ROLLATAINERS
EMERGING EVERYDAY

ROLLATAINERS LIMITED

Registered Office: Plot No. 73-74, Phase-III, Industrial Area, Dharuhera, District Rewari, Haryana-123106
Tel. : 01274-243326, 242220 E-mail: www.rollatainers.in
CIN: L21014HR1968PLC004844

10th October, 2016

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Security Code: 502448

Subject: Submission of Annual Report for the Financial Year 2015-2016 under Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir(s),

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial year 2015-16 duly approved and adopted by the members as per the provisions of the Companies Act, 2013, at the 45th Annual General Meeting of the Company held on **Friday, 23rd September, 2016** at 9:30 a.m. at the Registered Office of the Company.

You are requested to kindly take the same on record and oblige.

Thanking you

Yours Faithfully
For ROLLATAINERS LIMITED

Pankaj Mahendru

Pankaj Mahendru
(Company Secretary)

Encl: As above

ROLLATAINERS

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ROLLATAINERS LIMITED

45TH ANNUAL REPORT 2015 - 2016

ROLLATAINERS
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ROLLATAINERS LIMITED

CIN: L21014HR1968PLC004844

45TH ANNUAL REPORT 2015 - 2016

BOARD OF DIRECTORS

Ms. Aarti Jain	*Promoter & Non – Executive Chairperson*
Mr. Aditya Malhotra	*Promoter & Non-Executive Director*
Mr. Pyush Gupta	*Director*
Mr. Vivek Kumar Agarwal	*Director*
Mr. Sanjiv Bhasin	*Director*
Mr. Brajinder Mohan Singh	*Director*

Chief Financial Officer

Mr. Ajay Jaiswal

Company Secretary & Compliance Officer

Mr. Pankaj Mahendru

Auditors

Manoj Mohan & Associates
Chartered Accountants, New Delhi

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 (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
Fax No. 011-29961284

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NOTICE

NOTICE is hereby given that the 45th Annual General Meeting of the members of ROLLATAINERS LIMITED will be held on Friday, i.e. 23rd day of September, 2016 at 09.30 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

1. To receive, consider and adopt:

   a) The Audited Standalone Financial Statements of the Company for the nine months period ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors thereon; and

   b) The Audited Consolidated Financial Statements of the Company for the nine months period ended 31st March, 2016 and the Report of the Auditors thereon.

2. To appoint a Director in place of Ms. Aarti Jain (DIN: 00143244) who retires by rotation and being eligible, offers herself for re-appointment

3. 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 Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, as amended from time to time the Company hereby ratifies the appointment of M/s. Manoj Mohan & Associates., Chartered Accountants (Firm Registration No. 009195C), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors."

SPECIAL BUSINESS

4. To appoint Mr. Pyush Gupta as Whole Time Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to Section 196,197,198 and 203 read with schedule V and all other applicable provisions, if any, of the Companies Act 2013, if any, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or re-enactment thereof for the time being in force, Mr. Pyush Gupta (DIN: 03392865) be and is hereby appointed as Whole Time Director of the Company for a period of 5 years effective from 27th August, 2016 on the following terms and conditions:

   (i) Period

   Five Years (27.08.2016 – 26.08.2021)

   (ii) Nature of Duties

   Mr. Pyush Gupta, Whole Time Director, shall devote sufficient time and attention towards the business of the Company. He shall have full control and executive responsibility for the general conduct and management of business and day-to-day affairs of the Company. He shall exercise all such powers as may be granted and entrusted to or required by him for the proper discharge of his duties.

   (iii) Remuneration: Upto Rs. 18 Lacs p.a.(inclusive of all perquisites and allowances)

   (iv) Other Terms

   - He shall be entitled to reimbursement of all actual expenses including on entertainment and travelling incurred in the course of the company's business.
   - The appointment may be terminated by Mr. Pyush Gupta or the Company by giving not less than three months prior notice in writing.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds and things as may be necessary or desirable to give effect to this resolution."

By Order of the Board
For **ROLLATAINERS LIMITED**

Sd/-
(Aarti Jain)
DIN: 00143244
Chairperson

Place : Dharuhera, Haryana
Date : 27th August, 2016

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON POLL ONLY) INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. AN INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**

   PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 AND RULES THEREUNDER, A PERSON CAN ACT AS PROXY ON BEHALF OF THE 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 TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER OR SHAREHOLDER.

2. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.

3. The Register of Members and Share Transfer books of the Company will remain closed from Saturday, 17th September, 2016 to Friday, 23rd September, 2016 (both days inclusive).

4. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during working days between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.

5. M/s Beetal Financial & Computer Services (P) Ltd. having their office at Beetal House, 3rd Floor, 99, Madangir, Behind L.S.C., Near Dada Harsukh Das Mandir, New Delhi-110062 are the Registrar and Share Transfer Agent (RTA) of the Company and all transfers both in physical and electronic segments and other related matters are managed by them. Members are requested to address all their correspondence to the Registrar and Share Transfer Agent at the above address.

6. Members who hold shares in electronic mode are requested to quote their Client Id and DP Id number and those who hold shares in physical form are requested to write their Folio numbers in all correspondence with the Company/Registrar for facilitating quick disposal of the matters.

7. Members desirous of making a nomination in respect of their shareholding in the Company under the Companies Act, 2013, are requested to send their requests in requisite form, which can be obtained from Registrar and Share Transfer Agent of the Company. In case of shares held in dematerialized form, the nomination is required to be lodged with the respective Depository Participants.

8. The Members/Proxies attending the Annual General Meeting are requested to bring the enclosed attendance slip and deliver the same after filling in their Folio number / Client Id at the entrance of the meeting hall. Admission to the Annual General Meeting venue will be allowed only after verification of the signature in the attendance slip.

9. The Ministry of Corporate Affairs has undertaken a '**Green Initiative in Corporate Governance'** by allowing paperless compliances by the Companies. In order to support the Green Initiative, members who have not registered their e-mail addresses so far, are requested to register the same with M/s Beetal Financial & Computer Services (P) Ltd, the Registrar and Share Transfer Agent of the Company.

10. Voting through electronic means:

I. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Clause 35B of the Listing Agreement and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the members a facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 20th September, 2016 (9:00 am) and ends on 22nd September, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 16th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. IN CASE A MEMBER RECEIVES AN EMAIL FROM NSDL [FOR MEMBERS WHOSE EMAIL IDS ARE REGISTERED WITH THE COMPANY/DEPOSITORY PARTICIPANT(S)]

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "Rollatainers Limited".

(ii) Now you are ready for remote e-voting as Cast Vote page opens.

(iii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(iv) Upon confirmation, the message "Vote cast successfully" will be displayed.

(v) Once you have voted on the resolution, you will not be allowed to modify your vote

(vi) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs.sachinkhurana@gmail.com with a copy marked to evoting@nsdl.co.in.

B. IN CASE A MEMBER RECEIVES PHYSICAL COPY OF THE NOTICE OF AGM [FOR MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORY PARTICIPANT(S) OR REQUESTING PHYSICAL COPY]

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number), USER ID, PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as of the cut-off date of 16th September, 2016.

X. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 16th September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or beetalrta@gmail.com

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as of the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.

XIII. Mr. Sachin Khurana, Practicing Company Secretary, New Delhi has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.rollatainers.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited, where the equity shares of the Company are listed.

REQUISITE INFORMATION IN RESPECT OF DIRECTOR SEEKING APPOINTMENT OR RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING:

1.	Name of Director	:	Ms. Aarti Jain
	Date of Birth	:	30/08/1972
	Age	:	44 years
	Qualification	:	MBA (Marketing) from Manchester Business School, Post Graduate Diploma in Garment Manufacturing Technology from NIFT
	Experience	:	21 Years
	Expertise	:	Finance & Marketing
	Date of Appointment	:	10.01.2013
	List of Other Companies in which Directorships held	:	BARISTA COFFEE COMPANY LIMITED KAMAKSHI SILK MILLS PVT LTD NAGPUR AUTOMOTIVE INDUSTRIES PRIVATELIMITED SUPAGI ENGINEERS PRIVATE LIMITED AKASVA INFRASTRUCTURE PRIVATE LIMITED GANPATI REALTY PRIVATE LIMITED CROSS CONNECTION IMPEX PRIVATE LIMITED KAIZEN RESTAURANTS PRIVATE LIMITED AMTEK TRAVELS PRIVATE LIMITED AMTEK LIFESTYLE TOUR PRIVATE LIMITED SOPHISTICATED REALTORS PRIVATE LIMITED DEXTEROUS DEVELOPERS PRIVATE LIMITED GARIMA BUILDPROP PRIVATE LIMITED. GANDHARV BUILDCON PRIVATE LIMITED. VIAAN TECHNOLOGIES PRIVATE LIMITED GATEWAY FACILITY MANAGEMENT PRIVATE LIMITED OLIVIA ADVISORY SEVICES PRIVATE LIMITED GATEWAY SECURITY SERVICES PRIVATE LIMITED
	Relationship with other Directors, Managers and KMPs	:	No Inter-se Relationship
	No. of Meetings attended during the Year	:	5 (Five)
	Membership/Chairmanship in Committees of the Board of other Companies	:	1 (One)
	Terms and Conditions of appointment/Re-appointment along with details of Remuneration sought to be paid	:	As per the Nomination and Remuneration Policy of the Company
	Remuneration last drawn	:	Nil
	Shareholding in the Company	:	Nil

2.	Name of Director	:	Mr. Pyush Gupta
	Date of Birth	:	24/08/1972
	Age	:	44 years
	Qualification	:	PGHRM, MBA, LLB
	Experience	:	23 Years
	Expertise	:	Administration
	Date of Appointment	:	02.12.2010
	List of Other Companies in which Directorships held	:	Brassco Estates Private Limited Kamakshi Silk Mills Pvt Ltd Centurion Spare Tools Private Limited Imperial Spare Parts Private Limited Primus Real Estates Private Limited Majesty Tools Private Limited Dwarka Buildwell Private Limited Prestige Buildcon Pvt Ltd Dexterous Developers Private Limited Lotus Buildtech Limited Magik Infraprojects Private Limited Lotus Auto Engineering Limited Diamond Buildprop Private Limited Agni Securities Private Limited R T Packaging Ltd
	Relationship with other Directors Managers and KMPs	:	No Inter-se Relationship
	No. of Meetings attended during the Year	:	6 (Six)
	Membership/Chairmanship in Committees of the Board	:	4 (Four)
	Membership/Chairmanshipin Committees of the Board of other Companies	:	1 (One)
	Terms and Conditions of appointment/Re-appointment along with details of Remuneration sought to be paid	:	As per the Nomination and Remuneration Policy of the Company
	Remuneration last drawn	:	Nil
	Shareholding in the Company	:	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Based on the recommendation of Nomination & Remuneration Committee and subject to necessary approval by the Members in the General Meeting, the Board of Directors of the Company appointed Mr. Pyush Gupta as Whole Time Director (WTD) of the Company with effect from 27th August, 2016.

In terms of the Articles of Association of the Company and as decided by the Board of Directors of the Company, Mr. Pyush Gupta shall not be subject to retirement by rotation during his tenure as WTD. The remuneration / perquisites proposed to be paid to him is in accordance with Section 197 read with Schedule V of the Companies Act, 2013 (the Act) shall be subject to the availability of profits in the Company.

This Explanatory Statement be treated as a written memorandum under Section 190 of the Act, of the Agreement entered into between the Company and the WTD. Relevant documents relating to the appointment of Mr. Pyush Gupta as WTD are available for inspection by the members at the Registered Office of the Company up to and including the date of Annual General Meeting.

In compliance with the applicable provisions of the Act, a Resolution as per the terms set out in Item No. 4 of the accompanying Notice is being placed before the members in the Annual General Meeting for their approval.

The Board of Directors recommends the resolution for approval by members.

Except Mr. Pyush Gupta, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the resolution set out in item no. 4.

By Order of the Board
For **ROLLATAINERS LIMITED**

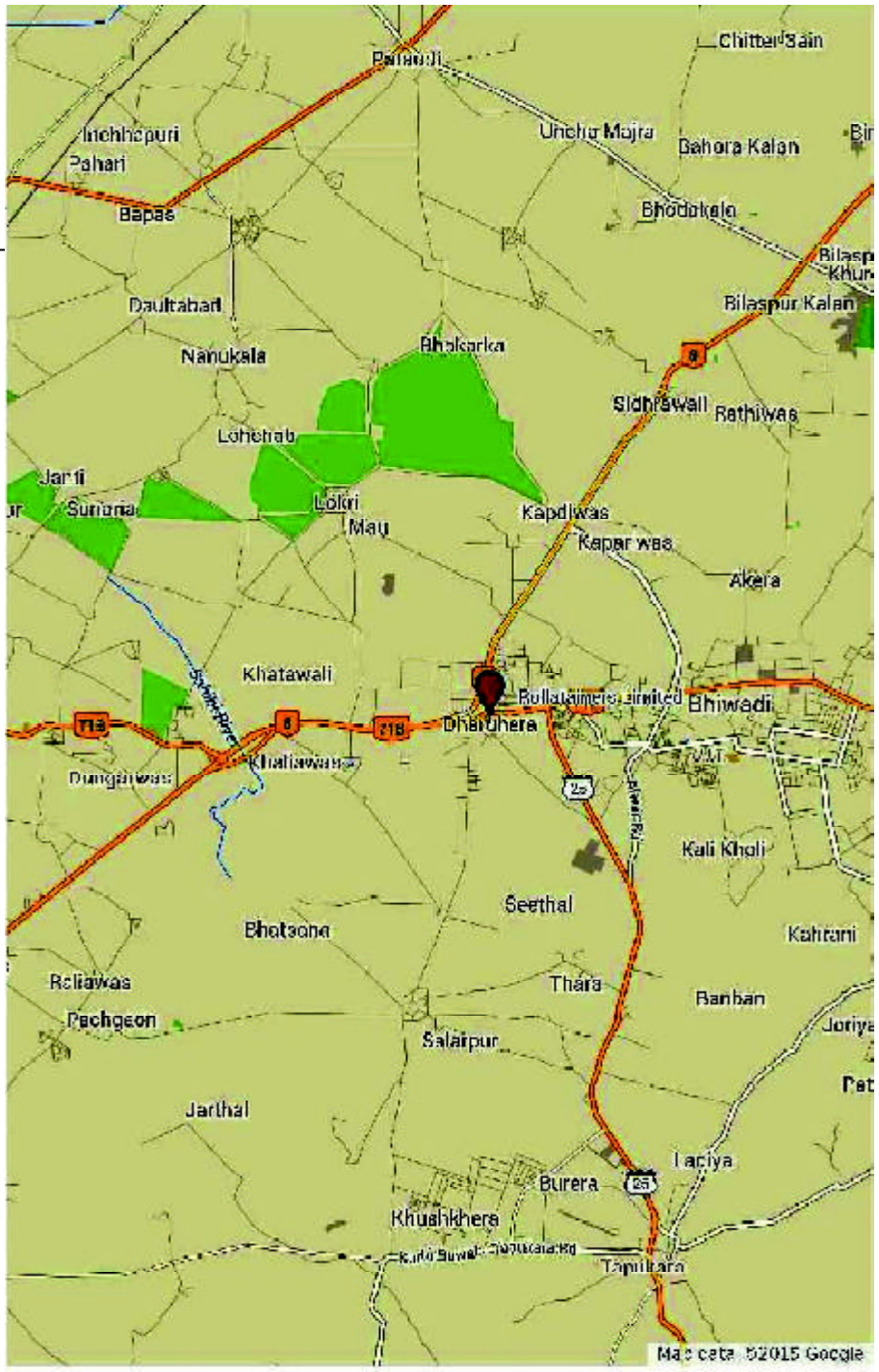
Sd/-
(Aarti Jain)
DIN: 00143244
Chairperson

Place : Dharuhera, Haryana
Date : 27th August, 2016

Route Map to the Venue of 45th AGM of Rollatainers Limited

73-74, Industrial Area, Phase-III,
Dharuhera, Distt. Rewari,
Haryana 123106 India
rollatainers.in 01274-243326

Rollatainers Limited



DIRECTORS' REPORT

To
The Members,
ROLLATAINERS LIMITED

Your Directors are pleased to present the **45th Annual Report** on the business and operations of your Company along with the audited financial statements for the period ended **31st March, 2016**.

FINANCIAL RESULTS (Standalone)

As the current financial year comprises a period of nine months from July 1, 2015 to March 31, 2016, therefore, figures pertaining to current financial year 2015-16 are not comparable with figures of previous financial year 2014-15. However, The Company's financial performance, for the period ended 31st March, 2016 and year ended 30th June, 2015 is summarized below:

(Rupees in lacs)

PARTICULARS	Period ended 31st March, 2016 (9 Months)	Year ended 30th June, 2015 (12 Months)
Sales	**4010**	17091
Less: Expenditures	**4912**	15945
Gross Profit/(Loss) Before Depreciation	**(902)**	1146
Less: Depreciation	**(134)**	229
Profit/(Loss) before Other income, Exceptional & Extra-ordinary items & tax	**(1036)**	917
Add: Other Income	**1**	48
Profit/(Loss) before Exceptional & Extra-ordinary items & tax	**(1035)**	965
Less: Exceptional Items	**0**	–
Profit/(loss) before Extra-ordinary items & tax	**(1035)**	965
Extra-ordinary items	**2231**	–
Profit/(loss) for the year before tax	**1196**	965
Less: Tax expense	**0**	906
Profit/(loss) for the year	**1196**	1871
Add : Accumulated Losses	**(4279)**	(6150)
Balance available for appropriation	**(3083)**	(4279)
Balance Carried to Balance Sheet	**(3083)**	(4279)

PERFORMANCE REVIEW

During the period under review, the total income of the Company stood at Rs. 4010 lakhs as compared to Rs.17139 lakhs during the previous year ended on 30th June, 2015. EBITDA for the period stood at Rs. (902) lakhs as compared to Rs. 1194 lakhs for the year ended 30th June, 2015. Profit for the period ended 31st March, 2016 was Rs. 1196 lakhs as against Rs. 1871 lakhs for the year ended 30th June, 2015.

FINANCIAL YEAR

Pursuant to Section 2(41) of the Companies Act 2013, the Company adopted April-March as its Financial Year & acordingly the year under review comprised of Nine months only from 1st July, 2015 to 31st March 2016. From 2016-17 & onwards, the financial year of the Company shall be for a period of 12 Months i.e. from 1st April to 31st March.

DIVIDEND

The Board of Directors has not recommended any dividend for the financial year ended 31st March.2016.

SLUMP SALE OF CARTON MANUFACTURING DIVISION OF COMPANY

During the year under review, The Board of Directors of the Company transferred/disposed off its Packaging Business - Carton Manufacturing Division through slump sale to R T Packaging Limited situated at Plot No. 73-74, Phase – III, Industrial Area, Dharuhera, Distt. Rewari, Haryana - 123106.

CONSOLIDATED FINANCIAL STATEMENT

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.

STATE OF COMPANY'S AFFAIRS

The state of affairs of the Company is presented as part of the Management Discussion and Analysis (MDA) Report forming part of the Annual Report.

CORPORATE GOVERNANCE

Your Company has taken adequate steps to ensure compliance with Clause 49 of the Listing Agreement executed with BSE Limited and Regulation 17 to 27 read with schedule V of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The report on Corporate Governance, the Report on Management Discussion and Analysis (MDA) and the requisite Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance are provided in a separate section which forms part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions contained in Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

a) in the preparation of the annual accounts for the period ended 31st March, 2016, the applicable Accounting Standards have been followed and there are no material departures from the same;

b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit 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;

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

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.

SUBSIDIARIES AND JOINT VENTURES

In 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 and Joint Ventures and the report on their performance and financial position in Form AOC-1 is annexed as Annexure-I and also forms part of the Annual Report.

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.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Ms. Aarti Jain, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. The Board recommends her re-appointment. A Brief Resume of Ms. Aarti Jain as required under Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013, forms part of the notice convening Annual General Meeting.

During the period under review, Mr. Sagato Mukerji, Whole-time Director, has resigned from the directorship of the Company. The Board has appointed Mr. Pyush Gupta as a Whole-time Director of the Company, which is subject to the approval of members in the ensuing Annual General Meeting of the Company.

Further Mr. Ajay Kumar resigned from the post of Chief Financial Officer of the Company and in place of him, the Board has appointed Mr. Ajay Jaiswal as Chief Financial Officer of the Company.

FAMILIARIZATION PROGRAMME

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

INDEPENDENT DIRECTOR'S DECLARATION

The Company has received the necessary declaration from each Independent Director in accordance with Section 149 (7) of the Companies Act, 2013, that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.

BOARD MEETINGS HELD DURING THE YEAR

Six (06) meetings of the board were held during the period, 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 prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.

BOARD EVALUATION

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 fulfillment 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.

INTERNAL FINANCIAL CONTROLS

The Board has laid down internal financial Controls to be followed by the Company commensurate with the size, scale and complexity of its operations. 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.

