated 13th September 2024 by the Deputy Director posted at the Gurugram Zonal Office, Directorate of Enforcement, New Delhi, has been passed against the Company and its subsidiary. This order pertains to the provisional attachment of immovable properties held in the Subsidiary's name, vide reference number F.No.ECIR/GNZO/14/2024, dated 05th September 2024, and includes the attachment of shares held by the promoter company and freezing of one of the bank account of the Company and its subsidiary. This order, however, does not affect the business operations of the Company.

Note No. : 3.29

The company has accumulated losses at the end of the year and had incurred loss in the past years and accordingly management of the company has decided not to recognise any deferred tax asset on conservative basis.

Note No. : 3.30

A. No transactions to report during the current as well as previous financial year against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

   (a) Crypto Currency or Virtual Currency

   (b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

   (c) Registration of charges or satisfaction with Registrar of Companies

   (d) Relating to borrowed funds:

      i. Wilful defaulter

      ii. Utilisation of borrowed funds & share premium

      iii. Borrowings obtained on the basis of security of current assets

      iv. Discrepancy in utilisation of borrowings

      v. Current maturity of long term borrowings

   (e) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

B. The Company has complied with the number of layers prescribed under the Companies Act

C. The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries."

D. The Company has not received any funds from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company

shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

Note No. : 3.31 The Company's accumulated losses as on 31st March, 2025 stands at Rs.12,360.91 lakhs. However, these financial results have been prepared on the going concern basis as the management is confident on the Company's ability to continue as a going concern for a foreseeable future.

Note No. : 3.32 The previous year figures have been regrouped/ reclassified, wherever considered necessary to confirm to the current year figures.

As per our report of even date attached
FOR CHATTERJEE & CHATTERJEE
Chartered Accountants
Firm Registration No. 001109C

Sd/-
BD Gujrati
Partner
(Membership No.: 010878)
UDIN : 25010878BMOSDK1027

Place : New Delhi
Dated : May 29, 2025

For and on behalf of the Board

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
AMIT SHARMA
Managing Director
DIN: 10524102

Sd/-
ADITI JAIN
Company Secretary

Sd/-
MANBAR RAWAT
Chief Financial Officer

CONSOLIDATED FINANCIAL STATEMENTS
of
ROLLATAINERS LIMITED

Form AOC- I

[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of subsidiaries/Associate Companies/Joint Ventures

Part "A": Subsidiaries

(Rs. In Lakhs)

S. No.	Name of Subsidiaries	Reporting Period	Reporting Currency	Exchange Rate	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Invest-ments	Revenue	Profit Before Tax	Provision for Tax	Profit After Tax	Proposed Dividends	% of Holding
1.	R T Packaging Limited	31st March, 2025	INR	–	2500.07	(5,592.25)	3,346.63	6,438.81	–	18.60	(92.77)	–	117.82	–	90%

Part "B": Associates & Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

S.No	Name of Associates/Joint Ventures	Latest Audited Balance Sheet Date	Reporting Currency	Shares of Associate/Joint Ventures held by the Company on year end			Description of how there is significant influence	Reason why the associate/ Joint venture is not consolidated	Net Worth attributable to Shareholding as per latest Audited Balance Sheet	Profit/Loss for the year	
				No.	Amount of Investment in Associate/Joint Venture	Extent of Holding %				Considered in Consolidation	Not Considered in Consolidation
1.	**Joint Ventures**										
	Rollatainers-Toyo Machine Private Limited (Strike off)	31st March 2021	INR	1,000,000	100	50.00%	By Shareholding	–	24.28	(0.14)	–

For and on behalf of the Board

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
AMIT SHARMA
Managing Director
DIN: 10524102

Sd/-
ADITI JAIN
Company Secretary

Sd/-
MANBAR RAWAT
Chief Financial Officer

Independent Auditor's Report

To the Members of Rollatainers Limited

Report on the Consolidated Ind AS Financial Statements

Opinion

1. We have audited the accompanying Consolidated Financial Statements of Rollatainers Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associates and joint ventures comprising of the consolidated Balance sheet as at March 31, 2025, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, associates and joint ventures, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and joint ventures as at March 31, 2025, their consolidated loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section' of our report. We are independent of the Group, associates, joint ventures in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Material uncertainty related to going concern

4. As stated in note no. 3.34 to the accompanying financial statement, the Group has incurred a net loss of Rs. 166.74 lakhs for the year ended March 31, 2025 and accumulated losses of the Holding Company, its subsidiary, associate and joint venture as at March 31, 2025 stand at Rs. 20,956.54 lakhs resulting in erosion of its net worth. This condition indicate that a material uncertainty exists which may cast significant doubt about the Company's ability to continue as a going concern. However, these financial results have been prepared on the going concern basis as the management is confident on the Company's ability to continue as a going concern for a foreseeable future.

Our report is not modified in respect of the above-mentioned matter.

Emphasis of matter

5. The financial results of associate and joint venture have not been reviewed by the auditors. Further, the joint venture- Rollatainers Toyo Machines Private Limited, has been struck off as on the current date.

6. As disclosed in note no. 3.31 to the accompanying financial statements, certain immovable properties held in the name of the Subsidiary and shares held by the promoter Company have been provisionally attached by the Deputy Director, Gurugram Zonal office, Directorate of Enforcement, New Delhi in alleged contravention of Violation under Prevention Laundering Act, 2002 vide order no. 09/2024 dated 13.09.2024. As per the information provided by the management, the said Order does not have impact on the business or running operations of the Company. The financial impact of the order, if any, is not ascertainable.

7. As stated in note no. 3.10 to the accompanying financial statements, during the financial year, the Board of Directors, at its meeting held on March 17, 2025, approved the sale of the Company's entire investment in its material subsidiary, RT Packaging Limited, comprising 2,24,99,900 Equity Shares and 2,00,000 Preference Shares. The proposal was subsequently approved by shareholders at the Extraordinary General Meeting held on April 9, 2025. The sale is expected to be completed within three months from the end of the financial year.

   In view of the above, and in accordance with the requirements of Indian Accounting Standard (Ind AS) 105 - Non-current Assets Held for Sale and Discontinued Operations, all the assets and liabilities pertaining to RT Packaging Limited have been classified as a disposal group held for sale and presented separately in the standalone and consolidated financial results for the quarter and year ended March 31, 2025.

   Consequently, the financial results of RT Packaging Limited have been classified and presented as discontinued operations in the standalone and consolidated statement of profit and loss for the current period.

8. Few bank accounts are dormant and pending for reconciliation. The balances in the same are not material.

9. Trade payables, trade receivables and other loans and advances given or taken are subject to reconciliation and confirmation.

   Our report is not modified in respect of above-mentioned matters.

Key audit matters

10. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	Procedures Performed/Auditor's Response
Contingent liabilities In case of holding company, the contingent liabilities related to ongoing litigations and claims with various tax authorities. The computation of contingent liability requires significant judgement by the Company because of the inherent complexity in estimating future costs. Refer note no. 3.20.2 to the accompanying financial statements.	Obtained details of completed tax assessments and demands for the year ended March 31, 2025 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes.
Receivable from revenue authorities As at March 31, 2025, current assets amounting to Rs. 25.34 lakhs which are pending from various statutory authorities. Refer Note No. 3.8 to the accompanying financial statements.	We have involved our internal experts to review the nature of the amounts recoverable, the sustainability and the likelihood of recoverability.

Information other than the financial statements and auditor's report thereon

11. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

    Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

    In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the

consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read these reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's responsibilities for the consolidated financial statements

12. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its associates and joint ventures in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act the respective Board of Directors of the companies included in the Group, and its associate companies and joint venture companies covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

13. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for assessing the ability of the Group , its associate and joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group, its associate and joint venture or to cease operations, or has no realistic alternative but to do so.

14. The respective Board of Directors of the companies included in the Group, its associate and joint venture is also responsible for overseeing financial reporting process of Group, its associate and joint venture.

Auditor's Responsibilities for the audit of the consolidated financial statements

15. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole, are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

16. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit

procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group, its associate and joint venture has adequate internal financial controls with reference to the consolidated financial statement in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group, its associate and joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group, its associate and joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

17. Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

18. We communicate with those charged with governance of the Holding Company of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

19. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

20. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other matters

21. The share of loss of one (1) associate has not been reviewed/audited by their auditors as at March 31, 2025, has not been included in the consolidation as it has loss exceeding the carrying value of the Investments as on March 31, 2025. The annual financial information, has not been furnished to us by the Group so far it relates to the amounts and disclosures included in respect of the aforesaid associate, is based solely on such unaudited financial information. According to the information and explanations provided to us by the management, this financial information is not material to the Group. We have relied on the management certified financial information for the purpose of consolidation.

22. The Statement include the annual financial information of one (1) joint venture which has not been reviewed/ audited as at March 31, 2025. This annual financial information has been furnished to us by the Group so far as it relates to the amounts and disclosures included in respect of the aforesaid joint venture, and is based solely on such unaudited financial information. According to the information and explanations provided to us by the management, this financial information is not material to the Group. We have relied on the management certified financial information for the purpose of consolidation.

