ROLLATAINERS

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ROLLATAINERS LIMITED

51ST ANNUAL REPORT 2021 - 2022

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CIN: L21014HR1968PLC004844

51ST ANNUAL REPORT 2021 - 2022

BOARD OF DIRECTORS

Ms. Aarti Jain	*Promoter & Non – Executive Chairperson*
Mr. Aditya Malhotra	*Promoter & Non-Executive Director*
Ms. Manisha Goel	*Whole time Director*
Mr. Brajindar Mohan Singh	*Independent Director*
Mr. Vipur Gupta	*Independent Director*
Ms. Rajiv Kapur Kanika Kapur	*Indpendent Director*

Chief Financial Officer

Mr. Manbar Singh Rawat

Company Secretary & Compliance Officer

Ms. Aditi Jain

Auditors

M/s Chatterjee & Chatterjee
Chartered Accountants, New Delhi

Secretarial Auditors

M/s S. Khurana & Associates
Company Secretaries

Company's Website

www.rollatainers.in

Registered Office

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

Registrar & Share Transfer Agent

M/s. Beetal Financial
& Computer Services (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 **51st Annual General Meeting** of the members of Rollatainers Limited will be held on Friday, i.e. 30th day of September, 2022 at 10:30 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 (ES):-

ITEM NO. 01 (a): TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31st MARCH 2022 TOGETHER WITH THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON.

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for Financial Year ended 31st March 2022 together with the Reports of Board of Directors and Auditors thereon laid before the meeting be and are hereby considered and adopted."

ITEM NO. 01 (b): TO RECEIVE, CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31st MARCH 2022 TOGETHER WITH THE REPORT OF AUDITORS THEREON.

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

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for Financial Year ended 31st March 2022 together with the Reports of Auditors thereon laid before the meeting be and are hereby considered and adopted."

ITEM NO. 02: APPROVAL FOR APPOINTMENT OF MRS. AARTI JAIN (DIN: 00143244) AS DIRECTOR, WHO IS LIABLE TO RETIRE BY ROTATION AND OFFERS HERSELF FOR RE-APPOINTMENT

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

"RESOLVED THAT Mrs. Aarti Jain (DIN: 00143244) who retires from the office of Director by rotation in this Annual General Meeting and offered herself for re-appointment , be and is hereby re-appointed as a Director of the Company, whose office shall be liable for retirement by rotation."

ITEM NO. 03: TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S CHATTERJEE & CHATTERJEE, CHARTERED ACCOUNTANTS (FRN: 001109C), AS STATUTORY AUDITORS TO FILL UP THE CASUAL VACANCY, CAUSED DUE TO RESIGNATION OF M/S SHUKLA GUPTA & ARORA, CHARTERED ACCOUNTANTS.

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(8), 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) , the consent of the Members be and is hereby accorded to appoint **M/s Chatterjee & Chatterjee, Chartered Accountants, (Firm Registration No. : 001109C**), as Statutory Auditor of the Company to fill the casual vacancy caused due to resignation of M/s Shukla Gupta & Arora, Chartered Accountants (Firm Registration No.: 027335N) and to conduct audit for the Financial year 2022-23.

RESOLVED FURTHER THAT M/s Chatterjee & Chatterjee, Chartered Accountants, (Firms Registration No. 001109C), be and are hereby appointed as Statutory Auditors of the Company to hold the office from 28th August, 2022, until the conclusion of this Annual General Meeting of the Company, on such remuneration as may be determined and recommended by the Audit Committee in consultation with Auditors.

RESOLVED FURTHER THAT the Board of Directors and/or Chief Financial Officer, be and are hereby severally authorized to fill the requisite ROC forms in regard to the said appointment and to do all such acts, deeds and things as may be deemed necessary, proper or expedient to give effect to this resolution."

ITEM NO. 04: TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S CHATTERJEE & CHATTERJEE, CHARTERED ACCOUNTANTS (FRN: 001109C), AS STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION

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 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), **M/s Chatterjee & Chatterjee, Chartered Accountants, (Firms Registration No. 001109C),** be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 51st Annual General Meeting till the conclusion of the 56th Annual General Meeting of the Company to be held for the Financial Year 2026-27, at such remuneration as may be determined by the Board of Directors on the recommendation of Audit Committee of the Company."

RESOLVED FURTHER THAT the Board of Directors/ Chief Financial Officer/ Company Secretary of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

SPECIAL BUSINESS (ES):

ITEM NO. 05: TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTION(S) ENTERED WITH THE COMPANY FOR THE FINANCIAL YEAR 2022-23

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of the Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the Company be and is hereby accorded to the Board of Directors, to enter into contracts / arrangements / transactions for the financial year 2022-23 with Holding Company namely WLD Investments Private Limited , Subsidiary Company namely R T Packaging Ltd.and Joint Venture/ Associate Company namely Oliver Engineering Private Limited & Rollatainers Toyo Machine Private Limited and a 'Related Party' as defined under Section 2 (76) of the Companies Act, 2013, in manner and for the maximum amounts per annum, as mentioned below:

(Amount in Crores)

MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR FINANCIAL YEAR 2022-23						
	Transactions defined u/s 188(1) of Companies Act, 2013					
	Sale or Supply of any goods and materials	Purchase or otherwise buying materials / property of any kind	Loan (With Interest)	Technical/ Management Consultancy Fees	Leasing of Property	Office or place of profit in the company
NAME OF RELATED PARTY						
Subsidiaries/Associates/Joint Ventures						
R T Packaging Ltd. - (Subsidiary)	100	100	100	100	100	100
Rollatainers Toyo Machine Private Limited - (Associate/Joint Venture)	100	100	100	100	100	100

Oliver Engineering Private Limited - (Associate)	100	100	100	100	100	100
Holding Company						
WLD Investments Pvt. Ltd.	100	100	100	100	100	100

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

ITEM NO. 06: To CONSIDER AND APPROVE CONTINUATION OF DIRECTORSHIP OF MR. BRAJINDAR MOHAN SINGH (DIN:02143830), AS NON-EXECUTIVE INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the Members be and is hereby accorded to continue and hold office of Non-Executive Independent Director of the Company by Mr. Brajindar Mohan Singh (**DIN:02143830**) (who will attain 75 years of age on October 26, 2022) till his current tenure of appointment i.e. upto March 31, 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.

ITEM NO. 07: TO CONSIDER AND APPROVE THE ALTERATION IN THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of Registrar of Companies, NCT of Delhi & Haryana, the approval of members be and is hereby accorded to alter the Main Object Clause of the Memorandum of Association of Company by appending following sub clause (10) & (11) after the existing sub clause (9) of Clause III (A) :-

10. To act as financial consultants, management consultants, and provide advice, services, consultancy in various fields, general administrative, technical, quality control and to take part in the formation, supervision or control of the business operations.

11. To act as consultants or advisors of any firm, body corporate, association or other undertaking and generally subject as aforesaid, to act as consultants or advisors and to undertake part in the management supervision or control of the business or operation of any person, firm, body corporate, association or other undertaking and, if necessary, for such purpose or purpose to appoint and remunerate any offices of the company, accountants or other experts or agents.

RESOLVED FURTHER THAT any of the Directors of the Company, be and is hereby authorised to sign and file all the requisite e-forms including MGT-14 with such other documents as may be required, with the Registrar of Companies and to do all such other acts, deeds and things which may be necessary for giving effect to this resolution."

ITEM NO.08: APPOINTMENT OF MS. MANISHA GOEL (DIN: 09725308) AS EXECUTIVE DIRECTOR AS WELL AS WHOLE TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT in accordance with the provisions of Sections 149, 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and such other approvals as may be required and pursuant to recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded to appoint **Ms. Manisha Goel (DIN:09725308)** as an Executive Director as well as Whole Time Director of the Company, for a period of 5 (five) years with effect from 02nd September 2022 to 01st September 2027, the period of her office shall be liable to retire by rotation and at such remuneration as may be determined by the Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in the financial year, the Company will pay remuneration by way of Salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.

TEM NO.09: TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. RAJIV KAPUR KANIKA KAPUR (DIN:0715466) AS NON- EXECUITVE INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and 161 read with schedule IV and read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and Regulation 16,25 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirement), 2015 (including any statutory modifications or re-enactment thereof for the time being in force), **Ms. Rajiv Kapur Kanika Kapur (DIN:0715466)** who was appointed as an Additional Non-Executive Independent Director by the Board of Directors, on the recommendation of Nomination and Remuneration Committee, effective from September 08, 2022 to hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing under Section 160 of the Act and who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible for appointment, the approval of members be and is hereby given for the appointment of Ms. Rajiv Kapur Kanika Kapur (DIN:0715466) ,as a Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from September 08, 2022 to September 07, 2027 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director, Company Secretary or Chief Financial Officer for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

By Order of the Board
For Rollatainers Limited

Sd/-
Aarti Jain
DIN: 00143244
(Chairperson)

Place : New Delhi
Date : 08th September, 2022

Notes:

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

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

3. In compliance with the aforesaid MCA Circulars, Notice of the 51st AGM of the Company is being sent only through electronic mode to those Members whose email addresses are registered with the RTA or CDSL / NSDL ("Depositories"). Members should note that they can download Annual Report for 2021-22 available on the Company's website at https://www.rollatainers.in/investors.php through link provided in the Notice. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at https://www.rollatainers.in/investors.php and on websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

4. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself, and that a proxy need not be a member of the company. A proxy can vote on behalf of the member only on a poll but shall not have the right to speak at the meeting (Section 105 of Companies Act, 2013) and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT11 annexed herewith.

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

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

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

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

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

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

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

12. The Notice of the Annual General Meeting is also uploaded on the website of the Company (https://www.rollatainers.in/investors.php. The Annual General Meeting Notice is being sent to all the members; whose names appear in the Register of Members as on **02nd September 2022.**

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

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

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

16. The Register of Members and Share Transfer Books of the Company shall remain closed during the book closure period i.e from **Saturday, 24th September, 2022 to Friday, 30th September, 2022 (both days inclusive).**

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

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

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

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

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

22. The Company has appointed **M/s S. Khurana & Associates, Practicing Company Secretary (COP-13212)** to act as the Scrutinizer for conducting the e-voting process/ballot process in a fair and transparent manner.

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

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

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

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

27. Members are eligible to cast vote electronically only if they are holding shares as on **23rd September, 2022**, being the cut-off date.

28. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, **the e-voting period commences on Tuesday, 27th September, 2022 (9:00 a.m. IST) and ends on Thursday, 29th September, 2022 (5:00 p.m. IST).** During this period, members holding shares either in physical or dematerialized form, as on the cut-off date, i.e. September 23 ,2022 may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. 23rd September, 2022. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.

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

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

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

(i) The voting period begins on **Tuesday, September 27, 2022 (9:00 a.m. IST) and will end on Thursday, September 29, 2022 (5:00 p.m. IST).** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 23rd September 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.Shareholders who have already voted prior to the meeting date would not be entitled to vote on the date of meeting.

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

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

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

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

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

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

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

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

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

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

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

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

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

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

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

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

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

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

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

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

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

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

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

(v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

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

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

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

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

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

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

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

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

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

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

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

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

EXPLANATORY STATEMENT

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

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the mentioned under Item No. 3,4,5,6 & 7 of the accompanying Notice:

ITEM NO. 03: TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S CHATTERJEE & CHATTERJEE, CHARTERED ACCOUNTANTS (FRN: 001109C), AS STATUTORY AUDITORS TO FILL UP THE CASUAL VACANCY, CAUSED DUE TO RESIGNATION OF M/S SHUKLA GUPTA & ARORA, CHARTERED ACCOUNTANTS

The Members of the Company had appointed **M/s. Shukla Gupta & Arora, Chartered Accountants, (Firm Registration No: 027335N)** as the Statutory Auditors of the Company to hold office from the conclusion of 50th AGM till the conclusion of 55th Annual General Meeting of the Company.

M/s. Shukla Gupta & Arora, Chartered Accountants, (Firm Registration No: 027335N) vide their letter dated 12th August, 2022 have resigned from the position of Statutory Auditors of the Company with effect from 12th August 2022, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged under section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on 2nd September, 2022, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed **M/s Chatterjee & Chatterjee, Chartered Accountants, (Firms Registration No. 001109C)**, to hold office as the Statutory Auditors of the Company till the conclusion this AGM (51st) and to fill the casual vacancy caused by the resignation of M/s. Shukla Gupta & Arora, Chartered Accountants, (Firm Registration No: 027335N) subject to the approval by the members at the 51st Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors.

The Company has received consent letter and eligibility certificate from **M/s Chatterjee & Chatterjee, Chartered Accountants, (Firms Registration No. 001109C)** to act as Statutory Auditors of the Company in place of M/ s. Shukla Gupta & Arora, Chartered Accountants, (Firm Registration No: 027335N), along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No.3 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution.

The Board of Directors recommends the proposed resolution at Item No.3 for your approval as **Ordinary Resolution.**

ITEM NO. 04 : TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S CHATTERJEE & CHATTERJEE, CHARTERED ACCOUNTANTS (FRN: 001109C), AS STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION

The Board of Directors at its meeting held on 2nd September, 2022, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of **M/s Chatterjee & Chatterjee, Chartered Accountants, (Firms Registration No. 001109C),** Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 51st AGM till the conclusion of the 56th AGM of the Company to be held for Financial Year 2026-27, at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Auditors.

Brief Profile of M/s Chatterjee & Chatterjee, Chartered Accountants, (Firms Registration No. 001109C): Established in the year 1932, Chatterjee & Chatterjee, Chartered Accountants, (FRN: 001109C) is a professional services firm providing assurance, tax, financial advisory and consulting services providing wide range of publicly traded and privately held companies guided by core values including competence, honesty professionalism, and integrity dedication, responsibility and accountability, for 89 years they have provided quality services through the active involvement of and leadership our most experienced and committed professionals.

The Company has received consent letter and eligibility certificate from M/s Chatterjee & Chatterjee, Chartered Accountants, (Firms Registration No. 001109C), to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No.4 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution.

The Board of Directors recommends the proposed resolution at Item No.4 for your approval as **Ordinary Resolution.**

Item No. 05: TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTION(S) ENTERED WITH THE COMPANY FOR THE FINANCIAL YEAR 2022-23

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

All the prescribed disclosures required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of the Board and its Power) Rules, 2014 are set out at Item No. 3 for the kind perusal of members.

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

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

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

ITEM NO. 06: TO CONSIDER AND APPROVE CONTINUATION OF DIRECTORSHIP OF MR. BRAJINDAR MOHAN SINGH (DIN:02143830), AS NON-EXECUTIVE INDEPENDENT DIRECTOR

Mr. Brajindar Mohan Singh was appointed as Non-Executive Independent Director on the Board of the Company for a period of 5(Five) years with effect from March 31, 2015 to March 30, 2020 and the same was approved by the Members of the Company by Postal Ballot dated May 22,2015. He was further re-appointed as Non-Executive Independent Director on the Board of the Company for second term for a period of 5 (Five) years with effect from April 01, 2020 to March 31,2025 and the same was approved by Members of the Company at their Annual General Meeting held on September 30, 2021.

Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("SEBI LODR Regulations") provides that no listed company shall appoint or continue the directorship of any person as Non- Executive Director who has attained the age of 75 (Seventy-Five) years, unless a Special Resolution is passed to that effect and justification thereof is disclosed in the explanatory statement annexed to the Notice for such appointment.

Mr. Brajindar Mohan Singh (Non-Executive Director) will attain the age of 75 years on October 26, 2022 and his appointment as approved by the Members of the Company is valid up to March 31, 2025.Accordingly, to comply with the provisions of Regulations 17(1A) of the SEBI LODR Regulations, Company is seeking approval of the Members through Special Resolution.

A brief justification for his continuation as Non-Executive Independent Director on the Board of the Company is as under:

Mr. Brajindar Mohan Singh is retired IRS and Ex- Chairman of CBDT. He possesses rich and vast experience of around 47 years in tax and finance.

Considering the vast experience, expertise and valuable contribution of Mr. Brajindar Mohan Singh, the Nomination and Remuneration Committee and the Board of Directors of the Company at their Meetings held on **2nd September, 2022** have recommended the continuation of Mr. Brajindar Mohan Singh as "Non-Executive Independent Director" on the Board of the Company.

The Company has also received declaration from **Mr. Brajindar Mohan Singh (DIN: 02143830)** that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is not disqualified to act as Director in terms of Section 164 of the Companies Act, 2013. He is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Details of Mr. Brajindar Mohan Singh pursuant to the provisions of (i) SEBI LODR Regulations and (ii) Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are provided in the '**Annexure-I**' to the Notice.

In the opinion of the Board, the above mentioned Director fulfils the conditions specified in the Act and the Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Director and is independent of the management. In compliance with the provisions of Section 149 of the Act read with Schedule IV to the Act, the appointment of the above mentioned Director as Independent Director is now being placed before the Members for their approval.

Except Mr. Brajindar Mohan Singh, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 6 for approval of the Members as **Special Resolution**.

ITEM NO. 07: TO CONSIDER AND APPROVE THE ALTERATION IN THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Board of Directors wanted to inform that to widen its business by undertaking activities in new sectors as stated in the proposed resolution, it is proposed to amend the Clause III (A) of the MOA by inserting sub clauses (10) & (11) after the existing sub clause (9).

The Board of Directors at their meeting held on 2nd September, 2022 has approved (subject to the approval of members and approval of RoC) the amendment to Object Clause of the Memorandum of Association of the Company as aforesaid.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the members by way of Special Resolution is required for alteration in Object Clause of the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution.

Accordingly, the Board of Directors recommends the proposed resolution at Item No.7 for your approval as **Special Resolution.**

ITEM NO.8: APPOINTMENT OF MS. MANISHA GOEL (DIN: 09725308) AS EXECUTIVE DIRECTOR AS WELL AS WHOLE TIME DIRECTOR OF THE COMPANY

The Board of Directors on the recommendation of the Nomination & Remuneration Committee at its meeting held on 02nd September 2022, has approved the appointment of **Ms. Manisha Goel (DIN: 09725308)** as an Additional Director designated as Whole Time Director (Executive Director) and KMP of the Company for a period of five years, with effect from 02nd September 2022 to 01st September 2027, subject to approval of shareholders at the forthcoming Annual General Meeting.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Ms. Manisha Goel, requires approval of the Members by way of Special Resolution.

The Company has received from Ms. Manisha Goel (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified in accordance with sub-section (2) of Section 164 of the Act.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of her qualifications, experience and other attributes, that her induction on the Board would be of immense benefit to the Company and it is desirable to avail her services as a Director to strengthen the management of the Company.

In compliance with Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, other details of Mrs. Manisha Goel whose appointment is proposed at Item No. 8 is provided in the "Annexure-I" to the Notice.

Except Ms. Manisha Goel, none of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution.

Accordingly, the Board of Directors recommends the proposed resolution at Item No.8 for your approval as **Special Resolution.**

ITEM NO.09: TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. RAJIV KAPUR KANIKA KAPUR (DIN:0715466) AS NON- EXECUITVE INDEPENDENT DIRECTOR OF THE COMPANY

Ms. Rajiv Kapur Kanika Kapur was appointed as an Additional Director in the category of Independent Director by the Board on September 08, 2022 based on the recommendation of Nomination and Remuneration Committee. The appointment was made for a period of 5 years, subject to approval of the shareholders at the Annual General Meeting.

Ms. Rajiv Kapur Kanika Kapur is MBA in Finance from Pondicherry University and possess requisite qualification and expertise in finance and business management. In the opinion of the Board, Ms. Rajiv Kapur Kanika Kapur fulfills the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and she is independent from the management.

Your Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment of Ms. Rajiv Kapur Kanika Kapur as an Independent Director of the Company. The Company has also received a declaration from Ms. Rajiv Kapur Kanika Kapur confirming that she meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Company has received a declaration in prescribed Form DIR-8 stating that she is eligible for appointment as a director of the Company and has not been disqualified pursuant to the provision of Section 164(2) of the Companies Act, 2013. The Company has received consent from Ms. Rajiv Kapur Kanika Kapur to act as Director of the Company in Form DIR-2, pursuant to Section 152(2) and Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and obtained a declaration confirming independence under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Ms. Rajiv Kapur Kanika Kapur fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations.

Except Ms. Rajiv Kapur Kanika Kapur, None of Directors and Key Managerial Personnel or the relatives of the Directors or Key Managerial Personnel is any way concerned or interested in the said resolution.

Accordingly, the Board of Directors recommends the proposed at the Item No.09 for your approval as **Special Resolution**.

By Order of the Board
For Rollatainers Limited

Place : New Delhi
Date : 08th September, 2022

Aarti Jain
DIN: 00143244
(Chairperson)

Annexure-I

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

Name of Director	Mrs. Aarti Jain	Mr. Brajindar Mohan Singh	Ms. Manisha Goel	Ms. Rajiv Kapur Kanika Kapur
1. Date of Birth	30-08-1972	26-10-1947	19-01-1989	16/10/1983
2. Date of First Appointment	10-01-2013	31-03-2015	02-09-2022	08-09-2022
3. Terms & Conditions of Appointment	Appointed as Non-Executive Director of the Company and liable to retire by rotation	Appointed as Non-Executive Independent Director of the Company and not liable to retire by rotation	Appointed as Executive Director as well as Whole Time Director and liable to rotation	Appointed as Non- Executive Independent Director of the Company and not liable to retire by rotation
4. Directors Identification Number	00143244	02143830	09725308	07154667
5. Age	50 years	74 years	33 years	38 years
6. Qualification	MBA (Marketing) from Manchester Business School, Post Graduate Diploma in Garment Manufacturing Technology from NIFT	M.A.	M.Com from Delhi University and Member of Institute of Company Secretaries of India	MBA Finance
7. Expertise	Finance and Marketing	Finance and Taxation (Retired as Chairman of CBDT)	Finance and Accounting	Finance & Accounting
8. Experience	26 years	47 years	2 years	8 years
9. No. of Listed Companies in which Directorships held including this listed entity	2 (Two) - Rollatainers Limited - Intellivate Capital Ventures Limited	3 (Three) - Rollatainers Limited - Anant Raj Limited - Metalyst Forgings Limited	1 (One) - Rollatainers Limited	5 (Five) - Rollatainers Limited - JMT Auto Limited - Alliance Integrated Metaliks Limited - Adhbhut Infrastructure Limited - Newtime Infrastructure Limited
10. Chairpersonship / Membership of Committees of other Listed Companies	NIL	**Anant Raj Limited:**- Audit Committee- Member- Nomination and Remuneration Committee – Member- Stakeholder Relationship Committee- Member - Corporate Social Responsibility Committtee – Chairperson **Metalyst Forgings Limited** - Nomination and Remuneration Committeee-Chairperson- Stakeholder Relationship Committee- Member - Risk Management Committee- Member - Corporate Social Responsibility Committtee – Chairperson	NIL	**JMT Auto Limited** - Audit Committee-Member - Nomination and Remuneration Committee-Member - Stakeholders Relationship Committee- Member - Corporate Social Responsibility Committee-Member **Newtime Infrastructure Limited** - Audit Committee-Member - Nomination and Remuneration Committee-Chairperson - Stakeholders Relationship Committee-Chairperson **Adhbhut Infrastructure Limited** - Audit Committee-Member - Nomination and Remuneration Committee-Member

				- Stakeholders Relationship Committee-Member **Alliance Integrated Metaliks Limited** - Audit Committee-Member - Nomination and Remuneration Committee- Member - Stakeholders Relationship Committee -Member - Corporate Social Responsibility Committee-Member
11. Number of shares held in the Company (as at March 31, 2022)	NIL	NIL	NIL	NIL
12. Relationship Between Directors inter-se/ Managers and KMPs Manager and KMPs.	No Relation	No Relation	No Relation	No Relation

ROUTE MAP TO THE VENUE OF 51ST AGM

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

DIRECTORS' REPORT

To
The Members of,
Rollatainers Limited

Your Board of Directors are pleased to present the 51st Annual Report of the Company for the Financial Year ended 31st March, 2022.

1. FINANCIAL RESULTS

The standalone and consolidated financial statements for the financial year ended March 31, 2022, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs.

Key highlights of financial performance of your Company for the financial year 2021-22 are provided below:

(Rupees in Lakhs)

PARTICULARS	Standalone		Consolidated	
	Financial Year ended 31.03.2022	Financial Year ended 31.03.2021	Financial Year ended 31.03.2022	Financial Year ended 31.03.2021
Revenue from Operations	56.86	40.33	624.31	5,837.91
Other Income	0.19	8.01	64.74	1,035.73
Total Revenue	57.05	48.35	689.05	6,873.64
Total Expenses	167.44	161.59	1,954.67	9,807.65
Profit/(Loss) before Tax and Exceptional Items	(110.39)	(113.24)	(1,265.62)	(2,934.01)
Exceptional Items	(4,883.18)	4,820.17	(4,506.46)	2,489.14
Profit/(Loss) before Tax	**(4,993.57)**	**4,706.93**	**(5,947.86)**	**(532.97)**
Tax Expenses	-	(406.80)	(969.62)	(939.77)
Share of Profit/(Loss) of Associates and Joint Venture	-	-	(175.78)	(88.09)
Net profit/(Loss) for the year	**(4,993.57)**	**4,300.13**	**(6,917.48)**	**(939.77)**
Other comprehensive (loss)/income for the year	-	-	6.84	87.15
Total comprehensive income for the year	**(4,993.57)**	**4,300.13**	**(6,910.64)**	**(852.62)**
EPS	**(2.00)**	**1.72**	**(2.60)**	**(0.21)**

22. FINANCIAL PERFORMANCE

Standalone

During the period under review, based on Standalone financial statements, the Company earned Total revenue for the year ended 31.03.2022 of Rs.57.05 Lakhs as compared to Rs. 48.35 Lakhs for the previous year ended 31.03.2021. Loss after Tax for the year ended 31.03.2022 stood at Rs. 4,993.57 Lakhs as compared to Profit after Tax of Rs. 4,300.13 Lakhs in the previous year ended 31.03.2021.

Consolidated

During the period under review, based on Consolidated Financial Results, the Company earned Total Revenue for the year ended 31.03.2022 of Rs. 689.05 Lakhs as compared to Rs. 6,873.64 Lakhs for tprevious year ended 31.03.2021.

The Consolidated Net Loss after Tax for the year ended 31.03.2022 stood at Rs.6,917.48 Lakhs as compared to Loss after Tax of Rs. 939.77 Lakhs for the previous year ended 31.03.2021.

CONSOLIDATED FINANCIAL STATEMENT

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

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

3. OPERATIONS REVIEW AND STATE OF COMPANY'S AFFAIRS

Rollatainers Limited (The Company) operates as an integrated packaging solution organisation with business encompassing research, manufacturing and marketing Lined and mono Cartons and Packaging Machines.

The shares of the company are listed on BSE Limited and National Stock Exchange of India Limited.

The State of affairs of the Company is detailed in the "Management Discussion & Analysis Report" forming part of this Annual Report.

4. IMPACT OF COVID-19

The COVID-19 pandemic, continued to be a global challenge, creating disruption across the world. In the first three months of FY 2021- 2022, the second wave of the pandemic overwhelmed India's medical infrastructure and a significant decline and volatility in the global and Indian financial markets and slowdown in economic activities.

At Rollatainers Limited, we continue in our endeavor to fight waves of the COVID-19 pandemic, our priority remains the safety and well-being of our employees, and business continuity for our clients. Considering employee safety as paramount, we implemented elaborate support measures for employees during the all three COVID-19 waves.

We will remain resolute in our goals of employee safety, business continuity and of being a trusted partner to our customers.

5. DIVIDEND

During the period under review, your Directors does not recommend any dividend on the equity shares for the year ended March 31, 2022 as the Company requires ploughing back of the profits to the working capital of the Company and expects better results in the coming years.

6. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

As per Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all the shares in respect to which dividend has remained unclaimed/unpaid for a period of Seven Consecutive year or more are required to transfer in the name of IEPF, but the company is not required to transfer the said amount to the IEPF established by the Central Government as the company has not declared any dividend in any financial year.

7. TRANSFER TO RESERVES

Your Company has not transferred any amount under the head Reserve in the Financial Statements for the Financial Year ended March 31, 2022. Whereas, the company has incurred losses during the period and has transfer the amount under the head Retained Earnings in Other Equity to the Financial Statements for the Financial Year ended March 31, 2022 as prepared according to Indian Accounting Standards (Ind AS).

8. CAPITAL STRUCTURE OF THE COMPANY

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

S.No	Particulars	Equity Share Capital	Preference Share Capital
1.	Authorised Share Capital	47,00,00,000	18,00,00,000
2.	Paid Up Share Capital	25,01,30,000	11,40,00,000
3.	Value per Share	1	100

Preference Share Capital:

(i) 1,40,000, 10% Non Convertible Redeemable Preference Shares of Rs. 100/- each.

(ii) 10,00,000, 2% Redeemable Non Cumulative Non Convertible Preference Shares of Rs. 100/- each.

During the period under review, there was no public issue, rights issue, bonus issue or preferential issue, etc. during the year. The Company has not issued shares with differential voting rights, sweat equity shares, nor has it granted any stock options.

9. 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, 2022, 248803070 Equity Shares representing 99.469 % of the Equity Share Capital of the Company are in dematerialized form. The Equity Shares of the Company are compulsorily traded in dematerialized form as mandated by the Securities and Exchange Board of India (SEBI). The International Securities Identification Number (ISIN) allotted to the Company with respect to its Equity Shares is INE927A01040.

10. RECONCILIATION OF SHARE CAPITAL AUDIT

As per the directives of the Securities & Exchange Board of India, the Reconciliation of Share Capital Audit was carried out on a quarterly basis for the quarter ended 30th June, 2021, 30th September, 2021, 31st December, 2021 and 31st March, 2022 by a Company Secretary in Practice. The purpose of the audit was to reconcile the total number of shares held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form with respect to admitted, issued and paid up capital of the Company.

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

11. CHANGE OF REGISTERED OFFICE

During the financial year under review, there was no change in the Address of Registered Office of the Company.

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

During the period under review, for the disposal of investment in Boutonniere Hospitality Private Limited (Associate Company), the Company has entered into Share Purchase Agreement (SPA) with Birbal Advisory Private Limited on 17th January 2022.

With effect of this SPA, Boutonniere Hospitality Private Limited had ceased to be "Associate Company" of Rollatainers Limited with effect from date of execution of Share Purchase Agreement.