STATUTORY AUDITORS AND AUDITORS REPORT

M/s Manoj Mohan & Associates, Chartered Accountants, (Firm Regd. No: 009195C) were appointed as Statutory Auditors of the Company to hold office up to the conclusion of 46th Annual General Meeting of the Company subject to the ratification of their appointment at every Annual General Meeting. M/s Manoj Mohan & Associates, Chartered Accountants have confirmed their eligibility and willingness to accept office, if their appointment is ratified at the ensuing Annual General Meeting. The proposal for the ratification of their appointment is included in the notice for Annual General Meeting sent herewith.

The Company has received a consent letter from the statutory auditors for their appointment, and a certificate from them that their appointment, if ratified, shall be in accordance with the conditions as prescribed under the Companies Act, 2013 and that they are not disqualified for appointment.

The Auditor's Report does not contain any qualifications, reservations or adverse remarks. The Report is attached hereto and is self-explanatory requiring no further elucidation.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s C Shandilya & Associates, Company Secretaries, New Delhi to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit in Form MR 3 for the period ended 31st March, 2016 is annexed as **Annexure II** to the Report. There are no qualifications, reservations or adverse remarks made by Secretarial Auditor in their report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

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 are attached as **Annexure III** to this Report.

EXTRACT OF ANNUAL RETURN

As provided under Section 92(3) of the Companies Act, 2013, the extract of the annual return is provided in **Annexure IV** in the prescribed Form MGT-9, which forms part of this report.

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 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 V** to this Report.

COMMITTEES OF THE BOARD

The Company's Board has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility 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.

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 Director(s)/ Key managerial personnel and their remuneration. Details of the policy on appointment and remuneration are available on the website of the Company (URL: http://www.rollatainers.in/investors.php)

CORPORATE SOCIAL RESPONSIBILITY

A brief outline of the Corporate Social Responsibility Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure VI** of this report as per the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The composition of CSR committee and other related details are provided in the Corporate Governance section, forming part of this Report. The policy is available on the website of the Company.

AUDIT COMMITTEE

The Board has constituted an Audit Committee, which comprises Mr. Pyush Gupta, Independent Director as the Chairman, Mr. Sanjiv Bhasin and Mr. Vivek Kumar Agarwal, Independent Directors as the Members. The Board of Directors have accepted all the recommendations of the Audit Committee.

VIGIL MECHANISM

The Company has in place a vigil mechanism in the form of Whistle Blower Policy. 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 Company also provides a platform to its employees for having direct access to the Whole Time Director. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.

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.

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. All women employees (permanent, contractual, temporary, trainees) are covered under this policy. During the period 2015-16, no complaints were received by the committee.

PARTICULARS OF EMPLOYEES

The details as required in terms of the provisions of Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached as **Annexure – VII** to this Report.

The particulars of employees as required in terms of the provisions of Section 197 read with Rule 5 (2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is Nil.

PUBLIC DEPOSITS

During the period under review, the Company has not accepted any fixed deposits from public, shareholders or employees under the Companies Act, 2013.

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.

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 dematerialisation of shares. As on 31st March, 2016, 1,24,320,290 Equity Shares representing 99.405% 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 INE927A01032.

LISTING AT SOCK EXCHANGE

The Equity Shares of Company are listed on BSE Limited and are actively traded. The Company has paid the annual listing fee to the concerned Stock Exchange for the year 2016-17.

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 by a Company Secretary in whole-time 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 aforesaid Reports on Reconciliation of Share Capital were duly submitted to the BSE Limited where the Equity Shares of the Company are listed.

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.

INVESTOR RELATIONS

Your Company always endeavours 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.

ACKNOWLEDGEMENT

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)
DIN: 00143244
Chairperson

Place : Dharuhera, Haryana
Date : 27th August, 2016

ANNEXURE -I

Form AOC-1

Statement containing salient features of the financial statement of Subsidiaries/ Associate Companies

(Pursuant to the first proviso to Sub-Section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

PART "A": SUBSIDIARIES

Amount (in Lakhs)

S. No.	**1**	**2**
Name of Subsidiary	**Boutonniere Hospitality Private Limited***	**R T Packaging Limited**
Reporting Period	31.03.2016	31.03.2016
Reporting Currency	INR	INR
Share Capital	200.00	12800.07
Reserves & Surplus	692.86	457.06
Total Assets	5864.73	16967.44
Total Liabilities	5864.73	16967.44
Investments	602.40	-
Turnover	1286.72	4356.76
Profit before tax	(344.39)	(83.29)
Provision for Tax	0.62	2.12
Profit after Tax	(345.01)	(81.17)
Proposed Dividend	0	-
% of Shareholding	100%	90%

*Formerly known as Carnation Hospitality Private Limited.

PART "B": JOINT VENTURES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Joint Venture Companies

Amount (in Lakhs)

Name of Joint Ventures	Sierra Nevada Restaurants Private Limited	Rollatainers-Toyo Machine Private Limited
Latest audited Balance Sheet Date	31.03.2016	31.03.2016
Shares of Associate/Joint Ventures held by the company on the year end	50%	50%
No.	13235000	1000000
Amount of Investment in Joint Venture	132250000	10000000
Extent of Holding%	50%	50%
Description of how there is significant influence	By Shareholding	By Shareholding
Reason why the associate/joint venture is not consolidated	NA	NA
Net worth attributable to shareholding as per latest audited Balance Sheet	1634.28	84.42
Profit / (Loss) for the year	(802.85)	(45.25)

For and on behalf of the Board

FOR MANOJ MOHAN & ASSOCIATES
Chartered Accountants
Firm Registration No. 009195C

Sd/-
(M. K. AGARWAL)
Partner
(Membership No. 76980)

Place : New Delhi
Dated : 30th May, 2016

Sd/-
PANKAJ MAHENDRU
Company Secretary

Sd/-
PYUSH GUPTA
Director

Sd/-
AJAY JAISWAL
CFO

Sd/-
AARTI JAIN
Director

Annexure II

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016

[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]

To.
The Members,
ROLLATAINERS LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ROLLATAINERS LIMITED (hereinafter called the Company). 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 ROLLATAINERS LIMITED's books, papers, minute 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 31 March, 2016 generally complied with the statutory provisions listed here under and also that the Company has proper 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 made available to us and maintained by ROLLATAINERS LIMITED for the financial year ended on 31 March, 2016 according to the provisions of:

i) The Companies Act, 2013 (the Act) and the rules made thereunder;

ii) The Securities Contract (Regulation) Act, 1956 (SCRA) and the rules made thereunder;

iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;

iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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, 1992;

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

   e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

   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;

   g) The Securities and Exchange Board of India (Delisting of Equity shares)Regulations,2009; and

   h) The Securities and Exchange Board of India (Buyback of Securities) Regualtions,1998

I further report that having regard to compliance system prevailing in the Company and on examination of the

relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

i. The Factories Act, 1948

ii. The Petroleum Act, 1934 and the rules made there under;

iii. The Environment Protection Act, 1986 and the rules made there under;

iv. The Water (Prevention and Control of Pollution) Act, 1974 and the rules made there under;

v. The Air (Prevention and Control of Pollution) Act, 1981 and the rules made there under;

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

i) Secretarial Standards issued by the Institute of Company Secretaries of India.

ii) The Listing Agreements entered into by the Company with BSE Limited read with the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc., mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to the monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For M/s C Shandilya & Associates
Company Secretaries

Sd/-
Charu Shandilya
Membership No.: 32640
COP No.: 16541

Place : New Delhi
Date : 12.08.2016

Note: This report is to be read along with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report

Annexure A

To,
The Members,
ROLLATAINERS LIMITED
Plot No. 73-74, Phase-III,
Industrial Area, Dharuhera,
Distt. - Rewari,
Haryana-12306

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
4. Wherever required we have obtained the Management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For M/s C. Shandilya & Associates

Sd/-
(Charu Shandilya)
Company Secretary
CP No.: 16541

Place : New Delhi
Date : 12.08.2016

Annexure III

FORM NO. AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis – NIL
   - (a) Name(s) of the related party and nature of relationship: NA
   - (b) Nature of contracts/arrangements/transactions: NA
   - (c) Duration of the contracts/arrangements/transactions: NA
   - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: NA
   - (e) Justification for entering into such contracts or arrangements or transactions: NA
   - (f) Date(s) of approval by the Board: NA
   - (g) Amount paid as advances, if any: NA
   - (h) 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 :
   - (a) Name(s) of the related party and nature of relationship: R T Packaging Limited (Subsidiary)
   - (b) Nature of contracts/arrangements/transactions: Slump Sale Of Packaging Business
   - (c) Duration of the contracts/arrangements/transactions: One Time
   - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Rs. 100 Crores
   - (e) Date(s) of approval by the Board, if any: 11th February, 2016
   - (f) Amount paid as advances, if any: Nil

Sd/-
Aarti Jain
DIN:00143244
(Chairperson)

Place : Dharuhera, Haryana
Date : 27th August, 2016

Annexure IV

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	:	L21014HR1968PLC004844
ii)	Registration Date	:	February 25,1968
iii)	Name of the Company	:	ROLLATAINERS LIMITED
iv)	Category / Sub-Category of the Company	:	Public Company
v)	Address of the registered office and contact details:	:	Plot No. 73-74,Phase –III, Industrial Area Dharuhera, District-Rewari, Haryana-123106 Tel: 01274 243326
vi)	Email	:	cs.rollatainers@gmail.com
vii)	Website:	:	www.rollatainers.in
viii)	Whether listed company Yes / No:	:	Yes
ix)	Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	Beetal Financial & Computer Services Pvt. Ltd. Beetal House"3rd Floor, 99, Madangir, B/H L.S.C., New Delhi-110062 Contact: 011 29961281 Email: beetalrta@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S.No	Name and Description of main products/services	NIC Code of the Product/ service	% to total turnover of the company
1.	Cartoons/ Laminates	74950	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1.	WLD Investments Pvt. Ltd A-212 1ST Floor, Shivalik, New Delhi,Delhi-110017	U65993DL1996PTC082102	Holding	74.95	2(46)
2.	Boutonniere Hospitality Private Limited (formerly known as Carnation Hospitality Private Limited) 910, 9h Floor, Ansal Bhawan, Kasturba Gandhi Marg, New Delhi, Delhi-110001	U55101DL2009PTC194654	Subsidiary	100	2(87)
3.	R T Packaging Ltd. Plot No. 73-74, Phase III, Industrial Area, Dharuhera, Rewari, Haryana-123106	U74999HR1993PLC032169	Subsidiary	90	2(87)
4.	Sierra Nevada Restaurants Pvt. Ltd. Unit No. 236B & 236C, South Court, DLF, Saket New Delhi-110017	U55101DL2014PTC266988	Associate (Joint Venture)	50	2(6)
5.	Rollatainers Toyo Machine Private Limited Plot No. 73-74, Industrial Area Phase-III, Dharuhera-123106	U29253HR2013PTC050626	Associate (Joint Venture)	50	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.07.2015				No. of Shares held at the end of the year i.e. 31.03.2016				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. PROMOTERS									
(1) INDIAN									
a) Individual/HUF	0	0	0	0	0	0	0	0	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	93730200	0	93730200	74.95	93730200	0	93730200	74.95	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	**93730200**	**0**	**93730200**	**74.95**	**93730200**	**0**	**93730200**	**74.95**	**0**
(2) Foreign									
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI e)									
e) Any Other...	0	0	0	0	0	0	0	0	0
Sub-total (A) (2)	0	0	0	0	0	0	0	0	0
(2) Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**93730200**	**0**	**93730200**	**74.95**	**93730200**	**0**	**93730200**	**74.95**	**0**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	1750	100	1850	0	250	100	350	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	1500	0	1500	0	0
g) FIIs	8056200	0	8056200	6.44	3791870	0	3791870	3.03	(3.41)
h) Foreign Venture Capital Funds	0	0	0	0		00	0	0	0
i) Others (specify)									
Foreign Fin Inst/ Bank	0	0	0	0	3024330	0	3024330	2.42	2.42
Sub-total (B)(1):-	**8057950**	**100**	**8058050**	**6.44**	**6817950**	**100**	**6818050**	**5.45**	**(0.99)**

2. Non Institutions									
a) Bodies Corp.	19510354	27075	19537429	15.62	19373643	27075	19400718	15.51	(0.11)
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	1722675	762655	2485330	1.99	3213024	717500	3930524	3.14	1.15
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	935425	0	935425	0.75	608480	0	608480	0.48	(0.27)
c) Others (specify)									
c-i) NRI	88820	35	88855	0.07	125966	35	126001	0.10	0.03
c-ii) Clearing Member	17616	0	17616	0.01	5427	0	5427	0.00	(0.01)
c-iii) HUF	212095	0	212095	0.17	445600	0	445600	0.35	0.18
Sub-total (B)(2):-	**22486985**	**789765**	**23276750**	**18.61**	**23772140**	**744610**	**24516750**	**19.60**	**0.99**
Total Public Shareholding (B)= (B)(1)+ (B)(2)	**30544935**	**789865**	**31334800**	**25.05**	**30590090**	**744710**	**31334800**	**25.05**	**0.00**
TOTAL (A)+(B)	**124275135**	**789865**	**125065000**	**100**	**124320290**	**744710**	**125065000**	**100**	**0.00**
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	**124275135**	**789865**	**125065000**	**100**	**124320290**	**744710**	**125065000**	**100**	**0.00**

(ii) Shareholding of Promoters

S.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the End of the year			
		No. of shares	% of total Shares of the company	% of Shars Pledgd/ encubered tototal shares	No. of shares	% of total Shaes of the compay	% of Shares Pledged/ encumbered to total shares	% change in share holding during the year
1.	W.L.D. Investments Pvt. Ltd.	93730200	74.95	0	93730200	74.95	0	0

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

S.No	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
		There is no change in the promoter shareholding between 01.07.2015 – 31.03.2016			

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S.No	Top Ten shareholders	Shareholding at the beginning of the year 01.07.2015		Cumulative Shareholding at the year ended 31.03.2016	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
1.	Adhbhut Realtors Private Limited	6250000	4.9974	6250000	4.9974
2.	Olympia Builders Private Limited	4550800	3.6387	4550800	3.6387
3.	Albula Investment Fund Limited	3689460	2.95	3689460	2.95
4.	Elara India Opportunities Fund Limited	4271830	3.4157	3021830	2.4162
5.	Atambhu Buildwell Private Limited	1045875	0.8363	1045875	0.8363
6.	Primus Real Estates Private Limited	923185	0.7382	904896	0.7235
7.	Destiny Gems & Jewellers Pvt. Ltd.	840415	0.672	840415	0.672
8.	Aryahi Buildwell Pvt. Ltd.	792530	0.6337	792530	0.6337
9.	Aarken Advisors Pvt. Ltd.	733765	0.5867	733765	0.5867
10.	Wind Pipe Finvest Pvt. Ltd.	0	0.00	385160	0.3080

*During the year the Wind Pipe Finvest Private Limited was included in the top ten shareholders of the Company.

v) Shareholding of Directors and Key Managerial Personnel:

S.No		Shareholding at the beginning year		Cumulative Shareholding during the year	
	Name of Directors	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Sanjiv Bhasin	313795	0.2538	270702	0.2164

V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rupees in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	–	2830	25.56	2855.56
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	**–**	**2830**	**25.56**	**2855.56**
Change in Indebtedness during the financial year				
● Addition	–	15955.25	–	15955.25
● Reduction	–	–	–	–
Net Change	**–**	**–**	**–**	**–**
Indebtedness at the end of the financial year				
i) Principal Amount	–	18785.25	25.56	18810.81
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due				
Total (i+ii+iii)	–	**18785.25**	**25.56**	**18810.81**

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

('Rs.in lakh)

Sl. No	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Mr. Sagato Mukerji Whole-Time Director	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6.80	6.80
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	8.69	8.69
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	–	–
2.	Stock Option	–	–
3.	Sweat Equity	–	–
4.	Commission		
	- as % of profit	–	–
	- others, specify	–	–
5.	Others, please specify	–	–
	Total (A)	**15.49**	**15.49**
	Ceiling as per the Act	–	–

B. Remuneration to other directors: ***(Rs. In Lacs)***

Sl. No	Particulars of Remuneration	Non-Executive Director	Total Amount
1.	Independent Directors		
	Fee for attending board / committee meetings	–	–
	Commission	–	–
	Others, please specify	–	–
	Total (1)	–	–
2.	Other Non-Executive Directors		
	Fee for attending board committee meetings	–	–
	Commission	–	–
	Others, please specify	–	–
	Total (2)		
	Total (B)=(1+2)	–	–
	Total Managerial Remuneration	–	–
	Overall Ceiling as per the Act	–	–

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Rs. In Lacs)

Sl. No	Particulars of Remuneration	Key Managerial Personnel			
1		CEO	Company Secretary	CFO	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	1.53	1.83	3.36
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	–	–	3.05	3.05
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	–	1.54	–	1.54
2.	Stock Option	–	–	–	–
3.	Sweat Equity	–	–	–	–
4.	Commission - as % of profit - others, specify...	–	–	–	–
5.	Others, please specify				
	TOTAL	**–**	**3.07**	**4.88**	**7.95**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2016.

Annexure V

DISCLOSURE OF PARTICULARS UNDER SECTION 134(3)(m) READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016:

A. CONSERVATION OF ENERGY

Steps taken for Conservation of Energy.	Installation of Energy Efficient Equipments
Steps taken for utilizing alternate sources of energy.	The Company does not have any alternate sources of energy.
Capital Investment on Energy Conservation Equipments	Investment is considered from time to time whenever it is deemed necessary, in order to reduce Consumption of energy.

B. TECHNOLOGY ABSORPTION

a) Efforts in brief towards Technology Absorption	The Company have been importing equipments of the latest state-of-the-art technology of the world and making packaging cartons and packing machines of international standards with its own technology.
b) Benefit derived as a result of above efforts	Cost reduction and product development
c) Information in case of imported technology (imported during the last 6 years reckoned from the beginning of financial year)	N/A

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.

(Rs. in Lacs)

Total foreign exchange used	**As at 31.03.2016**	**As at 30.06.2015**
a) Import of Capital Goods/Spares parts	**NIL**	134.88
b) Travelling	**NIL**	0.44
c) Others	**NIL**	0.53

Total foreign exchange earned	**As at 31.03.2016**	**As at 30.06.2015**
FOB value of Exports	**62.88**	109.01

D. RESEARCH & DEVELOPMENT (R & D)

Specific areas in which R & D carried out by the Company	i) Product design & developmentii) 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.

Annexure VI

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILTY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR Policy:

Rollatainers Limited (RTL) strongly believes in "looking beyond business" and strives to create a positive impact on the communities it serves and on the environment. The Company is committed not just to profits, but also towards leaving a deeper imprint on the society as a whole. RTL understand that there is a need to strike a balance between the overall objectives of achieving corporate excellence vis-à-vis the company's responsibilities towards the community. Thus RTL endeavors to improve the quality of life of communities living in the areas it operates. To achieve this, RTL deploys its resources to the extent it can reasonably afford, to improve the Infrastructure, education, health, water, sanitation, environment, etc in the area it operates in. It entails having business policies that are ethical, equitable, environmentally conscious, gender sensitive, and sensitive towards the differently-abled.

Accordingly, the company has CSR Policy ("the Policy") duly approved by the Board of Directors with a view to provide a mechanism for meeting its social responsibility in an effective manner and to provide optimum benefits to various deserving sections of the society.

The web-link to the CSR policy and projects or programs is: http://www.rollatainers.in/csr.php

2. Composition of the CSR Committee:

The composition of the CSR Committee is as follows:

Mr. Sanjiv Bhasin (DIN: 01119788)	–	Chairman
Mr. Pyush Gupta (DIN: 03392865)	–	Member
Mr. Vivek Kumar Agarwal (DIN: 01479902)	–	Member

3. Average net profit of the Company for the last three financial years:

Financial Year	Net Profit (in Lacs)
12-13	898.13
13-14	768.82
14-15	964.92
Total	2631.87
Average Net Profit	**877.29**

4. Prescribed CSR Expenditure: 2% of Average Net Profit = Rs. 17.55 Lacs

5. Details of CSR spent during the financial year:

a) Total amount to be spent for the financial year: Rs. 17.55 Lacs
b) Amount unspent: Rs. 17.55 Lacs
c) Manner in which the amount spent during the financial year – N.A.

6. In case the Company fails to spend the 2% of the average net profit (INR) of the last three financial years the reasons for not spending the amount shall be stated in the Board**:**

Amount unspent Rs. 17.55 Lacs was mainly on account of losses incurred by the Company during the financial year and mismatch in cash flow. Hence, the expenditure under this head has been temporarily deferred.

7. Responsibility Statement by the CSR Committee:

We, hereby affirm that the CSR policy as approved by the Board, has been implemented and the CSR Committee monitors the implementation of the CSR projects and activities in compliance with our CSR objectives.