23. As disclosed in note no. 3.30 to the accompanying financial statement, pursuant to the meeting held on April 20, 2024 of the board of directors, the Company had proposed to issue of 11,76,47,070 convertible equity warrants to certain non-promoter entities on a preferential basis at Rs 1.70/- each, aggregating Rs. 2,000 lacs. This proposal was approved by shareholders in an extraordinary general meeting on May 16, 2024.

    However, the proposed allottees have withdrawn their consent to subscribe to the warrants, citing delays in opening the preferential offer which had caused a change in their financial and strategic priorities. Given that these allottees represented a significant portion of the proposed issue, their withdrawal has substantially impacted the size and feasibility of the preferential issue. Accordingly, the Board has considered and approved to withdraw the above said proposal of preferential issue.

24. As disclosed in note no. 3.11.2 to the accompanying financial statement, pursuant to the meeting held on May 10, 2024 of the board of directors, the Company have proposed variation/alteration in the terms of preference shares of the Company as below:

    Allotment of 53,63,984 10% Compulsorily Convertible Preference Shares (CCPS) of Re. 1/- each in lieu of existing 1,40,000, 10% Redeemable Non-Convertible Preference Shares (RNCPS) of Rs. 100 each.

    Allotment of 3,83,14,176 2% Compulsorily Convertible Preference Shares (CCPS) of Re. 1/- each in lieu of existing 10,00,000, 2% Redeemable Non-Convertible Preference Shares (RNCPS) of Rs. 100 each.

    The proposal was approved by shareholders in extraordinary general meeting on June 05, 2024. The Company is in process of obtaining regulatory approval for the same.

25. The shareholders of the Company at their Extra-Ordinary General Meeting held on 5th day of June,2024 approved the following changes in the Share Capital of the Company:

    Reclassification of Authorized Share Capital from existing 18,00,000 preference shares of Rs. 100/- each to 18,00,00,000 preference shares of Re. 1/- each."

Report on other legal and regulatory requirements

26. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued till date by us, of Companies included in the consolidated financial statements for the year ended March 31, 2025 and covered under the Act, we have nothing to report in this regard.

27. As required by Section 143 (3) of the Act, based on our audit, as noted in the 'other matter' paragraph, we report, to the extent applicable, that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

    b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books;

    c) The consolidated balance sheet, the consolidated statement of profit and loss including the statement of other comprehensive income, the consolidated cash flow statement and consolidated statement of changes in equity dealt with by this report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

    d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

e) On the basis of the written representations received from the directors of the Holding Company, its subsidiary company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company, its subsidiary company, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;

f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B' to this report;

g) In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid/ provided by the group to its directors in accordance with the provisions of section 197(16) of the Act, as amended;

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Group has disclosed the impact of pending litigations on its consolidated financial position in its consolidated Financial Statements, if any;

ii. The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Holding Company, its subsidiary, associate and joint venture during the year ended March 31, 2025.

iv. The Respective Management has represented that, to the best of its knowledge and belief:

a) The respective managements of the Holding Company and its subsidiary companies, associate companies and joint venture companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associates and joint ventures respectively that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary or associate or joint venture or to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or its subsidiary company or associate or joint venture ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The respective managements of the Holding Company and its subsidiary companies, associate companies and joint venture companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associates and joint ventures respectively that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or its subsidiary or associate or joint venture from any person(s) or entity(ies), including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary or associate or joint venture shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The Holding Company, its subsidiary, associate and joint venture have not declared or paid any dividend during the year.

vi. Based on our examination which included test checks, the Group has used an accounting software which partially has a feature of recording audit trail for maintaining its books of accounts.

The management faced constraints on selecting the appropriate software vendor in delivering and installing the required updates, which prevented the immediate implementation of audit trail-compliant software. Additionally, the company's current accounting software is fully capable of ensuring that the books of account and other relevant records are retained completely in their original format or in a format that accurately presents the information. The software ensures that the data remains complete and unaltered, thereby maintaining the integrity and reliability of the records.

For Chatterjee & Chatterjee
Chartered Accountants
Firm registration no: 001109C

BD Gujrati
Partner
Membership no: 010878

Place : New Delhi
Date : May 29, 2025
UDIN : 25010878BMOSDL9088

Annexure "A" to the Independent Auditor's Report

List of entities included in the Consolidated Financial Statements:

S. No.	Entity Name	Relation
1	Rollatainers Limited	Holding Company
2	RT Packaging Limited	Subsidiary Company
3	Rollatainers Toyo Machines Private Limited	Joint Venture

For Chatterjee & Chatterjee
Chartered Accountants
Firm registration no: 001109C

BD Gujrati
Partner
Membership no: 010878

Place: New Delhi
Date : May 29, 2025
UDIN : 25010878BMOSDL9088

Annexure "B" to the Independent Auditor's Report

Report on the Internal financial controls under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Rollatainers Limited (hereinafter referred to as "Holding Company"), as of and for the year ended March 31, 2025, we have audited the internal financial controls over financial reporting of the Holding Company, its subsidiary, associate and joint venture which are companies incorporated in India, as of that date.

Management's Responsibility for internal financial controls

The respective Board of Directors of the Company, its subsidiary, associate and joint venture are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' responsibilities

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company, its subsidiary, its associate and joint venture based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained subject to Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company, its subsidiary, associate and joint venture.

Meaning of internal financial controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Group; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Group; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Group's assets that could have a material effect on the financial statements.

Inherent limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company, its subsidiary, associate and joint venture, which are the companies incorporated in India have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on audit of Internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated Financial Statements of the Holding Company, in so far as it relates to one associate and one joint venture, which are companies incorporated in India, is based on the information and explanations provided to us by the Group. The information of such associate and joint venture incorporated in India has not been reviewed/audited for the year ended March 31, 2025. We have relied on the management certified information for the purpose of consolidation.

Our opinion is not modified in respect of this matter.

For Chatterjee & Chatterjee
Chartered Accountants
Firm registration no: 001109C

BD Gujrati
Partner
Membership no: 010878

Place : New Delhi
Date : May 29, 2025
UDIN : 25010878BMOSDL9088

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2025

(Rs. in Lakhs)

	PARTICULARS	NOTE NO.	AS AT 31.03.2025	AS AT 31.03.2024
(A)	**ASSETS**			
1	**Non-current assets**			
	(a) Property, plant and equipment	3.1	–	–
	(b) Financial assets			
	Investments	3.2	–	340.00
	(c) Other non-current assets	3.3	208.71	112.90
	Sub total-non-current Assets		**208.71**	**452.90**
2	**Current assets**			
	(a) Financial assets			
	Trade receivables	3.4	–	204.25
	Cash and cash equivalents	3.5	5.55	27.30
	Other bank balances	3.6	1.89	47.55
	Other current financial assets	3.7	–	2.52
	(b) Current tax assets (net)	3.8	25.34	62.80
	(c) Other current assets	3.9	0.03	11.33
	Sub total-current assets		**32.81**	**355.75**
3	**Assets included in disposal group held for sale**	3.10	**3,346.63**	**2,957.55**
	TOTAL-ASSETS		**3,588.15**	**3,766.21**
(B)	**EQUITY AND LIABILITIES**			
1	**Equity**			
	(a) Equity share capital	3.11	2,501.30	2,501.30
	(b) Other equity	3.12	(3,233.93)	(3,265.98)
	Equity attributable to owners of the company		(732.63)	(764.68)
	(c) Non controlling interest	3.13	(1,157.41)	(1,169.20)
	Sub total-equity		**(1,890.04)**	**(1,933.88)**
2	**Liabilities**			
3	**Non-current liabilities**			
	(a) Financial liabilities			
	Borrowings	3.14	1,121.11	3,515.94
	Other financial liabilities	3.15	–	54.40
	Sub total-non-current liabilities		**1,121.11**	**3,570.34**
	Current liabilities			
	(a) Financial liabilities			
	Trade payables	3.16	6.61	378.09
	Other financial liabilities	3.17	1,368.30	1,631.80
	(b) Other current liabilities	3.18	38.15	119.85
	Sub total-current liabilities		**1,413.06**	**2,129.75**
	TOTAL EQUITY AND LIABILITIES			
4	**Non-current liabilities**	3.10	2,944.01	–
	TOTAL EQUITY AND LIABILITIES		**3,588.14**	**3,766.21**
	Significant Accounting Policies & accompanying Notes forming part of financial statements	**1 To 3.35**		

As per our report of even date attached
FOR CHATTERJEE & CHATTERJEE
Chartered Accountants
Firm Registration No. 001109C

Sd/-
BD Gujrati
Partner
(Membership No.: 010878)
UDIN : 25010878BMOSDL9088

Place : New Delhi
Dated : May 29, 2025

For and on behalf of the Board

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
AMIT SHARMA
Managing Director
DIN: 10524102