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

13. FINANCIAL STATEMENTS OF THE COMPANY

The Financial Statements of the Company for the FY 2021-22 are prepared in compliance with the applicable provisions of the Act, Accounting Standards and as prescribed by Securities and Exchange Board of India (SEBI) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the SEBI Listing Regulation).

The Audited Financial Statements along with Auditor's Report for the FY 2021-22 into consideration have been annexed to the Annual Report and are also made available on the website of the Company which can be accessed at www.rollatainers.in .

14. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

The Company has following Subsidiary Companies and Associate Companies as on March 31, 2022:

S.No.	Name of the Company	Status	% holding	Applicable Section
1	R T Packaging Limited	Subsidiary	100	2(87)
2	Oliver Engineering Private Limited	Associate	48	2(6)
3	Rollatainers Toyo Machine Private Limited	Associate (Joint Venture)	50	2(6)

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/Joint Ventures/associates and the report on their performance and financial position in Form AOC-1 is annexed to the financial statements and forms part of the Annual Report, which covers the financial position of the associate Company.

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

15. CORPORATE GOVERNANCE

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

16. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors hereby confirm that:

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

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

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

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

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

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

17. DIRECTORS AND KEY MANAGERIAL PERSONNEL

1. **Change in Directors during the Financial Year ended March 31, 2022**: - During the period under the review, Mr. Pyush Gupta resigned from the position of Whole Time Director with effect from 18th January 2022.

   After the closure of Financial Year (2021-22), there has been following series of change on Board of Directors:

   (a) On the recommendation of Nomination and Remuneration Committee, the Board of Company appointed **Mr. Vipul Gupta (09064133)** as an Additional Non- Executive Independent Director with effect from 01st June 2022 subject to the approval of shareholders and his appointment was further approved by shareholders through Postal Ballot on 06th July 2022.

   (b) Mr. Anupam Jain resigned from the position of Non-Executive Independent Director with effect from 27th June 2022 due to some pre occupation with other duties and Board places on record his appreciation for their continuous support, guidance and contribution during their tenure as an Independent Directors on the Board of the Company.

   (c) On recommendation of Nomination and Remuneration Committee, the Board of Company appointed **Ms. Manisha Goel (09725308)** as an Additional Executive Director with effect from 02nd September 2022 for a period of 5 (Five) years subject to the approval of shareholders in ensuing General Meeting.

   (d) Mr. Amit Gupta resigned from the position of Non- Executive Independent Director with effect from 07th September 2022 due to some pre- occupation with other duties and Board places on record his appreciation for their continuous support, guidance and contribution during his tenure as Independent Director on Board of the Company.

   (e) On recommendation of Nomination and Remuneration Committee, the Board of Company appointed **Ms. Rajiv Kapur Kanika Kapur (DIN:0715466)** as an Additional Non Executive Independent Director with effect from 08th September 2022 for a period of 5 (Five) years subject to the approval of shareholders in ensuing General Meeting.

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

   Further, there has been no change in the directorship of the company.

2. **Retire by Rotation on the Board of Directors of the Company**: - In accordance with the provisions of Section 152 the Companies Act, 2013 and the Articles of Association of the Company read with Companies (Appointment and Qualification of Directors) Rules, 2014, **Mrs. Aarti Jain (DIN: 00143244)** retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 regarding **Mrs. Aarti Jain (DIN: 00143244)** are provided in the Notice of the 51st Annual General Meeting. The Board recommends her re-appointment.

3. **Independent Directors**: - All the Independent Directors of the Company have given their respective requisite declarations that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulations 16 & 25 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

4. **Key Managerial Personnel**: Pursuant to the provisions of Section 203 of the Companies Act, 2013 and the rules made there under, there has been no change in the Key Managerial Personnel.

A brief resume of the Director proposed to be appointed/ re-appointed, highlighting their industry expertise in specific functional areas, names of Companies in which they hold directorships is provided in the notice forms part of the notice forming part of Annual Report.

As on 31.03.2022, Composition of Board and KMPs is as under:

Name	Designation
Mrs. Aarti Jain	Non- Executive Non - Independent Director (Chairperson)
Mr. Aditya Malhotra	Non- Executive Non - Independent Director
Mr. Amit Gupta	Non- Executive Independent Director
Mr. Brajinder Mohan Singh	Non- Executive Independent Director
Mr. Manbar Singh Rawat	Chief Financial Officer (CFO)
Ms. Aditi Jain	Company Secretary (CS)

Further stated that, there has been no other change in the directors and Key Managerial Personnel of the Company except as stated above. None of the Directors are disqualified as on 31st March, 2022 from being appointed as director in pursuance of Section 164 of the Companies Act, 2013.

19. FAMILIARIZATION PROGRAMME

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

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

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

20. INDEPENDENT DIRECTORS 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.

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

The Board of Directors have met **06 (Six)** times during the financial year under review, in respect of which meetings proper notices were given and proceedings were properly recoded and the details of which are provided in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two Meetings was within the period as prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.

Sequence of Board Meetings held during 2021-22

1. **23rd August 2021**
2. **04th September 2021**
3. **22nd September 2021**
4. **01st November 2021**
5. **15th November 2021**
6. **11th February 2022**

22. BOARD EVALUATION

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

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

23. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

24. AUDITORS

1. STATUTORY AUDITORS AND THEIR REPORT

Pursuant to provisions of Section 139 of the Companies Act, 2013 and rules framed there under, the statutory auditors of the Company **M/s Shukla Gupta & Arora, Practising Chartered Accountants (FRN: 027335N)** was appointed as Statutory Auditor for the period of 5 (Five) years from the conclusion of 50th Annual General Meeting till the conclusion of 55th Annual General Meeting of the Company.

This is to further inform you that M/s Shukla Gupta & Arora, Practising Chartered Accountants (FRN: 027335N), Statutory Auditor has resigned from the Company with effect from 12.08.2022, through its resignation letter dated 12.08.2022 whose intimation has submitted to the BSE Limited and National Stock Exchange of India Limited and available on the Company website i.e. www.rollatainers.in.

The Auditor's Report for Financial Year ended March 31, 2022 does not contain any qualifications, reservations or adverse remarks and the notes on Financial Statements referred to in the Auditors' Report are self-explanatory. The Report is attached hereto and is self-explanatory requiring no further elucidation or clarification.

However, for the Financial Year ended March 31, 2022, M/s Shukla Gupta & Arora, Chartered Accountants, had not reported any matter under section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under Section 134(3) of the Act.

DETAIL OF FRAUD AS PER AUDITORS REPORT

There is no fraud in the Company during the financial statements ended 31st March, 2022, this is also being supported by the report of the auditors of the Company as no fraud has been reported in their audit report for the financial statements ended 31st March, 2022.

MANAGEMENT COMMENT ON AUDIT QUALIFICATION:

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

2. SECRETARIAL AUDITORS AND AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s S. Khurana & Associates, Company Secretaries (COP: 13212) has undertaken the Secretarial Audit of the Company for the financial year 2021-22. The Report of the Secretarial Audit in Form MR-3 for the period ended March 31, 2022 is annexed as **Annexure II** to the Report which forms an integral part of this report. There are no qualifications, reservations or adverse

remarks made by Secretarial Auditor in their report. Further the Secretarial Audit Report in Form MR-3 for Material Subsidiaries are also annexed as **Annexure III.**

MANAGEMENT COMMENT ON AUDIT QUALIFICATION:

Due to extraordinary situations created by COVID-19 pandemic, inadvertently delay was caused in filing/ reporting under various Regulations under SEBI(LODR) Regulations, 2015 and sections under Companies Act,2013. Further, this is for kind attention that all penalty/fines have been paid as imposed by Stock Exchange(s). As on now date, Company is following regime of doing timely filing and compliance.

3. SECRETARIAL COMPLIANCE REPORT

Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), 2015, M/s S. Khurana & Associates, Company Secretaries in practise has undertaken the Secretarial Compliance of the Company for the financial year 2021-22. The Report of the Secretarial Compliance Report in prescribed format for the period ended March 31, 2022 is annexed as **Annexure IV** to the Report.

25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

26. RELATED PARTY TRANSACTIONS

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

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

27. ANNUAL RETURN

The Annual Return of the Company as on March 31, 2022 is available on the Company's website and can be accessed at www.rollatainers.in/investors.php.

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

The details on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo stipulated for the financial year 2021-22 under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure – VI** which forms an integral part to this Report.

29. DISCLOSURE REQUIREMENTS

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

The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act and the Listing Agreements with stock exchanges and as per SEBI LODR Regulations, 2015 (URL: http://www.rollatainers.in/investors.php)

30. COMMITTEES OF THE BOARD

The Company's Board has the following Committees:

(i) Audit Committee
(ii) Nomination and Remuneration Committee
(iii) Stakeholders' Relationship Committee
(iv) 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.

31. POLICY ON APPOINTMENT AND REMUNERATION

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

32. CORPORATE SOCIAL RESPONSIBILITY

A brief outline of the Corporate Social Responsibility Policy of the Company and the related details for the period 2021-22 are set out in **Annexure VII** 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.

33. AUDIT COMMITTEE

The Board has constituted an Audit Committee in terms of Listing Regulations and Section 177 of Companies Act, 2013, which comprises Mr. Amit Gupta, Chairman (Independent Director), Mr. Aditya Malhotra (Non-Executive Non Independent Director) and Mr.Anupam Jain, (Independent Director) as the Members.

The Board of Directors have accepted all the recommendations of the Audit Committee,if any.

34. VIGIL MECHANISM.

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

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

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

35. 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 – VIII** to this Report.

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

36. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India with respect to Board Meeting & General Meeting.

37. 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.

38. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION PROHIBITIONAND 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 2021-22, no complaints were received by the committee.

39. PUBLIC DEPOSITS

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

40. 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.

41. LISTING AT STOCK EXCHANGE

The Equity Shares of Company are listed on BSE Limited and the National Stock Exchange of India Limited and are actively traded. The Company has already paid the Annual Listing Fee to the concerned Stock Exchanges for the year 2021-22.

42. HUMAN RESOURCE MANAGEMENT AND INDUSTRIAL RELATIONS

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

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

43. DIVIDEND DISTRIBUTION POLICY

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

44. INVESTOR RELATIONS

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

45. 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 : New Delhi
Date : 08th September, 2022

Annexure-II

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2022

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

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

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

Based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022, complied with the statutory provisions listed hereunder and also that the Company has Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of:

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

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

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

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

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

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

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

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

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **[Not applicable as the Company has not offered any shares or granted any options pursuant to any employee benefit scheme during the period under review]**;

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

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

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

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

VI. The other laws as informed and certified by the management of the company specifically applicable to the company based on specific industry/sector:

1. Air (Prevention and Control of Pollution) Act, 1981 and the rules and standards made thereunder.
2. Water (Prevention and Control of Pollution) Act, 1974 and Water (Prevention and Control of Pollution) Rules, 1975
3. Environment Protection Act, 1986 and the rules, notifications issued thereunder.
4. Factories Act, 1948 and other allied State Law(s).
5. Haryana Industrial Estate (Development and Regulation) Act, 1974.

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

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

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

1. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India. *However, stricter adherence is required to be observed.*
2. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR), 2015"].
3. General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs and Circular Nos. SEBI/HO/CFD /CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2 /CIR/P/2021/ 11 dated January 15, 2021 issued by the Securities and Exchange Board of India to hold Extra-Ordinary General Meetings/ Annual General Meetings through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

4. Notification No. G.S.R 186 (E) dated March 19, 2020 read with G.S.R 806 (E) dated December 30, 2020 and the Companies (Meeting of Board its Powers) Amendments Rules, 2021 issued by the Ministry of Corporate Affairs to conduct the Meetings of the Board or its Committees through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

During the period under review, the Company had complied with the provisions of the Act, rules, regulations, guidelines, standards, etc. mentioned above subject to the following observations:

- ***It has been observed that the company is regular in delayed compliance(s) with BSE and NSE and penalties from Stock Exchange(s) has been imposed for various non-compliances under different regulations of the SEBI (LODR) Regulations, 2015.***

I further report that

- The Board of Directors of the Company is constituted with balance of 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 generally carried out in compliance with the provisions of the Act and consequently the committees were re-constituted, whenever required.
- There are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- As per the records made available to me, the Company has generally filed the forms (with and without additional fee, where ever applicable), returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities and all the formalities relating to the same is in compliance with the Act, subject to the observation(s) in this report.

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

1. The Company has approved the extension in the tenure of 40,000 10% Non-Convertible Redeemable Preference Shares of Rs. 100/- Each in its meeting of the Board of Directors held on November 15, 2021.
2. The Company had lent Loan to its subsidiary M/s RT Packaging Limited to the tune of Rs. 100 Crore in the financial year ending 31st March, 2021. The Company has done assessment of the recoverability of the amount and has written down the loan amount to Rs. 23.30 Crores by writing off Rs. 71 Crores as on March 31, 2022.
3. The Company proposed for the disposal of investment in Boutonniere Hospitality Private Limited, which was approved in the Board Meeting held on August 23, 2021. On January 17, 2022, the Company entered into Share Purchase Agreement with Birbal Advisory Private Limited for disposal of investment in Boutonniere Hospitality Private Limited. As a result of the said transaction Boutonniere Hospitality Private Limited ceases to be Associate Company of Rollatainers Limited.

For S Khurana and Associates
Company Secretaries
FRN – I2014DE1158200
Peer Review No.: 804/2020

CS Sachin Khurana
Proprietor
M. No.: F10098; C.P. No.: 13212
UDIN: F010098D000878977

Place : New Delhi
Date : September 08, 2022

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

Annexure - I

To,
The Members
Rollatainers Limited

Our Secretarial Audit Report for the financial year ended **March 31, 2022** of even date is to be read along with this letter:

Management's Responsibility

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

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

For S Khurana and Associates
Company Secretaries
FRN – I2014DE1158200
Peer Review No.: 804/2020

CS Sachin Khurana
Proprietor
M. No.: F10098; C.P. No.: 13212
UDIN: F010098D000878977

Place : New Delhi
Date : August 30, 2022

Annexure-III

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE PERIOD ENDED ON MARCH 31, 2022

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

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

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

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

Based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended **March 31, 2022**, complied with the statutory provisions listed hereunder and also that the Company has Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2022** according to the provisions of:

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

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

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

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

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

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

VI Other applicable laws as confirmed by the management of the company:

- The Factories Act, 1948 and other allied laws;
- The Environment (Protection) Act, 1986 and the rules, notification issued thereunder;
- Air (Prevention and Control of Pollution) Act,1981 and the rules and standards made thereunder;

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

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

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

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

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

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

1. The Company has defaulted in appointment of Whole-time Director in terms of Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

2. The Company has defaulted in appointment of Whole-time Company Secretary in terms of Section 203 of the Companies Act, 2013 read with Rule 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

3. The Company has defaulted in appointment of Chief Financial Officer in terms of Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

4. The Company has defaulted in filing of various e-forms within the prescribed time limits under the Companies Act, 2013.

I further report that the Board of Directors of the Company is **not duly constituted**. 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 and consequently the committees were re-constituted, whenever required.

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

Majority decision is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes.

As per the records, the Company filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities with and without additional fee.

We further report that M/s Rollatainers Limited, the holding company, had granted Loan to the Company to the tune of Rs. 100 Crore in the financial year ending 31st March, 2021. The Holding Company has done assessment of the recoverability of the amount and has written down the amount to Rs. 23.30 Crore by writing off Rs. 71 Crore as on March 31, 2022.

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

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

1. The Company has been continuously making losses and for now, the Company's plant has also been shut down and the Company has also given part of plant on lease that indicates a material uncertainty which may cast significant doubt on the ability of the Company to be a going concern.

For S Khurana and Associates
Company Secretaries
FRN – I2014DE1158200
Peer Review No.: 804/2020

CS Sachin Khurana
Proprietor
M. No.: F10098; C.P. No.: 13212
UDIN: F010098D000944735

Place : New Delhi
Date : September 08, 2022

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

Annexure

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

My Secretarial Audit Report for the financial year ended March 31, 2022 of even date is to be read along with this letter:

Management's Responsibility

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

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

For S Khurana and Associates
Company Secretaries
FRN – I2014DE1158200
Peer Review No.: 804/2020

CS Sachin Khurana
Proprietor
M. No.: F10098; C.P. No.: 13212
UDIN: F010098D000944735

Place : New Delhi
Date : September 08, 2022

Annexure IV

Secretarial Compliance Report of ROLLATAINERS LIMITED for the financial year ended March 31, 2022

Company Name	:	Rollatainers Limited
CIN	:	L21014HR1968PLC004844
Registered Office Address	:	Plot No. 73-74, Phase- III, Industrial Area, Dharuhera, District- Rewari, Haryana 123106
Listed on	:	Bombay Stock Exchange Limited **("BSE")**
		National Stock Exchange **("NSE")**

I, Sachin Khurana, Practicing Company Secretary have examined:

a) All the documents and records made available to us and explanation provided by **ROLLATAINERS LIMITED** ("the listed entity"),

b) The filings/ submissions made by the listed entity to the stock exchanges,

c) Website of the listed entity,

d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended **March 31, 2022** ("Review Period") in respect of compliance with the provisions of:

a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and

b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -

a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015;

b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018;

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

d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable as the Company has not bought back any of its securities during the financial year under review.**

e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable as the Company has not granted any options to its employees during the financial year under review**

f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**

g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable**

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

I hereby report that, during the Review Period:

a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there under, except in respect of matters specified below: -

Sr. No.	*Compliance Requirement (Regulations/ Circulars/guideline including specific clause)*	*Deviations*	*Observations/Remarks of the Practicing Company Secretary*
1.	Regulation 33 - Financial Results for quarter ended March 31, 2021	Fine levied by BSE for delay of 66 days	Stock exchange levied fine of Rs. 3,89,000/- which was paid by the Company on September 17, 2021
2.	Regulation 33 – Financial Results for quarter ended March 31, 2021	Fine levied by NSE for delay of 66 days	Stock exchange levied fine of Rs. 3,89,000/- which was paid by the Company on September 17, 2021
3.	Regulation 33 - Financial Results for quarter ended June 30, 2021	Fine levied by BSE for delay of 37 days	Stock exchange levied fine of Rs. 2,18,300/- which was paid by the Company on October 11, 2021
4.	Regulation 33 - Financial Results for quarter ended June 30, 2021	Fine levied by NSE for delay of 37 days	Stock exchange levied fine of Rs. 2,18,300/- which was paid by the Company on October 11, 2021
5	Regulation 34 – Annual Report submission to Stock Exchange for FY ended March 31, 2021	Delay in submission to BSE of 24 days	Stock exchange levied fine of Rs. 56,640/- which is pending for payment by the Company as on even date.
6	Regulation 34 – Annual Report submission to Stock Exchange for FY ended March 31, 2021	Delay in submission to NSE of 24 days	Stock exchange levied fine of Rs. 56,640/- which is pending for payment by the Company as on even date.

(b) The listed entity has generally maintained records under the provisions of the above Regulations and circulars / guidelines issued there under in so far as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges *(including under the Standard Operating Procedures issued by SEBI through various circulars)* under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	**Action taken by**	**Details of violation**	**Details of action taken E.g. fines, warning letter, debarment, etc.**	**Observations! Remarks of the Practicing Company Secretary, if any.**
1.	Stock Exchange	Non compliance pertaining to Regulation 6(1), 23(9), 30 33, 34, 76,of SEBI (LODR) Regulations, 2015 Disclosure	The Stock Exchanges levied monetary fine(s) for Non-compliance with SEBI (Listing Obligations and Requirement) Regulations, 2015.	As per the information/ documents provided by the management, few penalties are paid and few are pending for payment

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance report for the Year ended March 31, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Regulation 6(1) – Company to appoint a qualified Company Secretary within 6 months from vacation of office	Company Secretary was appointed after 6 months from previous resignation	Fine was levied by BSE and NSE for Quarter ended December 31, 2020 of Rs. 1,08,560/- each which was paid on April 8, 2021.	As per the information / documents provided the listed entity has paid the fine levied by Stock Exchange
2.	Regulation 33 – Financial Results for quarter ended December 31, 2020	Financial results were submitted beyond a period of 45 days	Fine was levied by BSE and NSE for Quarter ended December 31, 2020 of Rs. 17,700/- each which was paid on April 8, 2021.	As per the information / documents provided the listed entity has paid the fine levied by Stock Exchange
3.	Regulation 23(9) – Disclosure of Related Party Transactions for quarter ended September 30, 2020	Non-compliance with disclosure of related party transaction on consolidate basis	Fine was levied by NSE of Rs. 1,65,200/- which was paid on August 12, 2021.	As per the information / documents provided the listed entity has paid the fine levied by Stock Exchange
4.	Annual Listing Fee for Financial Year 2020-21	Pending for payment	The Annual Listing Fee for NSE of Rs. 3,42,200/- was paid on July 26, 2021.	As per the information / documents provided the listed entity has paid the fine levied by Stock Exchange
5.	Regulation 34 – Annual Report submission to Stock Exchange for FY ended March 31, 2020	Annual Report was not submitted to stock exchange with the prescribed time	Fine of Rs. 68,440/- was levied by BSE which was paid on August 12, 2021	As per the information / documents provided the listed entity has paid the fine levied by Stock Exchange
6.	Regulation 33 – Financial Results for quarter ended September 30, 2020	Delayed in submission	Fine was levied by BSE and NSE for Quarter ended September 30, 2020 of Rs. 35,400/- each which was paid on August 12, 2021.	As per the information / documents provided the listed entity has paid the fine levied by Stock Exchange
7.	Regulation 33 – Financial Results for quarter ended March 31, 2020	Delayed in submission	Fine was levied by BSE and NSE for Quarter ended March 31, 2020 of Rs. 70,800/- each which was paid on August 12, 2021	As per the information / documents provided the listed entity has paid the fine levied by Stock Exchange

8.	Regulation 27 – Corporate Governance Report for the quarter ended March 31, 2020	Delayed in submission	Fine of Rs. 40,120/- was levied by BSE which was paid on August 12, 2021.	As per the information / documents provided the listed entity has paid the fine levied by Stock Exchange

Amid COVID-19 pandemic situation, we have conducted online verification & examination of records and other documents of the Company, as facilitated by the Company, for the purpose of issuing this Report.

For S. Khurana & Associates
Company Secretaries
FRN: 12014DE1158200
Peer Review no. 804/2020

Sachin Khurana
Proprietor
M.No.: F10098; CP No.:13212
UDIN - F010098D000297429

Date : May 10, 2022
Place : New Delhi

Annexure V

Form No. AOC-2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 as on March 31, 2022]

Particulars of contracts/arrangements made with related parties

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

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

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

Nature of contracts/arrangements/transactions – NA

Duration of the contracts/arrangements/transactions – NA

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

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

Date(s) of approval by the Board – NA

Amount paid as advances, if any: NA

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

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

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

Nature of contracts/arrangements/transactions: NA

Duration of the contracts/arrangements/transactions: NA

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

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

Amount paid as advances, if any: NA

By Order of the Board
For Rollatainers Limited

Sd/-
Aarti Jain
DIN: 00143244
(Chairperson)

Place : New Delhi
Date : 08th September, 2022

Annexure VI

INFORMATION PURSUANT TO SECTION 134(3)(m) READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE FINANCIAL PERIOD ENDED 31ST MARCH, 2022:

A. CONSERVATION OF ENERGY

i) Steps taken for Conservation of Energy:

Company is regularly monitoring the every usage process.

Power factor is being maintained close to unity.

ii) Steps taken for utilizing Alternate Sources of Energy:

The Company does not have any alternate sources of energy.

iii) Capital Investment on Energy Conservation Equipments:

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

B. TECHNOLOGY ABSORPTION

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

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

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

Foreign Exchange Outgo : Nil

Foreign Exchange Earned : Nil

D. RESEARCH & DEVELOPMENT (R & D)

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

By Order of the Board
For Rollatainers Limited

Sd/-
Aarti Jain
DIN: 00143244
(Chairperson)

Place : New Delhi
Date : 08th September, 2022

Annexure VII

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

In Compliance with the provision of Section 135 of the Companies Act, 2013, the Composition of Corporate Social Responsibility Committee is as follows:

Name of the member	DIN	Designation	Category of Directorship
Mr. Amit Gupta	07085538	Chairperson	Non-Executive Independent Director
Mr. Pyush Gupta (resigned w.e.f. 18th January 2022)	03392865	Member	Executive Director
Mr. Aditya Malhotra (appointed w.e.f. 28th June 2022)	02191303	Member	Non- Executive Non Independent Director
Mr. Anupam Jain	08968875	Member	Non-Executive Independent Director

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

Financial Year	Net Profit (in Lakhs)
2018-19	(96.24)
2019-20	14.08
2020-21	(27.63)
Total	**(109.79)**
Average Net Profit	**(36.58)**

4. Prescribed CSR Expenditure: 2% of Average Net Profit – As the average profit for past three financial years is negative, the CSR expenditure requirement is Not Applicable to the company for the Financial Year 2021-22.

5. Details of CSR spent during the financial year:

a. Total amount to be spent for the financial year: NIL

b. Amount unspent: NIL

c. Manner in which the amount spent during the financial year is detailed below:NA

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: **NA**

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.

By Order of the Board
For Rollatainers Limited

Sd/-
Aarti Jain
(Chairperson)
DIN: 00143244

Place : New Delhi
Date : 08th September, 2022

Annexure VIII

PARTICULARS OF EMPLOYEES

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial period ended March 31, 2022:

Non-Executive Directors	Ratio to Median Remuneration
Mrs. Aarti Jain	-
Mr. Brajinder Mohan Singh	-
Mr. Aditya Malhotra	-
Mr. Pyush Gupta (resigned w.e.f. 17th January 2022)	-
Mr. Amit Gupta (resigned w.e.f. 07th September 2022)	-
Mr. Anupam Jain(resigned w.e.f. 27th June 2022)	-

Executive Director(s)	Ratio to Median Remuneration
Mr. Pyush Gupta	-

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

Directors, Chief Financial Officer and Company Secretary	% Increase in Remuneration in the Financial Year
Mrs. Aarti Jain	–
Mr. Brajinder Mohan singh	–
Mr. Aditya Malhotra	–
Mr. Pyush Gupta (resigned w.e.f. 17th January 2022)	–
Mr. Amit Gupta (resigned w.e.f. 07th September 2022)	–
Mr. Anupam Jain(resigned w.e.f. 27th June 2022)	–
Mr. Manbar Singh Rawat (CFO)	–
Ms. Aditi Jain(Company Secretary)	–

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

Particulars	March 31, 2022	Date of Last Public Offer	% Change
Market Price (BSE)	–	NA	NA
Market Price (NSE)	-	NA	NA

4. 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

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

No Variable component of remuneration was fixed for the directors.

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

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

By Order of the Board
For Rollatainers Limited

Sd/-
Aarti Jain
(Chairperson)
DIN: 00143244

Place : New Delhi
Date : 08th September, 2022

CORPORATE GOVERNANCE REPORT

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

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

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

II. BOARD OF DIRECTORS

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

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, 2022, the Board of Directors of your Company comprises of Five (5) Directors and all Five (5) directors are non-executive directors including Three (3) are Independent Directors.

Further, Mrs. Aarti Jain is a Promoter, Non-Executive Director, Woman Director and is the Chairperson of the Company.

Composition of the Board as on 31st March, 2022:

Category	No. of Directors	Percentage to Total No. of Directors
Executive Director	-	-
Non-Executive Independent Director	3	60.00
Other Non-Executive Directors	2	40.00
Total	**5**	**100**

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 (2021-22) are as follows:

Name of Director(s) & DIN	Designation	Category	No. of Board Meetings attended	Attendance At last AGM	No. of Directorships in listed entities including this listed entity*	No. of Committees memberships in Audit/Stakeholder Committee(s) including this listed entity**	
						Membership	Chairmanship
Ms. Aarti Jain (DIN: 00143244)	Chair-person	Promoter Non–Executive	6	No	2	0	0
Mr. Aditya Malhotra (DIN: 02191303)	Director	Promoter Non-Executive	6	No	1	0	1
Mr. Pyush Gupta (DIN: 03392865) *(reisgned w.e.f. 18th January 2022)*	Director	Whole Time Director	5	Yes	–	2	–
Mr. Brajindar Mohan Singh (DIN: 02143830)	Director	Independent Director	6	No	4	4	0
Mr. Amit Gupta (DIN: 07085538) *(resigned w.e.f. 07th September 2022)*	Director	Independent Director	6	Yes	3	1	3
Mr. Anupam Jain (DIN: 08968875) *(reisgned w.e.f. 27th June 2022)*	Director	Independent Director	6	No	2	2	2

Notes:- (1) *This excludes directorship held in Private Companies, Foreign Companies and Companies formed under Section 8 of the Companies Act, 2013.

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

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 under SEBI (LODR) Regulations 2015 & the Listing Agreement, the Company has issued formal letters of appointment to the Independent Directors. The terms and conditions of appointment of Independent Directors are available on the Company's website.

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, **06 (six)** meetings of the Board of Directors were held on 23rd August 2021, 04th September 2021, 22nd September 2021, 01st November 2021, 15th November 2021 and 11th February 2022. The gap between no two board meetings exceeded one hundred and twenty days. All the members of the Board were provided requisite information as required as per Listing Agreement well before the Board Meeting. The Directors of the Company are not related inter-se.

S. No	Date	Board Strength	No. of Directors present
1.	23rd August 2021	6	6
2.	04th September 2021	6	6
3.	22nd September 2021	6	6
4.	01st November 2021	6	6
5.	15th November 2021	6	6

PPROFILE OF BOARD OF DIRECTORS

1. Mrs. Aarti Jain (DIN: 00143244)

Mrs. Aarti Jain, aged 49 years is Non-Executive Director of the Company. She is MBA (Marketing) from Manchester Business School, Post Graduate Diploma in Garment Manufacturing Technology from NIFT by qualification. Her experience in the industry in the field of Corporate Finance and Marketing. She is also the Managing Director of Barista Coffee Company Limited.

2. Mr. Aditya Malhotra (DIN: 02191303)

Mr. Aditya Malhotra, aged 39 years is Non-Executive Director of the Company. He is MBA (Finance) by qualification. He is a young and dynamic person, having 13 years of expertise in project implementation, Monitoring and Financial matters.