Sd/-
Mr. Pyush Gupta
Director

Sd/-
Mr. Sanjiv Bhasin
Chairperson
CSR Committee

Annexure VII

PARTICULARS OF EMPLOYEES

a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year ended 31st March, 2016:

Non-Executive Directors	Ratio to Median Remuneration
Ms. Aarti Jain	–
Mr. Sanjiv Bhasin	–
Mr. Brajinder Mohan singh	–
Mr. Aditya Malhotra	–
Mr. Pyush Gupta	–
Mr. Vivek Kumar Aggarwal	–

Executive Director(s)	Ratio to Median Remuneration
Mr. Sagato Mukerji*	4.30%

*Mr. Sagato Mukerji has resigned from the position of Whole-time Director of the Company w.e.f 14th January, 2016

b. 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
Ms. Aarti Jain	–
Mr. Sanjiv Bhasin	–
Mr. Vivek Kumar Agarwal	–
Mr. Brajinder Mohan Singh	–
Mr. Aditya Malhotra	–
Mr. Pyush Gupta	–
Mr. Sagato Mukerji	NIL
Mr. Ajay Jaiswal (Chief Financial Officer)	NIL
Mr. Pankaj Mahendru (Company Secretary)	NIL

c. The percentage increase in the median remuneration of employees in the financial year: NIL

d. The number of permanent employees on the rolls of Company: 111

e. 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, 2016	Date of Last Public Offer	% Change
Market Price (BSE)	–	NA	NA
Market Price (NSE)	–	NA	NA

f. 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

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

h. 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.

CORPORATE GOVERNANCE REPORT

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is the implementation of best corporate practices, which enhances shareholder's value in the long run, while at the same time protecting the interest of other stakeholders. It refers to a blend of law, regulations, and voluntary practices, which enable the Company to attract financial and human resources, and achieve customer satisfaction through best quality at lower price, thus establishing long-term economic value for its stakeholders. It also ensures a fair and transparent decision-making and reporting system.

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.

A. Composition of Board of Directors

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, 2016, the Board of Directors of your Company comprises of Six (6) Directors out of which Four (4) are Independent Directors. Ms. Aarti Jain is a Non Executive, promoter Director and is the Chairperson of the Company. The details of the Directors with regard to their Directorships in other companies, Committee positions as well as attendance at last Annual General Meeting and Board Meetings during the year are as follows:

Name of Director(s) & DIN	Designa-tion	Category	No. of Board Meetings attended	Attendance at last AGM held on 26.12.2015	No. of other Directorships as on 31.03.2016	No. of Committees positions held in other Public Companies as on 31.03.2016	
						Member ship	Chairman ship
Ms. Aarti Jain (DIN: 00143244)	Chair-person	Promoter Non–Executive	5	No	18	1	Nil
Mr. Aditya Malhotra (DIN: 02191303)	Director	Promoter Non Executive	4	No	19	2	–
Mr. Pyush Gupta (DIN: 03392865)	Director	Independent	6	Yes	15	1	Nil
Mr. Vivek Kumar Agarwal (DIN: 01479902)	Director	Independent	4	No	3	1	Nil
Mr. Sanjiv Bhasin (DIN: 01119788)	Director	Independent	5	No	13	2	Nil
Mr. Brajinder Mohan Singh (DIN: 02143830)	Director	Independent	5	No	7	6	1
Mr. Sagato Mukerji** (DIN: 06465901)	Whole-time Director	Professional Executive	3	No	NA	NA	NA

Notes:- (1) *Includes only Chairmanship/membership in Audit Committee and Stakeholders' Relationship Committee

(2) ** Mr. Sagato Mukerji resigned from the post of Whole-time Director as well as directorship of the Company w.e.f 14th January, 2016.

None of the Non Executive Director serves as Independent Director in more than seven listed companies and none of the Executive Director serves as Independent Director on any listed company. As required by Regulation 46 of SEBI (LODR) Regulations, 2015, the Company has issued formal letters of appointment to the Independent Directors. The terms and conditions for appointment of Independent Directors are available on the Company's website. (URL: http://www.rollatainers.in/investors.php)

B. BOARD PROCEDURES AND MEETINGS

The Board of Directors of your Company plays a pivotal role in ensuring good governance and functioning of the Company. The Board's role, functions, responsibility, and accountability are well defined. The Board reviews compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances, if any.

The Board meets at regular intervals and during the year, Six (06) meetings of the Board of Directors were held on 27th August, 2015, 06th November, 2015, 14th January, 2016, 03rd February, 2016, 11th February, 2016, 31st March, 2016. The gap between two board meetings not 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 Directors of the Company are not related inter-se.

C. INDEPENDENT DIRECTORS MEETING

During the year under review the Independent Directors had one meeting without the presence of Non-Independent Directors and members of the Management. At this meeting, the Independent Directors inter alia evaluated the performance of the Non-Independent Directors and the Board of Directors as a whole, evaluated the performance of the Chairman of the Board and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, the Management and the Board.

D. PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS

The Performance of independent Directors was evaluated by Board of Directors on the basis of policy as laid down by the Nomination and Remuneration Committee.

E. 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. However, during the year under review, no sitting fees were paid to the Non - Executive Directors of the Company. Details of remuneration paid to the Executive Director of the Company as on 31st March, 2016 are given below:

Executive Director

Executive Director	Salary* (Rs. in Lacs)	Commission	Total (Rs. in Lacs)
Mr. Sagato Mukerji	46.45	–	46.45

*Salary includes basic salary, perquisites and allowances, contribution to provident fund etc.

III. COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE

The Board of Directors has duly constituted an Audit Committee. As on 31st March, 2016, the Audit Committee comprises 3 (three) members. The constitution of the Audit Committee is in line with the provisions of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 177 of the Companies Act, 2013. All the members of the Committee were provided requisite information as required in the Listing Regulations. The Company Secretary of the Company acts as the Secretary of the Audit Committee.

The terms of reference of the audit committee are broadly as under:

- 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 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.

The committee met 3 (three) times during the year under review. The Meetings were held on 27th August, 2015, 06th November, 2015 and 1st February, 2016. The Company Secretary of the Company acts as the Secretary of the Audit Committee.

The composition of the Audit Committee and the attendance of members at the meetings were as follows:

Name of Member	Status	No. of Meeting during the financial year 2015-16	
		Held	Attended
Mr. Pyush Gupta	Chairperson	3	2
Mr. Sanjiv Bhasin	Member	3	3
Mr. Vivek Kumar Agarwal	Member	3	3

B) NOMINATION AND REMUNERATION COMMITTEE

In terms of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted the Nomination and Remuneration Committee. The Committee inter alia reviews and approves the Annual salaries, commission, service agreement and other employment conditions for the Executive Directors and senior management. The remuneration policy is directed towards rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice. The Committee comprises of one non executive and two independent non-executive Directors. The terms of reference of the nomination and remuneration committee are as under:

- Recommend to Board the setup and composition of the Board and its committees, including the "formulation of the criteria for determining qualification, positive attributes and independence of a Director."
- Formulate the criteria for evaluation of performance of Independent Directors and Board of Directors.
- Device a policy on diversity of Board of Directors.
- Recommend to the Board, appointment and removal of Directors.

The Company Secretary of the Company acts as the Secretary of the Nomination and Remuneration Committee. The remuneration policy of the Company is available on Company's website (URL:http://www.rollatainers.in/investors.php).

There was no meeting of nomination and remuneration committee held during the year under review. The composition and the attendance of members at the meetings were as follows:

Name of Member	Status	No. of Meeting during the financial year 2015-16	
		Held	Attended
Mr. Pyush Gupta	Chairperson	NIL	NIL
Mr. Aditya Malhotra	Member	NIL	NIL
Mr. Vivek Kumar Agarwal	Member	NIL	NIL

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:

The performance evaluation criteria for Independent Directors is determined by the Nomination and Remuneration Committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

C) STAKEHOLDERS' RELATIONSHIP COMMITTEE

In terms of Section 178 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board has constituted the Stakeholders' Relationship Committee. 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. During the year, the committee met 3 (three) times. The Meetings were held on 27th August, 2015, 06th November, 2015 and 11th February, 2016.

The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

Name of Member	Status	No. of Meeting during the financial year 2015-16	
		Held	Attended
Mr. Aditya Malhotra	Chairperson	3	3
Mr. Pyush Gupta	Member	3	3
Mr. Vivek Kumar Agarwal	Member	3	3

As on 31st March, 2016 there were nil complaints pending with the Company.

The Company Secretary of the Company acts as the Secretary to the Stakeholders' Relationship Committee.

D) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

During the year under review, in terms of Section 135 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board had constituted a Corporate Social Responsibility Committee. The Committee comprises of three directors including two Independent Directors. The Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount of expenditure to be incurred on the CSR activities.

During the year under review, the meeting of the CSR committee was held on 03rd February, 2016.

The composition of the Corporate Social Responsibility Committee and the details of meetings attended by its members are given below:

Name of Member	Status	No. of Meeting during the financial year 2015-16	
		Held	Attended
Mr. Sanjiv Bhasin	Chairman	1	1
Mr. Pyush Gupta	Member	1	1
Mr. Vivek Kumar Agarwal	Member	1	1

IV. SUBSIDIARY MONITORING FRAMEWORK

In terms of 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 (URL:http:// www.rollatainers.in/investors.php). 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.

V. COMPLIANCE OFFICER

The Board has designated Mr. Pankaj Mahendru, Company Secretary as Compliance Officer of the Company.

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
2014-2015	Plot No. 73-74, Phase–III, Industrial Area, Dharuhera, Distt. Rewari, Haryana-123106	26.12.2015	9:30 A.M.	No Special resolution was passed
2013-2014	Plot No. 73-74, Phase–III, Industrial Area, Dharuhera, Distt. Rewari, Haryana-123106	26.12.2014	9:30 A.M.	Two Special resolutions were passed
2012-2013	Plot No. 73-74, Phase–III, Industrial Area, Dharuhera, Distt. Rewari, Haryana-123106	30.12.2013	9:30 A.M.	No Special resolution was passed

POSTAL BALLOT HELD DURING THE FINANCIAL YEAR 2015-16

During the year under review, the members of the Company passed 4 (Four) Special Resolutions through Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration Rules), 2014. Approval of the members of the Company was sought vide Notice dated Feburary 11, 2016 through Postal Ballot including e-voting.

The Company had appointed Mr. Sachin Khurana, Practicing Company Secretary, New Delhi, as the Scrutinizer for the aforesaid postal ballot process. The Special resolutions were passed by the requisite majority and based on the report submitted by the Scrutinizer; the Chairman announced the results of the Postal Ballots on Friday, March 18, 2016. The said result was also posted on the website of the Company, besides being communicated to the BSE

where the equity shares of the Company are listed. The result(s) of the Postal Ballot were also published in the newspapers.

Details of Special Resolutions passed on March 18, 2016 and the result of voting is as follows:-

1. To sell/ transfer/ dispose off the Company's packaging business - Carton Manufacturing Division in conformity with the Companies Act, 2013

Description	Special Resolution under Section 180(1)(a) of the Companies Act, 2013
No. of valid votes polled (% age)	102686476 (100%)
Votes cast in favour of the Resolution (% age)	102686376 (99.9999%)
Votes cast against the Resolution (% age)	100 (0.0001%)

2. For transactions with Related Parties U/S 188 of the Companies Act, 2013

Description	Special Resolution under Section 188 of the Companies Act, 2013
No. of valid votes polled (% age)	8956276 (100%)
Votes cast in favour of the Resolution (% age)	8955976 (99.9966%)
Votes cast against the Resolution (% age)	300 (0.0034)

3. For Investment in Body Corporates / Companies u/s 186 of the Companies Act, 2013

Description	Special Resolution under Section 186 of the Companies Act, 2013
No. of valid votes polled (% age)	102686476 (100%)
Votes cast in favour of the Resolution (% age)	102686076 (99.9996%)
Votes cast against the Resolution (% age)	400 (0.0004)

4. For authorization to the Board of Directors to make loan(s) and give guarantee(s), provide security(ies) or make investment(s) in excess of the prescribed limit under section 186 of the Companies Act, 2013

Description	Special Resolution under Section 186 of the Companies Act, 2013
No. of valid votes polled (% age)	102686476 (100%)
Votes cast in favour of the Resolution (% age)	102686376 (99.9999%)
Votes cast against the Resolution (% age)	100 (0.0001%)

The Company may seek to pass Special Resolution(s) in Financial Year 2015-2016 through Postal Ballot, as and when required subject to applicable laws.

VII. DISCLOSURES

(A) Basis of Related Party Transaction

The details of all related parties transactions are placed before the audit committee for its approval. Details of the related party transactions are provided in the Notes to Accounts. These transactions are not likely to have conflict with the interest of the Company at large. Policy on dealing with related party transactions is available on the website of the Company (URL: http://www.rollatainers.in/ investors.php).

(B) Vigil Mechanism / Whistle Blower Policy

The Company encourages an open door policy where its employees have access to the Head of the business/ function. In terms of the Whistle Blower Policy of the Company, any instance of non adherence to the policy, employee misconduct, illegality or any other observed unethical behavior are to be brought to the attention of the immediate reporting authority, who is required to report the same to the Head of Corporate Human Resources. Further, the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provides adequate safeguards against victimization of Whistle Blower who avail of such mechanism. Under the Policy, every Director and employee has been provided direct access to the Chairman of the Audit Committee.

(C) Details of non-compliance by the Company

There were no instances of non-compliance by the Company and no penalties, or strictures were imposed on the Company by Stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

(D) Code of Business Conduct and Ethics for Directors and Managerial Personnel

The Board has framed a Code of Conduct for all Board members and senior management of the Company. The Code has been posted on the website of the Company (www.rollatainers.in). All Board members and senior management personnel have confirmed compliance with the Code for the financial year 2015-2016. A declaration to this effect signed by the Managing Director of the Company forms part of this Annual Report.

(E) Disclosure of Accounting Treatment

In the preparation of financial statements for the year ended on 31st March, 2016, there was no treatment different from that prescribed in an Accounting Standards that had been followed.

(F) Risk Management

The Company has framed a Risk Management Policy to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of properly defined framework. The Company's Risk Management Policy focuses on ensuring that risks are identified and addressed on a timely basis. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

(G) Proceeds from Public Issues, Right Issues, and Preferential Issues etc.

During the year under review, there were no proceeds from Public issues, Rights issues or Preferential issues.

(H) Details of Compliance with Mandatory Requirements and adoption of Non Mandatory Requirements

- **Mandatory requirements**

The Company is fully compliant with the applicable mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

- **Non Mandatory Requirements**

Details of non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 to the extent to which the Company has adopted are given below:

a) **The Board**

Ms. Aarti Jain, the non-executive Chairperson had not desired an office at the Company's expense.

b) **Audit qualifications**

There is no audit qualification in respect of financial statements of the Company.

c) **Separate posts of Chairman and CEO**

Ms. Aarti Jain is the Non Executive Chairperson of the Company. The Company has complied with the requirement of having separate persons to the post of Chairperson and WTD.

VIII. MEANS OF COMMUNICATION

During the year under review, Results for quarters ended 30th September, 2015, 31st December, 2015, and the year ended 31st March, 2016, have been published in English (The Statesman) and also in a vernacular language newspaper (Hari Bhoomi).

In addition, the Company uploads its Financial Results, Shareholding Pattern and other information on its website i.e.www.rollatainers.in.

The Company has submitted all compliances for the quarter and the year ended on 31st March, 2016 on the BSE online portal – BSE Corporate Compliance & Listing Center.

IX. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A Management Discussion and Analysis Report is given by means of a separate annexure forming part of this Annual Report.

X. GENERAL MEMBERS' INFORMATION

A. GENERAL INFORMATION

Registered Office	Plot No. 73-74, Phase-III, Indsutrial Area, Dharuhera, Distt. – Rewari, Haryana 123106
Plant Location	–
Annual General Meeting: Day/Date/Time/Venue:	Friday, the 23rd September, 2016 at 09.30 A.M. Plot No. 73-74, Phase-III, Indsutrial Area, Dharuhera, Distt. Rewari, Haryana 123106
Financial Year	1st July 2015 to 31st March, 2016 (9 Months)
Book Closure	17th September, 2016 to 23rd September, 2016 (Both days Inclusive)
Equity Dividend payment date	N/A
Listing on Stock Exchanges	BSE Limited The Company has paid the Listing fee for the year 2016-17 to BSE within the stipulated time.
ISIN CODE	INE 927A01032
Stock Code Equity Share: BSE	502448

B. Tentative Calendar for the Financial Year 2016-2017 (subject to change)

PARTICULARS	DATES
First Quarter Results	Mid August, 2016
Second Quarter Results	Mid November, 2016
Third Quarter Results	Mid February, 2017
Fourth Quarter Results	Upto end of May, 2017

The Company's quarterly Un-audited Financial Results are subject to Limited Review by Statutory Auditors and Annual 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 Exchange.

C. Dematerialisation of shares and liquidity

As on 31st March, 2016, 1,24,320,290 Equity Shares representing 99.405% of the Company's Equity Share Capital are in dematerialized form. The Equity Shares of the Company are actively traded on BSE.

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.

E. Registrar & Share Transfer Agent

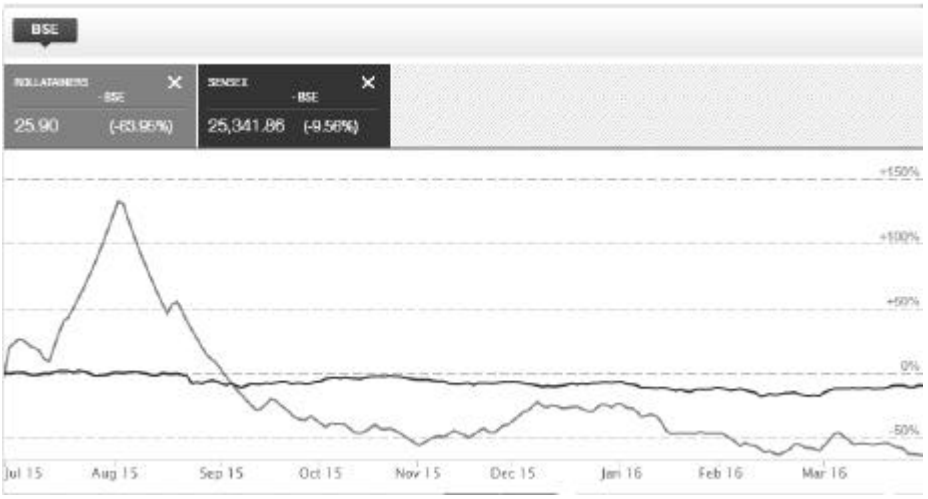
M/s. Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99, Madangir,
Behind L.S.C., Near Dada Harsukh Das Mandir,
New Delhi-110062
Phone No. 011-29961281-83
Fax No. 011-29961284

F) Market Price Data

Monthly High/Low prices per share of equity shares traded at BSE Limited for the year ended at 31st March, 2016

Months	High (Rs.)	Low (Rs.)
July, 2015	159.15	74
August, 2015	175.4	76
September, 2015	76	43.55
October, 2015	47.45	33.2
November, 2015	43.15	30.05
December, 2015	56.05	45.3
January, 2016	58.2	38
February, 2016	39	25
March, 2016	40.9	25.3

BSE Historical Graph



HISTORIC GRAPH 01-07-2015 TO 31-03-2016

G) Shareholding Pattern as on 31st March, 2016

CATEGORY	NUMBER OF SHARES HELD	(%) PERCENTAGE OF SHAREHOLDING
Promoters	93730200	74.95
Financial Institutions/Banks	350	0.00
Foreign Financial Institutions/Banks	3024330	2.42
Foreign Portfolio Investors	3791870	3.03
Insurance Companies	1500	0.00
Bodies Corporate	19400718	15.51
Resident Individuals	4539004	3.63
Non-Resident Individual	126001	0.10
Clearing Member	5427	0.00
Hindu Undivided Family (HUF)	445600	0.36
	125065000	**100**

H) Distribution of Shareholding as on 31st March, 2016

No. of Shares held (Rs. 2/- paid up)	Number of	% to total Shareholders	Total No. of Shares (in Rs.)	% of Total Shareholding
Upto - 5000	5259	93.93	1934300	1.5466
5,001 - 10,000	131	2.34	480261	0.3840
10,001 - 20,000	92	1.64	672457	0.5377
20,001 - 30,000	26	0.47	333898	0.2670
30,001 - 40,000	17	0.30	304291	0.2433
40,001 - 50,000	14	0.25	323906	0.2590
50,001 - 1,00,000	24	0.43	880124	0.7037
1,00,001 - & Above	36	0.64	120135763	96.0587
TOTAL	**5599**	**100**	**125065000**	**100.0000**

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

As on date, there is no outstanding GDRs/ADRs/Warrants/or any other Convertible instruments.

J) Investors' Correspondence may be addressed to: -

Mr. Pankaj Mahendru
Company Secretary & Compliance Officer Rollatainers Limited
Plot No. 73-74, Phase – III, Industrial Area, Dharuhera Distt – Rewari – 123106, Haryana
Ph. # 01274 – 243326, 242220 Fax # 01274 - 242291
E-mail Address: cs.rollatainers@gmail.com

By Order of the Board
For **ROLLATAINERS LIMITED**

Sd/-
(Aarti Jain)
DIN: 00143244
Chairperson

Place : Dharuhera, Haryana
Date : 27th August, 2016

AUDITORS' REPORT ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To

The Members,
Rollatainers Limited

We have examined the compliance of conditions of Corporate Governance by Rollatainers Limited for the Financial Year ended on 31st March, 2016 as stipulated in Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation, 2015 and Listing Agreement of the said Company with the Stock Exchange.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We 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 Manoj Mohan & Associates
Chartered Accountants
Firm Registration No. 009195C

Sd/-
(M. K. Agarwal)
Partner
Membership No. - 76980

Place : New Delhi
Date : 27th August, 2016

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

As required under Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, it is hereby confirmed that for the nine months period ended 31st March, 2016, the Directors 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 Code of Conduct as applicable to them.