Sd/-
MANBAR RAWAT
Chief Financial Officer

Sd/-
ADITI JAIN
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2025

(Rs. in Lakhs)

PARTICULARS	NOTES	For the Year Ended 31.3.2025	For the Year Ended 31.3.2024
I. Revenue			
Revenue from operations		–	–
Other income	3.19	7.14	77.60
Total income		**7.14**	**77.60**
III. Expenses:			
Employee benefit expense	3.20	9.83	11.42
Finance costs	3.20	50.23	108.94
Other expenses	3.20	41.05	18.94
Total expenses		**101.11**	**139.29**
III. (Loss)/profit before tax rom continuing operation (I-II)		**(93.98)**	**(61.69)**
IV. Tax expense:			
(1) Current tax		–	–
(2) Deferred tax		–	–
Total tax expenses		–	–
V. (Loss)/profit from continuing operations (III - IV)		**(93.98)**	**(61.69)**
VI. (Loss)/profit from discontinued operations		**(72.77)**	**(76.57)**
VII. (Loss)/profit for the year (V + VI)		**(166.74)**	**(138.26)**
VIII. Other comprehensive income (net of tax)			
Revaluation reserves through OCI	3.21	210.59	(1,512.62)
Other comprehensive income (Net of Tax)		**210.59**	**(1,512.62)**
IX. Total comprehensive income (VII+VIII)		**43.84**	**(1,650.88)**
Less: Minority interest		(11.79)	163.31
		32.05	**(1,487.58)**
X. Earning per equity share from continuing operations:			
Basic and diluted	3.22	(0.04)	(0.02)
XI. Earning per equity share from discontinued operations:			
Basic and diluted	3.22	(0.03)	(0.03)
XI. Earning per equity share from continuing and discontinued operations:			
Basic and diluted	3.22	(0.06)	(0.05)

Significant Accounting Policies & accompanying Notes forming part of financial statements 1 to 3.35

As per our report of even date attached
For CHATTERJEE & CHATTERJEE
Chartered Accountants
Firm Registration No. 001109C

Sd/-
BD Gujrati
Partner
(Membership No.: 010878)
UDIN : 25010878BMOSDL9088

Place : New Delhi
Dated : May 29, 2025

For and on behalf of the Board

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
AMIT SHARMA
Managing Director
DIN: 10524102

Sd/-
MANBAR RAWAT
Chief Financial Officer

Sd/-
ADITI JAIN
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2025

(Rs. in Lakhs)

	PARTICULARS	For the Year Ended 31.3.2025	For the Year Ended 31.3.2024
A	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Profit as per profit & loss account (PBT)	**43.84**	**(1,650.88)**
	Add: Other comprehensive income	(210.59)	1,512.62
	Add: Exceptional items		
	Balances written off/ (back)	1.91	(58.46)
	Depreciation/amortisation and impairment	9.79	10.10
	Financial expenses	82.92	317.62
	Interest income	(24.01)	(43.02)
		(96.13)	**87.97**
	Change in current / Non current liabilities:		
	(Increase)/decrease in trade receivables	163.24	(16.51)
	(Increase)/decrease in other non- current assets	(1.16)	8.90
	(Increase)/decrease in other current assets	58.42	353.64
	Increase/(decrease) in trade payable	(58.78)	(344.66)
	Increase/(decrease) in current liabilities	(63.78)	(55.03)
	Increase/(decrease) in other financial liabilities	(376.72)	(98.92)
		(374.92)	**(64.61)**
	Tax refund/ (paid)	–	–
	Net cash from operating activities	**(374.92)**	**(64.61)**
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Sale (purchase) of investments	340.00	–
	Capital advances for property	(138.00)	–
	Proceeds/(purchase) from maturity of bank deposits and other balances	9.31	–
	Interest received & other income	24.01	43.02
	Net cash from investing activities	**235.31**	**43.02**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Repayment/disbursement of borrowing	137.00	–
	Net cash from financing activities	137.00	**–**
	Net cash flows during the year (A+B+C)	**(2.61)**	**(21.57)**
	Cash & cash equivalents (opening balance)	27.30	48.88
	Cash & cash equivalents (closing balance)	**24.69**	**27.30**
	Components of cash and cash equivalents		
	- cash and cash equivalent from continuing operations	5.55	19.13
	- cash and cash equivalent from discontinued operations	19.14	8.17
		24.69	**27.30**

NOTES TO CASH FLOW STATEMENT

As per our report of even date attached
For CHATTERJEE & CHATTERJEE
Chartered Accountants
Firm Registration No. 001109C

Sd/-
BD Gujrati
Partner
(Membership No.: 010878)
UDIN : 25010878BMOSDL9088

Place : New Delhi
Dated : May 29, 2025

For and on behalf of the Board

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
AMIT SHARMA
Managing Director
DIN: 10524102

Sd/-
MANBAR RAWAT
Chief Financial Officer

Sd/-
ADITI JAIN
Company Secretary

Statement of Changes in Equity for the year ended 31st March, 2025

EQUITY

A. Equity Share Capital *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
Balance at the beginining of the reporting period	**2,501.30**	**2,501.30**
Changes in equity share capital during the reporting period	–	–
Balance at the end of the reporting period	**2,501.30**	**2,501.30**

B. Other equity **(Rs. in Lakhs)**

Particulars	Reserves and Surplus							Equity instruments through other comprehensive Income	Total
	Capital Redumption Reserve	Capital Reserve	Capital Reserve due to Consolidation	Revaluation Reserve	Securities Premium Reserve	General Reserve	Retained Earnings		
As at 01.04.2024	**210.00**	**119.69**	**2,478.98**	**2,379.19**	**9,149.35**	**1,710.69**	**(20,777.99)**	**1,464.13**	**(3,265.98)**
Profit/(loss) for the year	–	–	–	210.59	–	–	(178.54)		32.05
As at 31.03.2025	**210.00**	**119.69**	**2,478.98**	**2,589.77**	**9,149.35**	**1,710.69**	**(20,956.53)**	**1,464.13**	**(3,233.93)**

Particulars	Reserves and Surplus							Equity instruments through other comprehensive Income	Total
	Capital Redumption Reserve	Capital Reserve	Capital Reserve due to Consolidation	Revaluation Reserve	Securities Premium Reserve	General Reserve	Retained Earnings		
As at 01.04.2023	**210.00**	**119.69**	**2,478.98**	**3,891.81**	**9,149.35**	**1,710.69**	**(20,967.17)**	**1,464.13**	**(1,942.53)**
Profit/(loss) for the year	–	–	–	(1,512.62)	–	–	189.18		(1,323.45)
As at 31.03.2024	**210.00**	**119.69**	**2,478.98**	**2,379.19**	**9,149.35**	**1,710.69**	**(20,777.99)**	**1,464.13**	**(3,265.98)**

As per our report of even date attached
FOR CHATTERJEE & CHATTERJEE
Chartered Accountants
Firm Registration No. 001109C

Sd/-
BD Gujrati
Partner
(Membership No.: 010878)
UDIN : 25010878BMOSDL9088

Place : New Delhi
Dated : 29th May, 2025

For and on behalf of the Board

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
MANBAR RAWAT
Chief Financial Officer

Sd/-
AMIT SHARMA
Managing Director
DIN: 10524102

Sd/-
ADITI JAIN
Company Secretary

Significant accounting policies and notes forming part of Consolidated Financials Statements for the year ended 31st March 2025

1. Company Overview

The consolidated financial statements comprise financial statements of Rollatainers Limited (the company) and its subsidiaries (collectively, the Group or the Company) for the year ended 31 March 2025. Rollatainers Limited is a public company registered in India and is incorporated under the provision of the companies act applicable in India. The company registered office is situated at Plot No. 73-74, Phase-III, Industrial Area, Dharuhera, District Rewari, Haryana-123106. The company's equity shares are listed for trading on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

2. Significant Accounting Policies

2.1 Statement of Compliance Basis of preparation of consolidated financial statements

The consolidated financial statements are prepared in accordance with Indian Accounting Standards ("Ind AS"), under the historical cost conversion on the accrual basis except for certain financial instruments which are measured at fair value, the provisions of the Companies Act, 2013 ("the Companies Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been applied consistently to all periods presented in these financial statements.

The Consolidated financial statements comprises of its subsidiary R T Packaging Limited and joint venture Rollatainers Toyo Machines Pvt. Ltd. (struck off). Controls are assessed in accordance with the requirement of Ind AS 110 - Consolidated Financial Statements. The Consolidated Financial Statement are presented in Indian Rupees and all values are rounded to the nearest Rupees lacs, except when otherwise indicated.

2.2 *Use of estimates*

The preparation of the consolidated financial statements in conformity with the recognition and measurement principles of IND AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.3.1 Impairment of Investments:

The determination of impairment on investments requires the use of estimates and assumptions. Management exercises judgment in assessing whether there are indicators of impairment and in estimating the recoverable amount of the investments.

2.3.2 Valuation of deferred tax assets / liabilities

The company reviews the carrying amount of deferred tax assets/ Liabilities at the end of each reporting period.