3. Mr. Brajindar Mohan Singh (DIN: 02143830)

Mr. Brajindar Mohan Singh, aged 74 years Non-Executive-Independent Director of the Company. He is Post Graduate by qualification. He is Retired officer of IRS and Chairman of CBDT and an industrialist and business consultant having experience of more than 44 Years.

4. Mr. Amit Gupta (DIN: 07085538)

Mr. Amit Gupta, aged 45 years Non-Executive-Independent Director of the company. He is a member of the Institute of Charted Accountants of India and B.Com (H) from Delhi University. He is having post-qualification experience of over 21 years in handling Tax & Regulatory matters with a unique combination of working in three of the large consulting firms as well as in multinational IT companies.

5. Mr. Anupam Jain (DIN: 08968875)

Mr. Anupam Jain aged 45 years Non-Executive-Independent Director of the company. He is a member of the Institute of Charted Accountants of India and also possesses the professional qualification of LLB. He is having post-qualification experience of over 20 years, with specialization in corporate tax (International & Domestic), managing other facets of compliance, litigation and advisory to clients across various sectors with a unique combination of working in all the Big Four Accounting firms (like EY, PWC, KPMG). He has a short international exposure with GT Canada as well.

CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

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

C. INDEPENDENT DIRECTORS MEETING

During the year under review, the Independent Directors had **1 (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. Details of remuneration and sitting fees paid to the Directors during the year ended 31st March, 2022 are given below:

Executive Director

Executive Director	Salary* (Rs. in Lakhs)	Commission	Total (Rs. in Lakhs)
Mr. Pyush Gupta (resigned w.e.f. 18th January 2022)	–	–	–

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

Non Executive Director

S.No.	Name of Director	Commission	Sitting Fees
1.	Mrs. Aarti Jain	—	—
2.	Mr. Aditya Malhotra	—	—
3.	Mr. Brajindar Mohan Singh	—	50,000
4.	Mr. Amit Gupta (resigned w.e.f. 07th September 2022)	—	1,70,000
5.	Mr. Anupam Jain (resigned w.e.f. 27th June 2022)	—	1,40,000

III. COMMITTEES OF THE BOARD

Currently, there are four Committees of the Board – the Audit Committee, the Nomination & Remuneration Committee, the Stakeholders' Relationship Committee and Corporate Social Responsibility Committee. The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

A. AUDIT COMMITTEE

The Board of Directors has duly constituted an Audit Committee. As at 31st March, 2022, the Audit Committee comprises of 3 (three) members. The Constitution of the Audit Committee meets the requirement of Section 177 of the Companies Act, 2013 and guidelines set out in the Listing Agreement and SEBI LODR Regulations 2015. All the members of the Committee were provided requisite information as required in the Listing Agreement and SEBI (LODR) Regulations 2015. The Company Secretary of the Company acts as the Secretary of the Audit Committee.

The terms of reference of the Audit Committee include those specified under Listing Agreement and SEBI LODR Regulations 2015 as well as under Section 177 of the Companies Act, 2013 which inter-alia include:

- to oversee the Company's financial reporting process and disclosure of its financial information.
- to recommend appointment, remuneration and terms of appointment of the Auditors of the Company.
- to review and monitor the Auditor's independence and performance, and effectiveness of audit process.
- to review quarterly and annual financial statements before submission to the Board and to advice and make recommendations to the Board on matters related to financial management of the Company, including Audit Reports.

- to approve or subsequently modify the transactions of the Company 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 Composition of Audit Committee as on 31.03.2022 is as follows:

Name of Member	Designation	Category of directorship
Mr. Amit Gupta (resigned w.e.f. 07th September 2022)	Chairperson	Non-Executive Independent Director
Mr. Aditya Malhotra#	Member	Non-Executive Non Independent Director
Mr. Anupam Jain (resigned w.e.f. 27th June 2022)	Member	Non-Executive Independent Director

During the year, Mr. Pyush Gupta resigned as Member from the Audit Committee w.e.f. 18.01.2022 and Audit Committee was reconstituted. Mr. Aditya Malhotra was appointed as Member of Audit Committee w.e.f. 18.01.2022.

The Composition of reconstituted Audit Committee as on 28th June 2022 is as follows:

Name of Member	Designation	Category of directorship
Mr. Amit Gupta	Chairperson	Non-Executive Independent Director
Mr. Aditya Malhotra	Member	Non-Executive Non Independent Director
Mr. Vipul Gupta*	Member	Non-Executive Independent Director

** Mr. Vipul Gupta was appointed as member of Audit Committee w.e.f. 28th June 2022.*

Audit Committee Meeting and Attendance

The committee met 4 times during the period under review and their meeting were held on 04th September 2021, 22nd September 2021, 15th November 2021 and 11th February 2022.

Name of Member	Category	No. of meetings attended	
		Entitled	Attended
Mr. Pyush Gupta*	Executive Director	3	3
Mr. Aditya Malhotra	Non Executive Non Independent Director	1	1
Mr. Anupam Jain (resigned w.e.f. 27th June 2022)	Independent Director	4	4
Mr. Amit Gupta (resigned w.e.f. 07th September 2022)	Independent Director	4	4

** Mr. Pyush Gupta resigned from the Committee position w.e.f .18.01.2022*

B. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations 2015, read with Section 178 of the Companies Act, 2013. The Committee comprises of one non-executive and two independent Directors. The Terms of reference of the Nomination and Remuneration Committee are as under:

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

The Composition of Nomination and Remuneration Committee as on 31.03.2022 is as follows:

Name of Member	Designation	Category of directorship
Mr. Amit Gupta (resigned w.e.f. 07th September 2022)	Chairperson	Non-Executive Independent Director
Mr. Aditya Malhotra	Member	Non-Executive Non- Independent Director
Mr. Anupam Jain (resigned w.e.f. 27th June 2022)	Member	Non-Executive Independent Director

The Composition of reconstituted Audit Committee as on 28th June 2022 is as follows:

Name of Member	Designation	Category of directorship
Mr. Amit Gupta	Chairperson	Non-Executive Independent Director
Mr. Aditya Malhotra	Member	Non-Executive Non- Independent Director
Mr. Vipul Gupta*	Member	Non-Executive Independent Director

** Mr. Vipul Gupta was appointed as member of Nomination and Remuneration Committee w.e.f. 28th June 2022.*

Nomination and Remuneration Committee Meeting and Attendance

The committee met 1 time during the period under review and their meeting was held on 18th January 2022.

Name of Member	Category	No. of meetings attended	
		Entitled	Attended
Mr. Amit Gupta (resigned w.e.f. 07th September 2022)	Independent Director	1	1
Mr. Aditya Malhotra	Non-Executive Non-Independent Director	1	1
Mr. Anupam Jain (resigned w.e.f. 27th June 2022)	Independent Director	1	1

The performance evaluation criteria for Independent Directors are 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.

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 members of the Company. During the year 2021-22, the Company has paid sitting fees to its non-executive director/ Independent directors of the Board. Details of the remuneration for the period ended March 31, 2022 is given below:-

Executive Director

Executive Director	Salary (Rs. in Lacs)	Commission	Total (Rs. in Lacs)
Mr. Pyush Gupta	–	–	–

Independent Directors

Independent Director	Sitting fees (Rs. in Lacs)	Commission	Total (Rs. in Lacs)
Mr. Brajindar Mohan Singh	0.50	–	0.50
Mr. Amit Gupta	1.70	–	1.70
Mr. Anupam Jain	1.40	–	1.40

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

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE

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

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

The Composition of Stakeholders' Relationship Committee as on 31st March 2021 is as follows:

Name of Member	Designation	Category of directorship
Mr. Aditya Malhotra	Chairperson	Non-Executive Non- Independent Director
Mr. Amit Gupta (resigned w.e.f. 07th September, 2022	Member	Non-Executive Independent Director
Mr. Anupam Jain#	Member	Executive Director

 # During the year, Mr. Pyush Gupta resigned as Member from the Stakeholders Relationship Committee w.e.f. 18.01.2022 and Stakeholders Relationship Committee was reconstituted. Mr. Anupam Jain was appointed as Member of Stakeholders Committee w.e.f. 18.01.2022 who subsequently resigned on 27th June 2022.

The Composition of reconstituted Stakeholders Relationship Committee as on 28th June 2022 is as follows:

Name of Member	Designation	Category of directorship
Mr. Amit Gupta	Chairperson	Non-Executive Independent Director
Mr. Aditya Malhotra	Member	Non-Executive Non Independent Director
Mr. Vipul Gupta*	Member	Non-Executive Independent Director

** Mr. Vipul Gupta was appointed as member of Stakeholders Relationship Committee w.e.f. 28th June 2022.*

Stakeholders' Relationship Committee Meeting and Attendance

The committee met 1 time during the period under review and their meeting was held on 18th February 2021.

Name of Member	Category	No. of meetings attended	
		Entitled	Attended
Mr. Aditya Malhotra	Non-Executive Non-Independent Director	1	1
Mr. Pyush Gupta (resigned w.e.f. 18th January 2022)	Executive Director	0	0
Mr. Amit Gupta	Non-Executive Independent Director	1	1
Mr. Anupam Jain*	Non-Executive Independent Director	1	1

**Mr. Anupam Jain was appointed as Member of Stakeholders Committee w.e.f. 18.01.2022 who subsequently resigned on 27th June 2022.*

Investors' complaints attended and resolved during 2021-22

Investor Complaints	No. of Complaints attended/resolved during 2021-22
Pending at the beginning of the year	0
Received during the year	1
Disposed of during the year	0
Remaining unresolved at the end of the year	1

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

During the year under review, the Board in terms of Section 135 of the Companies Act, 2013 has constituted a Corporate Social Responsibility Committee. The Committee comprises three directors including one Independent Director. 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.

The Composition of Corporate Social Responsibility Committee as on 31.03.2022 is as follows:

Name of Member	Designation	Category of directorship
Mr. Amit Gupta	Chairperson	Non-Executive Independent Director
Mr. Anupam Jain	Member	Non-Executive Independent Director

The Composition of reconstituted Corporate Social Responsibility Committee as on 28th June 2022 is as follows:

Name of Member	Designation	Category of directorship
Mr. Amit Gupta	Chairperson	Non-Executive Independent Director
Mr. Aditya Malhotra	Member	Non-Executive Non Independent Director
Mr. Vipul Gupta*	Member	Non-Executive Independent Director

** Mr. Vipul Gupta was appointed as member of Corporate Social Responsibility Committee w.e.f. 28th June 2022.*

Corporate Social Responsibility Committee Meeting and Attendance

No Corporate Social Responsibility Committee Meeting was held during the period under review.

IV. SUBSIDIARY MONITORING FRAMEWORK

In terms of Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website (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. 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
2020-2021	Plot No. 73-74, Phase–III, Industrial Area, Dharuhera, Distt. Rewari, Haryana-123106	30.11.2021	10:30 A.M.	Yes, Special Resolution was passed for variation in the issue and redemption of Non-Convertible Redeemable Preference Shares
2019-2020	Via Video Conferencing vide MCA circular no. 20/2020 dated 05.07.2020	30.09.2021	05:30 P.M	Yes, Special resolution was Passed for re-appointment of Mr. Brajinder Mohan Singh as Independent Director
2018-2019	Plot No. 73-74, Phase–III, Industrial Area, Dharuhera, Distt. Rewari, Haryana-123106	27.09.2019	10:00 A.M.	Yes, Special resolution was Passed for re-appointment of as Mr. Vivek Kumar Agarwal Independent Director

VI. EXTRA ORDINARY GENERAL MEETINGS

During the year under review no Extra Ordinary General Meeting of the Members of the Company was held.

VII. POSTAL BALLOT HELD DURING THE YEAR 2021-22

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

VIII. MEANS OF COMMUNICATION

a) QUARTERLY RESULTS

The Company's Results for quarter ended 30th June 2021, 30th September 2021, 31st December 2021 and 31st March, 2022 were sent to the Stock Exchanges and have been published in English (Financial Express) and also in a vernacular language newspaper (Jansatta), they are also put up on the Company's website (www.rollatainers.in).

b) NEWS RELEASES

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

c) PRESENTATIONS TO INSTITUTIONAL INVESTORS / ANALYSTS

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

d) WEBSITE

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

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

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

VIII. 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.

IX. GENERAL MEMBERS' INFORMATION

A. GENERAL INFORMATION

Registered Office	Plot No. 73-74, Phase-III, Indsutrial Area, Dharuhera, Distt. – Rewari, Haryana 123106
Plant Location	Plot No. 73-74, Phase – III, Industrial Area, Dharuhera, Distt – Rewari-123106, Haryana
Annual General Meeting: Day/Date/Time/Deemed Venue:	Tuesday, the 30th November, 2021 at 10:30 A.M. Plot No. 73-74, Phase-III, Indsutrial Area, Dharuhera, Distt. Rewari, Haryana 123106
Financial Year	1st April, 2021 to 31st March, 2022
Book Closure	24th November, 2022 to 30th November, 2022 (Both days Inclusive)
Equity Dividend payment date	N/A
Listing on Stock Exchanges	BSE Limited & The National Stock Exchange of India Limited. The Company has paid the Listing fee for the year 2020-21 to BSE & The National Stock Exchange of India Limited.
ISIN CODE	INE 927A01040
Stock Code Equity Share: **BSE** **NSE**	502448 ROLLT

B. Tentative Calendar for the Financial Year 2022-2023 (subject to change)

PARTICULARS	DATES
First Quarter Results	Mid August, 2022
Second Quarter Results	Mid November, 2022
Third Quarter Results	Mid February, 2023
Fourth Quarter Results	Upto End of May, 2023

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

C. Dematerialisation of shares and liquidity

As on 31st March, 2022, 24,88,03,070 Equity Shares representing 99.469 % of the Equity Share Capital of the Company are in dematerialized form. The Equity Shares of the Company are actively traded on BSE Limited and The National Stock Exchange of India Limited.

MODE OF HOLDING	NO. OF SHARES	PERCENTAGE
NSDL	181,494,621	72.560
CDSL	67,308,449	26.909
PHYSICAL	13,26,930	0.531
TOTAL	**250,130,000**	**100**

D. Share Transfer System

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

E) Registrar & Share Transfer Agent

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

F) Market Price Data

Monthly High/Low prices per share of equity shares traded at **BSE Limited** for the year ended at 31st March, 2021

Months	High (Rs.)	Low (Rs.)
April, 2021	3.49	2.17
May, 2021	3.38	2.63
June, 2021	3.72	2.80
July, 2021	3.54	2.85
August, 2021	3.17	2.24
September, 2021	3.00	2.01
October, 2021	3.35	2.34
November, 2021	3.45	2.66
December, 2021	4.61	2.70
January, 2022	4.50	3.16
February, 2022	3.75	2.41
March, 2022	2.60	1.89

Monthly High/Low prices per share of equity shares traded at The National Stock Exchange of India Limited for the year ended at 31st March, 2022:

Monthly High/Low prices per share of equity shares traded at **The National Stock Exchange of India Limited** for the year ended at 31st March, 2021

Months	High (Rs.)	Low (Rs.)
April, 2021	3.40	2.25
May, 2021	3.40	2.60
June, 2021	3.70	2.75
July, 2021	3.50	2.90
August, 2021	3.20	2.25
September, 2021	2.95	2.00
October, 2021	3.35	2.45
November, 2021	3.45	2.70
December, 2021	4.60	2.70
January, 2022	4.40	3.15
February, 2022	3.75	2.50
March, 2022	2.60	1.85

G) Shareholding Pattern as on 31st March, 2022

CATEGORY	NUMBER OF SHARES HELD	(%) PERCENTAGE OF SHAREHOLDING
Promoters	12,74,60,400	50.95
Financial Institutions/Banks	700	0.0003
Foreign Portfolio Investors	55,000	0.0220
Bodies Corporate	2,78,43,622	11.13
Resident Individuals	8,81,04,057	35.21
Non-Resident Individual (Non-Repatriable and Repatriable)	13,41,062	0.5362
Clearing Member	15,19,289	0.6074
Resident Individuals - Hindu UndividedFamily (HUF)	38,04,200	1.5209
Insurance Companies	0	0
Total	**25,01,30,000**	**100**

H) Distribution of Shareholding as on 31st March, 2022

No. of Shares held (Rs. 1/- paid up)	Number of	% to total Shareholders	Total No. of Shares (in Rs.)	% of Total Shareholding
Upto - 5000	26,399	90.45	2,33,77,216	9.3460
5,001 - 10,000	1,433	4.91	1,15,01,612	4.5983
10,001 - 20,000	655	2.24	97,08,380	3.8813
20,001 - 30,000	263	0.90	67,29,618	2.6904
30,001 - 40,000	85	0.29	30,60,299	1.2235
40,001 - 50,000	102	0.34	48,20,203	1.9271
50,001 - 1,00,000	128	0.43	97,19,033	3.8856
1,00,001 & Above	120	0.41	18,12,13,639	72.4478
TOTAL	**29,185**	**100.00**	**25,01,30,000**	**100.00**

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

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

J) Investors' Correspondence may be addressed to: -

The Whole-Time Director
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

X. DISCLOSURES

1. RELATED PARTY TRANSACTIONS

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

2. DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of financial statements for the period ended on 31st March, 2022 there was no treatment different from that prescribed in an accounting standard that had been followed.

3. DETAILS OF NON-COMPLIANCE BY THE COMPANY

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

4. MANAGEMENT

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

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

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

5. SHAREHOLDERS

- Quarterly results and presentations made by the company to analysts/investors have been uploaded on Company's web-site.
- Stakeholders Relationship Committee (formerly known as Shareholders Grievances Committee) has already been constituted.

6. DISCLOSURE OF RESIGNATION OF DIRECTORS

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

7. DISCLOSURE OF FORMAL LETTER OF APPOINTMENT

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

8. DISCLOSURE IN THE ANNUAL REPORT

- The details of the establishment of vigil mechanism will be disclosed on its website (www.rollatainers.in).
- The Company has already disclosed the remuneration policy and evaluation criteria in this annual report.

9. PROCEEDS FROM PUBLIC ISSUES, RIGHTS ISSUES, PREFERENTIAL ISSUES

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

10. DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF NON MANDATORY REQUIREMENTS

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

(a) MODIFIED OPINION(S) IN AUDIT REPORT

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

(b) SEPARATE POSTS OF CHAIRPERSON AND CHIEF EXECUTIVE OFFICER

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

(c) REPORTING OF INTERNAL AUDITOR

The Internal Auditor reports directly to the Audit Committee.

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

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

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

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

S. No.	Particulars	Regulation	Compliance Status Yes/No/N.A.	Compliance observed for the following:-
1.	Board of Directors	17	Yes	1) Composition 2) Meetings 3) Review of Compliance reports 4) Plans for orderly succession for appointments 5) Code of Conduct 6) Fees/compensation to Non-Executive Directors 7) Minimum information to be placed before the Board 8) Compliance Certificate 9) Risk Assessment & Management 10) Performance Evaluation of Independent Director
2.	Audit Committee	18	Yes	1) Composition 2) Meetings 3) Power of the Committee 4) Role of the Committee and review of information by the Committee
3.	Nomination & Remuneration Committee	19	Yes	1) Composition 2) Role of the Committee
4.	Stakeholder's Relationship Committee	20	Yes	1) Composition 2) Role of the Committee
5.	Risk Management Committee	21	N.A	1) Composition 2) Role of the Committee
6.	Vigil Mechanism	22	Yes	1) Formulation of Vigil Mechanism for Directors and employees 2) Director access to Chairman of Audit Committee
7.	Related Party Transactions	23	Yes	1) Policy on Materiality of Related Party Transactions 2) Approval including omnibus approval of Audit Committee 3) Approval for Material related party transactions
8.	Subsidiaries of the Company	24	Yes	1) Composition of Board of Directors of unlisted material subsidiary 2) Review of financial statements of unlisted subsidiary by the Audit Committee

				3) Significant transactions and arrangements of unlisted subsidiary
9.	Obligations with respect to Independent Directors	25	Yes	1) Maximum Directorships and Tenure 2) Meetings of Independent Director 3) Familiarization of Independent Directors
10.	Obligations with respect to Independent Directors and Senior Management	26	Yes	1) Memberships/Chairmanships in committee 2) Affirmation on Compliance of Code of Conduct of Directors and Senior management. 3) Disclosure of shareholding by non-executive directors 4) Disclosure by senior management of about potential conflicts of interest
11.	Other Corporate Governance Requirements	27	Yes	Filing of quarterly compliance report on Corporate Governance
12.	Website	46 (2)	Yes	1) Terms and conditions for appointment of Independent Directors 2) Compositions of various Committees of the Board of Directors 3) Code of Conduct of Board of Directors and Senior Management Personnel 4) Details of establishment of Vigil Mechanism/ Whistle Blower policy 5) Policy on dealing with Related Party Transactions 6) Policy for determining material subsidiaries 7) Details of familiarization programmes imparted to Independent Directors

13. VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

XI. CODE OF CONDUCT

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

XII. CEO/CFO CERTIFICATION

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

XIII. COMPLIANCE CERTIFICATE OF THE AUDITORS

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

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

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

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

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

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

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

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

By Order of the Board
For Rollatainers Limited

Sd/-
Aarti Jain
DIN: 00143244
(Chairperson)

Place : New Delhi
Date : 08th September, 2022

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
Rollatainers Limited

1. I, Sachin Khurana, Proprietor of M/s S Khurana & Associates, Company Secretaries, have examined the compliance of conditions of Corporate Governance by Rollatainers Limited ("Company"), basis the documents/information provided, for the period ended on March 31, 2022 as stipulated in Regulation 34 (3) read with Part E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

MANAGEMENT'S RESPONSIBILITY

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

LIMITED OPINION

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

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

For S. Khurana & Associates
Company Secretaries
FRN – I2014DE1152800

Sachin Khurana
(Practicing Company Secretary)
M. No.: F-10098; C.P. No. 13212
UDIN: F010098D000882926

Place : New Delhi
Date : 31.08.2022

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

As required under Schedule V of SEBI Listing Regulations 2015, it is hereby confirmed that for the year ended 31st March, 2022 the Director's of Rollatainers Limited have affirmed compliance with the Code of Conduct for Board Members as applicable to them and members of the senior management have affirmed compliance with Employee Code of Conduct, as applicable to them.

Sd/-
(Aarti Jain)
Chairperson
(DIN- 00143244)

Place : New Delhi
Date : 08.09.2022

CEO/CFO CERTIFICATE

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

I, Manbar Singh Rawat, Chief Financial Officer, responsible for the finance functions certify that:

a) I/We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2022 and to the best of our knowledge and belief :-

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

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

b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2022 are fraudulent, illegal or violation of the Company's code of conduct.

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

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

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

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

Sd/-
(Manbar Singh Rawat)
Chief Financial Officer

Place : New Delhi
Date : 31.05.2022

Certificate OF NON-DISQUALIFICATION OF DIRECTORS

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

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

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

In our opinion and to the best of our information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary by us and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company stated below for the Financial Year ending March 31, 2022 have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority.

S. No.	Name of the Director	Director Identification Number (DIN)	Date of Appointment in the Company
1.	Mrs. Aarti Jain	00143244	10/01/2013
2	Mr. Brajindar Mohan Singh	02143830	31/03/2015
3.	Mr. Aditya Malhotra	02191303	10/01/2013
4.	Mr. Amit Gupta	07085538	15/09/2020
5.	Mr. Anupam Jain	08968875	23/11/2020

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

For S. Khurana and Associates
Company Secretaries
FRN: I2014DE1158200
Peer Review No. - 804/2020

Place : New Delhi
Date : 31-08-2022

CS Sachin Khurana
Proprietor
FCS: 10098; C.P. No.: 13212
UDIN: F010098D000882904

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

GLOBAL SOCIO- ECONOMIC OVERVIEW

After a tumultuous 2020-21, which witnessed unprecedented disruption to human life and economic activity across the globe, the world economy witnessed a sharp recovery on the back of enhanced vaccination coverage and continued fiscal and monetary stimuli across countries.

As per IMF estimates, global growth in 2021 stood at 6.1% (Vs. 3.1% decline in 2020); Advanced Economies grew by 5.2% (Vs. 4.5% decline in 2020) while Emerging Markets & Developing Economies clocked a faster pace of 6.8% (Vs. 2.0% decline in 2020). The recovery momentum was, however, weakened in course of the year by new strains of the virus and an unprecedented spike in commodity prices due to global supply chain disruptions, container shortages and congestion in ports.

Even prior to the ongoing Russia-Ukraine conflict, inflation had started surging in many economies due to soaring commodity prices and pandemic-induced supply-demand imbalances. This led central banks such as the US Federal Reserve, European Central Bank and the Bank of England to bring forward the timing of tightening monetary conditions in their respective countries. The situation was exacerbated with the ongoing Russia-Ukraine conflict that caused sharp escalation and volatility in agri, fuel and crude-linked commodity prices. Persistently elevated and sticky inflation has emerged as a key concern globally. As per IMF, global inflation in 2022 is projected at 7.4% - the highest in 26 years.

According to the latest IMF estimates, aggregate global economic growth is estimated at 3.6% in 2022, representing a downward adjustment of 80 bps to earlier estimates. Advanced Economies are projected to grow by 3.3% with growth in major economies such as the United States and Euro Area estimated at 3.7% and 2.8% respectively.

INDIAN ECONOMIC OVERVIEW

Financial Year 2021-22 turned out to be another challenging year for the Indian economy, marked by heightened uncertainty and volatility due to the COVID pandemic. The year began with the second wave of the pandemic having a devastating socio-economic impact in the country followed by a sharp drop in its intensity, which aided smart recovery in economic activity that reached pre-pandemic levels towards the end of the second quarter. Even as economic prospects started looking up, the country was hit hard by the third wave with new cases rising exponentially across major cities and halting the recovery momentum.

Amidst such a challenging backdrop, the Indian economy rebounded during the year growing by 8.9%, albeit on a low base. The Government of India continued to make concerted efforts, through several path-breaking initiatives across the areas of healthcare, infrastructure, social welfare and digital, to support various sections of the economy during these turbulent times which helped accelerate the pace of resumption of economic activities over the year. These include an effective and focused vaccination programme, targeted localised restrictions during peak caseloads, support to economically weak sections of society and assistance to sectors most impacted by the pandemic.

The external sector was a bright spot in the economy with India's merchandise exports surging 43% to a record high of US$ 418 billion during the year. Unprecedented rise in commodity and crude oil prices led to persistently sticky and elevated inflation with March 2022 CPI hitting a 17-month high of 6.95%, resetting inflation expectations and the interest rate trajectory going forward. GDP estimates released by the NSO show that the Indian economy grew at 8.7% YoY as the fourth quarter of FY 2021-22 grew at 4.1% as compared to fourth quarter of preceding year. The second advance GDP estimates released in February 2022 reaffirmed a resilient and strong recovery of India's economy with the real GDP for FY 2021-22 estimated to exceed the output of the most recent pre-pandemic year of 2020.

India's Economic Performance in 2021-22:

1. The Indian economy grew 8.7 per cent in 2021-22, with the gross domestic product (GDP) expanding 4.1 per cent in the March quarter from a year ago.
2. The GDP growth for 2021-22 takes the economy above its pre-pandemic level and is an improvement after contracting 6.6 per cent in 2020-21
3. Foreign exchange reserves stood at US $634 Billion as on 31st December 2021 equivalent to over 13 months of imports and higher than country's external debt

4. The fiscal deficit for 2021-22 settled at Rs 15.87 lakh crore or 6.7 per cent of GDP, compared to the revised target of Rs 15.9 lakh crore, or 6.9 per cent of the GDP.

PACKAGING INDUSTRY

CONSUMER INDUSTRY

Packaging is among the high growth industries in India and developing @ 20-25% per annum* (as per report from the Packaging Industry Association of India) and becoming a preferred hub for packaging industry. Currently, the 5th largest sector of India's economy, the industry has reported steady growth over past several years and shows high potential for continued growth and expansion, both in the domestic and export markets.

Costs of processing and packaging food can be up to 40% lower than parts of Europe which, combined with India's resources of skilled labour, make it an attractive venue for investment. A high degree of potential exists for almost all user segments which are expanding appreciably-processed foods, hard and soft drinks, fruit and marine products.

The Indian packaging industry has made a mark with its exports that comprise flattened cans, printed sheets and components, crown cork, lug caps, plastic film laminates, craft paper, paper board and packaging machinery, while the imports include tinplate, coating and lining compounds and others. In India, the fastest growing packaging segments are laminates and flexible packaging, especially PET and woven sacks.

Over the last few years Packaging Industry is an important sector driving technology and innovation growth in the country and adding value to the various manufacturing sectors including agriculture and FMCG segments. The growth is also driven by factors like growing pharmaceutical, food processing, manufacturing industry, FMCG, healthcare sector and ancillary in the emerging economies like China, India, Brazil, Russia and few other East European countries.

The Packaging Industry in India is expected to register a CAGR of approximately 26.7% during the period (2021-2026)as compared to 5.6% during 2016-2020. The growth will be heavily influenced by changing demographics such as growing urbanization and the rising proportion of middle class consumers. These changes drive the need for new packaging formats, such as different sizes, materials, and strength. India has been witnessing a surge in its e-commerce sector over the last 5-6 years. The Indian e-commerce market is projected to grow to US$ 200 billion by 2026 from US$ 38.5 billion in 2017. This growth is likely to be propelled by an increase in internet and smartphone penetration and the ongoing digital transformation in the country.

The growing organized retail sector has been a significant driver of the growth of the Food & Beverage industries, which in turn drives the growth of Indian packaging industry. In addition, innovations in the packaging industry, such as the development of lighter packaging with better barrier properties, add to the growth of packaging industry. In terms of packaging material, Glass and Rigid Plastics packaging market is expected to reach USD18.02 billion by 20027F growing at a CAGR of 8.01% during the forecast period. India rigid plastic packaging market is mainly driven by rising GDP, increasing per capita income, surging sales through e-commerce, changing consumer perception, etc.

The flexible packaging market in India is set to grow by USD12.72 billion, progressing at a CAGR of almost 11% during 2021-2025. The growth of the industry is due to the increased use of flexible packaging at food service outlets, along with higher demand for packaged beverages. Consumers prefer flexible packaging over rigid packaging since they are lighter, easily disposable and their impact on the environment is significantly less. Fast-moving Consumer Goods (FMCG) is the fourth-largest sector in the Indian economy. The food processing industry, part of the food and beverages segment of the sector, accounts for more than 50% of the total demand for flexible packaging.