Sd/-
(Aarti Jain)
Chairperson
DIN: 00143244

Place : Dharuhera, Haryana
Date : 27th August, 2016

CEO AND CFO CERTIFICATION

We, Aarti Jain (Director) and Ajay Jaiswal (CFO) responsible for the finance functions certify to the Board that:

a) We have reviewed the financial statements and Cash Flow Statement for the nine months period ended 31st March, 2016 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 nine months period ended 31st March, 2016 are fraudulent, illegal or violative 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 internal control systems of the Company pertaining to 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) I) There has not been any significant change in internal control over financial reporting during the period under reference;

   II) There has not been any significant change in accounting policies during the period requiring disclosure in the notes to the financial statements; and

   III) We are not aware of any instance during the period 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/-	Sd/-
Place	: Dharuhera, Haryana	**(Ajay Jaiswal)**	**(Aarti Jain)**
Date	: 27th August, 2016	CFO	Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. INDIAN ECONOMIC OVERVIEW

After a prolonged slowdown, the Indian economy is recovering and has grown by 7.6% in FY2016, compared to 7.2% in FY2015. This was led by strong domestic demand and supported by several policy initiatives of the Government of India, relatively low current account deficit and inflation levels and adherence to fiscal budget disciplines. Furthermore, the current account deficit continued to decline throughout the year and foreign exchange reserves rose to US$351.5 billion in early February 2016. Foreign Direct Investment to India by February 2016 had surged by 37% since the launch of the 'Make in India' campaign in October 2014. Retail inflation measured by the Consumer Price Index (CPI) was within the RBI's target of about 6% in FY2016. Going forward, CPI inflation is expected to decelerate modestly and remain around 5% during FY2017.

According to the Economic Survey FY2016, the highlights of the Indian economy include macroeconomic stability, resilience and optimism. Growth is expected to be further driven by an increase in domestic demand and private consumption, a low inflationary environment and potentially lower interest rates. The World Bank has forecasted the GDP growth of India at 7.6% for CY2016 and 7.7% for CY2017.

According to many of India's leading economists, the medium-term outlook will be shaped by progress on initiatives such as reforms in banking and the successful implementation of the Goods and Services Tax (GST). Other key factors that are critical to sustaining future growth include investment in physical infrastructure in particular for the seamless availability of electricity, expanding the road network and strengthening social platforms like health and education.

2. CONSUMER INDUSTRY

2.1 Food & Beverage Industry

The Food and Beverage (F&B) industry is one of the most vibrant sectors in India that has delivered unprecedented growth in the recent past and continues to expand rapidly. This can be attributed to changing demographics, increasing disposable incomes, urbanization and the growth of organized retail.

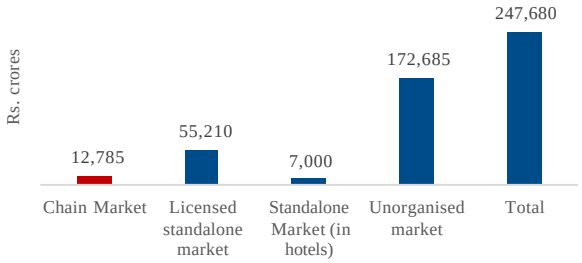
Although the F&B service market was worth more than Rs. 2.47 lac crores in 2013, it is expected to grow to Rs. 4.08 lac crores by 2018 an implied CAGR of 10.6%. The sector is dominated by the unorganised market and therefore leaves a substantial opportunity for branded restaurant chains to capitalise on the growing demand.

The F&B sector has evolved significantly over the past decade, giving rise to exciting new food and beverage concepts and innovative service elements. Segments such as fine dining, casual dining, quick service restaurants and cafes have all been well received by consumers in metros and top tier cities.

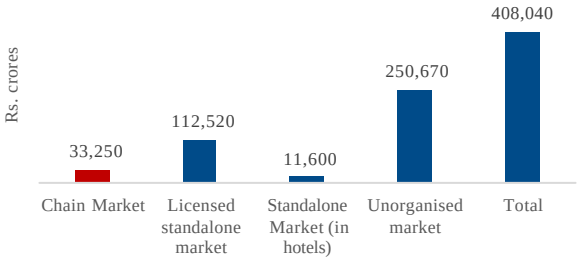
The industry has successfully been at the forefront of attracting investment into India and has played an integral role in demonstrating the high growth business opportunities that the country offers. Several domestic and multinational companies are entering the Indian food services sector, which is expected to continue to offer tremendous opportunity to those players with a focus on quality and consistency.

Food Service Market

Market size in 2013



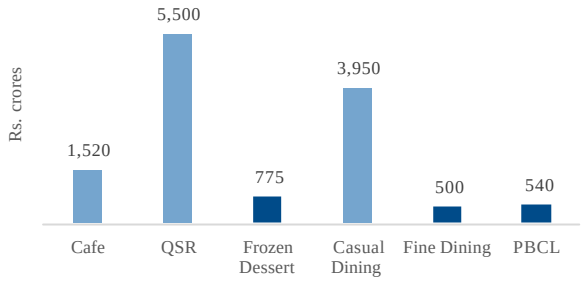
Market size in 2018



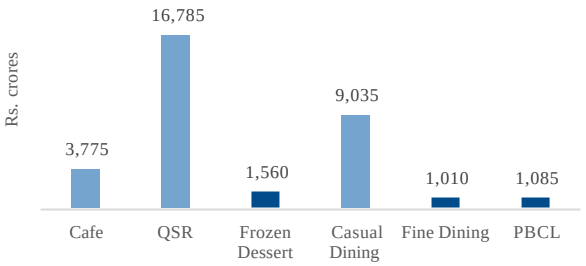
Source: Technopak

Chain (Food Service) Market

Market size in 2013



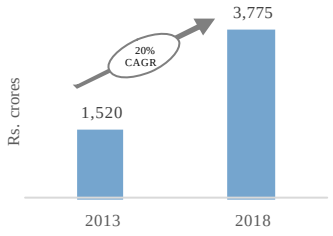
Market size in 2018



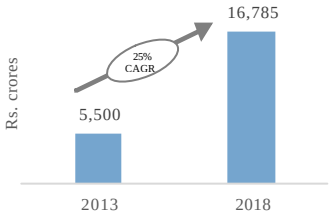
Source: Technopak

Key F&B Segments for Rollatainers

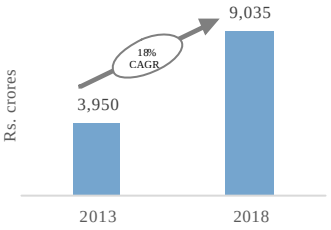
Cafe Segment



QSR Segment



Casual Dining Segment



Source: Technopak

2.2 Packaging Industry

Packaging is one of the fastest growing industries globally and estimated to be US$860 billion in revenues. However, 2015 was a slightly challenging year for the global packaging industry with retail unit volume demand rising by only 2.2% to reach 3.35 trillion packs. The food industry remains the largest end-user for packaging and a key driving force behind total packaging growth. The highest growth rates were recorded in China, Indonesia and the US.

The Indian packaging industry has grown at a CAGR of approximately 16% in the last five years and reached US$32 billion in FY2015. The per capita packaging consumption in India is relatively low at 4.3 kgs, compared to 42 kgs and 19 kgs in developed economies such as Germany and Taiwan.

3. ROLLATAINERS: STRATEGY AND OUTLOOK

Rollatainers is highly optimistic about the underlying macro-economic fundamentals of the Indian economy. In the short to medium term, a pickup in economic activity, NREGA, implementation of the 7th Pay Commission, increase in FDI, urban development and the Government of India's skill development initiatives will all serve to increase the disposable income of the Indian consumer. An improving consumer sentiment is expected to drive overall demand, in particular benefitting the highly popular and consumer friendly brands that Rollatainers owns and operates. Furthermore, a zero interest bearing liability status provides the Company the financial flexibility not only to invest in profitable growth opportunities but also to focus on offering a high quality consumer experience at consistently attractive price points.

3.1 Food & Beverage Business

Rollatainers operates five F&B brands across various formats. The Company consolidated its interests in the F&B business in early 2014, starting with the pan Asian casual dining brand Kylin through its subsidiary Boutonniere Hospitality Private Limited (formerly Carnation Hospitality Private Limited and referred to as "Boutonniere"). Subsequently Boutonniere acquired the café chain Barista from Lavazza Spa while also expanding its F&B business into the QSR and casual dining segments through Wendy's, Jamie's Italian and Jamie's Pizzeria.

The Company has been able to right size all the formats and store level economics to sustain the challenges in the industry. It has also now ventured into the affordable F&B segment which has helped to grow the ticket size.

Barista

The organised cafe chain market in India has witnessed robust growth over the last decade and is expected to maintain the pace in the coming years. India's per capita consumption of coffee is about 110 grams a year compared to about 8 kilograms in the developed countries, presenting a substantial opportunity for growth in consumption. The organised café market was estimated to be around Rs. 1,520 crores in 2013 and is projected to grow at a CAGR of 20% through 2018.

Barista, pioneers in the organised café sector in India, was launched in 2000 and was acquired by the Company in 2014. It is the second largest café chain in India with presence in all key cities and in four other countries namely Bangladesh, Myanmar, Nepal and Sri Lanka. There are 183 Barista cafes as of March 2016. The Company will soon be opening its first outlet in the Maldives.

Over the last financial year, Barista has revamped its stores and the F&B offering. Focus has been to drive consumption in all 'day parts' with launch of breakfast and snack options, which go well with our core beverages. This new menu offering, coupled with store refurbishments / rebranding, has helped turnaround the Barista brand with an improved same store growth.

Barista also plans to make its F&B offering more Indian with local flavours. For example, it is including several different flavours of tea and adding several Indian food options on the menu. Also, we are targeting to improve the food to beverage ratio so as to offer the consumer a complete experience. Being an Indian café chain, the focus is also to promote Indian traditional products and handicraft as merchandise for sale.

Growth will be driven largely by increasing the franchisee network both in domestic as well as the international markets. A major impetus is being given to institutional / corporate locations. The Company is in the process of creating mobile coffee carts to cater to a growing ODC market.

Barista plans to grow to over 500 outlets in the next five years.

Kylin

Casual Dining is an exciting and highly evolving F&B segment that revolves around specific cuisines or themes. Historically, the Oriental cuisine has been the second most favoured cuisine in India. In 2013, the size of the market was estimated at Rs. 3,950 crores and is projected to grow at a CAGR of 18% through 2018.

The Kylin chain of restaurants, specialising in pan Asian cuisine, was launched in 2005 and acquired by the Company in 2014. Today, it operates casual dining & quick service restaurant formats and has a major presence in North India, with focus on new and innovative oriental flavours for the Indian palate. There are 12 Kylin restaurants across different formats as of March 2016.

During FY2016, Kylin introduced **Wanchai**, a QSR concept, tailored for Indian Food Court and Mobile Truck. Wanchai has been inspired by Cha Chaan Teng, the local-styled fast-food restaurants of Hong Kong Island. The name is true to the concept of serving oriental street food to the Indian consumer.

It is in the process of launching innovative concepts such as Shophouse and the Thai House.

Shophouse is a dining concept created for the young millennials who are increasingly more focused on healthy and fresh ingredients. The DIY (Do it yourself) menu of Shophouse would provide an option of choosing fresh ingredients from vegetables, meats, starch, sauces and garnishes.

Thai House is a scalable casual dining concept specialising in dishes from across different cities of Thailand. The concept is aimed at filling the gap in the F&B market for novel Thai food in a casual dining format.

Kylin plans to grow to over 100 outlets across India in the next five years.

Wendy's

Globally, fast food generates revenues of over $570 billion. As is the case with other F&B formats, India has emerged as one of the most favoured destinations for the QSR segment. In 2013, the size of the QSR market was estimated at Rs. 5,500 crores and is projected to grow at a CAGR of 25% through 2018.

Wendy's is the third largest burger chain in the world. Its India franchisee, Sierra Nevada Restaurants, is a joint venture between Rollatainers and IMM, UK. The first Wendy's India outlet was opened in Gurgaon in the first quarter of FY2016 and the chain currently operates four outlets in the Delhi/NCR region.

Wendy's India is the first to introduce the completely new QSR++ concept. There are many firsts in this concept which include table service, use of bone china crockery and cutlery instead of paper and plastic, a totally unique look and feel to the restaurant interiors. Wendy's in India has truly brought hospitality into the QSR world.

A completely new menu with an Indian touch has been created by Wendy's India. Innovations such as the spicy aloo crunch burger and the falafel burger have not only done exceedingly well in India but the recipes have been

adapted by Wendy's global for some of their international markets. Wendy's India has also been acknowledged for the great culinary sauces its offers including the widely popular ghost chilli sauce made from the hottest 'Naga' chilli in the world known has Bhut Jolokia.

The innovation and adaptation of the menu to the Indian palate has continued with additions of offerings such as the railway cutlet burger, masala chai, etc.

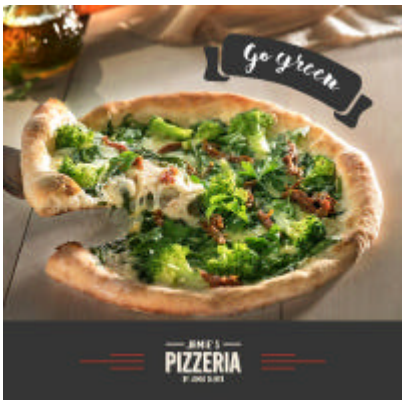
Wendy's India is now poised for rapid expansion into other geographies in India and is also going to open Drive Thru and Express formats of its restaurants.

Wendy's India plans to grow to over 50 outlets across India in the next five years.

Jamie's (Jamie's Italian and Jamie's Pizzeria)

Jamie's Italian

Jamie's Pizzeria



The casual dining market until recently was primarily led by domestic players which were largely region-specific. In the last few years, there has been an influx of international players in this segment leading to its rapid growth. In particular, Italian cuisine's popularity has grown over the years making it the third most preferred cuisine in the country.

Jamie's Italian is a global casual dining chain by celebrity chef Jamie Oliver. Its India franchisee, Dolomite Restaurants, is a joint venture between Rollatainers and IMM, UK. The first India outlet of Jamie's Italian was opened in the third

quarter of FY2016 in Delhi. The Company also launched Jamie's Pizzeria in the same quarter. A total of four restaurants have been opened in a span of 10 months, from the launch of the first restaurant (One Jamie's Italian and three Jamie's Pizzeria outlets in Delhi and Mumbai).

Jamie's Pizzeria is a concept primarily developed by the Indian franchisee, and is a first for the brand globally. Recognising the need to constantly embrace new and evolving formats in the fast casual sector, we have created a contemporary, vibrant and yet different décor for Jamie's Pizzeria. Our restaurant design, embracing the open kitchen concept, has been highly appreciated.

We have very successfully grown the pizza delivery business from the Jamie's outlets. To extend our brand experience further, the group plans to introduce the Jamie's 'Grab & Go' concept at transport hubs.

The Company also plans to introduce mobile trucks selling freshly baked pizzas in a limited menu offering. This concept is very popular in several other global markets.

Jamie's India plans to grow to over 50 outlets across both formats in the next five years.

3.2 Packaging Business

Global packaging demand is expected to grow at 2.7% in 2016, with over 70% of that growth to come from the fast growing Asia Pacific region. Within an increasingly competitive global marketplace and as consumer companies seek to grow brand sales by engaging more intensely with consumers, the role of attractive and functional packaging will remain critical.

Rollatainers is one of the few companies which manufacture cartons, flexible packaging and packaging machinery. With a well-integrated product portfolio and combined group capabilities, the Company is set to capitalise on the current positive market trends.

Rollatainers is working towards extending its customer base in both its existing and new business segments by focussing on innovation, especially through the transfer of technology. By optimising material usage as an integrated supplier across segments, we intend to become more eco-friendly, and hence a preferred supplier to major multinational customers. Furthermore, the new capacity added in flexible packaging and the corrugated packaging facility enable us to cater to a new growing market segment and enhance market share.

As we move forward, the business is focused on delivering world class manufacturing improvements with the aim of becoming best in class for quality, delivery and customer service. Current capacity utilisations of 55%, and with the improvements in our efficiency and the new business opportunities, this will significantly improve in the short to medium term.

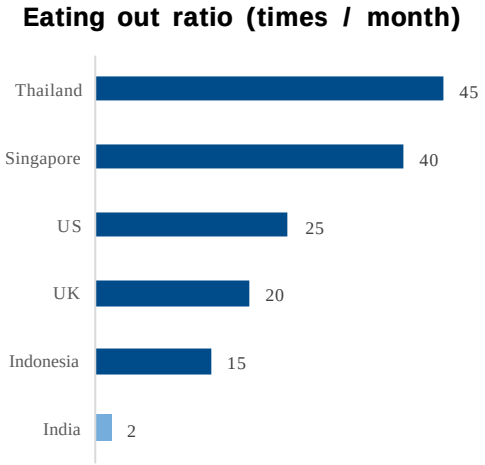
4. OPPORTUNITIES & STRENGTHS

4.1 Food & Beverage Business

Rising Consumerism and Affluence: Growth in the affluent and middle class, backed by relatively young Indian demographics, is driving the overall India consumption story. With this increasing spending power, these Indian consumer groups are continually seeking not only more but also innovative F&B options thereby driving the growth of restaurant outlets nationwide.

Target Customer Base: All of Rollatainers' brands are primarily positioned to target the millennials. India, where more than half of the country's population is in this age group, offers a very large and attractive customer base.

The Eating-out Experience: Consumers' preference for eating out is largely driven by their desire for a different experience in terms of service, ambience and food. Moreover, today's consumer is inclined to explore eating-out options more frequently than ever before. This trend has been supported by increasing affordability and easier accessibility particularly to shopping malls.



Source: National Restaurant Association of India

Media Proliferation and Enhanced Awareness: The growing coverage of F&B by the media, especially by social media and the emergence of food based celebrity shows, has rapidly promoted awareness and interest amongst consumers. Increasing international travel has also led to various consumer groups becoming progressively more exposed to different cuisines and culinary styles.

Evolution of Food Retail Concepts: The emergence of food courts at malls, F&B hubs, and food options at transport hubs such as airports, railway stations and highways is also driving the growth of the organized F&B sector.

Technology: The increasing use of smartphones and mobile technology has allowed for convenient and instantaneous access of customer reviews and evaluation of restaurant menus, leading to more frequent eating out and home delivery.

4.2 Packaging Business

Socio-economic Factors: The demand for packaging is expected to grow primarily on account of rising personal disposable incomes and evolving tastes and preferences of the consumer. The change in aspirations for better quality consumer products has resulted in higher industry growth rates

Convenient and Eco-friendly Packaging: Amidst growing global environmental concerns and the need to control pollution levels, the demand for sustainable and eco-friendly packaging has increased. One of the main beneficiaries of this trend is the 'convenience packaging' industry. Consumers are increasingly looking for products which are easy to open, consume, store, carry, and dispose of, which has led to an increase in the demand for flexible packaging.

The Boom in E-commerce Industry: Over the last couple of years, the online shopping industry has experienced significant growth. Consumers, attracted by discounts and the convenience of shopping from home, have started to order not just white goods but also everyday items online. This has led to an increase in demand for packaging, especially corrugated cartons which the Company manufactures in large numbers. The Company also has substantial capacity to manufacture lined cartons.

FMCG Sector: India ranks among one of the top producers of food, vegetables and fruits. The introduction of FDI in the retail sector is expected to continue to provide significant growth opportunities to the Indian retail market. Growth in consumer spend, growing rural demand, changing demographics, emergence of a fast growing market for convenience goods, retail trade and quest for quality products is expected to result in increased demand for packaging in the medium to long term.

Low Rural Penetration: The current demand for packaged products is still primarily driven by the urban population. The rural population is gradually appreciating the importance of packaged products in terms of hygiene and quality (particularly food items) due to increased social awareness in these areas. As a result, many FMCG companies have started to launch smaller and lower sized versions of their products for the rural areas. This has offered a new avenue of growth for the packaging industry.

The 'Make in India' Campaign: The 'Make in India' campaign launched by the current Government is expected to give a major impetus to the manufacturing industry which is likely to boost the demand for packaging in India.

Established Track Record: Rollatainers is one of the pioneers of the Indian packaging industry with strong brand equity. With over 40 years of track record of success, the Company is highly regarded amongst both its customers and peers. It is also one of the few publicly listed companies in the packaging industry.

Diversified Products: Rollatainers is one of the very few packaging companies present in paper board based packaging, flexible packaging and also packaging machinery. This makes it a one stop shop for the FMCG industry and other users of packaging. This also allows the Company to provide integrated and customized packaging solutions.

Reputed Customer Base: Rollatainers caters to the packaging needs of leading FMCG companies such as Amul, Britannia, Conagra Foods, Hindustan Unilever, Nestle, Patanjali, Pepsi, Perfetti and Tata Global Beverages amongst others. These customers have been long standing business partners over the years.