2.3.3 Provisions and contingent liabilities

A provision is recognized when the company has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the consolidated financial statements. A contingent asset is neither recognized nor disclosed in the consolidated financial statements. However, the detail of existing contingencies as on 31stMarch, 2025 is provided Note no. 3.20.2

2.4 Principles of Consolidation and Equity Accounting

Consolidated financial statements are the financial statements of the group in which assets, liabilities, equity, income, expenses and cash flows of the parent and its subsidiaries are presented as those of a single economic entity.

(i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls the entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date, the control seizes.

The group combines the financial statements of the parent and its subsidiaries line by line, adding together like items of assets, liabilities, equity, income and expenses. Inter-company transactions, balances and unrealized gains all transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of impairment of the transferred assets. Accounting policies of subsidiaries have been changed wherever considered necessary to ensure consistency with the policies adopted by the group.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the consolidated statement of the profit and loss, consolidated statement of changes in equity and balance sheet respectively.

(ii) Investment in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.

The Group's investments in its associate and joint venture are accounted for using the equity method. Under the equity method, the investment in an associate or a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

If an entity's share of losses of an associate or a joint venture equal or exceeds its interest in the associate or joint venture (which includes any long-term interest that, in substance, form part of the Group's net investment in the associate or joint venture), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of an associate and a joint venture is shown on the face of the statement of profit and loss outside operating profit.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognises the loss as 'Share of profit of an associate and a joint venture' in the statement of profit and loss.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss

(iii) Changes in ownership interests

The Group treats transactions with non-controlling interests which does not result in loss of control as transaction with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of adjustment to non-controlling interests and any consideration paid or received is recognized within equity.

When the Group ceases to consolidate or equity account for an investment because of loss of control, joint control or significant influence, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognized in profit or loss. The fair value becomes the initial carrying amount for the purposes of subsequent accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of related assets or liabilities.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income are reclassified to profit or loss where appropriate.

2.5 Foreign currency translations

(i) Functional and Presentation Currency

The Group's consolidated financial statements are presented in INR, which is also the parent company's functional currency. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as part of the entity's net investment in that foreign operation.

Foreign exchange differences regarded as adjustment to borrowing cost are presented within finance cost. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/losses.

Non-monetary assets and liabilities denominated in foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

(iii) Group Companies

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Company's foreign operations that have a functional currency other than Indian rupees are translated into Indian rupees using exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for

the period. Exchange differences arising, if any, are recognized in other comprehensive income and held in foreign currency translation reserve (FCTR), a component of equity, except to the extent that the translation difference is allocated to non-controlling interest.

2.6 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivables. Amounts disclosed as revenue are exclusive of excise duty/GST and net of returns, trade allowances, rebates, discounts, and value added taxes.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below.

Sale of goods

Sales are recognised when substantial risk and rewards of ownership are transferred to customer as per the terms of the contract, there is no continuing managerial involvement with the goods. The Group retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods., in case of domestic customer, sales take place when goods are dispatched or delivery is handed over to transporter, in case of export customers, sales takes place when goods are shipped on board based on bill of lading.

Interest

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Revenue from Services

Revenue from services is recognised in the accounting period in which the services are rendered.

Leases

Leases in which the group does not transfer substantially all the risks and rewards incidental to ownership of an asset is classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

2.7 Employee benefits

- **Short-Term Employee Benefits**

Short - term employee benefits include performance incentive, salaries & wages, bonus and leave travel allowance. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the services.

2.8 Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the interest costs. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset.

Processing fee paid for borrowings is amortized over the term of long term loan through statement of profit & loss. All other borrowing costs are expensed in the period in which they occur.

2.9 Depreciation & Amortization

The group depreciates property, plant and equipment over their estimated useful lives using the straight-line method. Depreciation methods, useful lives and residual values are reviewed at each reporting period. Depreciation on additions/deductions to property, plant and equipment is provided on pro-rata basis from the date of actual installation or up to the date of such sale or disposal, as the case may be.

Leasehold assets are amortized equally over the period of their lease.

2.10 Impairment of Assets

i) Financial assets (other than at fair value)

The group assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The group recognizes lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction.

(ii) Non-financial assets

a) Property, Plant &equipment and Intangible Assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is an indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit or loss.

b) Investment - Others

Current Investments

Quoted financial assets have been classified as FVTOCI and unquoted financial assets have been classified as Fair Value through Profit & Loss [FVTPL].

Non-Current Investments

Quoted long term investments have been classified as FVTOCI and unquoted long term investments have been classified as FVTPL.

2.11 *Non-Current Assets held for sale/ Discontinued Operations*

The Group classifies non-current assets and disposal groups as held for sale, if their carrying amounts is likely to be recovered principally through a sale rather than through continuing use and there is a commitment from the management to sale the above assets within one year from the date of classification. The asset is regarded as held for sale only when the assets or disposal group is available for immediate sale in its present condition, subject only to the terms that are usual and customary for sales and its sale is highly probable and also it will genuinely be sold, not abandoned.

Non-current assets held for sale to owners and disposal groups are measured at lower of their carrying amount and the fair value less cost to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet. Property, plant and equipment and intangible assets held for sale, once classified as held for sale are not further depreciated or amortized. Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss.

2.12 Income taxes

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Minimum Alternative Tax [MAT] paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal income tax in future periods. Accordingly, MAT is recognized as an asset in the balance sheet when it is probable that future economic benefits associated with it flow to the Group and the asset can be measured reliably.

2.13 Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation /amortization and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management. The cost of property, plant & equipment also includes initial estimates of dismantling cost and restoring the site to its original position, on which the site is located.

2.14 Financial instruments

2.14.1 Financial Assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the group business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the group has applied the practical expedient, the group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the group has applied the practical expedient are measured at the transaction price determined under Ind AS 115.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss.

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the group. The group all financial assets fall under this category. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. The group financial assets at amortised cost includes trade receivables, and loan & receivables.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the group balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement~ and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the group continues to recognise the transferred asset to the extent of the group continuing involvement. In that case, the group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the group could be required to repay.

2.14.2 Financial Liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The group financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at amortised cost (Loans and borrowings)

This is the category most relevant to the Company. All financial liabilities fall under this category. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

2.15 *Borrowings*

Borrowings are initially measured at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method.

Preference Shares are separated into equity and liability components based on the terms of the issue / contract. Interest on liability component of preference shares is determined using amortized cost method and is charged to the statement of profit & loss.

2.16 Investments

a) Investment - Others

Current Investments

Quoted financial assets have been classified as FVTOCI and unquoted financial assets have been classified as Fair Value through Profit & Loss [FVTPL].

Non-Current Investments

Quoted long term investments have been classified as FVTOCI and unquoted long term investments have been classified as FVTPL.

2.17 Provisions

A provision is recognized if, as a result of a past event, the group has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

2.18 Inventories

- Raw Materials, Goods under process and Finished goods are valued at cost (Net of provision for diminution) or *Net Realizable value, whichever is lower.
- Waste and Scrap is valued at Net Realizable Value.
- Cost of inventories of Raw Materials and stores and Spares is ascertained on FIFO basis.
- Cost of goods under process comprise of cost of materials and proportionate production overhead. Cost of material for this purpose is ascertained on FIFO basis.
- Provision for obsolescence in inventories is made, whenever required.

  *Net Realizable Value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

2.19 *Earnings per equity share*

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Group by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Group by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

2.20 Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company's board of directors.

Furthermore, unpaid/ unclaimed dividend are transferred to unpaid dividend account and on expiration of 7 years period, same are deposited in Investor Education and Protection Fund.

2.21 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2.22 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

For assets and liabilities that are recognized in the Consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

* Disclosures for valuation methods, significant estimates and assumptions
* Quantitative disclosures of fair value measurement hierarchy
* Investment in unquoted equity shares
* Financial instruments

2.23 Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per company's normal operating cycle and other criteria set out in the Schedule III to the Act.