With the growth of the industry, demand for flexible packaging is expected to increase. India is the fifth-largest preferred retail destination in the world, growth of the retail industry will directly lead to the expansion of the flexible packaging industry in India.

With advancement in technology and general awareness, the packaging sector in India is well poised as most of the raw materials for packaging are abundantly available in the country. Moreover, the per capita spending has increased tremendously, leading to changing rural markets and a growing middle class who demand the best of products. Various upgraded technologies are being used in industry such as aseptic packaging, retort packaging and biodegradable packaging to enhance the life of food product. Moreover, the plastic packaging market is expanding

rapidly registering a growth of 20-25 per cent per annum and is valued at 6.8 million tons while the paper packaging industry stands at 7.6 million tons. The packaging industry is poised to grow rapidly led by the increasing use of innovative packaging equipment and the rising flexible packaging market.

STRATEGY AND OUTLOOK

Rollatainers Limited is one of the largest integrated packaging companies in India. It is a leader and preferred supplier of paperboard and flexible laminate based packaging solutions. With its state-of-the-art infrastructure in Haryana, Rollatainers is catering to a wide spectrum of packaging requirements for the last three decades. It offers innovative and efficient product ranges across the major segments of packaging from printed lined cartons, laminates to packaging machines.

Rollatainers has a unique selling proposition for its customers whereby Rollatainers is able to offer and supply different packaging solutions from a fully integrated manufacturing facility covering paperboard based mono or lined cartons or flexible preformed laminate packs, pouches, laminate rolls and gravure labels. The state-of-the-art manufacturing facility is temperature & humidity controlled and dust free, which results in highest standards of hygiene & quality control.

OPPORTUNITIES & STRENGTHS

The growth of packaging industry in India will be majorly impacted by the performance of the End-Use Industries, growing Consumerism and government initiatives. RT Packaging Limited is suitably positioned to take advantage of the growth that is expected in the End-Use Industries and growing Consumerism in the country. This is due to low utilization of the installed capacities that presents an opportunity to capitalize on the growth in the packaging business.

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, Hindustan Unilever, Milkfood. 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, RT Packaging 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.

THREATS AND CONCERNS

As the key products of Rollatainers are composite materials, involving use of low density polyethylene, polyester, metallized polyethylene, paper, paperboard and Aluminium foil, they are not biodegradable. With increasing awareness on environmental issues, any decision by Government restricting use of such composites is a key risk to our business. However, the sourcing strategy of Rollatainers has been very much conscious of the environments effects,

which is why the company has been sourcing its paper and paperboard materials from certified sustainable sources. The company is also continuously working on developing new flexible packaging solutions which are more sustainable and cause least environmental impacts.

1. Depreciated Machine and Facilities : because of past operational losses, company could not generate enough cash for new capex for modernize its facilities, in result company companies capacity and output affected.
2. 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
3. Lack of Negotiating Power: A limited raw material supplier base often weakens negotiating power especially for companies that lack scale.
4. 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.
5. Regulatory Changes: The industry is vulnerable to such 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. In the recent past, some announcements have been made for voluntarily stopping of single use plastics, eventhough; no regulatory changes have yet been made. These announcements are, however, expected to be followed by regulatory changes sooner than later. This will have an adverse impact on some of the products currently manufactured by the company. To counter this impact, the company is already in advanced stages of developing fully biodegradable versions of such products. However, that would make such products marginally costlier in the short term.

Independent Auditor's Report

To,
The Members of Rollatainers Limited
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Rollatainers Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2022, and the statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statement give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis of Matters

1. Trade Payables amounting to Rs. 62.56 Lacs(Net) and advance taken from Customers/Financial Liabilities amounting to Rs. 17.15 Lacs are subject to confirmations.

2. We draw your attention to Note 3.19 of the financial statement related to Exceptional Item which includes as follows:

S. No.	Particulars	Amount (In Lakhs)
1	Profit/(loss) on sale of Investment	3,206.47
2	Balance Written Off	(7,100.00)
3	Interest on Preference Shares	(157.55)
4	Impairment of Investment	(832.10)
	Total	**(4,883.18)**

3. The Company's trade receivables as at 31 March 2022 amounts to Rs. 368.50 Lakhs are long outstanding receivables, which as per the management are considered good and recoverable.

4. The company is maintaining 15 Bank Accounts Out of which 4 Account Statements are not available with the company.

S. No.	Bank Name	Amount (In Rs.)
1	Corporation - Hosur 570 (New A/cNo.510101001075747	33,184.00
2	Bank of Rajasthan	2,32,733.64
3	HSBC A/C NO. 166-127258-001 NOIDA	443.82
4	PNB -FD- HARIDWAR	1,25,181.00

5. Write Off (Loan & Investment in RT Packaging Limited- Subsidiary)

The consolidated financial statement includes the balance of R T Packaging Limited (subsidiary with 89.9%) shares.

As per the data provided to us for verification M/s Rollatainers Limited, company had lent an interest free Loan to its subsidiary to the tune of Rs. 100 Crore as reported for the financial year ending 31st March, 2021.

Company has received back amount of Rs. 5.7 crores dt. 17 March, 2022 thereby reducing the loan amount to Rs. 94.30 Crore.

The recoverable loan is written down to Rs. 23.30 Crore by writing off Rs. 71 Crore as on 31st March, 2022.

Hence the recoverable loan from the subsidiary M/s R T Packaging Limited stands to Rs. 23.30 Crore as on 31st March 2022.

Besides also,

Rollatainers Limited had value of Investment in Subsidiary companies to the tune of Rs. 10.32 Crore as reported for the financial year ending 31st March, 2021.

The figure got reduced to Rs. 8.32 Crore on 17th January, 2022 post sale of investment in Boutonniere Hospitality Private Limited to Birbal Advisors Private Limited of Rs. 2 Crore.

Thereafter the above value of Rs. 8.32 Crore was again reduced to Rs. 24.33 Lacs by writing off the said amount.

Subsequently, investment in Joint Venture i.e., M/s Rollatainers Toyo Machines Private Limited was impaired as on 31st March 2022.

i.e., to say write off. Rs. 71 Crore and impairment of Rs. 8.07 Crore in the name of single subsidiary company and impairment of Rs. 24.33 Lacs in Joint Venture M/s Rollatainers Toyo Machines Private Limited in turn bringing the cumulative figure to Rs. 79.32 Crore. Hence the carrying value of investment in the books of account comes to nil.

Due to the above transaction the loss of the company is reported to Rs. 49.93 crores whereas the company should have been in profit of Rs. 29.39 crores.

The same was discussed with the management in detail and we were not able to corroborate the managements contention of writing off the total amount of Rs. 79.32 Crore.

The effect of the same has been shown under the head Exceptional Items (Income / Expense) in the Stand-Alone Profit & Loss A/c of M/s Rollatainers Limited.

Also, Auditors would like to highlight the fact that the general reserve post above adjustment shows negative balance of Rs. 107.81 Crore.

Accordingly, we are unable to comment on the appropriateness of the carrying value of Loan and investment made in the subsidiary M/s R T Packaging Limited and their consequential impact on the financial statement of our financial ended 31st March, 2022. In our previous report ended 31st March, 2021 the said amount of Loan and investment were reflected at full value. The same amount was previously reported for the period ending 30th September, 2021 and no such situation arose at the time of Limited Review Report for the period ending 31st December, 2021.

6. Investment in Joint Venture (M/s Rollatainers Toyo Machines Private Limited)

The financials of M/s Rollatainers Limited shows an investment of 24.33 lacs as on 31st March, 2022 in the joint venture company M/s Rollatainers Toyo Machines Limited. The same cannot be verified and authenticated due to

non - availability of the financial data of the said company for the financial year ending 31st March, 2022. For the financial year ending 31st March, 2021 the unaudited figures were consoled in the financial statement and was duly reported by the Auditors.

In the current year the status as per the MCA shows that the company is under the process of strike off.

Management has written off investment in Joint Venture amounting to Rs. 24.33 Lacs on 31st March, 2022.

In the given scenario the auditors are not able to comment on the said write off.

7. We draw your attention to Note 3.29 to the financial statement, which describes the economic and social consequences/disruption the Group is facing as a result of COVID-19 which is impacting supply chains / consumer demand / financial markets / commodity prices / personnel available for work.

Our opinion is not modified in respect of these matters.

Key Audit Matters

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

Key Audit Matters	Procedures Performed/Auditor's Response
Contingent Liabilities The contingent liabilities related to ongoing litigations and claims with various tax authorities.The computation of contingent liability requires significant judgement by the company because of the inherent complexity in estimating future costs.Refer Note No 3.18.2 to the Financials statements	Obtained details of completed tax assessments and demands for the year ended March 31, 2022 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes.
Contingent Liabilities The contingent liabilities related to Corporate Guarantee issued by Company amounting to Rs. 5,500 Lakhs. The computation of contingent liability requires significant judgement by the company because of the inherent complexity in estimating future costs. Refer Note No 3.18.2 to the Financials statements	Obtained Certificate from the principal debtor, which shows that the principal security cover is sufficient to repay the obligation by the principal debtor.
Receivable from revenue authorities As at March 31, 2022, current assets amounting to Rs. 68.58 lakhs which are pending from various statutory authorities. Refer Note No 3.7 and 3.8 to the Financial Statements	We have involved our internal experts to review the nature of the amounts recoverable, the sustainability and the likelihood of recoverability.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Integrated Report, Board's Report along with its Annexures and Financial Highlights included in the Company's Annual Report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the standalone financial statements

The Company's Management and Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes 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; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the

standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

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

2) **A.** As required by Section 143(3) of the Act, based on our audit 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.

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

c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

e. On the basis of the written representations received from the Directors as on March 31, 2022 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2022 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

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

a. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 3.18.2 to the standalone financial statements.

b. The company has a long-term Loan contract with its Subsidiary RT Packing Private Limited to the tune of Rs. 100 Crores of which 71 Crores has been written off during the year. The same has been duly reported in Emphasis of matter at Point no. 5.

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d. i. The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 3.29(c) to the Standalone financial statements);

ii. The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 3.29(d) to the standalone financial statements); and

iii. Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d)(i) and (d)(ii) contain any material misstatement.

e. Since the Company has not declared or paid any dividend during the year, the question of commenting on whether dividend declared or paid is in accordance with Section 123 of the Companies Act, 2013 does not arise.

f. 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.

For **Shukla Gupta & Arora**
Chartered Accountants
Firm Registration No.: 027335N

Rajnish Kumar Shukla
Partner
Membership No.: 510965
UDIN : 22510965AKASZM9553
Place : New Delhi
Date : 31st May 2022

Annexure A" to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditor's Report of even date to the members of **Rollatainers Limited** on the financial statements as of and for the year ended March 31, 2022)

I) In respect of Property Plant & Equipment and Intangible Assets

a) A. According to the information and explanation given to us and on the basis of examination of books and records the management had impaired the full value of property, plant and Equipment in the financial year ending on 31st March 2021.

B. According to the Information and explanation given to us the Company don't have any Intangible assets as on 31st March, 2022. Accordingly reporting under clause 3(i)(a)(B) is not applicable.

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

c) According to the information and explanations given to us no immovable property is held in the name of company as on 31st March, 2022. Accordingly reporting under clause 3(i)(c) is not applicable.

d) According to the information and explanations given to us the Company has not revalued any of its property, Plant and Equipment (including right-of-use assets) and intangible assets during the year. Accordingly reporting under clause 3(i)(d) is not applicable.

e) According to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at 31st March 2022 for holding any benami property under the Benami Transaction (Prohibition) Act, 1988, as amended and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable.

II) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.

In our opinion, the coverage and procedure of such verification by the management is appropriate having regard to the size of the Company and the nature of its operation. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory

The company has not been sanctioned any working capital limit from banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, the reporting under clause 3(ii)(b) of the Order is not applicable.

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

a. i. the Company has not made any investment, granted any loans or provided advances in the nature of loans or stood guarantee or provided security to its subsidiaries, Joint Venture and associates during the year.

ii. the company has not made any investment, granted any loans or provided advances in the nature of loans or stood guarantee or provided security to parties other than its subsidiaries, Joint Venture and associates during the year.

iii. Status of Investment made, guarantees provided, security given, Loans given or advances in the nature of loans given in earlier years by the Company as 31st March 2022 is specified below:

S. No.	Particulars	Balance as at 31.03.2022 (Amount in Lacs)
1	Loan to Subsidiaries	2,330
2	Advances to Related Parties (Associate Company)	364.76
3	Other Advances	148.70
4	Investment in Subsidiary Company(RT Packaging Limited)	Nil
5	Investment in Joint Venture (Rollatainers Toyo Machines Private Limited)	Nil
6	Investment in Associate Company(Oliver Engineering Private Limited)	Nil
7	Corporate Guarantees issued by the company	5500

b. Since no investments made, guarantees provided, security given and loan and advance in the nature of loan given during the year, hence the respective point relating to the same being prejudicial to the interest of companies does not arise.

c. In line to point no. b above this point is not applicable.

d. With respect to reporting under clause 3(d) and 3(e), please refer our point no. 5 of Emphasis of matter.

e. During the year the Company has not granted any loans or advances in the nature of loans which are either repayable on demand or without specifying any terms or period of repayment.

IV) According to the information and explanations given to us during the year the company has not granted any loans, made any investments or provided any guarantees and securities. Accordingly, the reporting under clause 3(iv) of the Order is not applicable.

V) The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

VI) The Central Government has not prescribed the maintenance of cost records under Section 148 of the Act for Trading activity rendered by the Company. Accordingly, the reporting under clause 3(vi) is not applicable.

VII) a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' state insurance, Income tax, Duty of customs, Goods and services tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities, except dues referred to in note 3.18.2 to the financial statements.

b. According to the information and explanations and as per the data on record the pending statutory dues are duly reported under Note 3.18.2 to the financial statement.

VIII) In our opinion and according to the information and explanations given to us, there are no such transactions which were not recorded in the books of account earlier and have been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (43 of 1961). Accordingly, the reporting of clause 3(viii) of the Order is not applicable.

IX) a. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any lender during the year.

b. In our opinion and according to the information and explanations given to us, the company has not been declared willful defaulter by any bank or financial institution or government or government authority.

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

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

e. According to the information and explanations given to us and an overall examination of the financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures (as defined under the Companies Act 2013) during the year ended March 31, 2022. Hence clause 3(ix)(e) of the Order is not applicable.

f. According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries.

X) a. In our opinion and according to the information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer (including debt instruments), Accordingly reporting under clause 3(x)(a) is not applicable.

b. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, provisions of clause 3(x)(b) of the Order are not applicable.

XI) a. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.

b. In our opinion and according to the information and explanations given to us, since no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit, accordingly, the provisions of clause 3(xi)(b) of the Order are not applicable.

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

XII) The Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order are not applicable.

XIII) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the standalone financial statements, as required by the applicable accounting standards.

XIV) a. In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.

b. We have considered the internal audit reports of the Company issued till date, for the period under audit.

XV) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with the Directors or persons connected with them covered under Section 192 of the Act. Accordingly, provisions of clause 3(xv) of the Order are not applicable.

XVI) a. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, provisions of clause 3(xvi)(a) of the Order are not applicable.

b. The Company has not conducted non-banking financial or housing finance activities during the year. Accordingly, provisions of clause 3(xvi)(b) of the Order are not applicable.

c. The Company is not a Core Investment Company ("CIC") as defined in the regulations made by the Reserve Bank of India. Accordingly, provisions of clause 3(xvi)(c) of the Order are not applicable.

d. Based on the information and explanations provided by the management, the Company does not have any CICs, which are part of the Company. Accordingly, provisions of clause 3(xvi)(d) of the Order are not applicable.

XVII) The Company has not incurred cash losses in the current financial year however cash losses of Rs. 66.93 Lacs were incurred in the immediately preceding financial year.

XVIII) There has been no resignation of the statutory auditors during the year. Accordingly, the provisions of clause 3 (xviii) of the Order are not applicable.

XIX) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

XX) Since the provisions of Section 135 of the Companies Act, 2013 with regard to corporate social responsibility are not applicable to the company hence clause 3(xx) of the Order is not applicable.

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

For **Shukla Gupta & Arora**
Chartered Accountants
Firm Registration No.: 027335N

Rajnish Kumar Shukla
Partner
Membership No.: 510965
UDIN : 22510965AKASZM9553
Place : New Delhi
Date : 31st May 2022

"Annexure B" to the Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditor's Report of even date to the members of **Rollatainers Limited** on the standalone financial statements as of and for the year ended March 31, 2022)

Independent Auditor's 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 with reference to financial statements of Rollatainers Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal financial control with reference to financial statements 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 (the 'Guidance Note') 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 the Company's 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements 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 the Institute of Chartered Accountants of India ("the 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 ICAI. 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 with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 judgement, 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 over financial reporting.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements includes those policies and procedures that

1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures

of the company are being made only in accordance with authorizations of Management and Directors of the Company; and

3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements 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, adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2022, based on the internal financial control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Shukla Gupta & Arora**
Chartered Accountants
Firm Registration No.: 027335N

Rajnish Kumar Shukla
Partner
Membership No.: 510965
UDIN : 22510965AKASZM9553
Place : New Delhi
Date : 31st May 2022

BALANCE SHEET AS AT 31ST MARCH, 2022

(Rs. in Lakhs)

	PARTICULARS	NOTE NO.	AS AT 31.03.2022	AS AT 31.03.2021
A	**ASSETS**			
1	**Non-Current Assets**			
	(a) Property, plant and equipment and Intangible assets	3.1	–	–
	(b) Financial assets			
	Investments	3.2	–	1,032.10
	(c) Other non-current assets	3.3	2,400.71	10,070.70
	Sub total-Non-Current Assets		**2,400.71**	**11,102.81**
2	**Current Assets**			
	(a) Financial assets			
	Trade receivables	3.4	877.32	1,737.43
	Cash and cash equivalents	3.5	30.11	25.10
	Other current financial assets	3.6	1.13	–
	(b) Current Tax Assets (Net)	3.7	68.58	68.97
	(c) Other current assets	3.8	513.45	859.42
	Sub total-Current assets		**1,490.59**	**2,690.92**
	TOTAL-ASSETS		**3,891.30**	**13,793.73**
(B)	**EQUITY AND LIABILITIES**			
1	**Equity**			
	(a) Equity share capital	3.9	2,501.30	2,501.30
	(b) Other equity	3.10	(1,403.96)	3,649.88
	Sub total-Equity		**1,097.34**	**6,151.18**
2	**Liabilities**			
	Non-Current Liabilities			
	(a) Financial liabilities			
	Borrowings	3.11	858.28	557.70
	Sub total-Non-Current Liabilities		**858.28**	**557.70**
	Current Liabilities			
	(a) Financial liabilities			
	Trade payables	3.12	96.99	122.48
	Other financial liabilities	3.13	1,785.59	6,901.53
	(b) Other current liabilities	3.14	53.10	60.85
	Sub total-Current Liabilities		**1,935.68**	**7,084.85**
	TOTAL EQUITY AND LIABILITIES		**3,891.30**	**13,793.73**
	Significant Accounting Policies & Notes on Financial Statements	**1 to 3.31**		

As per our report of even date attached
For Shukla Gupta & Arora
Chartered Accountants
Firm Registration No. 027335N

Sd/-
Rajnish Kumar Shukla
Partner
(Membership No. 510965)
UDIN : 21510965AAAABS4202
Place : New Delhi
Dated : 31st May, 2022

For and on behalf of the Board

Sd/-
ADITYA MALHOTRA
Director
DIN: 02191303

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
ADITI JAIN
Company Secretary

Sd/-
MANBAR RAWAT
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

	Particulars	Note No.	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
I.	**Revenue**			
	Revenue from operations	3.15	56.86	40.33
	Other Income	3.16	0.19	8.01
II.	**Total Income**		**57.05**	**48.35**
III.	**Expenses:**			
	Purchase of stock-in-Trade	3.17	15.68	9.88
	Changes in inventories of finished goods, work-in-progress and Stock-in-trade			
	Employee benefit expense	3.18	19.55	9.69
	Finance costs	3.18	82.76	62.31
	Depreciation and amortization	3.18	–	–
	Other Expenses	3.18	49.45	79.70
	Rates and taxes		24.01	69.15
	Others		25.44	10.55
	Total Expenses		**167.44**	**161.59**
IV.	**(Loss)/Profit before tax and Exceptional Items (II-III)**		**(110.39)**	**(113.24)**
V.	**Exceptional Items [Income/(Expense)]**	3.19	(4,883.18)	4,820.17
VI.	**(Loss)/Profit before tax (IV + V)**		**(4,993.57)**	**4,706.93**
VII.	**Tax expense:**			
	(1) Current tax		–	–
	(2) Deferred tax		–	(406.80)
	Total Tax Expenses		**–**	**(406.80)**
VIII.	**(Loss)/Profit after tax (VI – VII)**		**(4,993.57)**	**4,300.13**
IX.	**Total Comprehensive Income (VIII+IX)**		**(4,993.57)**	**4,300.13**
X.	**Earning per equity share:**	3.20		
	(1) Basic		(2.00)	1.72
	(2) Diluted		(2.00)	1.72
Significant Accounting Policies & Notes on Financial Statements		**1 to 3.31**		

As per our report of even date attached
For Shukla Gupta & Arora
Chartered Accountants
Firm Registration No. 027335N

Sd/-
Rajnish Kumar Shukla
Partner
(Membership No. 510965)
UDIN : 21510965AAAABS4202
Place : New Delhi
Dated : 31st May, 2022

For and on behalf of the Board

Sd/-
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Director
DIN: 02191303

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
ADITI JAIN
Company Secretary

Sd/-
MANBAR RAWAT
Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

	Particulars	For the Ended Ended 31.03.2022	For the Ended Ended 31.03.2021
A	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Profit as per Profit & Loss Account (PBT)	(4,993.57)	4,706.93
	Exceptional items		
	i) Impairment of Investments	832.10	436.63
	ii) Profit (Loss) on Sale of Fixed Assets	–	15.99
	iii) Impairment of Fixed Assets	–	50.98
	iv) Reversal of Impairment of investment in subsidiary	–	(5,307.77)
	v) Misc. Income	–	(16.00)
	vi) Profit on sale of investment	(3,206.47)	–
	vii) Adjustment in interest on pref. shares	157.55	–
	viii) Balances written off/back	7,100.00	–
	Financial Expenses	82.76	62.31
	Interest Received & Other Income	(0.19)	(8.01)
		(27.83)	**(58.94)**
	Change in Working Capital		
	(Increase)/Decrease in Trade Receivables	860.11	1,643.98
	(Increase)/Decrease in Other Current Assets	345.22	(312.32)
	Increase/(Decrease) in Trade Payable	(25.49)	(1,791.02)
	Increase/(Decrease) in Current Liabilities	(7.75)	60.85
	Increase/(Decrease) in Other Financial Liabilities	(5,115.92)	389.11
	Cash generation from operations activities	**(3,971.65)**	**(68.34)**
	Direct Tax Paid	–	–
	Net cash from operating activities	**(3,971.65)**	**(68.34)**
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Sale of Fixed Assets	–	52.50
	Sale of investments	3,406.47	–
	Proceeds/(purchase) from maturity of bank deposits and other balances (having maturity of more than 3 Months)	–	(0.78)
	Realisation of other non-current assets	570.00	–
	Interest Received & Other income	0.19	8.01
	Net Cash from Investing activities	**3,976.66**	**59.73**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Net Cash from financing activities	–	–
	Net cash flows during the year (A+B+C)	5.01	(8.61)
	Cash & cash equivalents (opening balance)	15.80	24.41
	Cash & cash equivalents (closing balance)	**20.81**	**15.80**

NOTES TO CASH FLOW STATEMENT

1 The above statement has been prepared under indirect method.
2 Cash & Cash Equivalents include cash & bank balances only (Except cash at bank held as margin money)
3 Previous year figures have been regrouped/ recast wherever considered necessary.

Significant Accounting Policies & Notes on Financial Statements

As per our report of even date attached
For Shukla Gupta & Arora
Chartered Accountants
Firm Registration No. 027335N

Sd/-
Rajnish Kumar Shukla
Partner
(Membership No. 510965)
UDIN : 21510965AAAABS4202
Place : New Delhi
Dated : 31st May, 2022

For and on behalf of the Board

Sd/-
ADITYA MALHOTRA
Director
DIN: 02191303

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AARTI JAIN
Director
DIN: 00143244

Sd/-
ADITI JAIN
Company Secretary

Sd/-
MANBAR RAWAT
Chief Financial Officer

COMPANY OVERVIEW AND NOTES TO THE FINANCIALS STATEMENTS

1. Company Overview

Rollatainers Limited (The Company) operates as an integrated packaging solution organization with business encompassing research, manufacturing and marketing Lined and mono Cartons and Packaging Machines. The company's equity shares are listed for trading on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

2. Significant Accounting Policies

2.1 Basis of preparation of financial statements

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act , 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

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

2.2 Use of estimates

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

2.2.1 Useful lives of property, plant and equipment& Capital Work in progress.

Company reviews the life of property plant and equipment at the end of each reporting period and more frequently. This re-assessment may result in change in depreciation expense in future periods.

2.2.2 Valuation of deferred tax assets / liabilities/MAT Credit

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

2.2.3 Provisions and contingent liabilities

A provision is recognized when the company has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognizedin the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements, however when the realization is virtually certain then the related asset cease to be a contingent asset and therefore recognized.However, the detail of existing contingencies as on 31st March, 2021 is provided Note no. 3.18.2.

2.3 Revenue Recognition

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

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

Sale of goods

Sales are recognised when substantial risk and rewards of ownership are transferred to customer as per the terms of the contract, there is no continuing managerial involvement with the goods. The Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods., in case of domestic customer, sales take place when goods are dispatched or delivery is handed over to transporter, in case of export customers, sales takes place when goods are shipped on board based on bill of lading.

Revenue from Services

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

Other operating revenue - Export incentives

Revenue in respect of export incentives is recognised when such incentives accrue upon export of goods.

2.4 Employee benefits

- **Short-Term Employee Benefits**

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

2.5 Borrowing costs

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

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

2.6 Depreciation & Amortization

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

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

2.7 Impairment of Assets

i) Financial assets (other than at fair value)

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

(i) Non-financial assets

Property, Plant & equipment and Intangible Assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is an indication that their carrying amounts may not be recoverable. If any such

indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined to which the asset belongs. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit or loss. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss.

2.8 Income taxes

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

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

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

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

2.9 Property, plant and equipment

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

2.10 Financial instruments

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets (Except Net Investments) and financial liabilities (Except Borrowings) are recognized at fair value on initial recognition, except for trade receivables and security deposits, which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition.

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination, which is subsequently measured at fair value through profit and loss.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts are approximately at fair value due to the short maturity of these instruments.

De-recognition of financial instruments

The company de-recognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under IND AS 109. A financial liability (or a part of a financial liability) is de-recognized from the company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

2.11 Borrowings

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

Preference shares are separated into liability and equity components based on the terms of the issue / contract. On issuance of the preference shares, the fair value of the liability component is determined using a market rate for an equivalent instrument. This amount is classified as financial liability and is measured at amortized cost (net of transaction costs) until it is extinguished on conversion or redemption. The remainder of the proceeds is recognized and included in equity.

Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the equity component is not re-measured in subsequent years.

2.12 Investments

a) Investment in subsidiaries

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

b) Investment in associates / Joint Ventures

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

c) Investment - Others

Current Investments

Quoted financial assets have been classified as FVTOCI and unquoted financial assets have been classified as Fair Value through Profit & Loss [FVTPL].

Non-Current Investments

Quoted long term investments have been classified as FVTOCI and unquoted long term investments are have been classified as FVTPL.

2.13 Inventories

- Raw Material, Goods under process and Finished Goods are valued at cost (Net of provision for diminution) or *Net Realizable value, whichever is lower.
- Waste and Scrap is valued at Net Realizable Value.
- Cost of inventories also included all other costs incurred in bringing the inventories to their present location and condition.
- Cost of goods under process comprise of cost of materials and proportionate production overhead. Cost of material for this purpose is ascertained on FIFO basis.
- Provision for obsolescence in inventories is made, whenever required.