Focus on Innovation: Rollatainers has a strong track record of new product development. The ability to integrate materials and machines is a strength which enables the Company to deliver new and innovative products which are customized to users' requirements. Over the years, Rollatainers has won reward and recognition for its focus on innovation.

Experienced Management Team: The core strength of the Company is a strong and experienced senior management team. The management has a successful track record of delivering quality products with a focus on innovation.

Certifications: The Company renewed its prestigious certifications such as FSC COC so as to continue the focus on sustainability and environment protection. The SEDEX certification is a symbol of our reliance on ethics in business and the BRC IOP certification relates to food safety for international markets including Europe. These certifications have not only helped to secure orders from large multinationals but also reinforce our commitment to excellence.

5. THREATS AND CONCERNS

5.1 Food & Beverage Business

Competing with the Unorganized Sector: The unorganised sector continues to be a large part of the F&B industry. Low overheads and the absence of regulatory accountability enable low operating costs and hence flexibility to compete aggressively on price. However, there is limited overlap between the target customer groups of the organised and the unorganised F&B segments.

Real Estate Cost and Availability: Suitable real estate at affordable prices is one of the biggest challenges facing the organised F&B industry. The potential combination of low average daily sales and high property rentals, can result in significant financial pressure.

Infrastructure and Supply Chain: Scalability can be challenging due to the lack of adequate infrastructure across many parts of the country. The unavailability of certain ingredients within India restricts the width and depth of the menu and price offerings. The limited availability of adequate cold supply chain also hampers growth of the food service industry where restaurants rely on it. With currently limited food processing capabilities, many processed ingredients are either imported or made in-house.

Shortage of Labour and Manpower: The labour requirement for the Indian hospitality sector had crossed 500,000 in 2009-10 and is likely to grow to almost 920,000 in 2021-22. It has been estimated that the current supply of trained manpower for the entire hospitality industry is only 9-12% of this future requirement. The restaurant and eating out sector is highly labour intensive in India with the service, closely followed by the kitchen, accounting for close to 70% of all employees.

Regulatory Aspects: With a large number of licenses required and the time taken for obtaining these, the restaurant industry always has a long lead time for opening new outlets. In addition to the time taken, the cost of compliance is also relatively high. There is currently no central or single window for obtaining all statutory licenses required to operate an outlet. In addition, state governments have different license requirements thus increasing the complexity for a restaurant chain to plan timelines.

Managing Demand Fluctuations: There are surges and declines in demand at certain times in the week or day, such as lunch hours compared with dinner hours, or weekdays compared with weekends. Optimising resources and seating capacity utilizations are some of the key operating challenges that the F&B industry faces. An additional complexity is the effect of seasonality on the restaurant business.

Volume versus Value: Restaurant outlets that are dependent on a high volume of transactions with a low ticket size can place pressure on operating efficiency and marketing strategies.

Staff Retention: Restaurants often experience high staff attrition, largely attributed to the scarce availability of skilled manpower and competitor dynamics. High staff turnover rates result in increased training and retention costs for restaurants.

Corporate Overheads: Achieving operating restaurant scale is essential in covering corporate overheads and other central costs in the organised F&B sector. Without this scale, overall corporate profitability may be challenged.

Cloud Kitchens: Cloud kitchens, restaurants which deliver food directly from the kitchens, have recently been able to attract consumer interest. However, they have still not been able to meaningfully build market share with the type of consumer seeking a complete F&B experience.

5.2 Packaging Business

Fragmented Structure: One of the key features of the industry which hinders growth is its highly fragmented nature. The many vendors operating in the market compete aggressively on price with the objective of increasing their market share

Lack of Negotiating Power: A limited raw material supplier base often weakens negotiating power especially for companies that lack scale.

Unorganised Sector: Although efforts are being undertaken by the Indian Government and industry associations to bring the unorganised sector under the purview of the regulated industry, it still constitutes a significant portion of the total revenues of the industry. However, it is expected that the growing awareness of the importance of hygiene and health considerations will support the growth of the organised sector. The Company has undertaken various initiatives such as working towards greater efficiency, better quality, and product innovation to mitigate this risk.

Regulatory Changes: The industry is vulnerable to changes in laws relating to environment, waste disposal and food & product safety. These changes can lead to an increase in costs, loss of markets, discontinuation of product lines and a need to invest more in technology.

6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an internal control system which monitors the compliance of internal processes. It ensures that all transactions are authorised, recorded and reported correctly. The systems are routinely tested and certified by Statutory as well as Internal Auditors and cover all offices, plant facilities and key areas of business. The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms.

To further strengthen the internal control process, the Risk Management Committee has documented control procedures covering all aspects of key financial and operating functions. The Company's internal control systems provide for:

- Adherence to applicable accounting standards and policies
- Accurate recording of transactions with internal checks, prompt reporting and timely action
- Compliance with applicable statues, policies, listing requirements and management policies and procedures
- Review of capital investments and long term business plans
- Periodic review meetings to guide optimum utilization of resources
- Effective use of resources and safeguarding of assets

The Audit Committee reviews the effectiveness of internal control systems, and also provides timely updates on operating effectiveness and controls to senior management team. A CEO and CFO Certificate, forming part of the Corporate Governance Report, reinforces the effectiveness of internal controls and reiterates their responsibilities to report any irregularities to the Audit Committee and rectify any issues.

The auditors carry out periodic audits as per an agreed internal audit programme. They bring to the notice of management issues which require their attention and also highlight the severity of the issue. Corrective actions are then rapidly set in place. The internal auditors report is reviewed by the Audit Committee and placed before the Board of Directors for their consideration.

7. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the nine month period under review, the Company restructured its business by:

- Consolidating its entire packaging business under its subsidiary RTPL;
- Consolidating its entire food business under its wholly owned subsidiary Boutonniere, and;
- Discontinuing certain non-value adding or loss making business related to machinery manufacture and trading activities

This was done with a view to create a robust, value accretive business on a going forward basis. As a result, revenues declined by Rs. 283.12 crores. Barista was consolidated for a partial period as per accounting guidelines in FY2016. Wendy's and Jamie's being joint ventures only reflect 50% of the value. On a pro forma basis, the full year aggregate revenues of the Food business amount to Rs. 61.87 crores. However, the 9 month consolidated revenues include Food business revenues of Rs. 13.52 crores.

As a result, the Company reported consolidated revenues of Rs. 86.73 crores during the 9 months period ended 31st March 2016, as compared to Rs. 396.98 crores for the 12 months ended June 2015. Net profit for the nine month period ended 31st March, 2016 was Rs. 5.63 crores as against Rs. 25.02 crores for the year ended 30th June, 2015.

During FY2017, all the businesses will be consolidated in the P&L on line to line method basis and will have a more robust revenue profile.

8. FINANCIAL CONDITION

Rollatainers monitors its financial position regularly and deploys a robust cash management system. The Company has also been able to arrange adequate liquidity to meet its business and liquidity requirements.

9. DEBT POSITION

There is no secured debt in the Company.

10. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

During the year, the Company's successes were made possible by the relentless efforts of each and every employee. The Company has developed a robust and diverse talent pipeline which enhances Rollatainers' organizational capabilities and further driving greater employee engagement. Our human resource program is focused on attracting the right talented individuals, providing excellent on the job training opportunities, and finally giving them the growth opportunities consistent with their aspirations. In addition, the trust our employees place in us is evident in our ability to retain key employees and senior executives during FY2016.

Rollatainers has always enjoyed strong industrial relations. The company has a systematic grievance redressal system to further strengthen these relationships. This system encourages employees to share their views and opinion with the management. The Company reflects on this feedback and incorporates relevant changes into the existing policies, systems and processes.

During the period under review, the Company maintained a cordial relationship with its workforce. The Directors would like to place on record their appreciation and recognition towards all its employees who continue to exude confidence and commitment toward the Company.

11. STATUTORY COMPLIANCE

The company secretary, as compliance officer, ensures compliances of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Compliance certificates are obtained from various departments of the Company and the Board is informed of the same at every Board Meeting.

12. CAUTION STATEMENT

The above mentioned statements are only 'forward looking statements' based on certain assumptions and expectations. The Company's actual performance could differ materially from those expressed/projected depending upon changes in various factors. The Company does not assume any responsibility to any change(s) in forward looking statements', on the basis of subsequent developments, information or events etc.

Important developments that could affect the Company's operations include a downward trend in the domestic automotive industry, competition, rise in input costs, exchange rate fluctuations, and significant changes in the political and economic environment in India, environmental standards, tax laws, litigation and labour relations.

By Order of the Board
For **ROLLATAINERS LIMITED**

Sd/-
(Aarti Jain)
DIN: 00143244
Chairperson

Place : Dharuhera, Haryana
Date : 27th August, 2016

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
ROLLATAINERS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of ROLLATAINERS LIMITED ("the Company") which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the Nine Month period then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters specified in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by 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 state of affairs of the Company as at March 31, 2016 and its profit and its cash flows for the Nine Month period ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraph 3 & 4 of the Order.

2. 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 and the Cash Flow Statement 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 Rule 7 of the Companies (Accounts) Rules, 2014;

e) on the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, 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 and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and

g) 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, in our opinion and to the best of our information and according to the explanations given to us:

i. the Company does not have any pending litigations which would impact its financial position in its financial statements;

ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Manoj Mohan & Associates
Chartered Accountants
Firm Regn No. 0091913

Sd/-
M. K. Aggarwal
(Partner)
Membership No. - 76980

Place : New Delhi
Dated : 30th May, 2016

Annexure A to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) In respect of its fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets were physically verified during the period by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(ii) As explained to us, the inventories were physically verified during the Period by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of inventories at reasonable intervals and no material discrepancies were noticed on such verification.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of paragraph 3(iii)(a) and (b) of the Order are not applicable to the Company.

(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, with respect to the loans and investments made.

(v) The Company has not accepted any deposits from the public during the financial period. Accordingly, the provisions of Section 73 to 76 or any other relevant provisions and the Rules framed thereunder are not applicable to the Company.

(vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Value Added Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Value Added Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2016 for a period of more than six months from the date they became payable.

(b) Dues of Sales Tax and Excise Duty not deposited on account of dispute are as follows:

Name of Statute	Nature of the Dues	Amount (Rs. In lacs)	Period to	Forum where dispute is pending
Central Excise Tax Act, 1944	Excise Duty & Service Tax	8.63	FY. 2013-14	Commissioner Central Excise
Central Sales Tax Act, 1957	Sales Tax	29.00	FY. 2011-12	Excise & Taxation Officer

(viii) According to the information and explanations given to us, the company has not availed any term Loans from banks/financial institutions and the Company has not defaulted in repayment of dues to government.

(ix) According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer. Further, monies raised by the Company by way of term loans were applied for the purpose for which those were raised.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197, read with Schedule V to the Act.

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

(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) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the period. Accordingly, the provisions of paragraph 3(xiv) of the Order are not applicable to the Company.

(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, the provisions of paragraph 3(xv) of the Order are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Manoj Mohan & Associates
Chartered Accountants
Firm Regn No. 0091913

Sd/-
M. K. Aggarwal
(Partner)
Membership No. - 76980

Place : New Delhi
Dated : 30th May, 2016

Annexure B to the Independent Auditors' Report

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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, 2016 in conjunction with our audit of the financial statements of the Company for the Nine month period 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 the 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.

Auditor's Responsibility

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 Act, 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 were 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 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 the 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, 2016, 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 Manoj Mohan & Associates
Chartered Accountants
Firm Regn No. 0091913

Sd/-
M. K. Aggarwal
(Partner)
Membership No. - 76980

Place : New Delhi
Dated : 30th May, 2016

BALANCE SHEET AS AT 31ST MARCH, 2016

(Rs. '000)

	PARTICULARS	NOTE	AS AT 31.03.2016	AS AT 30.06.2015
I.	**EQUITIES AND LIABILITIES**			
	(1) Shareholder's Funds:			
	Share Capital	2	**364130**	**364130**
	Reserves & Surplus	3	**716189**	**597012**
	(2) Non-Current Liabilities			
	Long Term Borrowings	4	**1878525**	**283000**
	Other Long Term Liabilities	5	**9242**	**9242**
	Long Term Provisions	6	**5776**	**16842**
	(3) Current Liabilities			
	Trade Payables	7	**34226**	**156182**
	Other Current Liabilites	8	**7056**	**47391**
	Short Term Provisions	9	**0**	**1918**
	TOTAL		**3015144**	**1475717**
II.	**ASSETS**			
	(1) Non-Current Assets			
	Fixed Assets			
	– Tangible Assets	10	**56885**	**184272**
	– Capital Work in Progress	10	**15203**	**15203**
	Non-Current Investments	11	**1382360**	**578210**
	Long Term Loans and Advances	12	**11896**	**11830**
	Deferred Tax Assets (Net)	13	**162483**	**162483**
	(2) Current Assets			
	Inventories	14	**3116**	**96550**
	Trade Receivables	15	**721072**	**113480**
	Cash & Bank Balance	16	**4451**	**13032**
	Short term Loans & Advances	17	**647577**	**289177**
	Other Current Assets	18	**10101**	**11480**
	TOTAL		**3015144**	**1475717**
III.	Significant Accounting policies and accompanying Notes forming part of financial statements.	1 to 38		

As per our report of even date attached
For and on behalf of the Board
FOR MANOJ MOHAN & ASSOCIATES
Chartered Accountants
Firm Registration No. 009195C

Sd/-	Sd/-	Sd/-
(M. K. AGARWAL)	**PANKAJ MAHENDRU**	**AJAY JAISWAL**
Partner	Company Secretary	CFO
(Membership No. 76980)		
	Sd/-	Sd/-
Place : New Delhi	**PYUSH GUPTA**	**AARTI JAIN**
Dated : 30th May, 2016	Director	Director

STATEMENT OF PROFIT & LOSS FOR THE NINE MONTHS PERIOD ENDED 31ST MARCH, 2016

(Rs. '000)

	PARTICULARS		NOTE	AS AT 31.03.2016	AS AT 30.06.2015
I	**REVENUE**				
	Revenue from Operations (Gross)		19	**445689**	**1775729**
	Less : Excise Duty			**44703**	**66632**
	Revenue from Operations (Net)			**400986**	**1709097**
II	Other Income		20	**53**	**4818**
III	**Total Revenue**			**401039**	**1713915**
IV	**EXPENSES**				
	Cost of Raw Material Consumed		21	**325950**	**1440327**
	Change in Inventories of Finished Goods				
	Work in progress and stock in trade		22	**45840**	**(14345)**
	Employee Benefits expense		23	**46000**	**77160**
	Depreciation and Amortisation	13631	10		
	Less : Transferred from Revaluation Reserve	372		**13259**	**22923**
	Other Expense		24	**73502**	**91358**
	Total Expenses			**504550**	**1617423**
V	Profit/(Loss) before Exceptional & Extra-Ordinary items and tax			**(103511)**	**96492**
VI	Extra Ordinary items		25	**223061**	**0**
	Profit/(Loss) tax			**119550**	**96492**
VII	Provision for Taxation				
	Defferred Tax			**0**	**90583**
VII	Profit/(Loss) for the year			**119550**	**187075**
VIII	**Earnings per Share (In Rs.)**				
	Basic			**0.96**	**1.50**
	Diluted			**0.96**	**1.50**
	Significant Accounting policies and accompanying Notes forming part of financial statements.		1 TO 38		

As per our report of even date attached
For and on behalf of the Board
FOR MANOJ MOHAN & ASSOCIATES
Chartered Accountants
Firm Registration No. 009195C

Sd/-	Sd/-	Sd/-
(M. K. AGARWAL)	**PANKAJ MAHENDRU**	**AJAY JAISWAL**
Partner	Company Secretary	CFO
(Membership No. 76980)		
	Sd/-	Sd/-
Place : New Delhi	**PYUSH GUPTA**	**AARTI JAIN**
Dated : 30th May, 2016	Director	Director

CASH FLOW STATEMENT FOR THE NINE MONTHS ENDED 31ST MARCH, 2016

(Rs. in '000)

		Current Period	Previous Year
A.	CASH FLOWS FROM OPERATING ACTIVITIES		
	NET PROFIT/(LOSS) BEFORE TAX & EXTRA ORDINARY ITEMS	**119550**	**96492**
	ADJUSTMENTS FOR :		
	DEPRECIATION	**13259**	**22923**
	INTEREST & DIVIDEND EARNED	**(53)**	**(4417)**
	LOSS / (PROFIT) ON SALE OF FIXED ASSETS	**0**	**(72)**
	OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGE	**132756**	**114926**
	ADJUSTMENT FOR	**(964679)**	**1252155**
	TRADE & OTHER RECEIVABLE	**93434**	**10803**
	INVENTORIES	**(175276)**	**57072**
	TRADE PAYABLE	**(913765)**	**1434956**
	CASH FLOW FROM OPERATIONS	**(913765)**	**1434956**
	NET CASH FROM OPERATING ACTIVITIES		
B	**CASH FLOW FROM INVESTMENTS ACTIVITIES**		
	PURCHASES OF FIXED ASSETS	**(1311)**	**(12041)**
	CAPITAL ADVANCES	**115069**	**1091**
	INVESTMENT IN OTHER COMPANIES	**(804150)**	**(358200)**
	INTEREST RECEIVED	**53**	**4417**
	NET CASH GENERATED/(USED) IN INVESTING ACTIVITIES	**(690339)**	**(364733)**
C	**CASH FLOW FROM FINANCIAL ACTIVITIES**		
	REPAYMENT OF UNSECURED LOANS	**1595523**	**(1064497)**
	NET CASH FROM FINANCIAL ACTIVITIES	**1595523**	**(1064497)**
	NET INCREASE IN CASH AND CASH EQUIVALENTS	**(8581)**	**5725**
	CASH & CASH EQUIVALENTS (OPENING)	**13032**	**7307**
	CASH & CASH EQUIVALENTS (CLOSING)	**4451**	**13032**

Notes :

1. Purchase of fixed assets is shown net of subsidy, advance against land and after considering increase/ decrease in capital work in progress.
2. Impact of unrealised foreign exchange gain / (loss) has been considered in the respect heads only.

For and on behalf of the Board
FOR MANOJ MOHAN & ASSOCIATES
Chartered Accountants
Firm Registration No. 009195C

Sd/-
(M. K. AGARWAL)
Partner
(Membership No. 76980)

Sd/-
PANKAJ MAHENDRU
Company Secretary

Sd/-
AJAY JAISWAL
CFO

Sd/-
PYUSH GUPTA
Director

Sd/-
AARTI JAIN
Director

Place : New Delhi
Dated : 30th May, 2016

NOTES TO FINANCIAL STATEMENTS FOR THE NINE MONTHS PERIOD ENDED 31st March 2016

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES

a) ACCOUNTING CONCEPTS:

The financial statements have been prepared to comply in all material respects of the accounting standards specified under section 133 of the Companies Act, 2013 read with rule 7 of the Companies Act Rules 2014. The Company follows the Mercantile System of Accounting and recognises Income and Expenditure on accrual basis except given below. The accounts are prepared on historical cost basis, as a going concern, and are consistent with generally accepted accounting principles. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous Year.

Dividend, Interest on National Saving Certificates and other claims including insurance claims, are accounted for on cash basis.

b) USE OF ESTIMATES:

The preparation of financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reportable amount of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and the reportable amount of revenue and expenses during the reporting year end. Differences between the actual results and estimates are recognised in the year in which the results are known / materialised.

C) FIXED ASSETS AND DEPRECIATION

i) Fixed assets are stated at their original cost of acquisition including taxes, duties, freight and other incidental expenses related to acquisition and installation of the relevant assets. Technical know-how fees, interest on borrowed funds attributable to acquisition/construction of fixed assets and related pre-operative expenses up to the date of commencement of commercial production, net of sales of trial production, are also capitalised wherever considered appropriate. Cenvat and VAT availed has been deducted from the cost of respective assets.

ii) Projects under Commissioning and other Capital Works-in-Progress are carried at cost, comprising direct cost, related incidental expenses and Interest on borrowings to the extent attributed to them.

iii) Depreciation on Fixed Assets except patents is provided on straight-line method at the rates specified in Schedule II to the Companies Act, 2013. Depreciation on the assets costing up to Rs.5000/- is provided in full in the year of acquisition. Depreciation on adjustment to fixed assets due to fluctuation in foreign currency is amortised over the residual life of the assets.

iv) Depreciation on revaluation part is transferred from Revaluation Reserve to Profit & Loss account for the year.

v) Leased Assets:

a) Assets given on operating lease are capitalised in the manner stated in 2 (i) above.

b) Initial direct cost are charged off to the profit & loss account

c) The lease rentals in respect of assets given or taken on operating Lease are accounted for on accrual basis, which has been arrived at on the basis of contracts entered with the lessee or lessor as the case may be.

D) IMPAIRMENT OF ASSETS

The carrying amounts of fixed assets are reviewed at each balance sheet date, if there is any indication of impairment based on internal / external factors.

An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount and the same is recognized as an expense in the statement of Profit & Loss and Carrying amount of the asset

is reduced to recoverable amount.

Reversal of impairment losses recognized in prior periods is recorded when there is an indication that the impairment losses recognized for the assets no longer exists or have decreased.

E) RESEARCH AND DEVELOPMENT

Revenue Expenditure is charged to Profit & Loss Account of the period in which they are incurred. Capital Expenditure is capitalised.