Note No: 3.1

(Rs. in Lakhs)

Particulars	Plant and Equipment	Furnitures & Fixtures	Vehicles	Office Equipment	Total
Gross Block					
As at 01.04.2024 (A)	**1,042.34**	**0.48**	**20.31**	**18.35**	**1,081.47**
Additions	–	–	–	–	–
Disposals	–	–	–	–	–
As at 31.03.2025 (B)	**1,042.34**	**0.48**	**20.31**	**18.35**	**1,081.47**
Depreciation					
As at 01.04.2024 (C)	**1,042.34**	**0.48**	**20.31**	**18.35**	**1,081.47**
Additions	–	–	–	–	–
Disposals	–	–	–	–	–
As at 31.03.2025 (D)	**1,042.34**	**0.48**	**20.31**	**18.36**	**1,081.47**
Net Block					
As at 01.04.2024 (A-C)	**–**	**–**	**–**	**–**	**–**
As at 31.03.2025 (B-D)	**–**	**–**	**–**	**–**	**–**

NON-CURRENT FINANCIAL ASSETS

Note No: 3.2 INVESTMENTS ***(Rs. in Lakhs)***

Particulars	As at 31.03.2025	As at 31.03.2024
Investment in joint venture		
10,00,000 equity shares (Previous Year 10,00,000) of Rs 10/- each in Rollatainers Toyo Machines Private Limited*	24.33	24.33
Less: Provision for impairment	(24.33)	(24.33)
Other Investments		
Previous Year 10,00,000 non-cumulative non-convertible debentures of Rs 34/- each in Nupur Finvest Private Limited	-	340.00
Total	**-**	**340.00**

* The company has impaired its investment in Joint venture Rollatainers Toyo Machines Private Limited in financial year ended on 31.03.2022 as the JV compay has been struck off

Particulars	As at 31.03.2025	As at 31.03.2024
Aggregate value of unquoted investments		
-In Joint ventures	24.33	24.33
-In Others	-	340.00
Aggregate value of impairment	(24.33)	(24.33)
Total	**-**	**340.00**

Note No: 3.3 OTHER NON-CURRENT ASSETS ***(Rs. in Lakhs)***

Particulars	As at 31.03.2025	As at 31.03.2024
(i) Loans & advances		
Unsecured considered good		
Security deposits	-	11.32
Advance for property	138.00	-
Deposit with government department	70.71	101.59
Total	**208.71**	**112.90**

Note: No loan is given to any directors or other officers of the company

Note No: 3.4 TRADE RECEIVABLES ***(Rs. in Lakhs)***

Particulars	As at 31.03.2025	As at 31.03.2024
Undisputed unsecured trade receivables		
Considered good		204.25
Credit impaired	-	196.19
Less : Allowance for bad and doubtful debts	-	(196.19)
Total	**-**	**204.25**

Note No: 3.4.1 TRADE RECEIVABLES AGEING *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
- Less than 6 month	–	18.16
- 6 month to 1 year	–	–
- 1 to 2 year	–	–
- 2 to 3 year	–	129.21
- More than 3 year	–	253.07
Total	**–**	**400.44**

Note No: 3.5 CASH AND CASH EQUIVALENTS *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
Balance with schedule banks:		
Current accounts	5.05	27.30
Cash in hand	0.50	–
Total	**5.55**	**27.30**

Note No: 3.6 OTHER BANK BALANCES *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
Current account*	1.89	–
Fixed deposits (held as margin money against letter of credits/bank guarantees)**	–	47.55
Total	**1.89**	**47.55**

* refer note 3.31

** Other bank balances, as on 31st March 2024 included the restricted bank balances of Rs.47.55 lakhs. The restriction was primarily on account of cash and bank balances held as margin money deposited against guarantee/ LC's issued by bank and earmarked balances. The deposits of Rs 9.31 lakhs attributable to continuing businedd has been released in the current financial year.

Note No: 3.7 OTHER CURRENT FINANCIAL ASSETS *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
Other current financial assets		
Staff advance	–	2.52
Total	**–**	**2.52**

Note No: 3.8 CURRENT TAX ASSETS *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
Advance Tax/TDS (Net)	25.34	62.80
Total	**25.34**	**62.80**

Note No: 3.9 OTHER CURRENT ASSETS *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
Loans & advances recoverable in cash or in kind or for value to be received		
Unsecured considered good :		
(I) Advances		
Other advances	0.03	11.33
Total	**0.03**	**11.33**

Note: No loan is given to any directors or other officers of the company

Note No: 3.10 ASSETS INCLUDED IN DISPOSAL GROUP HELD FOR SALE *(Rs. in Lakhs)*

A) The Board of Directors of the Company, at its meeting held on 17th March 2025, approved the sale of the Company's entire investment in its material subsidiary, RT Packaging Limited, comprising 2,24,99,900 Equity Shares and 2,00,000 Preference Shares. The proposal was subsequently approved by shareholders at the Extraordinary General Meeting held on 9th April 2025. The sale is expected to be completed within three months from the end of the financial year.

In view of the above, and in accordance with the requirements of Indian Accounting Standard (Ind AS) 105 – Non-current Assets Held for Sale and Discontinued Operations, all the assets and liabilities pertaining to RT Packaging Limited have been classified as a disposal group held for sale and presented separately in the current financial year.

The summary of financial performance of the discontinued operation is as under:

Assets included in disposal group held for sale	As at 31.03.2025
Non-current assets	
Property, plant and equipment	3,158.35
Other non-current assets	45.87
Sub total	**3,204.23**
Current assets	
Financial assets	
Trade receivables	41.02
Cash and cash equivalents	19.14
Other bank balances	64.55
Current tax assets (net)	0.25
Other current assets	17.44
Sub total	**142.41**
Total	**3,346.63**

Note No: 3.10 ASSETS INCLUDED IN DISPOSAL GROUP HELD FOR SALE (continued)

Liabilities included in disposal group held for sale	**As at 31.03.2025**
Non-current liabilities	
Financial liabilities	
Borrowings	2,611.47
Sub total	**2,611.47**
Current liabilities	
Financial liabilities	
Trade payables	314.61
Other current liabilities	17.92
Sub total	**332.54**
Total	**2,944.01**

PROFIT AND LOSS FROM DISCONTINUED OPERATIONS	**For the Year Ended 31.03.2025**	**For the Year Ended 31.03.2024**
I. Revenue from operations	-	117.60
II. Other income	18.60	1.74
III. Total revenue (I + II)	**18.60**	**119.34**
IV. Expenses		
Employee benefit expense	2.95	8.25
Finance costs	32.69	208.68
Depreciation and amortization	9.79	10.10
Other expenses	44.03	27.34
Total expenses	**89.45**	**254.38**
V. Loss before exceptional items and tax (III-IV)	**(70.86)**	**(135.04)**
VI. Exceptional items [(expense)/income]	(1.91)	58.46
VII. Loss before tax	**(72.77)**	**(76.57)**
VIII. Tax expense:	–	–
IX. (Loss)/ profit after tax from discontinued operations (VII-VIII)	**(72.77)**	**(76.57)**
X. Other comprehensive income		-
XI. Total comprehensive income for the period (IX + X)	**(72.77)**	**(76.57)**

NET CASH FLOWS FROM DISCONTINUED OPERATIONS	**For the Year Ended 31.03.2025**
Net Cash flows from operating activities	(144.62)
Net Cash flows from investing activities	18.60
Net Cash flows from financing activities	137.00
Net increase/decrease in cash and cash equivalents	**10.97**

B) During the previous financial year, the subsidiary had classified its land and building as "Held for Sale" under Ind AS 105 as under:

Particulars	As at 31.03.2025	As at 31.03.2024
Asset held for sale	-	2,957.55
Total	-	2,957.55

However, by September 2024, the assets no longer met the criteria for this classification and have been reclassified to "Property, Plant, and Equipment" (PPE). Future depreciation to be charged to the Statement of Profit and Loss.

Note No: 3.11 AUTHORISED SHARE CAPITAL ***(Rs. in Lakhs)***

Particulars	As at 31.03.2025	As at 31.03.2024
47,00,00,000 (Previous Year 47,00,00,000), equity shares, Rs. 1/- par value	4,700.00	4,700.00
18,00,00,000 (Previous Year 18,00,000) preference shares, Rs. 1/- (Previous Year Rs. 100/-) par value*	1,800.00	1,800.00
Total	**6,500.00**	**6,500.00**

ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL ***(Rs. in Lakhs)***

Particulars	As at 31.03.2025	As at 31.03.2024
25,01,30,000 (Previous Year 25,01,30,000) equity shares, fully paid-up of Rs. 1/- par value	2,501.30	2,501.30
1,40,00,000 (Previous Year 1,40,000) 10.00% non-convertible redeemable preference share, fully paid-up of Rs. 1/- (Previous Year Rs. 100/-) par value*	140.00	140.00
10,00,00,000 (Previous Year 10,00,000) 2.00% non-convertible redeemable preference share, fully paid-up of Rs. 1/- (Previous Year Rs. 100/-) par value*	1,000.00	1,000.00
Total	**3,641.30**	**3,641.30**

Note No: 3.11.1 The reconciliation of the number of shares outstanding and the amount of share capital as at 31.03.2025 and 31.03.2024 is set out below: ***(Rs. in Lakhs)***

EQUITY SHARES

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number of Shares	Amount	Number of Shares	Amount
Number of shares face value of Rs.1/- each	25,01,30,000	2,501.30	25,01,30,000	2,501.30
Add: Share Issue	–	–	–	–
Number of Shares at the end	**25,01,30,000**	**2,501.30**	**25,01,30,000**	**2,501.30**

PREFERENCE SHARES*

(i) 10.00%, non-convertible redeemable preference shares of Rs. 100 each

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number of Shares	Amount	Number of Shares	Amount
Number of Shares at the beginning	1,40,000	140.00	1,40,000	140.00
Less: reclassification during the year (Face value from Rs. 100/- to Rs. 1/- per share)*	(1,40,000)	(140.00)	-	-
Number of shares at the end	**-**	**-**	**1,40,000**	**140.00**