*Net Realizable Value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

2.14 Earnings per equity share

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the

outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

2.15 Dividends

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

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

2.16 Leases

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

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

2.17 Offsetting financial instruments

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

2.18 Fair Value Measurement

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

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

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

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

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

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

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

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

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

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

For assets and liabilities that are recognized in the Consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing

categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

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

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

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

2.19 Current versus non-current classification

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

Statement of Changes in Equity for the year ended 31st March, 2022

EQUITY

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

Particulars	As at 31.03.2022	As at 31.03.2021
Balance at the beginining of the reporting period	2,501.30	2,501.30
Changes in equity share capital due to prior period errors	–	–
Reinstated balance at the beginning of the reported period	2,501.30	2,501.30
Changes in equity share capital during the reporting period	–	–
Balance at the end of the reporting period	**2,501.30**	**2,501.30**

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

Particulars	Reserves and Surplus					Equity Instruments through Other Comprehensive Income	Other items of comprehensive Income	Total
	Capital Redumption Reserve	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings			
As at 01.04.2021	**210.00**	**119.69**	**8,162.69**	**1,485.08**	**(7,272.36)**	**944.56**	**0.22**	**3,649.88**
Total Comperhensive Income for the year	–	–	–	–	(4,993,57)	–	–	25.22
Transfer from Liability component of Preference shares instruments through OCI	–	–	–	–	–	25.22	–	(85.50)
Transfer Equity instruments through OCI	–	–	–	–	–	(85.50)	–	–
As at 31.03.2022	**210.00**	**119.69**	**8,162.69**	**1,485.08**	**(12,265.93)**	**884.29**	**0.22**	**(1,403.96)**

Particulars	Reserves and Surplus					Equity Instruments through Other Comprehensive Income	Other items of comprehensive Income	Total
	Capital Redumption Reserve	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings			
As at 01.04.2020	**210.00**	**119.69**	**8,162.69**	**1,485.08**	**(11,572.49)**	**944.56**	**0.22**	**(650.25)**
Total Comperhensive Income for the year	–	–	–	–	4,300.13	–	–	4,300.13
Transfer to retained earning	–	–	–	–	–	–	–	–
As at 31.03.2021	**210.00**	**119.69**	**8,162.69**	**1,485.08**	**(7,272.36)**	**944.56**	**0.22**	**3,649.88**

As per our report of even date attached
For Shukla Gupta & Arora
Chartered Accountants
Firm Registration No. 027335N

Sd/-
(Rajnish Kumar Shukla)
Partner
(Membership No. 510965)
UDIN : 21510965AAAABS4202
Place : New Delhi
Dated : 31st May, 2022

For and on behalf of the Board

Sd/-
ADITYA MALHOTRA
Director
DIN: 02191303
Sd/-
ADITI JAIN
Company Secretary

Sd/-
AARTI JAIN
Director
DIN: 00143244
Sd/-
MANBAR RAWAT
Chief Financial Officer

Note No: 3.1 Property, Plant and Equipment and Intangible Assets

(Rs. in Lakhs)

Particulars	Plant and Equipment	Furnitures & Fixtures	Vehicles	Office Equipment	Total
Gross Block					
As at 01.04.2021 (A)	**1,042.34**	**0.48**	**20.31**	**18.35**	**1,081.47**
Additions	–	–	–	–	–
Disposals	–	–	–	–	–
As at 31.03.2022 (B)	**1,042.34**	**0.48**	**20.31**	**18.35**	**1,081.47**
Depreciation					
As at 01.04.2021 (C)	**1,042.33**	**0.48**	**20.31**	**18.35**	**1,081.46**
Additions	–	–	–	–	–
As at 31.03.2022 (D)	**1,042.33**	**0.48**	**20.31**	**18.35**	**1,081.46**
Net Block					
As at 31.03.2022 (B - D)	**–**	**–**	**–**	**–**	**–**
As at 31.03.2021 (A - C)	**–**	**–**	**–**	**–**	**–**

*During the Period Company carried out assessment of fixed assets and impaired the plant & equipment, vehicle & office equipment:

As per our report of even date attached
For Shukla Gupta & Arora
Chartered Accountants
Firm Registration No. 027335N

Sd/-
Rajnish Kumar Shukla
Partner
(Membership No. 510965)
UDIN : 21510965AAAABS4202
Place : New Delhi
Dated : 31st May, 2022

For and on behalf of the Board

Sd/-
ADITYA MALHOTRA
Director
DIN: 02191303
Sd/-
ADITI JAIN
Company Secretary

Sd/-
AARTI JAIN
Director
DIN: 00143244
Sd/-
MANBAR RAWAT
Chief Financial Officer

NON-CURRENT FINANCIAL ASSETS

Note No: 3.2 INVESTMENTS (Rs. in Lakhs)

Particulars	As at 31.03.2022	As at 31.03.2021
(i) Investment in Equity Instrument		
Unquoted in Domestic Subsidiary		
2,24,99,900 Equity Shares (2,24,99,900 in FY 2020-21) of Rs 10/- each in RT Packaging Ltd.*	2,000.00	2,000.00
Less : Provision for Impairment	(2,000.00)	(1,392.23)
Balance	**–**	**607.77**
Unquoted Investment in Associates		
Equity Shares (20,00,000 in FY 2020-21) of Rs 10/- each in Boutonniere Hospitality Pvt Ltd**	–	200.00
43,66,310 equity shares (43,66,310 in FY 2020-21) of Rs.10 each issued by Oliver Engineering Pvt. Ltd.	436.63	436.63
Less : Provision for Impairment	(436.63)	(436.63)
Balance	**–**	**–**
Unquoted in Joint venture Company		
10,00,000 Equity Shares (10,00,000 in FY 2020-21) of Rs 10/- each in Rollatainers Toyo Machines Pvt Ltd***	100.00	100.00
Less : Provision for Impairment	(100.00)	(75.67)
Balance	**–**	**24.33**
(II) Investment in Preference Shares		
Unquoted-Long Term Trade at Cost in Domestic Associates/Subsidiary		
11% 2,00,000 (2,00,000 in FY 2020-21) Redeemable Cumulative Preference Shares of Rs.100 each in RT Packaging Ltd.****	200.00	200.00
Less : Provision for Impairment	(200.00)	–
	–	**200.00**
NIL (10,00,00,000 in FY 2020-21) Non-redeemable, non-cumulative preference shares of Rs.10/- each placed with R T Packaging Ltd.	–	5,300.00
Add: Reversal of provision for Impairment****	–	4,700.00
Balance	**–**	**10,000.00**
Transferred to Loan to Subsidiary*****	–	(10,000.00)
Total	**–**	**1,032.10**

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

During the year ended 31.03.2022, the Company did impairment testing for its investment in Equity Shares in RT packaging limited and has impaired investment amounting to 607.77 lacs in the current year. The impairment loss has been recognised under exceptional items.

** During the current financial year, the company has sold its investment in Boutonniere Hospitality Pvt Ltd

*** The company has impaired its investment in Joint venture rollatainers toyo machines Pvt Ltd during the year as the JV compay has been struck off

**** During the year, the Company did impairment testing for its investment in preference shares in RT packaging limited and has impaired investment amounting to 200 lacs recognised in the current year. The impairment loss has been recognised under exceptional items.

(Rs. in Lakhs)

Particulars	As at 31.03.2022	As at 31.03.2021
Aggregate Value of Unquoted Investment	**–**	**1,032.10**
- In Subsidiaries	2,200.00	2,200.00
- In Associates	436.63	636.63
- In Joint Ventures	100.00	100.00
- In Others	–	–
Aggregate Value of Impairment	(2,736.63)	(1,904.53)

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

Particulars	As at 31.03.2022	As at 31.03.2021
(i) Loans & Advances		
Unsecured Considered Good		
- Loan to Subsidary Company	2,330.00	10,000.00
- Deposit with Govt. Deptt.	70.71	70.71
Total	**2,400.71**	**10,070.71**

CURRENT ASSETS

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

Particulars	As at 31.03.2022	As at 31.03.2021
- Undisputed considered good	877.32	1,737.43
- Undisputed considered doubtful	–	–
- Disputed considered good	–	–
- Disputed considered doubtful	–	–
Total	**877.32**	**1,737.43**

Note No: 3.4.1 TRADE RECEIVABLE AGEING **(Rs. in Lakhs)**

Particulars	As at 31.03.2022	As at 31.03.2021
- Less than 6 Month	24.97	36.30
- 6 months to 1 year	53.01	21.77
- 1 to 2 year	58.07	181.88
- 2 to 3 year	181.88	300.00
- More than 3 year	559.39	1,197.48
Total	**877.32**	**1,737.43**

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

Particulars	As at 31.03.2022	As at 31.03.2021
Balance with Schedule Banks:		
-Current Accounts	20.81	15.80
-Fixed Deposits (held as margin money against Letter of Credits/Bank Guarantees)	9.31	9.31
Total	**30.11**	**25.10**

*Cash and cash equivalents, as on 31st March 2021 and 31st March 2022 includes restricted bank balances of Rs. 9.31 Lacs and Rs. 9.31 Lacs respectively. The restriction is primarily on account of cash and bank balances held as margin money deposited against guarantee/LC's issued by bank and earmarked balances.

Note No: 3.6 OTHER CURRENT FINANCIAL ASSETS **(Rs. in Lakhs)**

Particulars	As at 31.03.2022	As at 31.03.2021
Staff advances	1.13	–
Total	**1.13**	**–**

Note No: 3.7 CURRENT TAX ASSETS (NET) **(Rs. in Lakhs)**

Particulars	As at 31.03.2022	As at 31.03.2021
TDS Receivable	11.09	11.47
Income tax receivable	57.50	57.50
Total	**68.58**	**68.97**

Note No: 3.8 OTHER CURRENT ASSETS **(Rs. in Lakhs)**

	Particulars	As at 31.03.2022	As at 31.03.2021
(I)	**Advances other than capital advances**		
	- Advances to related parties	364.76	658.28
	- Other advances	148.70	200.44
(II)	**Balances with GST Authorities**	–	0.69
	Total	**513.45**	**859.42**

'Note: No loan is given to any directors or other officers of the company

Note No: 3.9 SHARE CAPITAL

AUTHORISED SHARE CAPITAL **(Rs. in Lakhs)**

Particulars	As at 31.03.2022	As at 31.03.2021
47,00,00,000 (Previous Year 47,00,00,000) Equity Shares, Rs. 1/- Par Value	4,700.00	4,700.00
18,00,000 (Previous Year 18,00,000) Preference Shares, Rs. 100/- Par Value	1,800.00	1,800.00
Total	**6,500.00**	**6,500.00**

ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL **(Rs. in Lakhs)**

Particulars	As at 31.03.2022	As at 31.03.2021
25,01,30,000 ((Previous Year 25,01,30,000) Equity Shares, fully paid-up of Rs. 1/- Par Value	2,501.30	2,501.30
Total	**2,501.30**	**2,501.30**

Note No: 3.9.1 The reconciliation of the number of shares outstanding and the amount of share capital as at 31.03.2022 and 31.03.2021 is set out below:

EQUITY SHARES **(Rs. in Lakhs)**

Particulars	As at 31.03.2022		As at 31.03.2021	
	Number of Shares	Amount	Number of Shares	Amount
Number of shares at the beginning	250,130,000	2,501.30	250,130,000	2,501.30
Add: Shares Issued during the year	–	–	–	–
Number of Shares at the end	**250,130,000**	**2,501.30**	**250,130,000**	**2,501.30**

PREFERENCE SHARES
(i) 10.00%, Non-Convertible Redeemable Preference Shares of Rs. 100/- each

Particulars	As at 31.03.2022		As at 31.03.2021	
	Number of Shares	Amount	Number of Shares	Amount
Number of shares at the beginning	140,000	140.00	140,000	140.00
Add: Shares Issued during the year	–	–	–	–
Number of Shares at the end	**140,000**	**140.00**	**140,000**	**140.00**

PREFERENCE SHARES
(ii) 2% Redeemable, Non Cumulative, Non Convertible Preference shares of Rs.100/- each

Particulars	As at 31.03.2022		As at 31.03.2021	
	Number of Shares	Amount	Number of Shares	Amount
Number of shares at the beginning	1,000,000	1,000.00	1,000,000	1,000.00
Add: Shares Issued	–	–	–	–
No. of Shares at the end	**1,000,000**	**1,000.00**	**1,000,000**	**1,000.00**

Note No: 3.9.2 Rights, preferences and restrictions attached to Shares

Equity Shares : The company has only one class of equity shares having a par value of Rs 1/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

Preference Shares: The Company currently has Issued 10.00%, Non-Convertible Redeemable Preference Shares of Rs. 100 each and 2% Redeemable, Non Cumulative, Non Convertible Preference shares of Rs.100/- each. The Preference Shareholders enjoy a preferential right in the payment of dividend during the life time of the company. The claim of Preference shareholders is prior to the claim of equity shareholders. In the event of winding up of the company, the redemption of preference shares shall have priority over equity shareholders.

Note No: 3.9.3 Shares held by holding/ultimate holding company and or their subsidiaries/associates

Particulars	As at 31.03.2022	As at 31.03.2021
Equity Shares		
-WLD INVESTMENTS PRIVATE LIMITED	127,460,400	187,460,400
10% Preferenece Shares		
-WLD INVESTMENTS PRIVATE LIMITED	140,000	140,000
2% Redeemable, Non Cumulative, Non Convertible Preference shares		
-WLD INVESTMENTS PRIVATE LIMITED	1,000,000	1,000,000
Total	**128,600,400**	**188,600,400**

* During the current financial year, the tenure of 40,000 (10% Non Convertible Redeemable) Preference Shares has been extended for ten years from due date of redemption

Note : 3.9.4 Details of Shareholders Holding more than 5% Share Capital

Particulars	As at 31.03.2022		As at 31.03.2021	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Equity Shares				
WLD INVESTMENTS PRIVATE LIMITED	127,460,400	50.96%	187,460,400	74.95%
Preference Shares				
10.00%, Non-Convertible Redeemable Preference Shares of Rs. 100 each				
WLD INVESTMENTS PRIVATE LIMITED	140,000	100.00%	140,000	100.00%
2% Redeemable, Non Cumulative, Non Convertible Preference shares of Rs.100/- each				
WLD INVESTMENTS PRIVATE LIMITED	1,000,000	100.00%	1,000,000	100.00%

Note : 3.9.5 Details of bonus shares issued during the last five years.(In Numbers)

Financial Year	Bonus shares issued	Shares bought back	Dividend declared
FY 2021-22	NIL	NIL	NIL
FY 2020-21	NIL	NIL	NIL
FY 2019-20	NIL	NIL	NIL
FY 2018-19	NIL	NIL	NIL
FY 2017-18	NIL	NIL	NIL

Note : 3.9.6 Details of Promoter holding

Particulars	As at 31.03.2022		As at 31.03.2021	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Equity Shares				
WLD INVESTMENTS PRIVATE LIMITED	127,460,400	50.96%	187,460,400	74.95%
% change in shareholding		(23.99%)		

Note No: 3.10 OTHER EQUITY

Other Reserves **(Rs. in Lakhs)**

Particulars	As at 31.03.2022	As at 31.03.2021
Securities Premium Reserve		
Opening Balance at the begining of the year	8,162.69	8,162.69
Closing Balance at the end of the year	**8,162.69**	**8,162.69**
Capital Reserve		
Opening Balance at the begining of the year	119.69	119.69
Closing Balance at the end of the year	**119.69**	**119.69**

Capital Redumption Reserve		
Opening Balance at the begining of the year	210.00	210.00
Closing Balance at the end of the year	**210.00**	**210.00**
Other Comprehensive Income		
Opening Balance at the begining of the year	0.22	0.22
Closing Balance at the end of the year	**0.22**	**0.22**
Equity Instruments through Other Comprehensive Income		
Opening Balance at the begining of the year	944.56	944.56
Add: Addition during the period	25.22	–
Less: Deduction during the year	(85.50)	–
Closing Balance at the end of the year	**884.29**	**944.56**
Total (A)	**9,376.88**	**9,437.16**

Retained Earnings **(Rs. in Lakhs)**

Particulars	**As at 31.03.2022**	**As at 31.03.2021**
General Reserve		
Opening Balance at the begining of the year	1,485.08	1,485.08
Closing Balance at the end of the year	**1,485.08**	**1,485.08**
Retained Earnings		
Opening Balance at the begining of the year	(7,272.36)	(11,572.49)
Add: Profit/ (Loss) for the period	(4,993.57)	4,300.13
Total of Retained Earnings as on 31.03.2022	**(12,265.93)**	**(7,272.36)**
Closing Balance as on 31.03.2022 (B)	**(10,780.85)**	**(5,787.28)**
Total (A+B)	**(1,403.96)**	**(3,649.88)**

NON-CURRENT FINANCIAL LIABILITIES

Note No: 3.11 BORROWINGS **(Rs. in Lakhs)**

Particulars	**As at 31.03.2022**	**As at 31.03.2021**
UNSECURED LOANS		
Liability component of Preference Share Capital*		
10% Non-Convertible Redeemable Preference Share of Rs.100/- each placed with WLD Investments Pvt. Ltd Redeemable on or before 10 years 1,40,000 (Previous Year 1,40,000) Preference Shares, Fully paid up	108.68	101.60

2% Redeemable, Non Cumulative, Non-Convertible Preference shares of Rs.100/- each placed with W.L.D. Investments Pvt. Ltd redeemable on or before 10 years		
10,00,000 (Previous Year 10,00,000) Preference Shares, Fully paid up *Discount rate applied as 10% p.a.	749.59	456.10
Total	**858.28**	**557.70**

Note No: 3.12 TRADE PAYABLES **(Rs. in Lakhs)**

Particulars	As at 31.03.2022	As at 31.03.2021
Trade Payables		
Total outstanding dues of Micro enterprises & small enterprises		
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	–	–
(a) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	–	–
(b) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	–	–
(c) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	–	–
(d) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	–	–
Total outstanding dues other than Micro enterprises & small enterprises	96.99	122.48
Total	**96.99**	**122.48**

Note No: 3.12.1 TRADE PAYABLE **(Rs. in Lakhs)**

Particulars	As at 31.03.2022	As at 31.03.2021
- MSME	–	–
- Others	96.99	122.48
- Disputed MSME	–	–
- Disputed Others	–	–
Total	**96.99**	**122.48**

Note No: 3.12.2 TRADE PAYABLE AGEING **(Rs. in Lakhs)**

Particulars	As at 31.03.2022	As at 31.03.2021
Undisputed trade payable - considered good		
- upto 1 year	4.71	12.70
- 1 to 2 year	1.57	10.06
- 2 to 3 year	0.26	11.33
- More than 3 year	90.45	88.39
Total	**96.99**	**122.48**

Note No: 3.13 OTHER FINANCIAL LIABILITIES **(Rs. in Lakhs)**

Particulars	As at 31.03.2022	As at 31.03.2021
Payable to corporates*		
— Related Party	1,308.64	6,183.94
— Others	476.95	717.59
Total	**1,785.59**	**6,901.53**

* Outstanding for more than 365 Days

Note No: 3.14 OTHER CURRENT LIABILITIES **(Rs. in Lakhs)**

Particulars	As at 31.03.2022	As at 31.03.2021
Other Expenses Payable	0.68	2.10
Statutory Dues (GST and TDS)	52.42	58.75
Total	**53.10**	**60.85**

Note No: 3.15 REVENUE FROM OPERATIONS **(Rs. in Lakhs)**

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Sales of Products	16.86	10.33
Revenue from services	40.00	30.00
Total	**56.86**	**40.33**

Note No: 3.16 OTHER INCOME **(Rs. in Lakhs)**

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Interest Received on Margin Money/TDS refunds	0.19	8.01
Total	**0.19**	**8.01**

Note No: 3.17 PURCHASE OF STOCK IN TRADE **(Rs. in Lakhs)**

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Purchase of Material	15.68	9.88
Total	**15.68**	**9.88**

Note No: 3.18 EXPENSES

Employee Benefits Expenses **(Rs. in Lakhs)**

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Salaries and Wages	19.40	9.69
Staff Welfare Expenses	0.15	–
Total	**19.55**	**9.69**

Note:-Company has not opted for actuarial valuation for the current year. In case of any liability related to employee arises, the same will paid on actual basis and accounted for in the books of accounts

Finance Costs **(Rs. in Lakhs)**

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Interest on Redeemable Preference Shares*	82.76	62.31
*Discount rate applied as 10% p.a.		
Total	**82.76**	**62.31**

Other Expenses **(Rs. in Lakhs)**

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Administrative and Selling Expenses		
Advertisement and Publicity	1.16	0.66
Auditor's Remuneration	3.00	3.75
Bank Charges	0.24	0.52
Balance Written off	–	0.04
Director Sitting Fees	3.60	1.00
Legal and Professional	2.11	1.25
Office and Factory	0.02	–
Printing and Stationery	0.72	–
Prior Period Expenses	–	1.64
Rent	0.45	0.60
Rate, Fee and Taxes	24.01	69.15
Penalties and Other Charges	13.66	–
Telephone, Communication and Postage	0.23	0.25
Travelling and Conveyance	0.25	0.36
Watch and ward	–	0.48
Total	**49.45**	**79.70**

Note No: 3.18.1 Auditors' Remuneration ***(Rs. in Lakhs)***

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Auditor's Payment		
As Auditor	3.00	3.75
Total	**3.00**	**3.75**

Note No: 3.18.2 Contingent Liabilities and Commitments (To The Extent Not Provided For) ***(Rs. in Lakhs)***

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Corporate Guarantee Issued by Company#	5,500.00	5,500.00
*Estimated amount of contracts remaining to be executed on capital account and not provided for	–	–
Provident Fund**	142.68	142.68
Central Excise and Other matters	6.47	6.47
Income tax demand	18.10	18.10
Liabilities in respect of legal cases by and against the company	Amount not ascertainable	Amount not ascertainable
Any amount that the Company may be liable to pay on finalisation of legal cases pending against the company	Amount not ascertainable	Amount not ascertainable

The Company has done an assessment of its obligation under the guarantee issued and based on the certificate received from the principal debtor, which shows that principal security cover is sufficient to repay the obligation of the principal debtor, the Company has disclosed the amount under contingent liability.

* Contingent Assets are neither recognised nor disclosed

** The company has deposited 62.26 lacs against above demand.

Note No: 3.19 Exceptional Items [Income/(Expense)] ***(Rs. in Lakhs)***

	Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
i)	Impairment of Investments	(832.10)	(436.63)
ii)	Profit (Loss) on Sale of Fixed Assets	–	(15.99)
iii)	Impairment Fixed Assets	–	(50.98)
iv)	Profit (Loss) on sale of investments	3,206.47	–
v)	Interest on preference shares	(157.55)	–
vi)	Reversal of Imparement of investment in subsidiary	–	5,307.77
vii)	Misc Income	–	16.00
viii)	Balances written off	(7,100.00)	–
	Total	**(4,883.18**	**4,820.17**

Note No: 3.20 BASIC EPS & DILUTED EPS

Calculation of EPS (Basic and Diluted)	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Basic		
Opening number of Shares (in Lacs)	2,501	2,501
Share issued during the year	–	–
Shares bought back during the year	–	–
Closing number of shares (in Lacs)	2,501	2,501
Weighted Average No of Shares (in Lacs)	2,501	2,501
(Loss)/Profit after Tax (Rs.)	(4,993.57)	4,300.13
EPS (Rs.Per Share)	(2.00)	1.72
Diluted		
Number of shares considered as basic weighted average shares outstanding	2,501	2,501
Add: Weighted Average of Dilutive Equity	–	–
Number of shares considered as diluted for calculating of Earning per share Weighted Average	2,501	2,501
(Loss)/Profit after Tax (Rs.) for dilution	(4,993.57)	4,300.13
Earning Per Share	(2.00)	1.72

Note No. 3.21 SEGMENT INFORMATION

The Business activities of the company falls within one operating segment viz. 'Packaging Products' and substanitially sale of the product is within the country. Hence the disclosure reuirement of Indian Accounting Statndard 108 "Operating Segments" is not applicable.

Note : 3.22

Regulation 23 (9) of SEBI (Listing Obligations and disclosure requirements): Related Party Transactions

In accordance with the requirements of Indian Accounting Standard (Ind AS-24) the names of the related parties where control exists and /or with whom transactions have been taken place during the period and description of relationships as identified and certified by the management are as hereunder:

A) Names of related parties & description of relationship

1)	**Holding Company**	WLD Investments Pvt Ltd
2)	**Subsidiary**	RT Packaging Ltd
3)	**Joint Venture**	Rollatainers Toyo Machines Pvt Ltd.
4)	**Associate**	Barista Coffee Company Ltd. upto 17.01.2022 Barista Coffee Mauritius Ltd. upto 17.01.2022 Boutonniere Hospitality Pvt Ltd. upto 17.01.2022 Kaizen restaurants Pvt Ltd upto 17.01.2022 Oliver Engineering Pvt Ltd Primus Real Estates Private Limited upto 17.01.2022
5)	**Private Limited Companies due to common Directorship**	B S Ispat Limited Barista Coffee Company Ltd. Dexterous Developers Private Limited Gateway Impex Private Limited LTPL Travels Private Limited Sophisticated Realtors Private Limited Terrasoft Infosystem Private Limited
6)	**Key Management Personnel**	Ms. Aarti Jain Mr Brajinder Mohan Singh Mr. Aditya Malhotra Ms. Aditi Jain Mr. Amit Gupta Mr. Anupam Jain Mr. Manbar Rawat Mr. Pyush Gupta (till 18.01.2022)

B) Transactions **(Rupees in Lakhs)**

Particulars	Associate/Holding/Subsidiaries or Associate/Joint Ventures of Holding Company		Key Management Personnel		For the Year Ended 31.03.2022	
	2022	2021	2022	2021	2022	2021
Sale of goods	16.86	10.33			16.86	10.33
Rent	0.45	0.60			0.45	0.60
Advance given (net)	-	204.00			-	204.00
Amount paid	2,556.03	5.73	3.82		2,559.85	5.73
Amount received	971.09	7.75			971.09	7.75
Settlement/ assignment of balance	1,834.29	510.32			1,834.29	510.32
Advance given returned	-	191.00			-	191.00
On behalf our payments	44.33	23.40	2.19		46.52	23.40
Balance written off/ written back	7,100.00	16.00			7,100.00	16.00
Services rendered	40.00	30.00			40.00	30.00

Sale of Investment	200.00	–			200.00	–
Remuneration of key management personnel			6.00	3.74	6.00	3.74
Balance at the year end						
-Investment in Boutonnire Hospitality Pvt Ltd	–	200.00			–	200.00
-Investment in R T Packaging Ltd						
In equity shares	–	607.77			–	607.77
In preference shares	–	200.00			–	200.00
unsecured loan	2,330.00	10,000.00			2,330.00	10,000.00
Investment in Rollatainer Toyo Machine Pvt Ltd	–	24.33			–	24.33
Balance receivable at the year end	**906.57**	**1,769.83**	**–**	**–**	**906.57**	**1,769.83**
-R T Packaging Ltd	*453.32*	*673.04*			*453.32*	*673.04*
-Boutonniere Hospitality Pvt Ltd	–	*293.53*			–	*293.53*
-Oliver Engineering Private Limited	*364.76*	*364.76*			*364.76*	*364.76*
-Gateway Impex (P) Ltd	*88.50*	*88.50*			*88.50*	*88.50*
-B S Ispat Limited	-	*350.00*			–	*350.00*
Balance payable at the year end	**1,353.02**	**6,219.41**	**0.36**	**0.96**	**1,353.37**	**6,220.37**
-Barista Coffee Company Ltd.	10.90	2.00			10.90	2.00
-WLD Investment Pvt Ltd	1,307.56	6,182.86			1,307.56	6,182.86
-Rollatainers Toyo Machines Pvt Ltd	1.08	1.08			1.08	1.08
-Terrasoft Infoasystem Pvt Ltd	33.32	33.32			33.32	33.32
-Aarti Jain			–	0.96	–	0.96
-Aditi Jain			0.36		0.36	–
-LTPL Travels (P) Ltd	0.15	0.15			0.15	0.15

Note No. : 3.23 Financial ratios ***(Rupees in Lakhs)***

Particulars	Current Year			Previous Year			Change
	Numerator	Denominator	Ratio	Numerator	Denominator	Ratio	
Current ratio*	1,490.59	1,935.68	0.77	2,690.92	7,084.85	0.38	103%
Debt-equity ratio**	858.28	1,097.34	0.78	557.70	6,151.18	0.09	763%
Debt service coverage ratio**	(27.83)	82.76	(0.34)	(58.94)	62.31	(0.95)	(64%)
Return on equity ratio**	(4,993.57)	1,097.34	(455%)	4,300.13	6,151.18	70%	(751%)
Inventory turnover ratio	56.86	–	–	40.33	–	–	–
Trade receivables turnover ratio*	56.86	1,307.37	0.04	40.33	2,559.42	0.02	176%
Trade payables turnover ratio*	15.68	109.73	0.14	9.88	1,017.99	0.01	1372%
Net capital turnover ratio*	56.86	(2,419.51)	(2%)	40.33	(4,402.72)	(1%)	157%
Net profit ratio**	(4,993.57)	56.86	(8783%)	4,300.13	40.33	10662%	(182%)
Return on capital employed***	(4,911.00)	1,955.62	(251%)	4,761.23	6,708.87	71%	(454%)
Return on investment****	0.19	27.61	1%	8.01	29.02	28%	(98%)

Where:	Numerator	Denominator
Current ratio	Current assets	Current liabilities
Debt-equity ratio	Borrowings	Share holder equity
Debt service coverage ratio	Earnings before exceptional items interest and depreciation excluding interest income	Total interest and principal during the year
Return on equity ratio	Profit after tax	Share holder equity
Inventory turnover ratio	Turnover	Average Inventory
Trade receivables turnover ratio	Turnover	Average Trade receivables
Trade payables turnover ratio	Cost of goods sold	Average Trade payables
Net capital turnover ratio	Net sales	Average working capital
Net profit ratio	Profit after tax	Sale
Return on capital employed	Profit before tax + interest cost	Total assets less current liabilities
Return on investment	Interest Income	Cash and cash equivalents

* There has been sale of investment and realisation of receivables during the year. These proceeds have been used towards payment to creditors. This has resulted in material change in the ratio

** During the period the company has written off loan to subsidiary RT Packaging Limited by Rs 7100 lakhs and has impaired equity and preference share investment in the subsidiary amounting to Rs 607.77 lakhs and Rs 200 lakhs respectively. This is due to the fact that RT Packaging limited has been incurring losses for the past few years and due to non-profitability of the business for a prolonged duration, the recoverability of the said loan is under severe doubt.The company has also booked profit on sale of its investment in Boutonniere Hospitality Pvt Ltd at Rs 3206.47 lakhs. In addition, Investment in joint venture Rollatainers Toyo Machines Pvt Ltd Rs 24.33 has been impaired as the J.V. is under the process of strike off by MCA. The above mentioned have led to exceptional losses of Rs 4883.18 Lakhs, thus resulting in loss of Rs 4993.57 lakhs in the current financial year.

*** Material change in the ratio is due to sale of investment and realisation of receivables, proceeds of which have been used to make payment to the creditors. In addtion there has been exceptional losses as mentioned above resulting in change in the ratio.