F) REVENUE RECOGNITION

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Sales of goods

Gross Turnover as reported is inclusive of Excise Duty recovered from Customers but net of rejection and rebates.

Interest

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

G) INVENTORIES

Valuation of stocks is done as mentioned below:

Raw Material, Stores & Spares and Packing Material	at lower of cost or net realisable value
Plates & Dies, Production Scrap	at estimated realisable value
Work-in-Process	at lower of estimated cost or net realisable value
Finished Goods	at lower of cost or net realisable value

a) Cost is arrived at using monthly weighted average method.

b) Cost of Finished Goods is inclusive of Excise Duty.

H) INVESTMENTS

i) Investments are classified as Long Term Investments and Current Investments. Long Term Investments are stated at cost less permanent diminution in value, if any. Current Investments are stated at lower of cost or net realisable value.

ii) Investment in subsidiaries are valued at cost less provision for impairment. Investment are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

I) FOREIGN EXCHANGE TRANSACTIONS

In accordance with the revised Accounting Standard 11 'Effects of the Changes in Foreign Exchange Rates' read together with subsequent clarification issued by the Institute of Chartered Accountants of India:

i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of Transaction. All the monetary assets and liabilities remaining unsettled at the year-end are restated at the year-end rates.

ii) All long term foreign currency monetary items consisting of loans which relate to acquisition of depreciable capital assets at the end of the year have been restated at the rate prevailing at the balance sheet date. The difference arising as a result has been added to or deducted from the cost of assets as per the notification issued by the ministry of corporate affairs dated March 31, 2009. Exchange rate difference on other long term foreign currency loans is carried to 'Foreign Currency

Monetary Item Translation Difference Account' to be amortised upto the period of loan or upto March 31, 2020, whichever is earlier.

iii) Any income or expenses on account of exchange difference either on settlement or on translation other than as mentioned in (ii) above is recognised and is reflected separately in the Profit & Loss account.

iv) Non-monetary foreign currency items are carried at cost.

J) RETIREMENT BENEFITS AND LEAVE ENCASHMENT

i) The company has a LIC Policy taken through its Gratuity Trust to cover the gratuity liability of its employees. Similarly, in respect of manager and above grade, liability towards Superannuation is also considered based on the LIC policy taken for that purpose. The Liability is accounted for on the basis of actuarial valuation made at the end of financial year and charged to profit and loss account.

ii) The un-availed leaves, to the credit of employees are accounted for on the basis of actuarial valuation made at the end of the each financial year and are charged to Profit & Loss Account.

K) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

L) BORROWING COST:

a. Borrowing cost on working capital requirement is charged off to revenue in the year in which they are incurred.

b. Borrowing Cost, which is directly attributable to the acquisition, construction of Fixed Assets is capitalised as part of the assets.

M) EXPORT BENEFITS

Export benefits against the Duty paid imported materials are recognised to the extent of exports made during the year.

N) INCOME TAXES

Tax expense comprises of current, and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income tax reflects the impact of current period timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realised. If the Company has unabsorbed depreciation or carry forward tax losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realised against future taxable profits.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the period in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT credit amount of MAT credit Entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

O) SEGMENT REPORTING POLICIES

Identification of segments

The analysis of business segments is based on the nature of products and services provided. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

The Company operates in two business segment viz carton manufacturing and machine manufacturing.

P) EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit and loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

2 : SHARE CAPITAL (Rs. in '000)

PARTICULARS	As at 31.03.2016	As at 30.06.2015
Authorised		
i) Equity Shares		
23,50,00,000 Equity shares of Rs.2/- each Previous year 23,50,00,000 Equity share of Rs.2/- each)	**470000**	470000
ii) Preference Shares		
18,00,000 Redeemable Preference Shares of Rs.100 each. (Previous year 18,00,000 Redeemable Preference Shares of Rs.100 each)	**180000**	180000
	650000	**650000**
Issued, subscribed and fully paid		
Equity Shares		
12,50,65,000 Equity Shares of Rs.2/- each [Previous year 12,50,65,000 Equity shares of Rs.10 each]	**250130**	250130
Preference Shares		
i) 1,40,000, 10.00%, Non-Convertible Redeemable Preference Shares of Rs. 100 each Preferentially placed with WLD Investments Pvt Ltd (Redeemable in 10 Yrs.)	**14000**	14000
ii) 10,00,000, 2% Redeemable, Non Cumulative, Non Convertible Preference shares of Rs.100/- each, preferentially placed with WLD Investments Pvt Ltd, redeemable not before five years and not later than twelve years	**100000**	100000
	364130	**364130**
a. Reconciliation of No. of Equity Shares		
No. of Share Outstanding at the Beginning of the year	**125065000**	**125065000**
Add: Shares issued during the year	**0**	0
Less: Shares forfeited during the year	**0**	0
No. of Share Outstanding at the end of the year	**125065000**	**125065000**

b. Reconciliation of No. of Preference Shares

i)	10% Non-Convertible Redeemable Cumulative Preference Share		
	No. of Share Outstanding at the Beginning of the year	**140000**	140000
	Add: Shares issued during the year	**0**	0
	Less: Shares forfeited during the year	**0**	0
	No. of Share Outstanding at the end of the year	**140000**	**140000**
ii)	2% Redeemable, Non Cumulative, Non Convertible Preference shares		
	No. of Share Outstanding at the Beginning of the year	**1000000**	1000000
	Add: Shares issued during the year	**0**	0
	Less: Shares forfeited during the year	**0**	0
	No. of Share Outstanding at the end of the year	**1000000**	**1000000**

c. i) Equity Shares held by Holding Company

93730200 Equity shares (Previous Year 93730200) are held by WLD Investments Pvt Ltd., the holding Company.

ii) Preference Shares held by Holding Company

a) 10% Non-Convertoble Redeemable Cumulative Preference Share

1,40,000 Preference shares (Previous year 1,40,000) are held by WLD Investments Pvt Ltd., the holding Company.

b) 2% Redeemable, Non Cumulative, Non Convertible Preference shares

10,00,000 Preference shares (Previous year 10,00,000) are held by WLD Investments Pvt Ltd., the holding Company.

d. i) Terms/right attached to Equity Shares

The Company has only one class of equity shares having a par value of Rs 2/- 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.

ii) Terms/right attatched to Preference Shares

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.

e. i) Shareholders holding more than 5 percent of the Equity share Capital

S. No.	Name of Share Holder	As At 31-03-2016		As At 30-06-2015	
		No. of Shares Held	% age	No. of Shares Held	%a ge
1	WLD Investments Pvt Ltd (Holding Company)	**93730200**	**74.95%**	93730200	74.95%

ii) Shareholders holding more than 5 percent of the Preference share Capital

S.No.	Name of Share Holder	As At 31-03-2016		As At 30-06-2015	
		No. of Shares Held	% age	No. of Shares Held	%age
i)	**10% Non-Convertible Redeemable Cumulative Preference Share**				
	WLD Investments Pvt Ltd (Holding Company)	**140000**	**100%**	140000	100.00%
ii)	**2% Redeemable, Non Cumulative, Non Convertible Preference shares**				
	WLD Investments Pvt Ltd (Holding Company)	**1000000**	**100.00%**	1000000	100.00%

f) Bonus Shares issued in the last Five Years:

Year/Period Ended	31st March 2016	30th June 2015	30th June 2014	30th Sept. 2013	30th Sept. 2012
No. of Shares	Ni	Nil	Nil	15007800	Nil
Ratio	Ni	Nil	Nil	3.2	Nil

3 : RESERVES AND SURPLUS (Rs. in '000)

PARTICULARS		As at 31.03.2016		As at 30.06.2015
Capital Reserve				
Balance as per Last Balance Sheet	11969	**11969**		
Additions/Transfers during the Year	0		0	11969
Capital Redemption Reserve				
Balance as per Last Balance Sheet	21001	**21001**	21001	
Additions/Transfers during the Year	0		0	21001
Revaluation Reserve				
Balance as per Last Balance Sheet	27174		27753	
Additions/Transfers during the Year	(373)	**26801**	(579)	27174
Share Premium				
Balance as per Last Balance Sheet	816268		816268	
Additions/Transfers during the Year	0	**816268**	0	816268
General Reserve				
Balance as per Last Balance Sheet	148507		152222	
Additions/Transfers during the Year		148507	3715	148507
Loss in statement of Profit and Loss Account				
Brought forward from previous year	(427907)		(614995)	
Add: Wealth Tax provision reversed	0		13	
Add: Profit/(Loss) for the Year	119550	**(308357)**	187075	**(427907)**
Total		**716189**		**597012**

4 : LONG-TERM BORROWINGS (Rs. in '000)

PARTICULARS	As at 31.03.2016	As at 30.06.2015
Unsecured Loans from Corporates	**1878525**	**283000**
Total	**1878525**	**283000**

5 : OTHER LONG TERM LIABILITIES (Rs. in '000)

PARTICULARS	As at 31.03.2016	As at 30.06.2015
Security deposit from Customers/Contractors	**9242**	**9242**

Security deposit from customers against Leased machines are payable after return of machine from the lessees'.

6 : LONG TERM PROVISIONS (Rs. in '000)

PARTICULARS	As at 31.03.2016	As at 30.06.2015
i) Employee Benefit Provisions (Refer Note 32)	**5776**	**16842**
Total	**5776**	**16842**

7 : TRADE PAYABLES (Rs. in '000)

PARTICULARS	As at 31.03.2016	As at 30.06.2015
Total Outstanding Due to :		
– Micro, Small and Medium Enterprises	**2628**	**2776**
– Others	**31598**	**153406**
Total	**34226**	**156182**

8 : OTHER CURRENT LIABILITIES (Rs. in '000)

PARTICULARS	As at 31.03.2016	As at 30.06.2015
i) Advances From Customers	**1887**	**33637**
ii) Other Liabiliites	**2614**	**11198**
iii) Fixed Deposits	**2555**	**2556**
Total	**7056**	**47391**

9 : SHORT TERM PROVISIONS

(Rs. in '000)

PARTICULARS	As at 31.03.2016	As at 30.06.2015
i) Employee Benefit Provisions (Refer Note 32)	**0**	**1918**
Total	**0**	**1918**

10 : FIXED ASSETS

(Rs. '000)

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
Description of Assets	As at 01.07.2015	**Addi-tions**	**Sales/ Adj.**	**As at 31.3.2016**	As at 01.07.2015	**For the Year**	**Adjust-ment**	**As at 31.3.2016**	**As at 31.3.2016**	As at 30.6.2015
TANGIBLE ASSETS :										
Lease Hold Land	2395			**2395**	186	18		**204**	**2191**	2209
Free Hold Land	19194			**19194** $				**0**	**19194**	19194
Building & Roads	33994		2009	**31985** $	22828	502		**21321**	**10664**	11166
Plant & Machinery	428519	117	314156	**114480**	278564	12631	2009	**90107**	**24373**	149955
Office Equipments	7525	1194	4101	**4618**	6082	463	201088	**4296**	**322**	1443
Furniture & Fixtures	2224		1108	**1116**	2034	2	2249	**1077**	**39**	190
Vehicles	2042			**2042**	1927	13	959	**1940**	**102**	115
Sub Total	495893	1311	321374	**175830**	311621	13629	206305	**118945**	**56885**	184272
Capital Work in Progress	15203	0		**15203**	-	–	-	**-**	**15203**	15203
TOTAL	**511096**	**1311**	**321374**	**191033**	**311621**	**13629**	**206305**	**118945**	**72088**	**199475**
Previous Year	503125	12041	4070	511096	287455	27217	3051	311621	199475	215670

Notes :
$ Gross Block includes the amount of revaluation of Rs. 38850 (Previous Year Rs. 38850).

11 : NON-CURRENT INVESTMENTS

(Rs. in '000)

PARTICULARS	As at 31.03.2016	As at 30.06.2015
LONG TERM, UNQUOTED		
A. NON TRADE, AT COST		
Investment in Govt Securities		
i) 5 year National Saving Certificates (lodged with Sales Tax Deptt)	**10**	10
Investment in Subsidiary Companies		
ii) 22499900, Equity Shares of Rs 10/- each in RT Packaging Ltd. (Previous Year 22499900 Equity Shares of Rs 10/- each)*	**200000**	200000
iii) 200000, 11% Redeemable Cumulative Preference Shares of Rs. 100/- each in RT Packaging Ltd.	**1020000**	20000
iv) 20,00,000 Equity Shares (Previous year 2,39,10,000) of Rs 10/- each in Boutonniere Hospitality Pvt. Ltd.	**20000**	**239100**
v) 10,00,000 Equity Shares (Previous year 10,00,000) of Rs 10/- each in Rollatainers Toyo Machines Pvt. Ltd.	**10000**	**10000**
vi) 1,32,35,000 Equity Shares (Previous year 1,09,10,000) of Rs 10/- each in Sierra Navada Restaurants Pvt. Ltd.	**132350**	**109100**
	1382360	**578210**

*The Company holds 22499900 Equity Shares having face value of Rs. 10/- each (previous year 22499900 equity shares) of RT Packaging Ltd., Out of which 2499900 equity shares received at NIL value in pursuance to the Reworked Restructuring package dt. 21-07-2005 approved by CDR Cell.

12 : LONG TERM LOANS AND ADVANCES (Rs. in '000)

PARTICULARS	As at 31.03.2016	As at 30.06.2015
Unsecured Considered Good		
Deposit with Govt. Deptt. & Others	**11896**	**11830**
	11896	**11830**

13 : DEFERRED TAX ASSETS (NET) [Rs.' 000]

PARTICULARS	Opening As at 01.07.2015	Charge/(Credit) during the Period	Closing As at 31.03.2016
Fixed Assets	38829	**(0)**	38829
Deferred Tax Liabilities: (A)	**38829**	**(0)**	38829
Unabsorbed Depreciation	92148	0	92148
Unabsorbed Business Losses	105244	0	105244
Unabsorbed Long Term Capital Loss	3450	0	3450
Expenses to be allowed on payment basis	470	0	470
Deferred Tax Assets: (B)	**201312**	**0**	**201312**
NET DEFERRED TAX ASSETS (B-A)	**162483**	**0**	**162483**

14 : INVENTORIES [Rs.' 000]

PARTICULARS	As at 31.03.2016	As at 30.06.2015
(As per inventory taken, valued and certified by the management)		
Raw Material	**3116**	**42906**
Stores & Spares	**0**	**5442**
Packing Material	**0**	**1178**
Plates & Dies	**0**	**321**
Work-in-Process	**0**	**41449**
Finished Goods	**0**	**4035**
Production Scrap	**0**	**356**
Trading Stock	**0**	**863**
	3116	**96550**

15 : TRADE RECEIVABLES [Rs.' 000]

PARTICULARS	As at 31.03.2016	As at 30.06.2015
(Unsecured, considered good unless stated otherwise)		
– Debts due for a period exceeding 6 months	**721072**	**8272**
– Other debts	**0**	**105208**
	721072	**113480**

16 : CASH AND BANK BALANCE [Rs.' 000]

PARTICULARS	As at 31.03.2016	As at 30.06.2015
Cash in hand	**157**	**362**
Balance with Scheduled Banks		
– Current Accounts	**3551**	**11963**
– Fixed Deposits held as margin against Bank Guarantees	**743**	**707**
	4451	**13032**

Cash and cash Equillants as on March, 31 2016 and June 30, 2015 include restricted cash balance of Rs. 7.43 Lacs and Rs. 7.07 Lacs, respectively deposited with bank against Margin Money for issuance of Bank Guarantee.

17 : SHORT TERM LOANS AND ADVANCES (Unsecured considered good unless stated otherwise) [Rs.' 000]

PARTICULARS	As at 31.03.2016	As at 30.06.2015
Advances (recoverable in cash or in kind or for value to be received)	**642545**	**282769**
Pre-Paid Expense	**298**	**65**
Loans to employees	**1369**	**1452**
Balance with Excise Authorities	**211**	**1529**
Tax deducted at source	**3153**	**3362**
	647577	**289177**

18 : OTHER CURRENT ASSETS [Rs.' 000]

PARTICULARS	As at 31.03.2016	As at 30.06.2015
Considered Good		
Insurance Claims	**1647**	**1332**
Sales Tax Refunds	**8454**	**10148**
	10101	**11480**

19 : REVENUE FROM OPERATIONS [Rs.' 000]

PARTICULARS		As at 31.03.2016		As at 30.06.2015
a) Sale of Product*				
Sale Local	433013		1753039	
Sale Export	6289	439302	10637	1763676
b) Sale of Services				
Machine Hire Charges		**369**		**1170**
c) Sale of Scrap		**6018**		**10883**
		445689		**1775729**

20 : OTHER INCOME [Rs.' 000]

PARTICULARS	As at 31.03.2016	As at 30.06.2015
- Interest Income		
On Fixed Deposit	**53**	**4417**
Gain on sale of Fixed Assets		**72**
- Miscellaneous Balances Written Back		**329**
	53	**4818**

21 : COST OF RAW MATERIAL CONSUMED* [Rs.' 000]

PARTICULARS	As at 31.03.2016	As at 30.06.2015
Stock at the beginning of the year	**42906**	**45317**
Purchases	**286160**	**1437916**
	329066	**1483233**
Less: Stock at the end of the year	**3116**	**42906**
	325950	**1440327**

a : Value of Imported and indegeneous Raw Materials consumed [Rs.'000]

PARTICULARS	As at 31.03.2016		As at 30.06.2015	
Raw Material:				
Imported	**0**	0.00%		0.00%
Indigeneous	**325950**	100.00	**1440327**	100.00%
	325950	**100.00%**	**1440327**	100.00%

22 : CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADED

[Rs.'000]

PARTICULARS	As at 31.03.2016	As at 30.06.2015
CLOSING STOCK AS ON 31-03-2016		
Work-in-Process/Semi Finished Goods	**0**	**41449**
Finished Goods	**0**	**4035**
Production Scrap	**0**	**356**
	0	**45840**
OPENING STOCK AS ON 01-07-2015		
Work-in-Process/Semi Finished Goods	**41449**	**28747**
Finished Goods	**4034**	**2430**
Production Scrap	**356**	**318**
	45840	**31495**
NET (-) INCREASE/ DECREASE	**45840**	**(14345)**

23 : EMPLOYEES BENEFIT EXPENSES

[Rs.' 000]

PARTICULARS	As at 31.03.2016	As at 30.06.2015
Salary, Wages and Bonus	**40134**	**65725**
Contribution to Provident Fund and other funds	**2430**	**5570**
Employee Welfare Expenses	**3436**	**5865**
	46000	**77160**

24 : OTHER EXPENSES

[Rs.' 000]

PARTICULARS	As at 31.03.2016	As at 30.06.2015
Stores & Spares Consumed	**11943**	**19993**
Packing Material Consumed	**7724**	**13147**
Processing Charges	**1184**	**2214**
Power & Fuel	**13875**	**17247**
Donation	**5**	**13**
Freight	**2461**	**4304**
Rent	**7937**	**10812**
Rates & Taxes	**270**	**1750**
Repairs & Maintenance:		
Plant & Machinery	**1375**	**2263**
Building	**0**	**91**
Others	**349**	**563**
Insurance	**495**	**1324**
Legal & Professional	**3849**	**4486**
Travelling & Conveyance	**2943**	**5264**
Miscellaneous Expenses	**6467**	**4843**

Auditors' Remuneration	**225**	**300**
Cash Discount	**7**	**43**
Miscellaneous Balances written off	**10810**	**0**
Bank Charges	**72**	**144**
Foreign Exchange Fluctuation	**(33)**	**(40)**
Security Charges	**1544**	**2597**
Total	**73502**	**91358**

a : Value of Imported and indegeneous Stores, Spares Parts & Components consumed [Rs.'000]

PARTICULARS	**As at 31.03.2016**		As at 30.06.2015	
Stores, Spares Parts & Components				
Imported	**0**	**0.00%**	**0**	**0.00%**
Indigeneous	**11943**	**100.00%**	**18532**	**100.00%**
	11943	**100.00%**	**18532**	**100.00%**

25 : EXTRA ORDINARY ITEMS [Rs.' 000]

PARTICULARS	**As at 31.03.2016**	As at 30.06.2015
Profit/(Loss) on Sale of Fixed Assets	**223061**	**0**
Total	**223061**	**0**

26. Contingent Liabilities in respect of :

(a) Bank Guarantee issued Rs 6.32 Lacs (Previous Year 6.32 Lacs).

(b) Excise matters: Rs. 8.63 lacs (previous year Rs 8.13 lacs).

(c) Sales Tax Matters : RS. 29.00 Lacs (Previous year Rs 40.88 Lacs).

27. In the opinion of the Board of Directors, the current assets and loans & advances, if realized in the ordinary course of business, would be realized at least equal to the amounts at which these have been stated in the balance sheet. Further, provision for all known liabilities has been made in the books of accounts.

28. In the matter of interest and demages levied by Regional Provident Fund Commissioner Faridabad, the company has filed an appeal with Provident Fund Tribunal in delhi involving a demand of Rs 142.68 Lacs. The company has already deposited a sum of Rs 62.26 Lacs against the above demand.