(ii) 10.00%, non-convertible redeemable preference shares of Rs. 1/- each

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number of Shares	Amount	Number of Shares	Amount
Number of Shares at the beginning	-	-	-	-
Add: reclassification during the year (Face value from Rs. 100/- to Rs. 1/- per share)*	1,40,000	140.00	-	-
Number of shares at the end	**1,40,000**	**140.00**	**-**	**-**

(iii) 2.00%, non-convertible redeemable preference shares of Rs. 100 each

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number of Shares	Amount	Number of Shares	Amount
Number of Shares at the beginning	10,00,000	1,000.00	10,00,000	1,000.00
Less: reclassification during the year (Face value from Rs. 100/- to Rs. 1/- per share)*	(10,00,000)	(1,000.00)	–	–
Number of shares at the end	–	–	**10,00,000**	**1,000.00**

(iv) 2.00%, non-convertible redeemable preference shares of Rs. 1/- each

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number of Shares	Amount	Number of Shares	Amount
Number of Shares at the beginning	–	–	–	–
Add: reclassification during the year (Face value from Rs. 100/- to Rs. 1/- per share)*	10,00,000	1,000.00	–	–
Number of shares at the end	**10,00,000**	**1,000.00**	–	–

* In accordance with Ind AS 109, the liability component of the preference shares has been classified under borrowings (Refer Note 3.14), while the equity component of the instrument is presented under share capital (Refer Note 3.11).

Note No: 3.11.2 RIGHTS, PREFERENCES AND RESTRICTIONS ATTACHED TO THE SHARES.

Equity Shares : The company has only one class of equity shares having a par value of Rs 1/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

Preference Shares : The Company currently has issued 10%, non-convertible redeemable preference shares of Rs. 1/- each,2% non-convertible redeemable preference shares of Rs. 1/- each. The Preference Shareholders enjoy a preferential right in the payment of dividend during the life time of the company. The claim of Preference shareholders is prior to the claim of equity shareholders. In the event of winding up of the company, the redemption of preference shares shall have priority over equity shareholders.

***Note:**

1) The Board of Directors of the Company in their meeting on 10th May 2024, proposed variation/alteration in the terms of preference shares of the Company as below:

(a) Allotment of 53,63,984 10% Compulsorily Convertible Preference Shares (CCPS) of Re. 1/- each in lieu of existing 1,40,000, 10% Redeemable Non-Convertible Preference Shares (RNCPS) of Rs. 100 each.

(b) Allotment of 3,83,14,176 2% Compulsorily Convertible Preference Shares (CCPS) of Re. 1/- each in lieu of existing 10,00,000, 2% Redeemable Non-Convertible Preference Shares (RNCPS) of Rs. 100 each.

The proposal was approved by shareholders in extraordinary general meeting on 05th June 2024. The Company is in process of obtaining regulatory approval for the same.

2) The shareholders of the Company at their Extra-Ordinary General Meeting held on 5th day of June, 2024 approved the following changes in the Share Capital of the Company:

Reclassification of Authorized Share Capital from existing 18,00,000 preference shares of Rs. 100/- each to 18,00,00,000 preference shares of Rs. 1/- each.

Note No: 3.11.3 Details of Shareholders Holding more than 5% Share Capital

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number of Shares	Amount	Number of Shares	Amount
Equity shares				
WLD INVESTMENTS PRIVATE LIMITED	12,74,60,400	50.96%	12,74,60,400	50.96%
Preference shares*				
10.00%, non-convertible redeemable preference shares of Rs. 1/- (Previous year Rs. 100/-) each				
WLD INVESTMENTS PRIVATE LIMITED	–	–	1,40,000	100%
NEWTIME INFRASTRUCTURE LIMITED	1,40,00,000	100%	–	–
2% non-convertible redeemable preference shares of Rs. 1/- (Previous year Rs. 100/-) each				
WLD INVESTMENTS PRIVATE LIMITED	–	–	10,00,000	100%
NEWTIME INFRASTRUCTURE LIMITED	10,00,00,000	100%	–	–

Note No: 3.11.4 Details of Promoter holding

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number of Shares	Amount	Number of Shares	Amount
WLD INVESTMENTS PRIVATE LIMITED	12,74,60,400	50.96%	12,74,60,400	50.96%
%change in shareholding				

Note No: 3.12 OTHER EQUITY ***(Rs. in Lakhs)***

Particulars	As at 31.03.2025	As at 31.03.2024
Securities Premium Reserve		
Opening balance at the beginning of the year	9,149.35	9,149.35
Closing balance at the end of the year	**9,149.35**	**9,149.35**
Capital Reserve		
Opening balance at the beginning of the year	119.69	119.69
Closing balance at the end of the year	**119.69**	**119.69**
Capital reserve due to consolidation		
Opening balance at the beginning of the year	2,478.98	2,478.98
Closing balance at the end of the year	**2,478.98**	**2,478.98**
Capital Redemption Reserve		
Opening balance at the beginning of the year	210.00	210.00
Closing balance at the end of the year	**210.00**	**210.00**
Revaluation Reserve		
Opening balance at the beginning of the year	2,379.19	3,891.81
Add: Addition during the period	210.59	(1,512.62)
Closing balance at the end of the year	**2,589.77**	**2,379.19**
Equity Instruments through Other Comprehensive Income		
Opening balance at the beginning of the year	1,464.13	1,464.13
Closing balance at the end of the year	**1,464.13**	**1,464.13**
Total (A)	**16,011.92**	**15,801.34**

(Rs. in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
General reserve		
Opening balance at the beginning of the year	1,710.69	1,710.69
Closing balance at the end of the year	**1,710.69**	**1,710.69**
Retained earnings		
Opening balance at the beginning of the year	(20,778.01)	(20,967.18)
Add: (Loss)/ profit for the period	(178.54)	189.18
Total of retained earnings at the end of the year	**(20,956.54)**	**(20,778.01)**
Closing balance at the end of the year (B)	**(19,245.86)**	**(19,067.32)**
Total (A+B)	**(3,233.93)**	**(3,265.98)**

Note No: 3.13 NON CONTROLLING INTEREST *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
Opening balance at the beginning of the year	(1,169.20)	(1,005.90)
Add: Addition during the period	11.79	(163.31)
Closing balance at the end of the year	**(1,157.41)**	**(1,169.20)**

Note No: 3.14 BORROWINGS *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
UNSECURED LOANS		
Unsecured loans from related party	–	1,215.09
Unsecured loans from others	–	229.97
Liability component of preference share capital		
1% Optionally convertible non-cumulative preference shares of Rs.100 each redeemable in 10 years		
1,00,000 (Previous Year 1,00,000) preference shares,fully paid up	–	1,000.00
10% non-convertible redeemable preference share of Rs.1/- (Previous year Rs. 100/-) each, redeemable on or before 10 years		
1,40,00,000 (Previous Year 1,40,000) preference shares, fully paid up	121.11	119.10
2% non-convertible redeemable preference shares of Rs.1/- (Previous year Rs. 100/-) each, redeemable on or before 10 years		
10,00,00,000 (Previous Year 10,00,000) Preference shares, fully paid up	1,000.00	951.78
*Discount rate applied as 10% p.a.		
Total	**1,211.11**	**3,515.94**

1. Terms/Rights attached to the optionally convertible preferences shares
Refer to note 3.11 for the same

Note No: 3.15 OTHER FINANCIAL LIABILITIES *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
Security deposits	–	54.40
Total	–	**54.40**

Note No: 3.16 TRADE PAYABLES *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
Total outstanding dues of Micro enterprises & small enterprises		
The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year	–	–
(a) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	–	–
(b) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	–	–
(c) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	–	–
(d) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	–	–
Total outstanding dues other than micro enterprises & small enterprises	6.61	378.09
Total	**6.61**	**378.09**

Note No: 3.16.1 TRADE PAYABLES *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
Undisputed unsecured trade payables	–	–
- Considered good	6.61	103.43
Disputed unsecured trade payables	–	274.66
Total	**6.61**	**378.09**

Note No: 3.16.2 TRADE PAYABLES AGEING *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
- Upto 1 year	0.83	1.45
- 1 to 2 year	–	0.28
- 2 to 3 year	–	35.92
- More than 3 year	5.77	340.45
Total	**6.61**	**378.09**

Note No:3.17 OTHER FINANCIAL LIABILITIES *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
Payable to corporates		
(i) From related party	1,332.80	1,350.30
(ii) From others	35.50	281.50
Total	**1,368.30**	**1,631.80**

* Outstanding for more than 365 days

Note No: 3.18 OTHER CURRENT LIABILITIES *(Rs. in Lakhs)*

Particulars	As at 31.03.2025	As at 31.03.2024
Salary payable	1.00	28.19
Other expenses payable	0.28	3.78
Statutory dues	36.87	41.73
Other payables	–	46.16
Total	**38.15**	**119.86**