**** Material change in ratio is due to decline in interest income

Note No. : 3.24 Disclosure of transaction with strike off companies

Name	Nature of Transaction	Amount of Transaction	Balance outstanding as of March 31, 2022	Balance outstanding as of March 31, 2021
Adonis Buildprop Pvt.Ltd.	Advance from corporates	–	340.00	340.00
Innovateive Buildtech Pvt. Ltd.	Services received	–	10.40	10.40
Rollatainers Toyo Machines Pvt Ltd	Advance from corporates	–	1.08	1.08
Terrasoft Infosystems Pvt Ltd	Services received	–	33.32	33.32

Note No. : 3.25 Financial assets and liabilities

The carrying value of financial instruments by categories as of March 31, 2022 is as follows:

(Rupees in Lakhs)

	Fair Value Through Profit & Loss A/C	Fair value through other comprehensive income	Amortised cost	Total carrying value
Financial Assets				
Cash and cash equivalents	–	–	30.11	30.11
Trade receivables	–	–	877.32	877.32
Investment	–	–	–	–
Other financial assets	–	–	2,844.58	2,844.58
Total	**–**	**–**	**3,752.01**	**3,752.01**
Financial Liabilities				
Trade payables	–	–	96.99	96.99
Borrowings	–	–	858.28	858.28
Other financial liabilities	–	–	1,786.27	1,786.27
Total	**–**	**–**	**2,741.53**	**2,741.53**

The carrying value of financial instruments by categories as of March 31, 2021 is as follows:

(Rupees in Lakhs)

	Fair Value Through Profit & Loss A/C	Fair value through other comprehensive income	Amortised cost	Total carrying value
Financial Assets				
Cash and cash equivalents	–	–	25.10	25.10
Trade receivables	–	–	1,737.43	1,737.43
Investment	1,032.10	–	–	1,032.10
Other financial assets	–	–	10,858.73	10,858.73
Total	**1,032.10**	**–**	**12,691.97**	**13,724.07**

Financial Liabilities				
Trade payables	–	–	122.48	122.48
Borrowings	–	–	557.70	557.70
Other financial liabilities	–	–	6,903.63	6,903.63
Total	**–**	**–**	**7,583.81**	**7,583.81**

Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 — Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The financial instruments included in Level 2 of fair value hierarchy have been valued using quotes available for similar assets and liabilities in the active market. The investments included in Level 3 of fair value hierarchy have been valued using the cost approach to arrive at their fair value. The cost of unquoted investments approximate the fair value because there is a range of possible fair value measurements and the cost represents estimate of fair value within that range.

The following table summarises financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis (but fair value disclosure are required):

As at March 31, 2022 ***(Rupees in Lakhs)***

	Level 1	**Level 2**	**Level 3**	**Level 4**
Financial Assets				
Cash and cash equivalents	–	–	30.11	30.11
Trade receivables	–	–	877.32	877.32
Investment	–	–	–	–
Other Financial Assets	–	–	2,844.58	2,844.58
Financial Liabilities				
Trade payables	–	–	96.99	96.99
Borrowings	–	–	858.28	858.28
Other financial liabilities	–	–	1,786.27	1,786.27

As at March 31, 2021 ***(Rupees in Lakhs)***

	Level 1	**Level 2**	**Level 3**	**Level 4**
Financial Assets				
Cash and cash equivalents	–	–	25.10	25.10
Trade receivables	–	–	1,737.43	1,737.43
Investment	–	–	1,032.10	1,032.10
Other Financial Assets	–	–	10,858.73	10,858.73
Financial Liabilities				
Trade payables	–	–	122.48	122.48
Borrowings	–	–	557.70	557.70
Other financial liabilities	–	–	6,903.63	6,903.63

Note No. : 3.26 Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include investment, loans, trade and other receivables, and cash & cash equivalents that derive directly from its operations.

The company is exposed to credit risk and liquidity risk. The Company's senior management overseas the management of these risks. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below:

(A) Market risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: Interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings, deposits and payables/ receivables in foreign currencies.

-Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no borrowings and hence not expensed to interest Rate Risk.

-Foreign currency risks

Foreign risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is not dealing in foreign currency transaction therefore the Company is not exposed to foreign currency risks.

(B) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including loans to related parties, deposits with banks and other financial instruments.

(C) Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure funds are available for use as per requirements. The Company's prime source of liquidity is cash and cash equivalents and the cash generated from operations. The Company has no outstanding bank borrowings.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments : ***(Rupees in Lakhs)***

Particulars	0 to 1 year	1 to 2 years	2 to 5 years	More than 5 years	Total
As at 31st March, 2022					
Trade and other payables	96.99	–	–	–	96.99
Other financial liabilities	1,786.27	100.00	–	758.28	2,644.54
TOTAL	**1,883.26**	**100.00**	**–**	**758.28**	**2,741.53**
As at 31st March, 2021					
Trade and Other Payables	122.48	–	–	–	122.48
Other Financial Liabilities	6,903.63	140.00	–	417.70	7,461.33
TOTAL	**7,026.11**	**140.00**	**–**	**417.70**	**7,583.81**

Note No. : 3.27 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents.

(Rupees in Lakhs)

Particulars	As at 31.03.2022	As at 31.03.2021
Financial liabilities in Note 3.11, 3.13	2,643.87	7,459.23
Less: Cash and cash equivalents (Excluding cash held as Margin money)	20.81	15.80
Net debt	2,623.06	7,443.43
Equity	2,501.30	2,501.30
Capital and net debt	5,124.36	9,944.73
Gearing ratio	51.19%	74.85%

Note No. : 3.28

Deferred tax assets and Deferred tax liabilities have been offset wherever the company has legally enforceable right to set off deferred tax assets against deferred tax liabilities and wherever the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority. The company has incurred the losses during the year and accordingly management of the company has decided not to recognise any deferred tax asset at the end of year 31.03.2022.

Note No. : 3.29

A. No transactions to report during the current as well as previous financial year against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

   (a) Crypto Currency or Virtual Currency

   (b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

   (c) Registration of charges or satisfaction with Registrar of Companies

   (d) Relating to borrowed funds:

      i. Wilful defaulter

      ii. Utilisation of borrowed funds & share premium

      iii. Borrowings obtained on the basis of security of current assets

      iv. Discrepancy in utilisation of borrowings

      v. Current maturity of long term borrowings

   (e) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

B. The Company has complied with the number of layers prescribed under the Companies Act

C. The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

D. The Company has not received any funds from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note No. : 3.30 The management has considered the possible impact of disruption caused by restriction imposed to contain COVID-19 spread, on the Company, including of assessment of liquidity and going concern assumption and carrying value of assets, as at 31st March 2022. Based on such assumption, it has concluded that carrying value of assets is recoverable. The company will continue to monitor the future economic conditions and its consequent impact on the business operations, given the nature of the pandemic.

Note No. : 3.31 The previous year figures have been regrouped/ reclassified, wherever considered necessary to conform to the current year figures.

As per our report of even date attached
For Shukla Gupta & Arora
Chartered Accountants
Firm Registration No. 027335N

Sd/-
Rjnish Kumar Shukla
Partner
(Membership No. 510965)
UDIN : 21510965AAAABS4202
Place : New Delhi
Dated : 31st May, 2022

For and on behalf of the Board

Sd/-
ADITYA MALHOTRA
Director
DIN: 02191303

Sd/-
ADITI JAIN
Company Secretary

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
MANBAR RAWAT
Chief Financial Officer

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

Form AOC- I

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

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

Part "A": Subsidiaries

(Rs. In Lakhs)

S. No.	Name of Subsidiaries	Reporting Period	Reporting Currency	Exchange Rate	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Invest-ments	Revenue	Profit Before Tax	Provision for Tax	Profit After Tax	Proposed Dividends	% of Holding
1.	R T Packaging Ltd.	31st March, 2022	INR	–	2500.07	(1,807.31)	7,438.14	7,438.14	–	689.31	(3,191.41)	–	(4,161.03)	–	90%

Part "B": Associates & Joint Ventures

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

S.No	Name of Associates/Joint Ventures	Latest Audited Balance Sheet Date	Reporting Currency	Shares of Associate/Joint Ventures held by the Company on year end			Description of how there is significant influence	Reason why the associate/ Joint venture is not consolidated	Net Worth attributable to Shareholding as per latest Audited Balance Sheet	Profit/Loss for the year	
				No.	Amount of Investment in Associate/Joint Venture	Extent of Holding %				Considered in Consolidation	Not Considered in Consolidation
1.	**Joint Ventures**										
	Rollatainers-Toyo Machine Pvt Ltd (Strike off)	31st March 2021	INR	1000000	100	50.00%	By Shareholding	–	24.28	(0.14)	–
2	**Associates**										
(i)	Oliver Engineering Pvt Ltd (The Company under Insolvency)	31st March, 2021	INR	4366310	436.63	48.00%	By Shareholding	–	–	–	–

For and on behalf of the Board

Sd/-
ADITYA MALHOTRA
Director
DIN: 02191303

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
ADITI JAIN
Company Secretary

Sd/-
MANBAR RAWAT
Chief Financial Officer

Independent Auditor's Report

To,
The Members of Rollatainers Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Rollatainers Limited (hereinafter referred to as the 'Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associates and its joint ventures, which comprise the consolidated balance sheet as at 31 March 2022, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries, associates and joint ventures (Refer Note 3.30 for list) as were audited the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and joint ventures as at 31 March 2022, of its consolidated loss and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its associates, joint ventures and joint operations in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India, and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of other auditor referred in Other Matter Section below and financial information not available as mentioned in other matter section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Emphasis of Matters

1. The Holding company's Trade Payables amounting to Rs. 62.56 Lakhs (Net) and Advance Taken from Customers/Financial Liabilities amounting to Rs. 17.15 Lakhs are subject to confirmation.

2. We draw your attention to Note 3.26 of the financial statement related to Exceptional Item which includes as follows:

S.No.	Particulars	Amount (In Lakhs)
1	Profit/(loss) on sale of Property Plant & Equipment	(173.75)
2	Profit/(loss) on sale of investment	(304.97)
3	Balances written off	(0.04)
4	Capital work in progress written off	(50.31)
5	Impairment of Property Plant & Equipment	(3,795.51)
6	Interest on preference shares	(157.55)
7	Impairment of investment	(24.33)
	Total	**(4,506.46)**

3. The holding Company's trade receivables as at 31 March 2022 amounts to Rs. 368.50 Lakhs are long outstanding receivables, which are as per management are considered good and recoverable.

4. The Holding company is maintaining 15 Bank Accounts Out of which 4 Account Statements are not available with the company.

S.No.	Bank Name	Amount (In Rs.)
1	Corporation - Hosur 570 (New A/cNo.510101001075747	33,184.00
2	Bank of Rajasthan	2,32,733.64
3	HSBC A/C NO. 166-127258-001 NOIDA	443.82
4	PNB -FD- HARIDWAR	1,25,181.00

5. Write Off (Loan & Investment in RT Packaging Limited- Subsidiary)

The consolidated financial statement includes the balance of R T Packaging Limited (subsidiary with 89.9%) shares.

As per the data provided to us for verification M/s Rollatainers Limited, company had lent an interest free Loan to its subsidiary to the tune of Rs. 100 Crore as reported for the financial year ending 31st March, 2021.

Company has received back amount of Rs. 5.7 crores dt. 17 March, 2022 thereby reducing the loan amount to Rs. 94.30 Crore.

The recoverable loan is written down to Rs. 23.30 Crore by writing off Rs. 71 Crore as on 31st March, 2022.

Hence the recoverable loan from the subsidiary M/s R T Packaging Limited stands to Rs. 23.30 Crore as on 31st March 2022.

Besides also,

Rollatainers Limited had value of Investment in Subsidiary companies to the tune of Rs. 10.32 Crore as reported for the financial year ending 31st March, 2021.

The figure got reduced to Rs. 8.32 Crore on 17th January, 2022 post sale of investment in Boutonniere Hospitality Private Limited to Birbal Advisors Private Limited of Rs. 2 Crore.

Thereafter the above value of Rs. 8.32 Crore was again reduced to Rs. 24.33 Lacs by writing off the said amount.

Subsequently, investment in Joint Venture i.e M/s Rollatainers Toyo Machines Private Limited was impaired as on 31st March 2022.

i.e. to say write off. Rs. 71 Crore and impairment of Rs. 8.07 Crore in the name of single subsidiary company and impairment of Rs. 24.33 Lacs in Joint Venture M/s Rollatainers Toyo Machines Private Limited in turn bringing the cumulative figure to Rs. 79.32 Crore. Hence the carrying value of investment in the books of account comes to nil.

Due to the above transaction the loss of the company is reported to Rs. 49.93 crores whereas the company should have been in profit of Rs. 29.39 crores.

The same was discussed with the management in detail and we were not able to corroborate the management's contention of writing off the total amount of 79.32 Crore.

The effect of the same has been shown under the head Exceptional Items (Income / Expense) in the Stand-Alone Profit & Loss A/c of M/s Rollatainers Limited.

Also, Auditors would like to highlight the fact that the general reserve post above adjustment shows negative balance of Rs. 107.81 Crore.

Accordingly, we are unable to comment on the appropriateness of the carrying value of Loan and investment made in the subsidiary M/s R T Packaging Limited and their consequential impact on the financial statement

of our financial ended 31st March, 2022. In our previous report ended 31st March, 2021 the said amount of Loan and investment were reflected at full value. The same amount was previously reported for the period ending 30th September, 2021 and no such situation arose at the time of Limited Review Report for the period ending 31st December, 2021.

6. Investment in Joint Venture (M/s Rollatainers Toyo Machines Private Limited)

The financials of M/s Rollatainers Limited shows an investment of 24.33 lacs as on 31st March, 2022 in the joint venture company M/s Rollatainers Toyo Machines Limited. The same cannot be verified and authenticated due to non - availability of the financial data of the said company for the financial year ending 31st March, 2022. For the financial year ending 31st March, 2021 the unaudited figures were consoled in the financial statement and was duly reported by the Auditors.

In the current year the status as per the MCA shows that the company is under the process of strike off.

Management has written off investment in Joint Venture amounting to Rs. 24.33 Lacs on 31st March, 2022.

In the given scenario the auditors are not able to comment on the said write off.

7. We draw your attention to Note 3.37 to the consolidated financial statement, which describes the economic and social consequences/disruption the Group is facing as a result of COVID-19 which is impacting supply chains / consumer demand/ financial markets / commodity prices / personnel available for work.

8. The financials of M/s Oliver Engineering Private Limited (Company under CIRP Process w.e.f 12/05/2022) have not been consolidated due to 100% impairment of Investment as per the Management. We have not received the Audit Report of the same hence we are not commenting on the same.

9. **In case of Subsidiary RT Packaging Private Limited the Statutory auditors has raised following emphasis of matters:**

a. The company has been continuously making losses and for now, the plant has also been shut down, and the company has given part of the plant on lease. This indicates the existence of material uncertainty that may cast significant doubt on the company's ability to continue as a going concern. However, as per the management representation regarding future business prospects, the accounts have been prepared on a going concern basis.

b. Loan and advances and other recoverable as at March 31, 2022, are subject to reconciliations

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate financial statements of components audited by them, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

a. The company has been continuously making losses. This indicates the existence of material uncertainty that may cast significant doubt on the company's ability to continue as a going concern. However, as per the management representation regarding future business prospects, the accounts have been prepared on a going concern basis.

b. Loan and advances and other recoverable as at March 31, 2021, are subject to reconciliations

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate financial statements of components audited by them, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Financial Statements and Auditor's Report Thereon

Key Audit Matters	Procedures Performed/Auditor's Response
Contingent LiabilitiesIn case of holding company, the contingent liabilities related to ongoing litigations and claims with various tax authorities.	Obtained details of completed tax assessments and demands for the year ended March 31, 2022 from management.
The computation of contingent liability requires significant judgement by the company because of the inherent complexity in estimating future costs. Refer Note No 3.25.2 to the Financials statements	We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes.
Contingent Liabilities In case of holding company, the contingent liabilities related to Corporate Guarantee issued by Company amounting to Rs. 5,500 Lakhs. The computation of contingent liability requires significant judgement by the company because of the inherent complexity in estimating future costs. Refer Note No 3.25.2 to the Financials statements	Obtained Certificate from the principal debtor, which shows that the principal security cover is sufficient to repay the obligation by the principal debtor.
Receivable from revenue authoritiesIn case of holding company As at March 31, 2022, current assets amounting to Rs. 68.58 lakhs which are pending from various statutory authorities.Refer Note No 3.9 and 3.10 to the Financial Statements	We have involved our internal experts to review the nature of the amounts recoverable, the sustainability and the likelihood of recoverability.

The Holding Company's management and Board of Directors are responsible for the other information.

The other information comprises included in the Integrated Report, Board's Report along with its Annexures and Financial Highlights included in the Company's Annual Report, but does not include the financial statements and our auditors' report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/ audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors are responsible for the preparation and presentation of this Statement that give a true and fair view of the consolidated net profit/loss and other comprehensive income and other financial information of the Group, including its joint venture and associates in accordance with the applicable accounting standards prescribed under section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Board of Directors of the companies included in the Group and of its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its joint venture 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statement 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 Statement by the Directors of the Holding Company, as aforesaid.

In preparing the Statement, the respective Board of Directors of the companies included in the Group and of its joint venture are responsible for assessing the ability of the Group and of joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and joint venture are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statement

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

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

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and joint venture's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group and joint venture to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Statement of which we are the independent auditors. For the other entities included in the Statement, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in the section titled "Other Matters" in this audit report.

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

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

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

Other Matter

1. We did not audit the annual financial statements/financial information of 1 Subsidiary in the accompanying Statement, whose financial information (before eliminating inter -company transactions and balances) reflects total asset of Rs. 7,438.14 Lakhs. total revenues of Rs. 689.31 Lakhs and total net Loss of Rs. 262.38 Lakhs for the year ended on that date, as considered in the Statement. This annual financial statements/ financial information has been audited by other auditors, whose audit reports have been furnished to us by the management, and our opinion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the audit reports of such other auditors, and the procedures performed by us as stated in Auditor Responsibility statement above.

2. The Share of loss of one associate which have not been reviewed/audited by their auditors as at 31st March 2022, has not been included in the consolidation as it has loss exceeding the carrying value of the Investment as on 31st March, 2022. The annual financial information has not been furnished to us by the Group so far as it relates to the amounts and disclosures included in respect of aforesaid associate, is based solely on such unreviewed /unaudited financial information. In our opinion, and according to the information and explanations given to us by the management, this financial information is not material to the Group. Our opinion is not modified with respect to this matter with respect to our reliance on the financial information certified by the Board of Directors.

3. The Statement also includes the annual financial information of one (1) joint operation, which have not been reviewed/ audited by their auditors as at 31 March 2022. This annual financial information have been furnished to us by the Group so far as it relates to the amounts and disclosures included in respect of aforesaid joint operation, is based solely on such unreviewed /unaudited financial information. In our opinion, and according to the information and explanations given to us by the management, this financial information is not material to the Group. Our opinion is not modified in respect of this matter with respect to our reliance on the financial information certified by the Board of Directors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, 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 and the financial statements / financial information certified by the Management or not considered for the purpose of preparation of these consolidated financial statements

Report on Other Legal and Regulatory Requirements

A. As required by the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), 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 matter specified in paragraph 3(xxi) of CARO 2020

B. As required by Section 143(3) 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 as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows 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 Ind AS specified under section 133 of the Act.

e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and joint ventures incorporated in India, none of the directors of the Group companies, its associate companies and joint ventures incorporated in India is disqualified as on 31 March 2022 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 with reference to financial statements of the Holding Company, its subsidiary companies, associate companies and joint ventures and joint operations incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

C. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, associates and joint ventures and joint operations, as noted in the 'Other Matters' paragraph:

a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2022 on the consolidated financial position of the Group, its associates and joint ventures. Refer Note 3.25.2 to the consolidated financial statements.

b. The holding company has a long-term Loan contract with its Subsidiary RT Packing Private Limited to the tune of Rs. 100 Crores of which 71 Crores has been written off during the year. The same has been duly reported in Emphasis of matter at Point no. 5.

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d. a. The Respective Management of the company & its Subsidiaries have represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 3.36(c) to the Consolidated financial statements);

b. The Respective Management of the company & its Subsidiaries have represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 3.36(d) to the Consolidated financial statements);

c. Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d)(i) and (d)(ii) contain any material misstatement.

e. Since the Company and its subsidiaries have not declared or paid any dividend during the year, the question of commenting on whether dividend declared or paid is in accordance with Section 123 of the Companies Act, 2013 does not arise.

f. In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies, associate companies and joint ventures and joint operations incorporated in India which were not audited by us, the remuneration paid during the current year by the subsidiary companies, associate companies and joint ventures to its directors is in accordance with the provisions of Section 197 of the Act.

For **Shukla Gupta & Arora**
Chartered Accountants
Firm Registration No.: 027335N

Rajnish Kumar Shukla
Partner
Membership No.: 510965
UDIN : 22510965AKATBU2451

Place : New Delhi
Date : 31st May 2022

Annexure A" to the Independent Auditor's Report on the Consolidated Financials Statement

Referred to in paragraph A of the Independent Auditor's Report of even date to the members of Rollatainers Limited on the Consolidated Financial Statements as of and for the year ended March 31, 2022

As required by paragraph 3(xxi) of the CARO 2020, we report that the auditors of the following companies have given qualification or adverse remarks in their CARO report on the standalone/consolidated financial statements of the respective companies included in the Consolidated Financial Statements of the Holding Company:

S.No.	Name of the Company	CIN	Relationship with the Holding Company	Date of the Respective Auditor's Report	Paragraph no. In the respective CARO Report
1.	RT Packaging Limited	U74999HR1993 PLC032169	Subsidiary	28-May-2022	(xvii)

For **Shukla Gupta & Arora**
Chartered Accountants
Firm Registration No.: 027335N

Rajnish Kumar Shukla
Partner
Membership No.: 510965
UDIN : 22510965AKATBU2451

Place : New Delhi
Date : 31st May 2022

"Annexure B" to the Independent Auditor's Report on the Consolidated Financials Statement

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditor's Report of even date to the members of Rollatainers Limited on the consolidated financial statements as of and for the year ended March 31, 2022)

Independent Auditor's 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 and for the year ended March 31, 2022, we have audited the internal financial controls with reference to financial statements of Rollatainers Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies, its associate companies and jointly controlled entities, which are companies incorporated in India, as of that date.(Auditor Report on the Internal financial control in case of 1 Associate and 1 Joint venture is not available)

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. 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 with reference to consolidated financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 judgement, 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 and the audit evidence obtained by the other auditors of the relevant subsidiary, associates and joint venture in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial controls with reference to consolidated financial statements 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 controls with reference to consolidated financial statements includes those policies and procedures that

i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

iii) 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 with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, 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 with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements 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 and such companies incorporated in India which are its subsidiary companies, its associates and its joint ventures, have , in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note issued by the ICAI.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to subsidiary, associate and joint venture, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

For **Shukla Gupta & Arora**
Chartered Accountants
Firm Registration No.: 027335N

Rajnish Kumar Shukla
Partner
Membership No.: 510965
UDIN : 22510965AKATBU2451

Place : New Delhi
Date : 31st May 2022

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2022

(Rs. in Lakhs)

	PARTICULARS	NOTE NO.	AS AT 31.03.2022	AS AT 31.03.2021
A	**ASSETS**			
1	**Non-Current Assets**			
	(a) Property, plant and equipment and intangible assets	3.1	5,611.03	6,894.27
	(b) Capital work-in-progress	3.1	–	50.31
	(c) Financial assets			
	Investments	3.2	–	3,911.48
	(d) Deferred Tax Assets(net)	3.3	–	969.62
	(e) Other non-current assets	3.4	111.40	110.92
	Sub total-Non-Current Assets		**5,722.43**	**11,936.60**
2	**Current Assets**			
	(a) Inventories	3.5	1,312.07	1,607.25
	(b) Financial assets			
	Trade receivables	3.6	791.59	1,737.10
	Cash and cash equivalents	3.7	81.59	100.66
	Other current financial assets	3.8	11.47	9.43
	(c) Current Tax Assets (Net)	3.9	91.75	92.67
	(d) Other current assets	3.10	535.23	887.54
	Sub total-Current assets		**2,823.69**	**4,434.66**
	TOTAL-ASSETS		**8,546.12**	**16,371.25**
(B)	**EQUITY AND LIABILITIES**			
	1 Equity			
	(a) Equity share capital	3.11	2,501.30	2,501.30
	(b) Other equity	3.12	(95.72)	2,956.51
	Equity attributable to owners of the company		2,405.58	5,457.81
	(c) Non Controling Interest	3.13	(778.54)	(752.27)
	Sub total-Equity		**1,627.04**	**4,705.53**
2	**Liabilities**			
3.3	**Non-Current Liabilities**			
	(a) Financial liabilities			
	Borrowings	3.14	2,870.54	2,473.02
	Other financial liabilities	3.15	54.40	40.00
	(b) Provisions	3.16	13.75	93.81
	Sub total-Non-Current Liabilities		**2,938.70**	**2,606.83**
	Current Liabilities			
	(a) Financial liabilities			
	Trade payables	3.17	1,790.53	1775.03
	Other financial liabilities	3.18	1,785.59	6,901.53
	(b) Other current liabilities	3.19	403.73	374.74
	(c) Provisions	3.20	0.53	7.60
	Sub total-Current Liabilities		**3,980.39**	**9,058.91**
	TOTAL EQUITY AND LIABILITIES		**8,546.12**	**16,371.27**

The Notes referred to above form integral part of Consolidated Financial Statements 1 to 3.38

As per our report of even date attached
For Shukla Gupta & Arora
Chartered Accountants
Firm Registration No. 027335N

Sd/-
(Rajnish Kumar Shukla)
Partner
(Membership No. 510965)
UDIN : 21510965AAAABT3214
Place : New Delhi
Dated : 31st May, 2022

For and on behalf of the Board

Sd/-
ADITYA MALHOTRA
Director
DIN: 02191303

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
ADITI JAIN
Company Secretary

Sd/-
MANBAR RAWAT
Chief Financial Officer

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2022

(Rs. in Lakhs)

	PARTICULARS	NOTES	As At 31.3.2022	AS AT 31.3.2021
I.	**Revenue**			
	Revenue from operations	3.21	624.31	5,837.91
	Other Income	3.22	64.74	1,035.73
II.	**Total Income**		**689.05**	**6,873.64**
III.	**Expenses:**			
	Cost of Materials Consumed	3.23	552.98	3,031.06
	Purchase of stock-in-trade			
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	3.24	53.38	(66.45)
	Employee benefit expense	3.25	275.53	1,514.26
	Finance costs	3.25	179.70	1,038.77
	Depreciation and Amortization	3.25	625.00	2,458.54
	Other Expenses	3.25	268.08	1,831.48
	Total Expenses		**1,954.67**	**9,807.65**
IV.	**(Loss)/Profit before tax (II-III)**	3.26	(1,265.62)	(2,934.01)
V.	**Exceptional Items [Income/(Expense)]**		(4,506.46)	2,489.14
VI.	**(Loss)/Profit before tax (IV + V)**		**(5,772.08)**	**(444.87)**
VII.	**Tax expense:**			
	(1) Current tax		–	–
	(2) Deferred tax		(969.62)	(406.80)
	Total Tax Expenses		**(969.62)**	**(406.80)**
VIII.	**(Loss)/Profit from continuing operations (VI-VII)**		**(6,741.70)**	**(851.67)**
	Share of (loss)/Profit of Joint ventures and Associates (Net of Taxes)		(175.78)	(88.09)
			(6,917.48)	**(939.77)**
X.	**Other Comprehensive Income (Net of Tax)**			
	Re-measurement gains (losses) on defined benefit plans	3.27	6.84	87.56
	Foreign translation reserves through OCI		3,891.81	(0.41)
	Other Comprehensive Income (Net of Tax)		3,898.65	87.15
X.	**Total Comprehensive Income (VIII+IX)**		**(3,018.83)**	**(852.62)**
	Less Miniority Interest		26.26	324.09
			(2,992.57)	**(528.52)**
XI.	**Earning per equity share:**			
(1)	Basic	3.28	(1.20)	(0.21)
(2)	Diluted		(1.20)	(0.21)

Significant Accounting Policies & accompanying Notes forming part of Financial Statements 1 to 3.38

As per our report of even date attached
For Shukla Gupta & Arora
Chartered Accountants
Firm Registration No. 027335N

Sd/-
(Rajnish Kumar Shukla)
Partner
(Membership No. 510965)
UDIN : 21510965AAAABT3214
Place : New Delhi
Dated : 31st May, 2022

For and on behalf of the Board

Sd/-
ADITYA MALHOTRA
Director
DIN: 02191303

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
ADITI JAIN
Company Secretary

Sd/-
MANBAR RAWAT
Chief Financial Officer

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2022

(Rs. in Lakhs)

	PARTICULARS	For the Year Ended 31.3.2022	For the Year Ended 31.3.2021
A	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Profit as per Profit & loss account (PBT)	**(5,772.08)**	**(444.87)**
	Add: Other comprehensive income	6.84	–
	Add: Exceptional items		
	Interest on preference shares	157.55	–
	Loss on sale of fixed assets	173.75	81.67
	Provision for doubtful debts	–	76.99
	Balances written off	0.04	–
	Loss/Gain on sale of investment	304.97	(3,173.80)
	Impairment of fixed assets	3,795.51	50.98
	Impairment of investments	24.33	436.63
	Stock written off	–	5.32
	Capital work -in-progress written off	50.31	–
	Provision for expected credit loss	–	129.45
	Bad debts and advance written off	–	33.37
	Interest cost on CCD	–	7.40
	Excess Provision written Back	–	(49.85)
	Gain on settlement/remesurement of lease laibilities	–	(635.69)
	Gain on settlement/remesurement of financial asset fair valuation	–	(64.89)
	Profit on sale of fixed assets	–	(3.33)
	Interest income from financial assets	–	(249.37)
	Misc. Income	–	(16.00)
	Depreciation/amortisation and impairment	625.00	2,458.54
	Financial expenses	179.70	1,031.37
	Liabilities written back	(47.30)	–
	Interest income	(0.64)	(14.73)
		(502.02)	**(340.83)**
	Change in current / Non current liabilities:		
	(Increase)/decrease in inventories	295.19	179.95
	(Increase)/decrease in trade receivables	1,165.20	1,846.19
	(Increase)/decrease in other non- current assets	(0.48)	(52.97)
	(Increase)/decrease in other current assets	351.19	(417.71)
	(Increase)/decrease in short term financial assets	–	(31.01)
	Decrease in long term financial assets	–	189.98
	Increase/(decrease) in trade payable	(203.73)	(1,753.22)
	Increase/(decrease) in current liabilities	76.33	161.06
	Increase/(decrease) in other financial liabilities	(5,101.83)	305.26
	Increase/(decrease) in provisions	(87.12)	(24.55)
		(4,007.28)	**62.13**
	Tax refund/ (paid)	–	39.21
	Cash flow before extraordinary items	**(4,007.28)**	**101.34**
	Net cash from operating activities	(4,007.28)	101.34
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Addition to fixed assets	–	(66.93)
	Proceeds from return of capital advances	–	190.00
	Sale of fixed assets	580.79	137.93
	Realisation of other non-current assets	570.00	–
	Sale of investments	3,406.47	–
	Proceeds/(purchase) from maturity of bank deposits and other balances (having maturity of more than 3 month)	–	(3.92)
	Interest received & other income	0.64	14.73
	Net cash from investing activities	**4,557.90**	**271.81**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Interest on CCD	–	(7.40)
	Proceeds from issue of convertible debentures	–	200.00
	Payment of lease liability	–	(690.98)
	Repayment of borrowing	(570.00)	(10.67)
	Net cash from financing activities	**(570.00)**	**(509.05)**
	Net cash flows during the year (A+B+C)	(19.38)	(135.91)
	Loss of control on subsidiary	–	**(222.56)**
	Cash & cash equivalents (opening balance)	55.06	413.53
	Cash & cash equivalents (closing balance)	**35.68**	**55.06**

NOTES TO CASH FLOW STATEMENT

1 The above statement has been prepared under indirect method except in case of dividend which has been considered on the basis of actual movement of cash with corresponding adjustments of assets and liabilities.