29. Assets given on lease:

a) Detail of assets given on operating lease:

(Rs.'000)

Class of assets	**Gross carrying amount**	**Depreciation charged during the period**	**Accumulated depreciation as on 31.03.16**
Packing & filling Machines	69019	1952	47785

b) **A general description of the lessor's significant leasing arrangements:**

Company is leasing out self manufactured fully automatic lined carton packing machines under the operating lease agreements.

30. Earning per share:

"Earning per share" is calculated in accordance with Accounting Standard-20, issued by the Institute of Chartered Accountants of India:

a) Basic and Diluted: (Rs. In '000)

Particular	Current Period	Previous Year
Profit / (-) Loss for the year (Rs.)	**119550**	**187075**
Profit / (-) Loss attributable to equity share for the year	**119550**	**187075**
Weighted average number of shares outstanding during the year	125065	125065
Basic EPS (Rs.)	**0.96**	**1.50**
Nominal value per equity share	**2**	**2**

31. Auditors' Remuneration

Particular		Current Period	Previous Year
(a)	**PAYMENT TO AUDITORS (INCLUDED IN MISC. EXPENSES):**		
	Audit Fees	**150**	**150**
	Tax Audit Fee	**150**	**150**
(b)	**REMUNERATION TO WHOLE TIME DIRECTOR:**		
	Salary	**680**	**2040**
	Allowance perquisites & other benefits	**787**	**2361**
	Contribution of P. F. and other funds	**82**	**245**

32. Related Party Disclosures for the year ended 31st March 2016 in accordance with AS - 18 issued by The ICAI

a) List of related parties & relationships, where control exists.

S. No.	Nature of Relationship	Name of Party	
1	Holding Company	WLD INVESTMENTS PVT LTD	
2	Key Management Personnel & their Relatives	Ms. Aarti Jain, Mr. Sanjiv Bhasin Mr. Sagato Mukerji Mr. Sanjay Tiku	Mr. Aditya Malhotra Mr. Vinod Uppal Mr. Pyush Gupta Mr. Vivek Agrawal
3	Subsidiary & Joint Venture Entities	RT Packaging Ltd Rollatainers Toyo Machines Pvt. Ltd. Carnation Hospitality Pvt. Ltd. Sierra Navada Restaurants Pvt. Ltd.	

b) Transactions with Related Parties (Rs. '000)

S. No.	Transactions	Holding Company	Key Managerial Persons	Subsidiary / Associates
1	Purchase Of Goods (Finished/ Unfinished)			127,717 (190,197)
2	Sale Of Goods (Finished/ Unfinished)			– (281)
3	Rent Paid	– –		1,975 (2,700)
4.	Investment Made	– –		1,000,000 (358,200)
5	Remuneration		1,548 (4,645)	– –
6	Transfer Of Expenses			12,150 (17,241)
7	Business Advance Given	– (25,000.00)		– –
	Outstanding as on 31.03.2016:			
	a) Amount Receivable	491,642 (515,642)		– –
	b) Amount Payable	– –		1,887 (24,688)

Note : Figures in bracket represents previous year amounts.

33 Foreign currency outgo: [Rs.'000]

PARTICULARS	As at 31.03.2016	As at 30.06.2015
Travelling	**0**	**103**
Others	**0**	**4**

34 Earnings in foreign Exchange [Rs.'000]

PARTICULARS	As at 31.03.2016	As at 30.06.2015
FOB value of exports	**2025**	**16833**

35 CIF Value of Imports [Rs.'000]

PARTICULARS	As at 31.03.2016	As at 30.06.2015
On CIF basis (direct imports):		
Spare Parts	**0**	**0**
– Plant & Machinery incl advance for machine	**0**	**13488**

36 Lease Rent

A Rent Expense includes lease rental payments towards office and factory premises as well as other facilities. Such leases are generally for a period of 11 to 60 months with the option of renewal against increased rent.

The Particulars of such leases are as follows : [Rs.'000]

PARTICULARS	As at 31.03.2016	As at 30.06.2015
Future Minimum lease payments obligation on non-cancellable operating leases		
Not later than one year	**7500**	**9900**
Later than one year but not later than five years	**2**	**20**
Later than five years	**0**	**0**
Lease paymets recognised in statement of Profit and Loss	**7937**	**10812**

B Rent income includes lease rental received towards Packaging Machines. Such operating Lease is generally for Five years with the option of renewable with mutual consent and premature termination of agreement through agreed notice period.

The particular of these leases are as follows: [Rs.'000]

PARTICULARS	As at 31.03.2016	As at 30.06.2015
Future Minimum lease payments obligation on non-cancellable operating leases		
Not later than one year	**648**	**648**
Later than one year but not later than five years	**0**	**432**
Later than five years	**0**	**0**
Lease income recognised in statement of Profit and Loss	**270**	**648**

37 Impairment of Fixed Assets:

In accordance with Accounting Standard (AS-28) on 'Impairment of Assets' notified by Companies (Accounting Standards) rules 2006, the Company has reassessed its fixed assets and is of the view that no further impairment/ reversal is considered to be necessary in view of its expected realisable value.

38 a) Previous year figures have been re-grouped and/or Re-arranged, where-ever cosidered necessary.

b) All figures or amount, including those in the notes to accounts have been rounded upto the nearest thousand, except wherever specifically mentioned.

c) Previous year figures being for 12 months are not comparable with the figures of current period.

Signature to notes 1 to 38 inclusive

As per our report of even date attached
For and on behalf of the Board
FOR MANOJ MOHAN & ASSOCIATES
Chartered Accountants
Firm Registration No. 009195C

Sd/-	Sd/-	Sd/-
(M. K. AGARWAL)	**PANKAJ MAHENDRU**	**AJAY JAISWAL**
Partner	Company Secretary	CFO
(Membership No. 76980)		
	Sd/-	Sd/-
Place : New Delhi	**PYUSH GUPTA**	**AARTI JAIN**
Dated : 30th May, 2016	Director	Director

CONSOLIDATED FINANCIAL STATEMENTS
of
ROLLATAINERS LIMITED
and its
SUBSIDIARY
&
JOINT VENTURE

ANNEXURE -I

Form AOC-1

Statement containing salient features of the financial statement of Subsidiaries/ Associate Companies
(Pursuant to the first proviso to Sub-Section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

PART "A": SUBSIDIARIES

Amount (in Lakhs)

S. No.	**1**	**2**
Name of Subsidiary	**Boutonniere Hospitality Private Limited***	**R T Packaging Limited**
Reporting Period	31.03.2016	31.03.2016
Reporting Currency	INR	INR
Share Capital	200.00	12800.07
Reserves & Surplus	692.86	457.06
Total Assets	5864.73	16967.44
Total Liabilities	5864.73	16967.44
Investments	602.40	-
Turnover	1286.72	4356.76
Profit before tax	(344.39)	(83.29)
Provision for Tax	0.62	2.12
Profit after Tax	(345.01)	(81.17)
Proposed Dividend	0	-
% of Shareholding	100%	90%

*Formerly known as Carnation Hospitality Private Limited.

PART "B": JOINT VENTURES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Joint Venture Companies

Amount (in Lakhs)

Name of Joint Ventures	**Sierra Nevada Restaurants Private Limited**	**Rollatainers-Toyo Machine Private Limited**
Latest audited Balance Sheet Date	31.03.2016	31.03.2016
Shares of Associate/Joint Ventures held by the company on the year end	50%	50%
No.	13235000	1000000
Amount of Investment in Joint Venture	132250000	10000000
Extent of Holding%	50%	50%
Description of how there is significant influence	By Shareholding	By Shareholding
Reason why the associate/joint venture is not consolidated	NA	NA
Net worth attributable to shareholding as per latest audited Balance Sheet	1634.28	84.42
Profit / (Loss) for the year	(802.85)	(45.25)

For and on behalf of the Board

FOR MANOJ MOHAN & ASSOCIATES
Chartered Accountants
Firm Registration No. 009195C

Sd/-
(M. K. AGARWAL)
Partner
(Membership No. 76980)

Place : New Delhi
Dated : 30th May, 2016

Sd/-
PANKAJ MAHENDRU
Company Secretary

Sd/-
AJAY JAISWAL
CFO

Sd/-
PYUSH GUPTA
Director

Sd/-
AARTI JAIN
Director

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the Members of Rollatainers Limited
Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Rollatainers Limited ("the Holding Company") and its subsidiaries and associates (collectively referred to as "the Company" or "the Group"), comprising of the consolidated balance sheet as at 31st March 2016, the consolidated statement of profit and loss for the Nine Month Period ended 31st March, 2016 and the consolidated cash flow statement for the Nine Month Period ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by 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 Company, as at 31st March 2016, and their consolidated Profit and their consolidated cash flows for the Nine Month Period ended on that date.

Other Matters

(a) We did not audit the financial statements of overseas subsidiary, one jointly controlled company, whose financial statements reflect total assets as on 31st March, 2016, total revenues and net cash flows for the Nine Month Period ended on that date, as considered in the consolidated financial statements as given below:

Name of the Companies		Total Assets	Total Revenues	Net Cash Flows
A.	**Subsidiary:**			
	RT Packaging Ltd	16967.44	4382.81	9979.70
	Boutonniere Hospitality Pvt Ltd	5864.73	1286.73	(298.22)
B.	**Jointly Controlled Company:**			
	Rollatainers Toyo Machines Pvt Ltd.	49.94	0.77	(21.18)
	Sierra Nevada Restaurants Private Limited	1074.33	114.03	(368.74)
	Total	**23956.44**	**5784.34**	**9291.56**

These financial statements have been audited / limited reviewed by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of subsidiary and jointly controlled company and our report, in terms of sub-sections (3), (5) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and jointly controlled companies is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by sub-section 3 of Section 143 of the Act, 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 relating to preparation of the aforesaid consolidated financial statements as required by law 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, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant 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 Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2016 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31st March 2016 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 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 A”; and

(g) 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, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 26to the consolidated financial statements;

ii. The Group and its associates did not have any material foreseeable losses on long term contracts including derivatives contracts.

iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Holding Company and subsidiary companies incorporated in India.

For Manoj Mohan & Associates
Chartered Accountants
Firm Regn No. 009195C

Sd/-
(Manoj Kr. Agrawal)
Partner
(Member Ship No. 76980)

Place : New Delhi
Date : 30th May, 2016

Annexure - A to the Auditors' 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 the Company as of 31st March, 2016 we have audited the internal financial controls over financial reporting of RollatainersLimited ("the Holding Company"), its subsidiaries and Joint Venture companies, which are incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company, its subsidiary companies, Joint Ventures and Associates, which are companies incorporated in India, are 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' Responsibility

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") issued by ICAI 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 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 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 Holding Company, its subsidiary company and Joint Venture Company, which are 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 31 March 2016, 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 ICAI.

For Manoj Mohan & Associates
Chartered Accountants
Firm Regn No. 009195C

Sd/-
(Manoj Kr. Agrawal)
Partner
(Member Ship No. 76980)

Place : New Delhi
Date : 30th May, 2016

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2016

[Rs.' 000]

	PARTICULARS	NOTES	As At 31.3.2016	AS AT 30.6.2015
I	**EQUITIES AND LIABILITIES**			
	(1) Shareholder's Funds:			
	Share Capital	2	**374130**	**374130**
	Reserves & Surplus	3	**656183**	**599427**
	(2) Non-Current Liabilities			
	Long Term Borrowings	4	**2057789**	**283000**
	Other Long Term Liabilities	5	**13242**	**13242**
	Long Term Provisions	6	**116621**	**24676**
	Minority Interest		**29561**	**30392**
	(3) Current Liabilities			
	Trade Payables	7	**670203**	**408378**
	Other Current Liabilites	8	**101006**	**80635**
	Short Term Provisions	9	**1918**	**1918**
	TOTAL		**4020654**	**1815798**
II	**ASSETS**			
	(1) Non-Current Assets			
	Fixed Assets			
	-Tangible Assets	10	**1594688**	**509668**
	-Capital Work in Progress	10	**18823**	**19360**
	Non-Current Investments	11	**60251**	**112113**
	Long Term Loans and Advances	12	**25640**	**51526**
	Deferred Tax Assets (Net)	13	**244074**	**227877**
	(2) Current Assets			
	Inventories	14	**161657**	**191541**
	Trade Receivables	15	**942355**	**228483**
	Cash & Bank Balance	16	**54948**	**72070**
	Short term Loans & Advances	17	**773409**	**313042**
	Other Current Assets	18	**144809**	**90118**
	TOTAL		**4020654**	**1815798**
III	Significant Accounting policies and accompanying Notes forming part of financial statements.	1 TO 31		

As per our report of even date attached
For and on behalf of the Board
FOR MANOJ MOHAN & ASSOCIATES
Chartered Accountants
Firm Registration No. 009195C

Sd/-	Sd/-	Sd/-
(M. K. AGARWAL)	**PANKAJ MAHENDRU**	**AJAY JAISWAL**
Partner	Company Secretary	CFO
(Membership No. 76980)		
	Sd/-	Sd/-
Place : New Delhi	**PYUSH GUPTA**	**AARTI JAIN**
Dated : 30th May, 2016	Director	Director

STATEMENT OF PROFIT & LOSS FOR THE NINE MONTH PERIOD ENDED 31st MARCH, 2016

[Rs.' 000]

	PARTICULARS	NOTES	As At 31.3.2016	AS AT 30.6.2015
I	**REVENUE**			
	Revenue from Operations (Gross)	19	**952325**	**4101524**
	Less : Excise Duty		**84988**	**131673**
	Revenue from Operations (Net)		**867337**	**3969851**
II	**Other Income**	20	**5881**	**5952**
III	**Total Revenue**		**873218**	**3975803**
IV	**EXPENSES**			
	Cost of Raw Material Consumed	21	**612615**	**3497346**
	Change in Inventories of Finished Goods, work in progress and stock in trade	22	**28179**	**(9793)**
	Employee Benefits expense	23	**125835**	**140318**
	Depreciation and Amortisation 39794			
	Less : Transferred from Revaluation Reserve 372		**39422**	**45688**
	Other Expense	24	**234082**	**172994**
	Total Expenses		**1040133**	**3846553**
V	Profit/(Loss) before Exceptional & Extra-Ordinary items and tax		**(166915)**	**129250**
VI	Extra Ordinary items	25	**223061**	**0**
	Profit/(Loss) for the year after extra ordinary		**56146**	**129250**
	Add/(Less) Defferred tax		**150**	**155977**
VII	Profit/(Loss) for the year		**56296**	**285227**
	Less loss of associate company		**0**	**34985**
	Profit/(Loss) for the year		**56296**	**250242**
	Less : Minority Interest		**(833)**	**13423**
VIII	**Profit/(Loss) for the year Carried to Consolidated Balance Sheet**		**57129**	**236818**
IX	**Earnings per Share (In Rs.)**			
	Basic		**0.46**	**1.89**
	Diluted		**0.46**	**1.89**
	Significant Accounting policies and accompanying Notes forming part of financial statements.	1 TO 31		

As per our report of even date attached
For and on behalf of the Board
FOR MANOJ MOHAN & ASSOCIATES
Chartered Accountants
Firm Registration No. 009195C

Sd/-	Sd/-	Sd/-
(M. K. AGARWAL)	**PANKAJ MAHENDRU**	**AJAY JAISWAL**
Partner	Company Secretary	CFO
(Membership No. 76980)		
	Sd/-	Sd/-
Place : New Delhi	**PYUSH GUPTA**	**AARTI JAIN**
Dated : 30th May, 2016	Director	Director

CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED 31st MARCH, 2016

[Rs.' 000]

	PARTICULARS	As At 31.03.2016	AS AT 30.06.2015
A	**CASH FLOWS FROM OPERATING ACTIVITIES**		
	NET PROFIT/(LOSS) BEFORE TAX & EXTRA ORDINARY ITEMS	**56146**	**94264**
	ADJUSTMENTS FOR :		
	DEPRECIATION	**39422**	**45688**
	INTEREST & DIVIDEND EARNED	**(5769)**	**(5424)**
	LOSS/(PROFIT) ON SALE OF FIXED ASSETS	**0**	**(72)**
	OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGE	**89799**	**134456**
	ADJUSTMENT FOR		
	TRADE & OTHER RECEIVABLE	**(897717)**	**1307624**
	INVENTORIES	**29884**	**(22564)**
	TRADE PAYABLE	**374142**	**(19634)**
	CASH FLOW FROM OPERATIONS	**(403891)**	**1399882**
	NET CASH FROM OPERATING ACTIVITIES	**(403891)**	**1399882**
B	**CASH FLOW FROM INVESTMENTS ACTIVITIES**		
	PURCHASES OF FIXED ASSETS	**(1240727)**	**(45935)**
	SALE OF FIXED ASSETS	**(204924)**	**1091**
	INVESTMENT IN OTHER COMPANIES	**51862**	**(112103)**
	INTEREST RECEIVED	**5769**	**5424**
	NET CASH GENERATED/(USED) IN INVESTING ACTIVITIES	**(1388020)**	**(151523)**
C	**CASH FLOW FROM FINANCIAL ACTIVITIES**		
	SHARE APPLICATION MONEY	**0**	**0**
	UNSECURED LOANS	**1774789**	**(1189188)**
	NET CASH FROM FINANCIAL ACTIVITIES	**1774789**	**(1189188)**
	NET INCREASE IN CASH AND CASH EQUIVALENTS	**(17122)**	**59171**
	CASH & CASH EQUIVALENTS (OPENING)	**72070**	**12899**
	CASH & CASH EQUIVALENTS (CLOSING)	**54948**	**72070**

Notes :

1 Purchase of fixed assets is shown net of subsidy, advance against land and after considering increase / decrease in capital work in progress.

2 Impact of unrealised foreign exchange gain / (loss) has been considered in the respect heads only.

We have examined the above Consolidated Cash Flow of Rollatainers Ltd for the year ended 31st March 2016 and verify that it has been derived from the audited accounts (and underlying records) of the Company reported on by us as per our report.

FOR MANOJ MOHAN & ASSOCIATES
Chartered Accountants
Firm Registration No. 009195C

Sd/-
(M. K. AGARWAL)
Partner
(Membership No. 76980)

Place : New Delhi
Dated : 30th May, 2016

Sd/-
PANKAJ MAHENDRU
Company Secretary

Sd/-
PYUSH GUPTA
Director

Sd/-
AJAY JAISWAL
CFO

Sd/-
AARTI JAIN
Director

Notes forming part of the Condensed financial statements

1 SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE CONSOLIDATED ACCOUNTS (ATTACHED TO AND FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2016)

A ACCOUNTING POLICIES

Principles of consolidation :

i. The consolidated Financial Statement relates to Rollatainers Ltd (the Parent Company), Boutounniere Hospitality Private Limited and RT Packaging Limited , (wholly owned subsidiary companies incorporated in India), Rollatainers Toyo Machines Private Limited and Sierra Nevada Restaurants Private Limited (50:50 Joint Venture Companies incorporated in India).

ii. The Consolidated Financial statements have been prepared on the basis of AS-21 issued by ICAI read along with the following assumptions :

(a) The Financial Statement of the parent company and its Subsidiaries/ Joint Venture companies have been combined on a line by line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating intra-group transactions, resulting in unrealized profit or losses.

(b) Investment of the parent company in the Subsidiaries/ Joint Ventures are eliminated against respective stake of the parent company.

(c) All transactions in foreign currency are recorded by applying the exchange rate prevailing at the time of transaction. Gain or loss upon settlement of the transaction during the year is recognized in Profit and Loss Account.

B Notes to the Consolidated Financial Statements :

The notes to the consolidated financial statement intended to serve as a means of informative disclosure and guide to better understanding of the financial information about the economic activities and the economic resources controlled as single economic entity. Recognizing this purpose, the company has disclosed only such notes from the individual financial statement, which fairly presents the needed disclosures. Practical consideration and lack of uniformity on account of local laws and practices made it desirable to exclude notes to account and accounting policies which in the opinion of the management could be better viewed when referred to individual financial statements. Consolidated financial statement have been prepared using uniform accounting policies for like transaction and other events in similar circumstances except in case of depreciation on fixed assets and other items, for which the accounting treatment is given on the basis of local laws applicable in the respective countries for which using uniform accounting policies for the purpose of consolidation is impracticable.