Note No: 3.19 OTHER INCOME *(Rs. in Lakhs)*

Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Interest income	5.41	41.28
Balances written back	1.73	36.32
Total	**7.14**	**77.60**

Note No: 3.20 EXPENSES

Employee benefits expenses *(Rs. in Lakhs)*

Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Salaries and wages	9.83	11.42
Total	**9.83**	**11.42**

Note:-Company has not opted for actuarial valuation for the current year. In case of any liability related to employee arises, the same will paid on actual basis and accounted for in the books of accounts

Finance costs *(Rs. in Lakhs)*

Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Interest on redeemable preference shares* * Interest rate applied at 10% p.a.	50.23	108.94
Total	**50.23**	**108.94**

Other expenses *(Rs. in Lakhs)*

Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Administrative and selling expenses		
Advertisement and publicity	1.23	0.90
Auditor's remuneration	1.25	1.00
Bank charges	0.15	0.25
Director sitting fees	2.03	2.05
Legal and professional	7.63	2.49
Software Expenses	0.51	0.09
Miscellaneous expenses	1.50	0.75
Printing and stationery	0.34	0.35
Rate, fee and taxes	22.76	9.97
Penalties and others charges	2.58	–
Telephone, communication and postage	0.11	0.07
Travelling and conveyance	0.99	1.03
Total administrative and selling expenses	**41.05**	**18.94**

Note No: 3.20.1 AUDITOR'S REMUNERATION *(Rs. in Lakhs)*

Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Auditors payments		
As auditor	1.25	1.00
Total	**1.25**	**1.00**

Note No: 3.20.2 CONTINGENT LIABILITIES AND COMMITMENTS (To The Extent Not Provided For)

(Rs. in Lakhs)

Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Provident fund*	142.68	142.68
Central excise and other matters	6.47	6.47
Income tax demand	18.10	18.10
Liabilities in respect of legal cases by and against the company	Amount not ascertainable	Amount not ascertainable

* The company has deposited 62.26 lacs against above demand.

Note No: 3.21 OTHER COMPREHENSIVE INCOME (OCI) ***(Rs. in Lakhs)***

	Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
i)	Changes in revaluation surplus, arising in respect of revauation of land and building	210.59	(1,512.62)
	Total	**210.59**	**(1,512.62)**

Note No : 3.22 EARNINGS PER SHARE

Calculation of EPS (Basic and Diluted)	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Opening number of shares	25,01,30,000	25,01,30,000
Closing number of shares	25,01,30,000	25,01,30,000
Weighted average no of shares for calculating basic and diluted earnings per share	25,01,30,000	25,01,30,000
(Loss)/profit from continuing operation	(93.98)	(61.69)
(Loss)/profit from discontinued operations	(63.48)	(64.68)
(Loss)/profit after tax	**(157.46)**	**(126.36)**
Earnings per share for continuing operations		
Basic and diluted	**(0.04)**	**(0.02)**
Earnings per share for discontinuing operations		
Basic and diluted	**(0.03)**	**(0.03)**
Earnings per share for continuing and discontinuing operations		
Basic and diluted	**(0.06)**	**(0.05)**

Note No : 3.23 SEGMENT INFORMATION

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The managing committee is considered to be the 'Chief Operating Decision Maker' (CODM) as defined in IND AS 108. The Operating Segment is the level at which discrete board of directors financial information is available. The CODM allocates resources and access performance at its level. As at 31st March 2025, there was no business whose operating results were reviewed by the management of the Company separately for allocation of resources. Accordingly, the Company's segment information was not included in the financial statement.

Note No. 3.24 Related Party Disclosures & Transactions

Regulation 23 (9) of SEBI (Listing obligations and disclosure requirements): Related party transactions

In accordance with the requirements of Indian Accounting Standard (Ind AS-24) the names of the related parties where control exists and /or with whom transactions have been taken place during the period and description of relationships as identified and certified by the management are as hereunder:

A) Names of related parties & description of relationship

1)	**Holding company**	WLD Investments Private Limited	
2)	**Subsidiary**	RT Packaging Ltd	
3)	**Joint venture**	Rollatainers Toyo Machines Private Limited	
4)	**Companies due to common directorship**	Gateway Impex Private Limited	
5)	**Key management personnel**	Ms. Aarti Jain	Director
		Ms Manisha Goel (till April'24)	Director
		Ms. Rajiv Kapur Kanika Kapur	Director
		Mr. Vipul Gupta (till 18.07.2024)	Director
		Mr. Amit Sharma	Managing Director
		Mr. Sanjay Sharma	Director
		Mr. Sri Kant	Director
		Mr. Manbar Rawat	Chief financial officer
		Ms. Aditi Jain	Company Secretary

B) Transactions

(Rs. in Lakhs)

Particulars	Associate/Holding/Subsidiaries or Associate/Joint Ventures of Holding Company		Key Management Personnel		For the Year Ended	
	March, 2025	March, 2024	March, 2025	March, 2024	March, 2025	March, 2024
Advance given returned	21.50	–	–	–	21.50	–
Amount paid	–	11.30	–	–	–	11.30
Amount received	4.00	60.00	–	–	4.00	60.00
Payment on behalf of the company	–	–	0.98	–	0.98	–
Remuneration of key management personnel	–	–	14.59	12.21	14.59	12.21
Accrued interest	4.59	3.67	–	–	4.59	3.67
Balance written off/ written back	–	20.54	–	–	–	20.54
Balance payable at the year end	**2,552.48**	**2,565.39**	**1.08**	**1.31**	**2,553.57**	**2,566.70**
-WLD Investment Pvt Ltd	2,552.48	2,543.89	–	–	2,552.48	2,543.89
-Gateway Impex Private Limited	–	21.50	–	–	–	21.50
-Manisha Goel	–	–	–	0.15	–	0.15
-Manbar Singh Rawat	–	–	0.56	0.38	0.56	0.38
-Harish Kumar	–	–	–	0.35	–	0.35
-Aditi Jain	–	–	0.53	0.43	0.53	0.43

Note No. : 3.25 Disclosure of transaction with strike off companies

The Company has not entered into any transactions with companies that have been struck off under the Companies Act during the financial year.

Note No. : 3.26 Financial assets and liabilities

The carrying value of financial instruments by categories as of March 31, 2025 is as follows:

(Rs. in Lakhs)

Particulars	Fair value through profit & loss A/C	Fair value through other comprehensive income	Amortised cost	Total carrying value
Financial Assets				
Cash and cash equivalents	–	–	91.13	91.13
Other bank balance				
Trade receivables	–	–	41.02	41.02
Investment	–	–	–	–
Other current financial assets	–	–	–	–
Total	**–**	**–**	**132.15**	**132.15**
Financial Liabilities				
Trade payables	–	–	321.22	321.22
Borrowings	–	–	3,732.59	3,732.59
Other financial liabilities	–	–	1,368.30	1,368.30
Total	**–**	**–**	**5,422.11**	**5,422.11**

The carrying value of financial instruments by categories as of March 31, 2024 is as follows:

(Rs. in Lakhs)

Particulars	Fair value through profit & loss A/C	Fair value through other comprehensive income	Amortised cost	Total carrying value
Financial Assets				
Cash and cash equivalents				
Other bank balance	–	–	74.85	74.85
Trade receivables	–	–	204.25	204.25
Investment	–	–	340.00	340.00
Other current financial assets	–	–	2.52	2.52
Total	**–**	**–**	**621.63**	**621.63**
Financial Liabilities				
Trade payables	–	–	378.09	378.09
Borrowings	–	–	3,515.94	3,515.94
Other financial liabilities	–	–	1,686.20	1,686.20
Total	**–**	**–**	**5,580.23**	**5,580.23**

Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 — Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The financial instruments included in Level 2 of fair value hierarchy have been valued using quotes available for similar assets and liabilities in the active market. The investments included in Level 3 of fair value hierarchy have been valued using the cost approach to arrive at their fair value. The cost of unquoted investments approximate the fair value because there is a range of possible fair value measurements and the cost represents estimate of fair value within that range.

The following table summarises financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis (but fair value disclosure are required):

As at March 31, 2025 ***(Rs. in Lakhs)***

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Cash and cash equivalents and Other bank balances	–	–	91.13	91.13
Trade receivables	–	–	41.02	41.02
Investments	–	–	–	–
Other current financial assets	–	–	–	–
Financial Liabilities				
Trade payables	–	–	321.22	321.22
Borrowings	–	–	3,732.59	3,732.59
Other financial liabilities	–	–	1,368.30	1,368.30

As at March 31, 2024 ***(Rs. in Lakhs)***

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Cash and cash equivalents and Other bank balances	–	–	74.85	74.85
Trade receivables	–	–	204.25	204.25
Investments	–	–	340.00	340.00
Other current financial assets	–	–	2.52	2.52
Financial Liabilities				
Trade payables	–	–	378.09	378.09
Borrowings	–	–	3,515.94	3,515.94
Other financial liabilities	–	–	1,686.20	1,686.20

Note No. : 3.32 Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the company's operations and to support its operations. The company's financial assets include investment, loans, trade and other receivables, and cash & cash equivalents.