2 Cash & cash equivalents include cash & bank balances only. (Except cash at bank held as margin money)

3 Previous year figures have been regrouped/ recast wherever considered necessary.

As per our report of even date attached
For Shukla Gupta & Arora
Chartered Accountants
Firm Registration No. 027335N

Sd/-
(Rajnish Kumar Shukla)
Partner
(Membership No. 510965)
UDIN : 21510965AAAABT3214
Place : New Delhi
Dated : 31st May, 2022

For and on behalf of the Board

Sd/-
ADITYA MALHOTRA
Director
DIN: 02191303

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
ADITI JAIN
Company Secretary

Sd/-
MANBAR RAWAT
Chief Financial Officer

Statement of Changes in Equity for the year ended 31st March, 2022

EQUITY

A. Equity Share Capital (Rs. in Lakhs)

Particulars	As at 31.03.2022	As at 31.03.2021
Balance at the beginining of the reporting period	2,501.30	2,501.30
Changes in equity share capital due to prior period errors	–	–
Reinstated balance at the beginning of the reported period	2,501.30	2,501.30
Changes in equity share capital during the reporting period	–	–
Balance at the end of the reporting period	**2,501.30**	**2,501.30**

B. Other Equity (Rs. in Lakhs)

Particulars	Reserves and Surplus							Remeasurement of Employees benefits	FCTR	Equity Instruments through Other Comprehensive Income	Total
	Capital Redumption Reserve	Capital Reserve	Capital Reserve due to Consolidation	Revaluation Reserve	Securities Premium Reserve	General Reserve	Retained Earnings				
As at 01.04.2021	**210.00**	**119.69**	**2,478.98**	**–**	**9,149.35**	**1,710.69**	**(12,447.31)**	**84.22**	**127.10**	**1,523.79**	**2,956.51**
Profit/(loss) for the year	–	–	–	3,891.81	–	–	(6,891.22)	6.84	–	(59.66)	(3,052.23)
As at 31.03.2022	**210.00**	**119.69**	**2,478.98**	**3,891.81**	**9,149.35**	**1,710.69**	**(19,338.53)**	**(91.06)**	**127.10**	**1,464.13**	**(95.72)**

Particulars	Reserves and Surplus							Remeasurement of Employees benefits	FCTR	Equity Instruments through Other Comprehensive Income	Total
	Capital Redumption Reserve	Capital Reserve	Capital Reserve due to Consolidation	Revaluation Reserve	Securities Premium Reserve	General Reserve	Retained Earnings				
As at 01.04.2021	**210.00**	**119.69**	**2,478.98**	**–**	**9,149.35**	**1,710.69**	**(11,831.64)**	**(3.34)**	**127.50**	**1,523.79**	**3,485.03**
Profit/(loss) for the year	–	–	–	–	–	–	(615.68)	87.56	(0.41)	–	(528.52)
As at 31.03.2022	**210.00**	**119.69**	**2,478.98**	**–**	**9,149.35**	**1,710.69**	**(12,447.31)**	**84.22**	**127.10**	**1,523.79**	**2,956.51**

As per our report of even date attached
For Shukla Gupta & Arora
Chartered Accountants
Firm Registration No. 027335N

Sd/-
(Rajnish Kumar Shukla)
Partner
(Membership No. 510965)
UDIN : 21510965AAAABS4202
Place : New Delhi
Dated : 31st May, 2022

For and on behalf of the Board

Sd/-
ADITYA MALHOTRA
Director
DIN: 02191303
Sd/-
ADITI JAIN
Company Secretary

Sd/-
AARTI JAIN
Director
DIN: 00143244
Sd/-
MANBAR RAWAT
Chief Financial Officer

Notes to the Financial Statements

1. Company Overview

Rollatainers Limited (The Company) operates as an integrated packaging solution organization with business encompassing research, manufacturing and marketing Lined and mono Cartons and Packaging Machines. The company's equity shares are listed for trading on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

2. Significant Accounting Policies

2.1 Statement of Compliance Basis of preparation of consolidated financial statements

The consolidated financial statements are prepared in accordance with Indian Accounting Standards ("Ind AS"), under the historical cost conversion on the accrual basis except for certain financial instruments which are measured at fair value, the provisions of the Companies Act, 2013 ("the Companies Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been applied consistently to all periods presented in these financial statements.

The Consolidated financial statements comprises of R T Packaging Limited, Boutonniere Hospitality Private Limited and its subsidiary and associates being the entities that it controls. Boutonniere Hospitality was a subsidiary company upto 31st March-2021, thereafter the status has been changed from subsidiary to associate company from 31st March-2021. Controls are assessed in accordance with the requirement of Ind AS 110 - Consolidated Financial Statements.

The Consolidated Financial Statement are presented in Indian Rupees and all values are rounded to the nearest Rupees lacs, except when otherwise indicated.

2.2 Use of estimates

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

2.3.1 Useful lives of property, plant and equipment & Capital Work in progress

Company reviews the life of property plant and equipment at the end of each reporting period and more frequently. This re-assessment may result in change in depreciation expense in future periods.

2.3.2 Valuation of deferred tax assets / liabilities

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

2.3.3 Provisions and contingent liabilities

A provision is recognized when the company has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.However, the detail of existing contingencies as on 31st March, 2021 is provided Note no. 3.27.2.

2.4 Principles of Consolidation and Equity Accounting

Consolidated financial statements are the financial statements of the group in which assets, liabilities, equity, income, expenses and cash flows of the parent and its subsidiaries are presented as those of a single economic entity.

(i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls the entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date, the control seizes.

The group combines the financial statements of the parent and its subsidiaries line by line, adding together like items of assets, liabilities, equity, income and expenses. Inter-company transactions, balances and unrealized gains all transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of impairment of the transferred assets. Accounting policies of subsidiaries have been changed wherever considered necessary to ensure consistency with the policies adopted by the group.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the consolidated statement of the profit and loss, consolidated statement of changes in equity and balance sheet respectively.

(ii) Associates

Associates are all entities over which the group has significant influence but does not have control or joint control. This is generally a case where the group holds between 20%-50% of the voting rights. Investments in associates are accounted for using the equity method of accounting after initially being recognized at cost.

(iii) Joint Ventures

Interest in Joint ventures are accounted for using the equity method, after initially being recognized at cost in the consolidated balance sheet.

(iv) Equity Method

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognized as a reduction in the carrying amount of the investment.

When the Group's share of losses in equity-accounted investments equals or exceeds its interest in the entity, including any other unsecured long term receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealized gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

The carrying amount of equity accounted investments are tested for impairment.

(v) Changes in ownership interests

The Group treats transactions with non-controlling interests which does not result in loss of control as transaction with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of adjustment to non-controlling interests and any consideration paid or received is recognized within equity.

When the Group ceases to consolidate or equity account for an investment because of loss of control, joint control or significant influence, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognized in profit or loss.

The fair value becomes the initial carrying amount for the purposes of subsequent accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of related assets or liabilities.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income are reclassified to profit or loss where appropriate.

2.5 Foreign currency translations

(i) Functional and Presentation Currency

The Group's consolidated financial statements are presented in INR, which is also the parent company's functional currency. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as part of the entity's net investment in that foreign operation.

Foreign exchange differences regarded as adjustment to borrowing cost are presented within finance cost. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/losses.

Non-monetary assets and liabilities denominated in foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

(iii) Group Companies

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Company's foreign operations that have a functional currency other than Indian rupees are translated into Indian rupees using exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognized in other comprehensive income and held in foreign currency translation reserve (FCTR), a component of equity, except to the extent that the translation difference is allocated to non-controlling interest.

2.6 Revenue Recognition

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

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

Sale of goods

Sales are recognised when substantial risk and rewards of ownership are transferred to customer as per the terms of the contract, there is no continuing managerial involvement with the goods. The Group retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods., in

case of domestic customer, sales take place when goods are dispatched or delivery is handed over to transporter, in case of export customers, sales takes place when goods are shipped on board based on bill of lading.

Revenue from Services

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

Other operating revenue - Export incentives

- Revenue in respect of export incentives is recognised when such incentives accrue upon export of goods.

2.7 Employee benefits

- **Long - Term Employee Benefits**

  The liability for gratuity, leave encashment, pension,superannuation and other benefits is determined using Projected Unit Credit [PUC] Method and is accounted for on the basis of actuarial valuation in Accordance with IND AS - 19. The Group recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Actuarial Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income.The current servicecost is included in the employee benefit expense in the statement of profit & loss account. The interest cost calculated by applying the discount rate to the net balance of defined benefit obligation, is included in the finance cost in the statement of profit & loss account.

- **Short-Term Employee Benefits**

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

2.8 Borrowing costs

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

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

Preference Shares are separated into equity and liability components based on the terms of the issue / contract. Interest on liability component of preference shares is determined using amortized cost method and is charged to the statement of profit & loss.

2.9 Depreciation & Amortization

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

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

2.10 Impairment of Assets

i) Financial assets (other than at fair value)

The group assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The

group recognizes lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction.

ii) Non-financial assets

a) Property, Plant & equipment and Intangible Assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is an indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit or loss.

b) Investment in subsidiaries

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

c) Investment in associates / Joint Ventures

Investment held by the company in associates / joint ventures have been valued at Fair Value through Other Comprehensive Income [FVTOCI] (In conformity with IND AS 110).

d) Investment - Others

Current Investments

Quoted financial assets have been classified as FVTOCI and unquoted financial assets have been classified as Fair Value through Profit & Loss [FVTPL].

Non-Current Investments

Quoted long term investments have been classified as FVTOCI and unquoted long term investments are have been classified as FVTPL.

2.11 Non-Current Assets held for sale/ Discontinued Operations

The Group classifies non-current assets and disposal groups as held for sale, if their carrying amounts is likely to be recovered principally through a sale rather than through continuing use and there is a commitment from the management to sale the above assets within one year from the date of classification. The asset is regarded as held for sale only when the assets or disposal group is available for immediate sale in its present condition, subject only to the terms that are usual and customary for salesand its sale is highly probable and also it will genuinely be sold, not abandoned.

Non-current assets held for sale to owners and disposal groups are measured at lower of their carrying amount and the fair value less cost to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet. Property, plant and equipment and intangible assets held for sale, once classified as held for sale are not further depreciated or amortized. Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss.

2.12 Income taxes

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

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

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

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

2.13 Property, plant and equipment

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

2.14 Financial instruments

The group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets (Except Net Investments) and financial liabilities (Except Borrowings) are recognized at fair value on initial recognition, except for trade receivables and security deposits, which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition.

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination, which is subsequently measured at fair value through profit and loss.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts are approximately at fair value due to the short maturity of these instruments.

Trade receivables, loans and advances which also includes balances from group entities are subject to confirmation and reconciliation.

Fair value of investments have not been considered in the books of account.

De-recognition of financial instruments

The group de-recognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under IND AS 109. A financial liability (or a part of a financial liability) is de-recognized from the group's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

2.15 Borrowings

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

2.16 Investments

a) Investment in subsidiaries

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

b) Investment in associates / Joint Ventures

Investment held by the group in associates / joint ventures have been valued at Fair Value through Other Comprehensive Income [FVTOCI].

c) Investment - Others

Current Investments

Quoted financial assets have been classified as FVTOCI and unquoted financial assets have been classified as Fair Value through Profit & Loss [FVTPL].

Non-Current Investments

Quoted long term investments have been classified as FVTOCI and unquoted long term investments are have been classified as FVTPL.

2.17 Provisions

A provision is recognized if, as a result of a past event, the group has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

2.18 Inventories

- Raw Materials, Goods under process and Finished goods are valued at cost (Net of provision for diminution) or *Net Realizable value, whichever is lower.
- Waste and Scrap is valued at Net Realizable Value.
- Cost of inventories of Raw Materials and stores and Spares is ascertained on FIFO basis.
- Cost of goods under process comprise of cost of materials andproportionate production overhead. Cost of material for this purpose is ascertained on FIFO basis.
- Provision for obsolescence in inventories is made, whenever required.

*Net Realizable Value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

2.19 Earnings per equity share

Basic earnings per equityshare is computed bydividing the net profit attributable to the equity holders of the Group bythe weighted average number of equityshares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Group by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion ofall dilutive potential equityshares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

2.20 Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company's board of directors.

2.21 Leases

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

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

2.22 Offsetting financial instruments

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

2.23 Fair Value Measurement

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

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

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

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

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

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

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

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

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

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

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

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

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

* Disclosures for valuation methods, significant estimates and assumptions

* Quantitative disclosures of fair value measurement hierarchy

* Investment in unquoted equity shares

* Financial instruments

2.24 Current versus non-current classification

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

2.25 Foreign currency translation

Foreign currency translations are translated into the functional currency using the exchange rates at the dates of the transitions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss.

Note No: 3.1 Property, plant and equipment and intangible assets

(Rs. in Lakhs)

Particulars	Land-Freehold	Building	Plant and Equipment	Furnitures & Fixtures	Vehicles	Office Equipment	Goodwill	Data Processing Units	Capital Work in Progress	Total
Gross Block										
As at 01.04.2021 (A)	**102.91**	**1,598.18**	**10,831.03**	**64.61**	**29.61**	**59.33**	**2,230.61**	**8.91**	**50.31**	**14,975.52**
Revaluation	3,891.81	–	–	–	–	–	–	–	–	3,891.81
Disposal	–	–	(2,257.75)	(62.64)	–	(7.97)	–	–	(50.31)	(2,378.68)
As at 31.03.2022 (B)	**3,994.72**	**1,598.18**	**8,573.28**	**1.97**	**29.61**	**51.36**	**2,230.61**	**8.91**	**-**	**16,488.65**
Depreciation										
As at 01.04.2021 (C)	**–**	**605.17**	**4,991.77**	**60.23**	**26.64**	**54.57**	**2,230.61**	**8.46**	**–**	**7,977.45**
Additions	–	50.05	570.62	3.33	0.27	0.73	–	–	–	625.00
Deduction	–	–	(1,503.71)	(62.15)	–	(7.97)	–	–	–	(1,573.82)
As at 31.03.2022 (D)	**–**	**655.22**	**4,058.69**	**1.41**	**26.91**	**47.33**	**2,230.61**	**8.46**	**–**	**7,028.63**
Impairment										
As at 01.04.2021 (E)	**–**	**–**	**50.66**	**–**	**1.01**	**1.82**	**–**	**–**	**–**	**53.49**
Additions	–	447.36	3,348.15	–	–	–	–	–	–	3,795.51
As at 31.03.2022 (F)	**–**	**447.36**	**3,398.81**	**–**	**1.01**	**1.82**	**–**	**–**	**–**	**3,849.01**
Net Block										
As at 31.03.2022(B-D)	**3,994.72**	**495.60**	**1,115.78**	**0.56**	**1.70**	**2.22**	**–**	**0.45**	**–**	**5,611.03**
As at 01.04.2021 (A-C)	**102.91**	**993.01**	**5,788.60**	**4.39**	**1.97**	**2.95**	**–**	**0.45**	**50.31**	**6,944.58**

* During the current period RT packaging limited as carried out assessment of fixed assets and accordingly the company has revalued its land and impaired building and plant and machinery

As per our report of even date attached
For Shukla Gupta & Arora
Chartered Accountants
Firm Registration No. 027335N

Sd/-
(Rajnish Kumar Shukla)
Partner
(Membership No. 510965)
UDIN : 21510965AAAABT3214
Place : New Delhi
Dated : 31st May, 2022

For and on behalf of the Board

Sd/-
ADITYA MALHOTRA
Director
DIN: 02191303

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
ADITI JAIN
Company Secretary

Sd/-
MANBAR RAWAT
Chief Financial Officer

NON-CURRENT FINANCIAL ASSETS

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

Particulars	As at 31.03.2022	As at 31.03.2021
Investment in Joint Venture	**–**	**24.33**
10,00,000 Equity Shares (10,00,000 in FY 2020-21) of Rs 10/- each in Rollatainers Toyo Machines Pvt Ltd*	24.33	24.33
Less: Provision for impairment	(24.33)	–
Investment In Associates	**–**	**3,887.22**
20,00,000 Equity Shares (PY 20,00,000) of Rs 10/- each in Boutonniere Hospitality Pvt Ltd**	–	3,887.22
43,66,310 Equity Shares @Rs.10 each in Oliver Engineering Pvt. Ltd.	436.63	436.63
Less: Provision for Impairment	(436.63)	(436.63)
Total	**–**	**3,911.55**

* The company has impaired its investment in Joint venture rollatainers toyo machines Pvt Ltd during the year as the JV compay has been striked off

** During the current financial year, the company has sold its investment in Boutonniere Hospitality Pvt Ltd.

Note No: 3.3 DEFERRED TAX ASSETS ***(Rs. in Lakhs)***

Particulars	As at 31.03.2022	As at 31.03.2021
Deffered Tax Assets		
On account of carry forward losses/amortisation of expenses	–	969.62
Total Deferred Tax (Assets)/Liabilities	**–**	**969.62**

Deferred Tax Assets and Deferred Tax Liabilities have been offset wherever the company has legally enforceable right to set off Deferred tax assets against Deferred tax liabilities and wherever the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

Note No: 3.4 OTHER NON-CURRENT ASSETS ***(Rs. in Lakhs)***

Particulars	As at 31.03.2022	As at 31.03.2021
(i) Loans & Advances		
Unsecured Considered Good		
- Security Deposits	9.82	9.82
- Deposit with Government Department	101.59	101.10
Total	**111.40**	**110.92**

Note: No loan is given to any directors or other officers of the company.

CURRENT ASSETS

Note No: 3.5 INVENTORIES (AS CERTIFIED BY THE MANAGEMENT) ***(Rs. in Lakhs)***

Particulars	As at 31.03.2022	As at 31.03.2021
Inventories*		
Raw Materials	4.92	219.32
Work in Progress	98.58	130.78
Finished Goods	71.98	93.16
Stores, Spares & Dies	38.23	65.63
Stock-in-trade	1,098.36	1,098.36
Total	**1,312.07**	**1,607.25**

*Refer Point No. 2.18 of Significant Accounting Policies for Mode of valuation of inventories.

Note No: 3.6 TRADE RECEIVABLES ***(Rs. in Lakhs)***

Particulars	As at 31.03.2022	As at 31.03.2021
- Undisputed considered good	791.59	1,737.10
- Undisputed considered doubtful	13.55	13.55
Less: Provision for Bad & Doubtful Debts	(13.55)	(13.55)
- Disputed considered good	–	–
- Disputed considered doubtful	–	–
Total	**791.59**	**1,737.10**

Note No: 3.6.1 TRADE RECEIVABLES AGEING ***(Rs. in Lakhs)***

Particulars	As at 31.03.2022	As at 31.03.2021
- Less than 6 month	23.54	336.21
- 6 month to 1 year	30.37	91.30
- 1 to 2 year	85.70	55.58
- 2 to 3 year	41.39	314.68
- More than 3 year	610.60	939.33
Total	**791.59**	**1,737.10**

Note No: 3.7 CASH AND CASH EQUIVALENTS ***(Rs. in Lakhs)***

Particulars	As at 31.03.2022	As at 31.03.2021
Balance with Schedule Banks:		
Current Accounts	34.56	48.21
Cash On Hand	1.13	6.85
Fixed Deposits (held as margin money against Letter of Credits/Bank Guarantees)	45.90	45.60
Total	**81.59**	**100.67**

*Cash and cash equivalents, as on 31st March 2022 and 31st March 2021 includes restricted bank balances of Rs.45.90 lakhs and Rs.45.60 lakhs respectively. The restriction is primarily on account of cash and bank balances held as margin money deposited against guarantee/LC's issued by bank and earmarked balances.

Note No: 3.8 OTHER CURRENT FINANCIAL ASSETS ***(Rs. in Lakhs)***

Particulars	As at 31.03.2022	As at 31.03.2021
Other Current Financial Assets		
Staff Advance	11.47	9.43
Total	**11.47**	**9.43**

Note No: 3.9 CURRENT TAX ASSETS (NET) ***(Rs. in Lakhs)***

Particulars	As at 31.03.2022	As at 31.03.2021
TDS Receivable	33.39	34.45
TCS Receivable	0.86	0.72
Income tax Receivable	57.50	57.50
Total	**91.75**	**92.67**

Note No: 3.10 OTHER CURRENT ASSETS ***(Rs. in Lakhs)***

Particulars	As at 31.03.2022	As at 31.03.2021
Loans & Advances recoverable in cash or in kind or for value to be received		
Unsecured, Considered Good :		
(I) Advances		
Advances to related parties	364.76	658.28
Other Advances*	170.47	228.57
(II) Others		
Balances with GST Authorities .	–	0.69
Total	**535.23**	**887.54**

*Including advances to supplier, prepaid expenses, capital advances and balances with Revenue Authorities.

Note No: 3.11 SHARE CAPITAL

AUTHORISED SHARE CAPITAL *(Rs. in Lakhs)*

Particulars	As at 31.03.2022	As at 31.03.2021
47,00,00,000 (47,00,00,000 in FY 2020-21), Equity Shares, Rs. 1/- Par Value	4,700.00	4,700.00
18,00,000 (18,00,000 in FY 2020-21) Preference Shares, Rs. 100/- Par Value	1,800.00	1,800.00
Total	**6,500.00**	**6,500.00**

ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL *(Rs. in Lakhs)*

Particulars	As at 31.03.2022	As at 31.03.2021
25,01,30,000 (25,01,30,000 in FY 2020-21), Equity Shares, fully paid-up of Rs. 1/- Par Value	2,501.30	2,501.30
Total	**2,501.30**	**2,501.30**

Note No: 3.11.1 The reconciliation of the number of shares outstanding and the amount of share capital as at 31.03.2022 and 31.03.2021 is set out below:

EQUITY SHARES *(Rs. in Lakhs)*

Particulars	As at 31.03.2022		As at 31.03.2021	
	Number of Shares	Amount	Number of Shares	Amount
Number of shares face value of Rs.1/- each	250,130,000	2,501.30	250,130,000	2,501.30
Add: Share Issue	–	–	–	–
Number of Shares at the end	**250,130,000**	**2,501.30**	**250,130,000**	**2,501.30**

Note : 3.11.2 Details of Shareholders Holding more than 5% Share Capital

Particulars	As at 31.03.2022		As at 31.03.2021	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Equity Shares				
WLD INVESTMENTS PRIVATE LIMITED	127,460,400	50.96%	187,460,400	74.95%
%Change in Shareholding		(23.99%)		

Note : 3.11.3 Details of Promoter Holding

Particulars	As at 31.03.2022		As at 31.03.2021	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Equity Shares				
WLD INVESTMENTS PRIVATE LIMITED	127,460,400	50.96%	187,460,400	74.95%
%Change in Shareholding		(23.99%)		

Note No: 3.12 OTHER EQUITY

Other Reserves ***(Rs. in Lakhs)***

Particulars	As at 31.03.2022	As at 31.03.2021
Securities Premium Reserve		
Opening Balance at on 01.04.2021	9,149.35	9,149.35
Closing Balance at on 31.03.2022	**9,149.35**	**9,149.35**
Capital Reserve		
Opening Balance at on 01.04.2021	119.69	119.69
Closing Balance at on 31.03.2022	**119.69**	**119.69**
Capital Reserve due to consolidation		
Opening Balance at on 01.04.2021	2,478.98	2,478.98
Closing Balance at on 31.03.2022	**2,478.98**	**2,478.98**
Capital Redumption Reserve		
Opening Balance at on 01.04.2021	210.00	210.00
Closing Balance at on 31.03.2022	**210.00**	**210.00**
Foreign Currency Translation Reserve		
Opening Balance at on 01.04.2021	127.10	127.50
Add: Addition during the period	–	(0.41)
Closing Balance at on 31.03.2022	**127.10**	**127.10**
CRemeasurement of Employees benefits		
Opening balance as on 01.04.2021	84.22	(3.34)
Add: Addition during the period	6.84	87.56
Closing balance as on 31.03.2022	**91.06**	**84.22**
Revaluation Reserve		
Add: Addition during the period	3,891.81	–
Closing balance as on 31.03.2022	**3,891.81**	**–**
Equity Instruments through Other Comprehensive Income		
Opening balance as on 01.04.2021	1,523.79	1,523.79
Add: Addition during the period	25.83	–
Less: Deduction during the year	(85.50)	–
Closing balance as on 31.03.2022	**1,464.13**	**1,523.79**
Total (A)	**17,532.12**	**13,693.14**

Retained Earnings

Particulars	As at 31.03.2022	As at 31.03.2021
General reserve		
Opening balance as on 01.04.2021	1,710.69	1,710.69
Closing balance as on 31.03.2022	**1,710.69**	**1,710.69**
Retained earnings		
Opening balance as on 01.04.2021	(12,447.31)	(11,831.64)
Add: (Loss)/ profit for the period	(6,891.22)	(615.68)
Total of retained earnings as on 31.03.2022	**(19,338.52)**	**(12,447.31)**
Closing balance as on 31.03.2022 (B)	**(17,627.84)**	**(10,736.62)**
Total (A+B)	**(95.72)**	**2,956.52**

Note No: 3.13 NON-CONTROLLING INTEREST ***(Rs. in Lakhs)***

Particulars	As at 31.03.2022	As at 31.03.2021
Opening Balance at the begnng of the year	(752.27)	404.63
Deduction Due to Loss of control	–	(832.81)
Add: Addition during the period	(26.26)	(324.09)
Closing Balance at the end of the year	**(778.54)**	**(752.27)**

Note No: 3.14 NON-CURRENT FINANCIAL LIABILITIES ***(Rs. in Lakhs)***

Particulars	As at 31.03.2022	As at 31.03.2021
UNSECURED lOANS		
Unsecured loans from related party	1,150.92	1,150.92
Liability component of preference share capital		
1% Optionally convertible non-cumulative preference shares of Rs.100 each placed with WLD Investments Pvt Ltd. redeemable in 10 years 1,00,000 (Previous Year 1,00,000) preference shares,fully paid up	861.35	764.40
10% non-convertible redeemable preference share of Rs.100/- each placed with WLD Investments Pvt. Ltd, redeemable on or before 10 years 140,000 (Previous Year 140,000) preference shares,fully paid up	108.68	101.60
2% Redeemable, non cumulative, non convertible preference shares of Rs.100/- each placed with WLD investments Ltd. 10,00,000 (Previous Year 10,00,000) Preference shares,fully paid up	749.59	456.10
***Discount rate applied as 10% p.a.**		
	2,870.54	**2,473.02**

Note No: 3.15 OTHER FINANCIAL LIABILITIES *(Rs. in Lakhs)*

Particulars	As at 31.03.2022	As at 31.03.2021
Security Deposits	54.40	40.00
Total	**54.40**	**40.00**

Note No: 3.16 PROVISIONS *(Rs. in Lakhs)*

Particulars	As at 31.03.2022	As at 31.03.2021
Provision for Employee Benefits		
Gratuity	9.49	65.96
Leave Encashment	4.27	27.85
Total	**13.75**	**93.81**

Note No: 3.17 TRADE PAYABLES *(Rs. in Lakhs)*

Particulars	As at 31.03.2022	As at 31.03.2021
Total outstanding dues of Micro enterprises & small enterprises		
The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year	–	–
(a) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	–	–
(b) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	–	–
(c) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	–	–
(d) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act,2006	–	–
Total outstanding dues other than micro enterprises & small enterprises	1,790.53	1,775.03
Total	**1,790.53**	**1,775.03**

Note No: 3.17.1 TRADE PAYABLES *(Rs. in Lakhs)*

Particulars	As at 31.03.2022	As at 31.03.2021
- MSME	–	–
- Others	1,790.53	1,775.03
- Disputed MSME	–	–
- Disputed Others	–	–
Total	**1,790.53**	**1,775.03**

Note No: 3.17.2 TRADE PAYABLES AGEING *(Rs. in Lakhs)*

Particulars	As at 31.03.2022	As at 31.03.2021
- Undisputed trade payable – considered good		
- Upto 1 year	291.53	883.27
- 1 to 2 year	436.37	669.91
- 2 to 3 year	648.37	157.30
- More than 3 year	414.25	64.55
Total	**1,790.53**	**1,775.03**

Note No: 3.18 OTHER FINANCIAL LIABILITIES *(Rs. in Lakhs)*

Particulars	As at 31.03.2022	As at 31.03.2021
Payable to corporates		
(i) From related party	1,308.64	6,183.94
(ii) From others	476.95	717.59
Total	**1,785.59**	**6,901.53**

Note No: 3.19 CURRENT LIABILITIES *(Rs. in Lakhs)*

Particulars	As at 31.03.2022	As at 31.03.2021
Personnel Expenses Payable	174.14	114.39
Other Expenses Payable	29.14	26.79
Statutory Dues	57.85	98.02
Advance From Customers	142.60	135.54
Total	**403.73**	**374.74**

Note No: 3.20 PROVISIONS *(Rs. in Lakhs)*

Particulars	As at 31.03.2022	As at 31.03.2021
Provision for Employee Benefits		
– Gratuity	0.38	5.53
– Leave Encashment	0.16	2.07
Total	**0.53**	**7.60**

Note No: 3.21 REVENUE FROM OPERATIONS *(Rs. in Lakhs)*

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Sales of Products	585.83	4,835.21
Sale of service	–	937.27
Total	**585.83**	**5,772.48**
Other Operating Revenues		
- Scrap	38.49	51.43
Freight Income	–	13.99
Total	**624.31**	**5,837.91**