Notes on Consolidated Financial Statements for the Nine Months Period ended 31st March, 2016

2 SHARE CAPITAL **[Rs.' 000]**

	PARTICULARS	At at 31.03.2016	At at 30.06.2015
Authorised			
I.	**Equity Shares**		
	23,50,00,000 Equity shares of Rs.2 each Previous year 23,50,00,000 Equity share of Rs. 2/- each)	**470000**	470000
II.	**Preference Shares**		
	18,00,000 Redeemable Preference Shares of Rs.100 each. (Previous year 18,00,000 Redeemable Preference Shares of Rs.100 each)	**180000** **650000**	180000 **650000**
Issued, subscribed and fully paid			
I.	**Equity Shares**		
	12,50,65,000 Equity Shares of Rs. 2/- each [Previous year 12,50,65,000 Equity shares of Rs.2/- each]	**250130**	250130
II.	**Preference Shares**		
i	140,000, 10.00%, Non-Convertible Redeemable Preference Shares of Rs. 100 each Preferentially placed with WLD Investments Pvt Ltd (Redeemable in 10 Yrs.)	**14000**	14000
ii	10,00,000, 2% Redeemable, Non Cumulative, Non Convertible Preference shares of Rs. 100/- each, preferentially placed with WLD Investments Pvt Ltd, redeemable not before five years and not later than twelve years		
iii)	100000 1% Optionally Convertible Non-Cummulative Preference Shares of Rs.100 each placed with WLD Investments Pvt Ltd.	**10000**	10000
		374130	**374130**
a	**Reconciliation of No. of Equity Shares**		
	No. of Share Outstanding at the Beginning of the year	**125065000**	125065000
	Add: Shares issued during the year	**0**	0
	Less: Shares forfeited during the year	**0**	0
	No. of Share Outstanding at the end of the year	**125065000**	**125065000**

(Note: Equity shares of Rs. 10/- each has been split into Five Equity Shares of Rs. 2/- each)

b Reconciliation of No. of Preference Shares

i)	10% Non-Convertoble Redeemable Preference Share		
	No. of Share Outstanding at the Beginning of the year	**140000**	140000
	Add: Shares issued during the year	**0**	0
	Less: Shares forfeited during the year	**0**	0
	No. of Share Outstanding at the end of the year	**140000**	**140000**
ii)	2% Redeemable, Non Cumulative, Non Convertible Preference shares		
	No. of Share Outstanding at the Beginning of the year	**1000000**	1000000
	Add: Shares issued during the year	**0**	0
	Less: Shares forfeited during the year	**0**	0
	No. of Share Outstanding at the end of the year	**1000000**	**1000000**
iii)	1% Optionally convertible, Non Cumulative, Preference shares		
	No. of Share Outstanding at the Beginning of the year	**1000000**	1000000
	Add: Shares issued during the year	**0**	0
	Less: Shares forfeited during the year	**0**	0
	No. of Share Outstanding at the end of the year	**1000000**	**1000000**

c i) Equity Shares held by Holding Company

93730200 Equity shares (Previous Year 93730200) are held by WLD Investments Pvt Ltd., the holding Company.

ii) Preference Shares held by Holding Company

a) 10% Non-Convertible Redeemable Preference Share 1,40,000 Preference shares (Previous year 1,40,000) are held by WLD Investments Pvt Ltd., the holding Company.

b) 2% Redeemable, Non Cumulative, Non Convertible Preference shares 10,00,000 Preference shares (Previous year 10,00,000 are held by WLD Investments Pvt Ltd., the holding Company.

c) 1% Optionally convertible, Non Cumulative, Preference shares 1,00,000 Preference shares (Previous year 1,00,000 are held by WLD Investments Pvt Ltd., the holding Company.

d *i) Terms/right attached to Equity Shares*

The Company has only one class of equity shares having a par value of Rs 2/- 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.

ii) Terms/right attatched to Preference Shares

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.

e *i) Shareholders holding more than 5 percent of the Equity share Capital*

S. No.	Name of Share Holder	As At 31-03-2016		As At 30-06-2015	
		No. of Shares Held	%age	No. of Shares Held	%age
1	WLD Investments Pvt Ltd (Holding Company)	**93730200**	**74.95%**	93730200	74.95%

ii) Shareholders holding more than 5 percent of the Preference share Capital

S. No.	Name of Share Holder	As At 31-03-2016		As At 30-06-2015	
		No. of Shares Held	%age	No. of Shares Held	%age
i)	**10% Non-Convertible Redeemable Cumulative Preference Share**				
	WLD Investments Pvt Ltd (Holding Company)	**114000**	**100.00%**	114000	100.00%
ii)	**2% Redeemable, Non Cumulative, Non Convertible Preference shares**				
	WLD Investments Pvt Ltd (Holding Company)	**1000000**	**100.00%**	1000000	100.00%
iii)	**1% Optionally convertible, Non Cumulative, Preference shares**				
	WLD Investments Pvt Ltd (Holding Company)	1000000	100.00%	1000000	100.00%

f Bonus Shares issued in the last Five Years:

Year/Period Ended	31th March 2016	30th June 2015	30th June 2014	30th Sep 2013	30th Sep 2012
No. of Shares	Nil	15007800	Nil	15007800	Nil
Ratio	Nil	Nil	Nil	3:2	Nil

3 RESERVES AND SURPLUS [Rs.' 000]

	PARTICULARS		At at 31.03.2016		At at 30.06.2015
i)	**Capital Reserve**				
	Balance Including Subsidiary	11969		11969	
	Additions/Transfers during the Year	0	**11969**	0	**11969**
ii)	**Capital Reserve (In persuance to Consolidation)**		**24999**		**24999**
iii)	**Capital Redemption Reserve**				
	Balance	21001		21001	
	Additions/Transfers during the Year	0	**21001**	0	**21001**
iv)	**Revaluation Reserve**				
	Balance	27174		27753	
	Additions/Transfers during the Year	(373)	**26801**	(579)	**27174**
v)	**Share Premium**				
	Balance Excluding Miniority Interest		**946764**		**946764**
vi)	**General Reserve**				
	Balance as per Last Balance Sheet	157806		162033	
	Additions/Transfers during the Year	0	**157806**	(4227)	**157806**
vii)	**Loss in statement of Profit and Loss Account**				
	Brought forward from previous year	(590286)		(827117)	
	Add: Wealth Tax provision reversed			13	
	Add: Profit/(Loss) for the Year	57129	**(533157)**	236818	**(590286)**
	Total		**656183**		**599427**

4 LONG-TERM BORROWINGS

[Rs.' 000]

PARTICULARS	At at 31.03.2016	At at 30.06.2015
Unsecured Loans from Corporates	**2057789**	**283000**
Total	**2057789**	**283000**

Unsecured Loans from body corporates are interest free and there is no stipulation as to repayment thereof.

5 OTHER LONG TERM LIABILITIES

[Rs.' 000]

PARTICULARS	At at 31.03.2016	At at 30.06.2015
Security deposit from Customers/Contractors	**13242**	**13242**
	13242	**13242**

Security deposit from customers against Leased machines are payable after return of machine from the lessees'.

6 LONG TERM PROVISIONS

[Rs.' 000]

PARTICULARS	At at 31.03.2016	At at 30.06.2015
i) Employee Benefit Provisions	**116621**	**24676**
Total	**116621**	**24676**

7 TRADE PAYABLES

[Rs.' 000]

PARTICULARS	At at 31.03.2016	At at 30.06.2015
Total Outstanding Due to :		
- Micro, Small and Medium Enterprises	**4021**	**3126**
- Others	**666182**	**405252**
Total	**670203**	**408378**

(a) The List of SMEs to whom Company owes a sum exceeding Rs.1,00,000 and which is outstanding for more than 30 days is as under:-
Amit Electricals, Bhatia Machine Tools, S.A. Industries, M.A. Enterprises, Anandmohan Polymers, etc.

(b) The Payments to SMEs are being made as per stipulated terms.

(c) The above information has been compiled in respect of parties to the extent to which they could be identified as SMEs on the basis of information available with the Company.

8 OTHER CURRENT LIABILITIES

[Rs.' 000]

	PARTICULARS	At at 31.03.2016	At at 30.06.2015
i)	Advances From Customers	**1195**	**35331**
ii)	Other Liabiliites	**97256**	**42749**
iii)	Fixed Deposits	**2555**	**2555**
	Total	**101006**	**80635**

9 SHORT TERM PROVISIONS

[Rs.' 000]

	PARTICULARS	At at 31.03.2016	At at 30.06.2015
i)	Employee Benefit Provisions	**1918**	**1918**
	Total	**1918**	**1918**

10 FIXED ASSETS

[Rs.' 000]

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
Description of Assets	**As at 1.7.15**	**Addi-tions***	**Sales/ Adj.**	**As at 31.3.16**	**As at 1.7.15**	**For the Year**	**Sales/ Adj.**	**As at 31.3.16**	**As at 31.03.16**	**As at 30.6.15**
TANGIBLE ASSETS :										
Lease Hold Land	2395	–	–	**2395**	186	18	–	**204**	**2191**	2209
Free Hold Land	29486	–	–	**29486** $	–	–	–	–	**29486**	29486
Building & Roads	197219	6959	2009	**202169** $	55029	5904	1761	**59172**	**142997**	**142190**
Goodwell	–	417962	–	**417962**	–	1344	–	**1344**	**416618**	**–**
Plant & Machinery	757218	807020	314156	**1250082**	432414	30616	201092 **	**261938**	**988144**	32804
Office Equipments	14546	4520	4101	**14965**	8567	1006	2249	**7324**	**7641**	5979
Furniture & Fixtures	9198	3666	1108	**11756**	4564	826	959	**4431**	**7325**	4634
Vehicles	2748	–	–	**2748**	2383	80	–	**2463**	**285**	365
Sub Total	1012811	1240127	321374	**1931564**	503143	39794	206061	**336876**	**1594688**	509668
Capital Work in Progress	19360	600	1137	**18823**	–	–	–	–	**18823**	19360
TOTAL	**1032170.6**	**1240727**	**322511**	**1950386.6**	**503143**	**39794**	**206061**	**336876**	**1613510.55**	**529027.55**
Previous Year	990306	45935	4070	1032171	455643	50551	3051	503143	529028	534663

Notes:

$ Gross Block includes the amount of revaluation of Rs. 38850 (Previous Year Rs. 38850).

11 NON-CURRENT INVESTMENTS

[Rs.' 000]

PARTICULARS	At at 31.03.2016	At at 30.06.2015
LONG TERM, UNQUOTED		
A. NON TRADE, AT COST		
Investment in Govt Securities		
5 year National Saving Certificates	**10**	**10**
II Equity Shares		
Barista Coffee Company Pvt. Ltd.	**0**	**112103**
Dolmite Restaurants Pvt. Ltd.	60241	0
(1999972 Equity Shares of 10/- each Previous year Nil)		
	60251	**112113**

12 LONG TERM LOANS AND ADVANCES

[Rs.' 000]

PARTICULARS	At at 31.03.2016	At at 30.06.2015
Unsecured Considered Good		
Deposit with Govt. Deptt. & Others	**25640**	**51526**
	25640	**51526**

13 DEFERRED TAX ASSETS (NET)

[Rs.' 000]

PARTICULARS	Opening At At 01.07.2015	Charge/(Credit) during the Year	Closing As At 31.03.2016
Fixed Assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	73713		73713
Deferred Tax Liabilities: (A)	**73313**	**0**	**73713**
Unabsorbed Depreciation	187982		187982
Unabsorbed Business Losses	109086		109086
Unaborbed Long Term Capital Loss	3450		3450
Expenses to be allowed on payment basis	1072		1072
Deferred Tax Assets: (B)	**301590**	**0**	**301590**
NET DEFERRED TAX ASSETS (B-A)	**227877**	**0**	**227877**

14 INVENTORIES

[Rs.' 000]

PARTICULARS	At at 31.03.2016	At at 30.06.2015
(As per inventory taken, valued and certified by the management)		
Raw Material	**116132**	**91008**
Stores & Spares	**11542**	**7463**
Packing Materia	**0**	**1178**
Plates & Dies	**0**	**13356**
Work-in-Process	**29752**	**57771**
Finished Goods	**4231**	**4035**
Production Scrap	**0**	**356**
Trading Stock	**0**	**16374**
	161657	**191541**

15 TRADE RECEIVABLES

[Rs.' 000]

PARTICULARS	At at 31.03.2016	At at 30.06.2015
(Unsecured, considered good unless stated otherwise)		
- Debts due for a period exceeding 6 months	**735581**	**15610**
- Other debts	**206774**	**212873**
	942355	**228483**

16 CASH AND BANK BALANCE

[Rs.' 000]

PARTICULARS	At at 31.03.2016	At at 30.06.2015
Cash in hand	**492**	**1170**
Balance with Scheduled Banks		
- Current Accounts	**50776**	**61377**
- Fixed Deposits held as margin against Bank Guarantees	**3680**	**9523**
	54948	**72070**

17 SHORT TERM LOANS AND ADVANCES (Unsecured considered good unless stated otherwise)

[Rs.' 000]

PARTICULARS	At at 31.03.2016	At at 30.06.2015
Advances (recoverable in cash or in kind or for value to be received)	**747463**	**285589**
Pre-Paid Expense	**10728**	**11277**
Loans to employees	**1369**	**2682**
Balance with Excise Authorities	**8773**	**8186**
Tax deducted at source	**5076**	**5308**
	773409	**313042**

18 OTHER CURRENT ASSETS

[Rs.' 000]

	PARTICULARS	At at 31.03.2016	At at 30.06.2015
A	**Considered Good**		
	Insurance Claims	**136355**	**87514**
	Sales Tax Refunds	**8454**	**2604**
		144809	**90118**

19 REVENUE FROM OPERATIONS

[Rs.' 000]

	PARTICULARS		At at 31.03.2016		At at 30.06.2015
a)	Sale of Product*				
	Sale Local	938440		4078555	
	Sale Export	6288	944728	10637	**4089192**
b)	Sale of Services				
	Machine Hire Charges		**369**		**1169**
c)	Sale of Scrap		**7228**		**11163**
			952325		**4101524**

*Sale of Product includes sale of trading goods also.

20 OTHER INCOME

[Rs.' 000]

PARTICULARS	At at 31.03.2016	At at 30.06.2015
- Interest Income		
On Fixed Deposit	**5769**	**5424**
- Miscellaneous Balances Written Back	**0**	**306**
- Rent	**112**	**150**
Profit on sale of Fixed Assets	**0**	**72**
	5881	**5952**

21 COST OF RAW MATERIAL CONSUMED*

[Rs.' 000]

PARTICULARS	At at 31.03.2016	At at 30.06.2015
Stock at the beginning of the year	**91008**	**78124**
Purchases	**637738**	**3510231**
	728746	**3588354**
Less: Stock at the end of the year	**116132**	**91008**
	612614	**3497346**

*Cost of Raw Material Consumed Includes cost of goods traded-in

a Value of Imported and indegeneous Raw Materials consumed

PARTICULARS	At at 31.03.2016		At at 30.06.2015	
Raw Material:				
Imported	**0**	**0.00%**	**10229**	0.29%
Indigeneous	**612614**	**100.00%**	**3487117**	99.71%
	612614	100.00%	**3497346**	100.00%

22 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE

[Rs.' 000]

PARTICULARS	At at 31.03.2016	At at 30.06.2015
CLOSING STOCK AS ON 30-06-2015		
Work-in-Process/Semi Finished Goods	**29752**	**57771**
Finished Goods	**4231**	**4035**
Production Scrap	**0**	**356**
	33983	**62162**
OPENING STOCK AS ON 01-07-2015		
Work-in-Process/Semi Finished Goods	**57771**	**49621**
Finished Goods	**4035**	**2430**
Production Scrap	**356**	**318**
	62162	**52369**
NET (-) INCREASE/ DECREASE	**28179**	**(9793)**

23 EMPLOYEES BENEFIT EXPENSES

[Rs.' 000]

PARTICULARS	At at 31.03.2016	At at 30.06.2015
Salary, Wages and Bonus	**116197**	**120973**
Contribution to Provident Fund and other funds	**3360**	**9500**
Employee Welfare Expenses	**6278**	**9845**
	125835	**140318**

24 OTHER EXPENSES

[Rs.' 000]

PARTICULARS	At at 31.03.2016	At at 30.06.2015
Stores & Spares Consumed	**15264**	**22930**
Packing Material Consumed	**13455**	**22944**
Processing Charges	**1530**	**2486**
Power & Fuel	**34784**	**52553**
Donation	**5**	**13**
Freight	**6000**	**5777**
Rent	**15329**	**13957**
Rates & Taxes	**88508**	**2191**
Repairs & Maintenance:		
Plant & Machinery	**3928**	**7309**
Building	**460**	**1308**
Others	**782**	**982**
Insurance	**1840**	**2435**
Legal & Professional	**5219**	**8154**
Travelling & Conveyance	**4900**	**8523**
Miscellaneous Expenses	**37554**	**16614**
Auditors' Remuneration	**547**	**718**
Cash Discount	**7**	**43**
Bank Charges	**523**	**486**
Foreign Exchange Fluctuation	**(33)**	**(76)**
Security Charges	**3480**	**3647**
Total	**234082**	**172994**

a Value of Imported and indegeneous Stores, Spares Parts & Components consumed

PARTICULARS	At at 31.03.2016		At at 30.06.2015	
Stores, Spares Parts & Components				
Imported	**0**	**0.00%**	**0**	0%
Indigeneous	**15264**	**100.00%**	**22930**	100%
			22930	100.00%

25 EXTRA ORDINARY ITEMS

PARTICULARS	At at 31.03.2016	At at 30.06.2015
Profit/(Loss) on Sale of Fixed Assets	**223061**	**0**
Total	**223061**	**0**

26 : Contingencies & Commitments (To the extent not Provided for)

Contingencies	As at 31.03.2016	As at 30.06.2015
Sales Tax Matters (Including interest and Penalty)	**6763**	**13996**
Income Tax	**1692**	**1692**
Bank Guarantee	**2915**	**2915**
Provident Fund*	**14268**	**14268**
Excise Matters	**12270**	**863**

*In the matter of interest and demages levied by Regional Provident Fund Commissioner Faridabad, the company has filed an appeal with Provident Fund Tribunal in delhi involving a demand of Rs 142.68 Lacs. The company has already deposited a sum of Rs 62.26 lacs against the above demand.

27 : Earning per Share

"Earning per share" of the Group is calculated in accordance with Accounting Standard-20, issued by the Institute of Chartered Accountants of India:

PARTICULARS		As at 31.03.2016	As at 30.06.2015
Profit / (-) Loss for the year	(Rs.)	57129	236818
Profit / (-) Loss attributable to equity share for the period	(A)	57129	236818
Weighted average number of shares of Rs 2/- each	(B)	**125065**	**125065**
Basic EPS (Rs.)	(A/B)	**0.46**	**1.89**

28. Related Party Disclosures

In accordance with the requirements of Accounting Standard (AS-18) the names of the related parties where control exists and /or with whom transactions have taken place during the year and description of relationships as identified and certified by the management are as hereunder:

WLD Investments Pvt Ltd	Holding Company
RT Packaging Ltd	Subsidiary Company
Boutonniere Hopitality Pvt Ltd	Subsidiary Company
Rollatainers Toyo Machines Pvt Ltd.	Joint Venture Company
Sierra Nevada Restaurants Private Limited	Joint Venture Company

Related party transaction:

KEY MANAGERIAL PERSONNEL :

- Sagato Mukerji	Whole Time Director
- Ajay Jaiswal	Chief Financial Officer
- Pankaj Mahendru	Company Secretary

29 Interest in Joint Ventures Company

Period Ended 31.03.2016

Pursuant to Accounting Standard 27 on Financial Reporting of interest in Joint Ventures, the relevant information relating to the Joint Venture Companies, are as under:

Name of Joint Venture Company	Country of Incorporation	Proportion of Ownership Interest	Description of Interest
Rollatainers Toyo Machines Private Limited	India	50%	JV's are established principally for manufacture, assemble and to sell Packaging Machines.
Sierra Nevada Restaurants Private Limited	India	50%	JV's are established principally for manufacture, assemble and to sell Food Products.

The Company's share in the aggregate amount to each of the assets, liabilities, income, expenses, capital Commitment and contingent liabilities as at 31st March 2016 are as under:

INR/Lacs

Proportion of Company's Interest in Joint Venture	Rollatainers Toyo Machines Private Limited	Sierra Nevada Restaurants Private Limited
Assets	49.94	**1,074.33**
Liabilities	49.94	**1,074.33**
Income	0.77	114.03
Expenses	23.40	513.82
Capital Committments	**Nil**	**Nil**
Contingent Liabilities	**Nil**	**Nil**

30 Impairment of Fixed Assets:

In accordance with Accounting Standard (AS-28) on 'Impairment of Assets' notified by Companies (Accounting Standards) rules 2006, the Company has reassessed its fixed assets and is of the view that no further impairment/ reversal is considered to be necessary in view of its expected realisable value.

31 a) Previous year figures which were for Twelve Months are not comparable with current Period Figures.

b) All figures or amount, including those in the notes to accounts have been rounded upto the nearest thousand, except wherever specifically mentioned.

Signature to notes 1 to 31 inclusive

As per our report of even date attached
For and on behalf of the Board
FOR MANOJ MOHAN & ASSOCIATES
Chartered Accountants
Firm Registration No. 009195C

Sd/-	Sd/-	Sd/-
(M. K. AGARWAL)	**PANKAJ MAHENDRU**	**AJAY JAISWAL**
Partner	Company Secretary	CFO
(Membership No. 76980)		
	Sd/-	Sd/-
Place : New Delhi	**PYUSH GUPTA**	**AARTI JAIN**
Dated : 30th May, 2016	Director	Director

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

Name of the Shareholder/Proxy*

DP ID**
Client ID**

Folio No.
No. of Shares held

I/We hereby record my/our presence at the Forty Fifth Annual General Meeting of the Company held at 73-74, Phase III, Industrial area,Dharuhera,Distt. Rewari,Haryana 123106 on Friday, the 23rd day of September, 2016 at 09.30 a.m.

SIGNATURE OF THE SHAREHOLDER/PROXY*

* Strike out whichever is not applicable.
**Applicable for investors holding shares in electronic form.
Note: Please handover the slip at the entrance of the Meeting venue.

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