The company is exposed to credit risk and liquidity risk. The company's senior management overseas the management of these risks. . The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below:

(A) Market Risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: Interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings, deposits and payables/ receivables in foreign currencies.

-Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company has no borowings and hence not exponsed to interest rate risk.

-Foreign currency risks

Foreign risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company is not dealing in foreign currency transaction therefore the company is not exposed to foreign currency risks.

(B) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including loans to related parties, deposits with banks and other financial instruments.

(C) Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure funds are available for use as per requirements. The Company's prime source of liquidity is cash and cash equivalents and the cash generated from operations. The Company has no outstanding bank borrowings. The Company invests its surplus funds in bank, fixed deposit and mutual funds, which carry minimal mark to market risks.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments :

(Rs. in Lakhs)

Particulars	0 to 1 year	1 to 2 years	2 to 5 years	More than 5 years	Total
As at 31st March, 2025					
Trade and other payables	321.22	–	–	–	321.22
Other financial liabilities	4,687.98	391.80	–	40.00	5,119.78
TOTAL	**5,009.20**	**391.80**	**–**	**40.00**	**5,441.00**
As at 31st March, 2024					
Trade and other payables	378.09	–	–	–	378.09
Other financial liabilities	4,898.66	229.97	–	40.00	5,168.63
TOTAL	**5,276.76**	**229.97**	**–**	**40.00**	**5,546.72**

Note No. : 3.28 The is no operating lease in the Company and its subsidiary during the current year. Rental income recognised by the subsidiary during the year is NIL (previous year: INR 117.60 lacs).

Note No. : 3.29 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents.

(Rs. in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Financial liabilities in Note_3.14, 3.15 3.16 and 3.17.	2,496.02	5,580.23
Less: Cash and cash equivalents (excluding cash held as margin money)	5.55	27.30
Net debt	2,490.47	5,552.93
Equity	2,501.30	2,501.30
Capital and net debt	4,991.77	8,054.23
Gearing ratio	49.89%	68.94%

Note no. 3.30

Pursuant to the approval granted by the shareholders in the Extraordinary General Meeting held on 16th May 2024, the Company had proposed to issue 11,76,47,070 convertible equity warrants to certain non-promoter entities on a preferential basis at an issue price of Rs. 1.70/- each, aggregating to Rs. 2,000 lacs, subject to receipt of applicable regulatory approvals.

However, the proposed allottees have withdrawn their consent to subscribe to the warrants, citing delays in opening the preferential offer which had caused a change in their financial and strategic priorities. Given that these allottees represented a significant portion of the proposed issue, their withdrawal has substantially impacted the size and feasibility of the preferential issue. Accordingly, the Board has considered and approved to withdraw the above said proposal of preferential issue.

Note no. 3.31

A Provisional Attachment Order No. 09/2024, issued via email dated 13th September 2024 by the Deputy Director posted at the Gurugram Zonal Office, Directorate of Enforcement, New Delhi, has been passed against the Company and its subsidiary. This order pertains to the provisional attachment of immovable properties held in the Subsidiary's name, vide reference number F.No.ECIR/GNZO/14/2024, dated 05th September 2024, and includes the attachment of shares held by the promoter company and freezing of one of the bank account of the Company and the subsidiary. This order, however, does not affect the business operations of the Company.

Note no. 3.32

The company has accumulated losses at the end of the year and had incurred loss in the past years and accordingly management of the company has decided not to recognise any deferred tax asset on conservative basis.

Note no. 3.33

A. No transactions to report during the current as well as previous financial year against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

(a) Crypto Currency or Virtual Currency

(b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

(c) Registration of charges or satisfaction with Registrar of Companies

(d) Relating to borrowed funds:

i. Wilful defaulter

ii. Utilisation of borrowed funds & share premium

iii. Borrowings obtained on the basis of security of current assets

iv. Discrepancy in utilisation of borrowings

v. Current maturity of long term borrowings

(e) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

B. The group has complied with the number of layers prescribed under the Companies Act

C. The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

D. The Company has not received any funds from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note No. : 3.34 The Group's accumulated losses as on 31st March, 2025 stands at Rs.20,956.54 lakhs. However, these financial results have been prepared on the going concern basis as the management is confident on the Company's ability to continue as a going concern for a foreseeable future.

Note No. : 3.35 The previous year figures have been regrouped/ reclassified, wherever considered necessary to conform to the current year figures.

As per our report of even date attached
For CHATTERJEE & CHATTERJEE
Chartered Accountants
Firm Registration No. 001109C

Sd/-
BD Gujrati
Partner
(Membership No.: 010878)
UDIN : 25010878BMOSDL9088

Place : New Delhi
Dated : May 29, 2025

For and on behalf of the Board

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
AMIT SHARMA
Managing Director
DIN: 10524102

Sd/-
MANBAR RAWAT
Chief Financial Officer

Sd/-
ADITI JAIN
Company Secretary

(This page is intentionally left blank)

ROLLATAINERS
EMERGING EVERYDAY

ROLLATAINERS LIMITED

Registered Office: 73-74, Phase III, Industrial Area, Dharuhera, Distt. Rewari, Haryana - 123106
Tel.: 01274-243326,242220, E-mail: cs.rollatainers@gmail.com Web: www.rollatainers.in,

CIN No. : L21014HR1968PLC004844

FORM No. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN :	L21014HR1968PLC004844
Name of the Company	Rollatainers Limited
Registered Office :	73-74, Phase III, Industrial Area, Dharuhera, Distt. Rewari, Haryana - 123106

Name of the member(s)		**E-mail id :**	
Registered address		**Member' Folio No/DP-ID-Client Id**	

I / We, being the member(s) of _____ Shares of the above named company, hereby appoint :

1. Name : _____
E-mail Id : _____
Address : _____
Signature: _____ or failing him / her

2. Name : _____
E-mail Id : _____
Address : _____
Signature: _____ or failing him / her

3. Name : _____
E-mail Id : _____
Address : _____
Signature: _____ or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 54th Annual General Meeting (AGM) of the Company, to be held on **Tuesday, September 30, 2025** at **11:00 a.m.** at the Registered Office of the Company at Plot No. 73-74, Phase-III, Industrial Area, Dharuhera, Haryana, 123106 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.		Description	Vote (optional, see the note)	
			FOR	**AGAINST**
ORDINARY BUSINESS:-				
1.	(a)	TO RECEIVE, CONSIDER AND ADOPT: the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and the Auditors thereon; and		
	(b)	the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Report of the Auditors.		
2.		TO APPOINT A DIRECTOR IN PLACE OF MR. AMIT SHARMA (DIN: 10524102), WHO RETIRES BY ROTATION UNDER THE PROVISIONS OF THE COMPANIES ACT, 2013, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT		
SPECIAL BUSINESS:-				
3.		APPOINTMENT OF AASK & ASSOCIATES LLP AS THE SECRETARIAL AUDITOR OF THE COMPANY		
4.		APPROVAL FOR RELATED PARTY TRANSACTION(S) ENTERED WITH THE COMPANY FOR FINANCIAL YEAR 2025-26		

Signed this ..... day of ..... of 2025.

Affix Revenue Stamp of Re.1/-

Signature of Shareholder..... Signature of the Proxy Holder(s).....

Note:
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the For or Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

ROLLATAINERS
EMERGING EVERYDAY

ROLLATAINERS LIMITED

Registered Office: 73-74, Phase III, Industrial Area, Dharuhera, Distt. Rewari, Haryana - 123106
Tel.: 01274-243326,242220, E-mail: cs.rollatainers@gmail.com
Web: www.rollatainers.in, CIN No. : L21014HR1968PLC004844

ATTENDANCE SLIP

(to be handed over at the Registration Counter)

Folio No.	
No. of Shares:	

DP ID -	
Client ID No.:	

I/We hereby record my/our presence at the Annual General Meeting of the Company being held on **Tuesday, September 30, 2025 at 11:00 a.m. at Plot No. 73-74, Phase-III, Industrial Area, Dharuhera , Haryana, 123106**

1. Name(s) of the Member: 1. Mr./Ms. _____
   and Joint Holder(s) 2. Mr./Ms. _____
   (in block letters) 3. Mr./Ms. _____
2. Address : _____
   _____
3. Father's/Husband's Name (of the Member) : Mr . _____
4. Name of Proxy : Mr./Ms. _____

1.

2.

3.

Signature of the Proxy

Signature(s) of Member and Joint Holder(s)

Notes:

1. Please complete the Attendance slip and hand it over at the Registration Counter at the venue.

2.** Applicable for Investors holding Shares in electronic form.**

(This page is intentionally left blank)

BOOK POST/U.P.C.

(Printed Matter)

If undelivered, please return to :

ROLLATAINERS LIMITED
Plot No. 73-74, Phase-III, Industrial Area,
Dharuhera, Distt. - Rewari,
Haryana - 123106