Note No: 3.22 OTHER INCOME *(Rs. in Lakhs)*

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Interest Received TDS refunds	0.14	6.24
Interest income from financial assets	–	249.37
Interest On Bank Deposit	0.49	14.73
Discount received	–	1.66
Profit on sale of fixed assets	–	3.33
Balances written back	47.30	–
Gain on settlement/remesurement of Lease liablity	–	635.69
Gain on settlement/remesurement of financial asset	–	64.89
Miscellaneous income	–	9.96
Rental income	16.80	–
Excess Provisions written Back	–	49.85
Total	**64.74**	**1,035.73**

Note No: 3.23 COST OF MATERIALS CONSUMED *(Rs. in Lakhs)*

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Opening Stock of Raw Material	219.32	546.53
Add : Purchase of Raw Material	338.58	2,819.68
	557.89	**3,366.22**
Less : Closing Stock of Raw Material	4.92	335.16
Total	**552.98**	**3,031.06**

Note No: 3.23.1 IMPORTED AND INDIGENOUS RAW MATERIAL *(Rs. in Lakhs)*

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
	Rupees (% of Total Consumption of Raw Material)	Rupees (% of Total Consumption of Raw Material)
Raw material		
Consumption of imported Raw material	–	–
(Percentage of Consumption of Raw Material)	0%	0%
Consumption of similar domestic Raw material	552.98	3,031.06
(Percentage of Consumption of Raw Material)	100%	100%
Total Consumption of Raw material	**552.98**	**3,031.06**

Note No: 3.24 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE

(Rs. in Lakhs)

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Opening Stock as on 01-04-2021		
- Work in Progress	130.78	139.50
- Finished Goods	93.16	137.58
Total Opening stock	**223.94**	**277.08**
Less : Closing Stock as on 31-03-2022		
- Work in Progress	98.58	130.78
- Finished Goods	71.98	212.75
Total Closing stock	**170.56**	**343.53**
Net (Increase)/ Decrease in Inventories	**53.38**	**(66.45)**

Note No: 3.25 EXPENSES

Employee Benefits Expenses ***(Rs. in Lakhs)***

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Salaries and Wages	246.67	1,323.90
Other Contribution	23.80	146.12
Staff Welfare Expenses	5.07	44.23
Total	**275.53**	**1,514.26**

Other Contribution** ***(Rs. in Lakhs)

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
IContribution to provident fund	13.93	110.44
Contribution to ESIC	2.46	23.37
Co. Cont to LWF	–	0.46
Contribution to gratuity fund	5.22	36.41
Director fees	–	0.25
Earned leave encashment expenses	2.19	–
Total	**23.80**	**170.93**

Finance Costs ***(Rs. in Lakhs)***

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Interest on Redeemable Preference Shares*	179.70	148.35
Interest on MSME	–	3.48
Interest on Employee Benefits	–	879.54
Interest on vendor liability IND AS 116	–	7.40
*Interest Rate applied 10% p.a.		
Total	**179.70**	**1,038.77**

Depreciation and Amortisation Expenses ***(Rs. in Lakhs)***

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Depreciation and Amortisation	625.00	2,458.54
Total	**625.00**	**2,458.54**

Other Expenses *(Rs. in Lakhs)*

	Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
A)	**Manufacturing Expenses**		
	Consumption of Stores and Spare Parts	19.20	71.79
	Packing Material Consumed	19.13	61.84
	Job wok Charges Paid	1.21	9.06
	Power and Fuel	71.59	323.13
	Freight Inwards	0.07	72.65
	Repairs to Plant and Machinery	23.98	30.20
	Total Manufacturing Expenses (A)	**135.17**	**568.66**
B)	**Administrative and Selling Expenses**		
	Advertisement and Publicity	1.16	25.32
	Auditor's Remuneration	6.00	26.03
	Balances written off	–	33.36
	Bank Charges	1.33	8.18
	Books and Periodicals	0.01	–
	Customer Relation Expenses	2.09	0.82
	Collection charges	–	33.03
	House keeping expenses	–	3.87
	Director Sitting Fees	3.60	1.00
	Insurance Charges	–	5.52
	Legal and Professional	15.44	104.88
	Loss on sale of property plant and equipment	–	22.83
	Miscellaneous expenses	0.11	53.21
	Office and Factory	0.24	1.24
	Printing and Stationery	3.75	12.47
	Prior Period Expenses	–	1.64
	Provision for Bad and Doubtful Debts	–	57.54
	Rate, Fee and Taxes	26.66	110.54
	Penalties and other charges	13.66	–
	Rent	6.73	416.63
	Repairs and Maintenance		
	– Others	4.57	188.16
	– Building	0.23	0.95
	Running and Maintenance of Vehicle	3.71	5.08
	Security Charges	–	0.20
	Staff Uniform	–	0.12
	Telephone, Communication and Postage	0.74	27.83
	Travelling and Conveyance	17.31	64.36
	Watch and ward	16.13	19.40
	Selling and Distribution Expenses		
	Packing, Forwarding, discounts, Warranty Claims, freight outwards & Other selling expenses	9.44	38.61
Total Administrative and Selling Expenses (B)		**132.91**	**1,262.81**
Total (A + B)		**268.09**	**1,831.47**

Note No: 3.25.1 AUDITORS' REMUNERATION ***(Rs. in Lakhs)***

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Auditors Payments		
As Auditor	6.00	23.73
For Taxation matters	–	1.65
For reimbursement expenses	–	0.65
Total	**6.00**	**26.03**

Note No: 3.25.2 CONTINGENT LIABILITIES AND COMMITMENTS (To The Extent Not Provided For)
(Rs. in Lakhs)

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Corporate Guarantee Issued by Company#	5,500.00	5,500.00
*Estimated amount of contracts remaining to be executed on capital account and not provided for	–	–
Provident Fund**	142.68	142.68
Central Excise and Other matters	43.57	43.57
Income tax demand	18.10	18.10
Liabilities in respect of legal cases by and against the company	Amount not ascertainable	Amount not ascertainable
Any amount that the Company may be liable to pay on finalisation of legal cases pending against the company	Amount not ascertainable	Amount not ascertainable

The Company has done an assessment of its obligation under the guarantee issued and based on the certificate received from the principal debtor, which shows that principal security cover is sufficient to repay the obligation of the principal debtor, the Company has disclosed the amount under contingent liability.

* Contingent Assets are neither recognised nor disclosed

** The company has deposited 62.26 lacs against above demand.

Note No: 3.26 Exceptional Items [Income/(Expense)] ***(Rs. in Lakhs)***

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Profit (Loss) on Sale of Fixed Assets	(173.75)	(58.84)
Provision for doubtful debts	–	(19.45)
Profit (Loss) on Sale of Investments	(304.97)	3,173.80
Impairment of Fixed Assets	(3,795.51)	(50.98)
Impairment of Investments	(24.33)	(436.63)
Perishable Stock	–	(5.32)
Balances written off	(0.04)	–
Provision for expected credit loss	–	(129.45)
Misc Income	–	16.00
Capital work in progress written off	(50.31)	–
Interest on preference shares	(157.55)	–
Total	**(4,506.46)**	**2,489.14**

Note No: 3.27 OTHER COMPREHENSIVE INCOME (OCI) ***(Rs. in Lakhs)***

	Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Effects of transition of Ind AS on Defined Benefit Plans:			
i)	Reclassification of actual gains/(losses), arising in respect of Earned Leave and Gratuity	6.84	87.56
ii)	Revaluation reserves through OCI	3.891.81	(0.41)
	Total	**3,898.65**	**87.16**

Note No : 3.28 BASIC EPS & DILUTED EPS & EXCEPTIONAL ITEM ***(Rs. in Lakhs)***

Calculation of EPS (Basic and Diluted)	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Basic		
Opening number of Shares	250,130,000	250,130,000
Closing number of shares	250,130,000	250,130,000
Weighted Average No of Shares	250,130,000	250,130,000
Profit/(Loss) after Tax (Rs.)	(2,992.57)	(528.52)
EPS (Rs.Per Share)	(1.20)	(0.21)
Diluted		
Number of shares considered as basic weighted average shares outstanding	250,130,000	250,130,000
Add: Weighted Average of Dilutive Equity	–	–
Number of shares considered as diluted for calculating of Earning per share Weighted Average	250,130,000	250,130,000
Profit/(Loss) after Tax (Rs.)	(2,992.57)	(528.52)
Add: Effective Cost of Dilutive Equity	–	–
Profit/(Loss) after Tax (Rs.) for Dilution	(2,992.57)	(528.52)
Earning Per Share	(1.20)	(0.21)

Note No. 3.29 EMPLOYEE BENEFITS (Ind AS-19)

The following data are based on the report of the actuary
The principal assumptions used in the actuarial valuations are as below:-

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Discount rate	6.71% P.A.	6.71% P.A.
Future Salary Escalation Rate	8% P.A.	8% P.A.
Average Remaining working life (Years)	22.30 Yrs	22.30 Yrs
Retirement Age	58	58

GRATUITY (UNFUNDED)

i. Change in Net Defined Benefit obligations: **(Rs. in Lakhs)**

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Net Defined Benefit liablity as at the start of the period	71.49	261.10
Acquisition adjustment	–	(4.85)
Adjustment due to loss of control	–	(107.53)
Service Cost	0.42	28.69
Net Interest Cost (Income)	4.80	17.52
Actuarial (Gain) /Loss on obligation	(2.92)	(68.09)
Benefits Paid directly by the enterprise	(63.92)	(55.34)
Present Value of Obligations as at the end of the period	**9.87**	**71.49**

ii. The Amount Recognised in the Income Statement. **(Rs. in Lakhs)**

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Service Cost	0.42	28.69
Net Interest Cost	4.80	17.52
Acquisition adjustment	–	(4.85)
Expenses recognised in the Income Statement	**5.22**	**41.35**

iii. Other Comprehensive Income (OCI) **(Rs. in Lakhs)**

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Net cumulative unrecognized actuarial gain/(loss) opening	(2.92)	(68.09)
Actuarial gain /(loss) for the year on Asset	(1.13)	(1.13)
Unfunded liability recognised in the Balance Sheet	**(4.05)**	**(69.22)**

iv. Balance Sheet and related analyses **(Rs. in Lakhs)**

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Present Value of Obligation at the end of the year	9.87	71.49
Unfunded Liability/Provision in Balance Sheet	9.87	71.49
Unfunded Liability Recognised in the Balance Sheet	**9.87**	**71.49**

v. Bifuracation of PBO at the end of year in current and non current. **(Rs. in Lakhs)**

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Current Liability (Amount due within one year)	0.38	5.53
Non Current Liability (Amount due over one year)	9.49	65.96
Total PBO at the end of year	**9.87**	**71.49**

LEAVE ENCASHMENT (UNFUNDED)

i. Table Showing Change in Benefit obligations: **(Rs. in Lakhs)**

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Present value of obligation as at the start of the period	29.92	122.62
Acquisition adjustment	–	(2.24)
Adjustment due to loss of control	–	(65.69)
Current Service Cost	2.01	21.76
Interest Cost	0.18	8.24
Actuarial (Gain) /Loss on obligation	(3.92)	(6.96)
Benefits Paid	(23.77)	(47.80)
Present Value of Obligations as at the end of the period	**4.42**	**29.92**

ii. The Amount Recognised in the Income Statement. **(Rs. in Lakhs)**

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Service Cost	2.01	21.76
Net Interest Cost	0.18	8.24
Net Actuarial (Gain)/ Loss recognized in the period	(3.92)	(6.96)
Expenses (Income) recognised in the Income Statement	**(1.73)**	**23.04**

iii. Balance Sheet and related analyses **(Rs. in Lakhs)**

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Present Value of Obligation at the end of the year	4.42	29.92
Unfunded Liability/Provision in Balance Sheet	(4.42)	(29.92)
Unfunded Liability Recognised in the Balance Sheet	**(4.42)**	**(29.92)**

iv. Bifuracation of PBO at the end of year in current and non current. **(Rs. in Lakhs)**

Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Current Liability (Amount due within one year)	0.16	2.07
Non Current Liability (Amount due over one year)	4.27	27.85
Total PBO at the end of year	**4.42**	**29.92**

Note No. 3.30 Related Party Disclosures & Transactions

Regulation 23 (9) of SEBI (Listing obligations and disclosure requirements): Related party transactions

In accordance with the requirements of Indian Accounting Standard (Ind AS-24) the names of the related parties where control exists and /or with whom transactions have been taken place during the period and description of relationships as identified and certified by the management are as hereunder:

A) Names of related parties & description of relationship

1)	**Holding company**	WLD Investments Pvt Ltd
2)	**Subsidiary**	RT Packaging Ltd
3)	**Joint venture**	Rollatainers Toyo Machines Pvt Ltd.
4)	**Associate**	Boutonniere Hospitality Pvt Ltd.upto 17.01.2022 Barista Coffee Company Ltd.upto 17.01.2022 Barista Coffee Mauritius Ltd. upto 17.01.2022 Kaizen Restaurants Pvt Ltd upto 17.01.2022 Oliver Engineering Pvt Ltd Primus Real Estates Private Limited upto 17.01.2022
5)	**Private limited companies due to common directorship**	B S Ispat Limited Barista Coffee company Ltd Dexterous Developers Private Limited Gateway Impex Private Limited LTPL Travels Private Limited Sophisticated Realtors Private Limited Terrasoft Infosystem Private Limited
6)	**Key management personnel**	Ms. Aarti Jain Mr. Brajinder Mohan Singh Mr. Aditya Malhotra Ms.Aditi jain Mr. Amit Gupta Mr. Anupam Jain Mr. Manbar Rawat Mr Pyush Gupta (till 18.01.2022)

B) Transactions **(Rupees in Lakhs)**

Particulars	Associate/Holding/Subsidiaries or Associate/Joint Ventures of Holding Company		Key Management Personnel		For the Year Ended 31.03.2022	
	2022	2021	2022	2021	2022	2021
Sale of goods	–	6.86	–	–	–	6.86
Purchase of goods	–	0.43	–	–	–	0.43
Advance given	–	202.00	–	–	–	202.00
Advance given returned	–	2.00	–	–	–	2.00
Amount paid	2,543.00	2.50	3.82	–	2,546.82	2.50
Amount received	391.60	5.50	–	–	391.60	5.50
Settlement/ assignment of balance	2,071.47	417.90	–	–	2,071.47	417.90
Remuneration of key management personnel	–	–	6.00	3.74	6.00	3.74
Sale of Investment	200.00	–	–	–	200.00	–
Balance at the year end						
Investment in Boutonnire Hospitality Pvt Ltd (associate)	–	200.00	–	–	–	200.00
Investment in Rollatainer Toyo Machine Pvt Ltd (J.V.)	–	24.33	–	–	–	24.33

Balance receivable at the year end	**906.58**	**1,419.83**	–	–	**906.58**	**1,419.83**
-Boutonniere Hospitality Pvt Ltd	–	293.53	–	–	–	293.53
-Oliver Engineering Pvt Ltd.	364.76	364.76	–	–	364.76	364.76
-Gateway Impex (P) Ltd	88.50	88.50	–	–	88.50	88.50
-B S Ispat Limited	–	350.00	–	–	–	350.00
Balance payable at the year end	**1,353.02**	**6,219.41**	**0.36**	**0.96**	**1,353.38**	**6,220.37**
-Barista Coffee Company Ltd.	10.90	2.00	–	–	10.90	2.00
-WLD Investment Pvt Ltd	1,307.56	6,182.86	–	–	1,307.56	6,182.86
-Rollatainers Toyo Machines Pvt Ltd	1.08	1.08	–	–	1.08	1.08
-Terrasoft Infoasystem Pvt Ltd	33.32	33.32	–	–	33.32	33.32
-Aarti Jain	–	–	–	0.96	–	0.96
-Aditi Jain	–	–	0.36	–	0.36	–
-LTPL Travels (P) Ltd	0.15	0.15	–	–	0.15	0.15

Note No. : 3.31 Financial ratios ***(Rupees in Lakhs)***

Particulars	Current Year			Previous Year			Change
	Numerator	Denominator	Ratio	Numerator	Denominator	Ratio	
Current ratio*	2,823.69	3,980.39	0.71	4,434.66	9,058.91	0.49	45%
Debt-equity ratio**	2,870.54	1,627.04	1.76	2,473.02	4,705.53	0.53	236%
Debt service coverage ratio**	(525.66)	179.70	(2.93)	(472.43)	148.35	(3.18)	(8%)
Return on equity ratio**	(2,992.57)	1,627.04	(1.84)	(528.52)	4,705.53	(0.11)	1,538%
Inventory turnover ratio***	624.31	1,459.66	0.43	5,837.91	1,898.35	3.08	(86%)
Trade receivables turnover ratio***	624.31	1,264.35	0.49	5,837.91	3,122.46	1.87	(74%)
Trade payables turnover ratio***	606.36	1,782.78	0.34	2,964.61	3,594.28	0.82	(59%)
Net capital turnover ratio***	624.31	(2,890.47)	(0.22)	5,837.91	15,541.55	0.38	(158%)
Net profit ratio**	(2,992.57)	624.31	(4.79)	(528.52)	5,837.91	(0.09)	5195%
Return on capital employed**	(5,657.12)	4,565.73	(1.24)	(441.83)	7,312.35	(0.06)	1951%
Return on investment****	0.64	91.13	0.01	270.34	300.71	0.90	(99%)

Where:	Numerator	Denominator
Current ratio	Current assets	Current liabilities
Debt-equity ratio	Borrowings	Share holder equity
Debt service coverage ratio	Earnings before exceptional items interest and depreciation excluding interest income	Total interest and principal during the year
Return on equity ratio	Profit after tax	Share holder equity
Inventory turnover ratio	Turnover	Average Inventory
Trade receivables turnover ratio	Turnover	Average Trade receivables
Trade payables turnover ratio	Cost of goods sold	Average Trade payables
Net capital turnover ratio	Net sales	Average working capital
Net profit ratio	Profit after tax	Sale
Return on capital employed	Profit before tax + interest cost	Total assets less current liabilities
Return on investment	Interest Income	Cash and cash equivalents

* There has been sale of investment and realisation of receivables during the year. These proceeds have been used towards payment to creditors. This has resulted in material change in the ratio

** During the year the subsidiary RT Packaging Ltd has revalued its fixed assets and accordingly booked impairment of Rs 3795.51 lacs of its plant and machinery and written off capital work in progress of Rs 50.31 Lacs. There was also loss on sale of fixed asset amounting to Rs 173.75 Lacs.The company has also booked profit on sale of its investment in Boutonniere Hospitality Pvt Ltd at Rs 304.97 lakhs In addition, Investment in joint venture Rollatainers Toyo Machines Pvt Ltd Rs 24.33 has been impaired as the J.V. is under the process of strike off by MCA. The above mentioned have led to exceptional losses of Rs 4506.46 Lakhs, overall loss of Rs 3018.83 lakhs in the current financial year. This has resulted in significant change in the ratio

*** During the year the Company's sales have reduced significantly which has resulted in change in the ratio. In addition There has been realisation of receivables the proceeds have been used towards payment to creditors.

**** Material change in ratio is due to decline in interest income

Note No. : 3.32 Disclosure of transaction with strike off companies

Name	Nature of Transaction	Amount of Transaction	Balance outstanding as of March 31, 2022	Balance outstanding as of March 31, 2021
Adonis Buildprop Pvt.Ltd.	Advance from corporates	–	340.00	340.00
Innovateive Buildtech Pvt. Ltd.	Services received	–	10.40	10.40
Rollatainers Toyo Machines Pvt Ltd	Advance from corporates	–	1.08	1.08
Terrasoft Infosystems Pvt Ltd	Services received	–	33.32	33.32

Note No. : 3.33 Financial assets and liabilities

The carrying value of financial instruments by categories as of March 31, 2022 is as follows:

(Rupees in Lakhs)

	Fair Value Through Profit & Loss A/C	Fair value through other comprehensive income	Amortised cost	Total carrying value
Financial Assets				
Cash and cash equivalents	–	–	81.59	81.59
Trade receivables	–	–	791.59	791.59
Investment	–	–	–	–
Other financial assets	–	–	524.93	524.93
Total	**–**	**–**	**1,398.10**	**1,398.10**
Financial Liabilities				
Trade payables	–	–	1,790.53	1,790.53
Borrowings	–	–	2,870.54	2,870.54
Other financial liabilities	–	–	1,840.67	1,840.67
Total	**–**	**–**	**6,501.74**	**6,501.74**

The carrying value of financial instruments by categories as of March 31, 2021 is as follows:

(Rupees in Lakhs)

	Fair Value Through Profit & Loss A/C	Fair value through other comprehensive income	Amortised cost	Total carrying value
Financial Assets				
Cash and cash equivalents	–	–	100.66	100.66
Trade receivables	–	–	1,737.10	1,737.10
Investment	3,911.48	–	–	3,911.48
Other financial assets	–	–	522.88	522.88
Total	**3,911.48**	**–**	**2,360.65**	**6,272.13**

Financial Liabilities				
Trade payables	–	–	1,775.03	1,775.03
Borrowings	–	–	2,473.02	2,473.02
Other financial liabilities	–	–	6,943.63	6,943.63
Total	**–**	**–**	**11,191.69**	**11,191.69**

Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 — Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The financial instruments included in Level 2 of fair value hierarchy have been valued using quotes available for similar assets and liabilities in the active market. The investments included in Level 3 of fair value hierarchy have been valued using the cost approach to arrive at their fair value. The cost of unquoted investments approximate the fair value because there is a range of possible fair value measurements and the cost represents estimate of fair value within that range.

The following table summarises financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis (but fair value disclosure are required):

As at March 31, 2022 ***(Rupees in Lakhs)***

	Level 1	Level 2	Level 3	Level 4
Financial Assets				
Cash and cash equivalents	–	–	81.59	81.59
Trade receivables	–	–	791.59	791.59
Investment	–	–	–	–
Other Financial Assets	–	–	524.93	524.93
Financial Liabilities				
Trade payables	–	–	1,790.53	1,790.53
Borrowings	–	–	2,870.54	2,870.54
Other financial liabilities	–	–	1,840.67	1,840.67

As at March 31, 2021 ***(Rupees in Lakhs)***

	Level 1	Level 2	Level 3	Level 4
Financial Assets				
Cash and cash equivalents	–	–	100.66	100.66
Trade receivables	–	–	1,737.10	1,737.10
Investment	–	–	3,911.48	3,911.48
Other Financial Assets	–	–	522.88	522.88
Financial Liabilities				
Trade payables	–	–	1,775.03	1,775.03
Borrowings	–	–	2,473.02	2,473.02
Other financial liabilities	–	–	6,943.63	6,943.63

Note No. : 3.32 Financial risk Management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the company's operations and to support its operations. The company's financial assets include investment, loans, trade and other receivables, and cash & cash equivalents that derive directly from its operations.

The company is exposed to credit risk and liquidity risk. The company's senior management overseas the management of these risks. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below:

(A) Market Risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: Interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings, deposits and payables/ receivables in foreign currencies.

-Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company has no borowings and hence not exponsed to interest rate risk.

-Foreign currency risks

Foreign risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company is not dealing in foreign currency transaction therefore the company is not exposed to foreign currency risks.

(B) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including loans to related parties, deposits with banks and other financial instruments.

(C) Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure funds are available for use as per requirements. The Company's prime source of liquidity is cash and cash equivalents and the cash generated from operations. The Company has no outstanding bank borrowings. The Company invests its surplus funds in bank, fixed deposit and mutual funds, which carry minimal mark to market risks. The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments : ***(Rupees in Lakhs)***

Particulars	0 to 1 year	1 to 2 years	2 to 5 years	More than 5 years	Total
As at 31st March, 2022					
Trade and other payables	1,790.53	–	–	–	1,790.53
Other financial liabilities	1,840.67	140.00	–	2,730.54	4,711.21
TOTAL	**3,631.20**	**140.00**	**–**	**2,730.54**	**6,501.74**
As at 31st March, 2021					
Trade and Other Payables	1775.03	–	–	–	1,775.03
Other Financial Liabilities	6,943.63	140.00	–	23,33.02	9,416.65
TOTAL	**8,718.66**	**140.00**	**–**	**23,33.02**	**11,191.68**

Note No. : 3.34 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents.

(Rupees in Lakhs)

Particulars	As at 31.03.2022	As at 31.03.2021
Financial liabilities in Note 3.14, 3.15 and 3.18	4,710.54	9,414.55
Less: Cash and cash equivalents	81.59	100.66
Net debt	4,628.95	9,313.89
Equity	2,501.30	2501.30
Capital and net debt	7,130.25	11,815.19
Gearing ratio	64.92%	78.83%

Note No. : 3.35

Deferred tax assets and Deferred tax liabilities have been offset wherever the company has legally enforceable right to set off deferred tax assets against deferred tax liabilities and wherever the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority. The company has incurred the losses during the year and accordingly management of the company has decided not to recognise any deferred tax asset at the end of year 31.03.2022.

Note No. : 3.36

A. No transactions to report during the current as well as previous financial year against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

(a) Crypto Currency or Virtual Currency

(b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

(c) Registration of charges or satisfaction with Registrar of Companies

(d) Relating to borrowed funds:

i. Wilful defaulter

ii. Utilisation of borrowed funds & share premium

iii. Borrowings obtained on the basis of security of current assets

iv. Discrepancy in utilisation of borrowings

v. Current maturity of long term borrowings

(e) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

B. The Company has complied with the number of layers prescribed under the Companies Act

C. The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

D. The Company has not received any funds from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note No. : 3.37 The management has considered the possible impact of disruption caused by restriction imposed to contain COVID-19 spread, on the Company, including of assessment of liquidity and going concern assumption and carrying value of assets, as at 31st March 2022. Based on such assumption, it has concluded that carrying value of assets is recoverable. The company will continue to monitor the future economic conditions and its consequent impact on the business operations, given the nature of the pandemic.

Note No. : 3.38 The previous year figures have been regrouped/ reclassified, wherever considered necessary to conform to the current year figures.

As per our report of even date attached
For Shukla Gupta & Arora
Chartered Accountants
Firm Registration No. 027335N

Sd/-
Rjnish Kumar Shukla
Partner
(Membership No. 510965)
UDIN : 21510965AAAABS4202
Place : New Delhi
Dated : 31st May, 2022

For and on behalf of the Board

Sd/-
ADITYA MALHOTRA
Director
DIN: 02191303

Sd/-
ADITI JAIN
Company Secretary

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
MANBAR RAWAT
Chief Financial Officer

ROLLATAINERS
EMERGING EVERYDAY

ROLLATAINERS LIMITED

Registered Office: 73-74, Phase III, Industrial Area, Dharuhera, Distt. Rewari, Haryana - 123106
Tel.: 01274-243326,242220, E-mail: cs.rollatainers@gmail.com Web: www.rollatainers.in,

CIN No. : L21014HR1968PLC004844

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies(Management and Administration) Rules, 2014]

CIN:	L21014HR1968PLC004844
Name of the company	Rollatainers Limited
Registered Office:	73-74, Phase III, Industrial Area, Dharuhera, Distt. Rewari, Haryana - 123106

Name of themember(s)		**E-mail id**	
Registered address		**Member's Folio No/DP-ID-Client Id**	

I/We, being the member(s) of_____shares of the abovenamed company, hereby appoint:

1. Name:_____
   E-mail Id:_____
   Address:_____
   Signature:_____or failing him/her

2. Name:_____
   E-mail Id:_____
   Address:_____
   Signature:_____or failing him/her

3. Name:_____
   E-mail Id:_____
   Address:_____
   Signature:_____or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 51st Annual General Meeting (AGM) of the Company, to be held on **Friday, September 30, 2022at 10:30 a.m**. at the Registered Office of the Company at 73-74, Phase III, Industrial Area, Dharuhera, Distt. Rewari, Haryana - 123106 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res No.	**Resolutions**	**Vote (optional, see the note)**	
		For	**Against**
Ordinary Business			
1.	(a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2022 together with Reports of Board of Directors and Auditors thereon. (b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2022 together with Reports of Auditors thereon.		
2.	Appointment of Mrs. Aarti Jain (DIN: 00143244**)** as a director, who is liable to retire by rotation		
Special Business			
3.	To consider and approve the appointment of M/s Chatterjee & Chatterjee, Chartered Accountants (FRN:001109C), As Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s Shukla Gupta & Arora, Chartered Accountants		
4.	To consider and approve the appointment of M/s Chatterjee & Chatterjee, Chartered Accountants (FRN:001109C), As Statutory Auditors of the Company and fix their remuneration		
5.	Approval for Related Party Transaction entered with the Company for Financial Year 2022-23		
6.	Approval for continuation of directorship of Mr. Brajinder Mohan Singh (DIN:02143830), as Non-Executive Independent Director		
7.	Approval for the alteration In The Object Clause Of Memorandum Of Association of the Company		
8.	Appointment of Ms. Manisha Goel (DIN: 09725308) as Executive Director as well as Whole Time Director of the Company		
9.	Appointment of Ms. Rajiv Kapur Kanika Kapur (DIN:0715466) As Non- Execuitve Independent Director of the Company		

Signed_____ this day _____ of 2022

Affix Revenue Stamp of Rs 1/-

Signature of the Shareholder:_____
Signature of Proxyholder(s): _____

Note:
1.This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the For or Against column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate

ROLLATAINERS
EMERGING EVERYDAY

ROLLATAINERS LIMITED

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

ATTENDANCE SLIP
(to be handed over at the Registration Counter)

Folio No.			DP ID -	
No. of Shares:			Client ID No.:	

I/We hereby record my/our presence at the Annual General Meeting of the Company being held on Friday, the 30th day of September, 2022 at 10:30 a.m. at Plot No. 73-74, Phase III, Industrial Area, Dharuhera, Distt. Rewari, Haryana - 123106.

1. Name(s) of the Member: 1. Mr./Ms._____
   and Joint Holder(s) 2. Mr./Ms. _____
   (in block letters) 3. Mr./Ms. _____
2. Address :_____
   _____
   _____
   _____
3. Father's/Husband's Name (of the Member) : Mr . _____
4. Name of Proxy : Mr./Ms. _____

1.
2.
3.

_____ _____

Signature of the Proxy Signature(s) of Member and Joint Holder(s)

Notes:

1. **Please complete the Attendance slip and hand it over at the Registration Counter at the venue.**
2. ****** Applicable for Investors holding Shares in electronic form.**

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BOOK POST/U.P.C.

(Printed Matter)

If undelivered, please return to :

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