ROLLATAINERS

EMERGING EVERYDAY

ROLLATAINERS LIMITED

52ND ANNUAL REPORT 2022 - 2023

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ROLLATAINERS LIMITED

CIN: L21014HR1968PLC004844

52ND ANNUAL REPORT 2022 - 2023

BOARD OF DIRECTORS

Ms. Aarti Jain	*Promoter & Non – Executive Chairperson*
Ms. Manisha Goel	*Whole time Director*
Mr. Sri Kant *(Appointed w.e.f. 29th May 2023)*	*Independent Director*
Mr. Vipul Gupta	*Independent Director*
Ms. Rajiv Kapur Kanika Kapur	*Indpendent Director*
Mr. Sanjay Sharma *(Appointed w.e.f. 04th September 2023)*	Independent 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 Private Limited
Beetal House, 3rd Floor,
99, Madangir, Behind L.S.C.,
Near Dada Harsukh Das Mandir,
New Delhi-110062
Phone No. 011-29961281-83
Fax No. 011-29961284

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NOTICE

NOTICE is hereby given that the **52nd Annual General Meeting** of the members of Rollatainers Limited will be held on Saturday, i.e. 30th day of September, 2023 at 11:00 a.m. at the Registered Office of the Company at Plot No. 73- 74, Industrial Area-Phase III, Dharuhera, Distt.- Rewari, Haryana-123106, to transact the following businesses:

ORDINARY BUSINESS (ES):-

ITEM NO. 01 (a): TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31st MARCH 2023 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 2023 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 2023 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 2023 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 MS. 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 Ms. 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."

SPECIAL BUSINESS (ES):

ITEM NO. 03: TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTION(S) ENTERED WITH THE COMPANY FOR THE FINANCIAL YEAR 2023-24

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 2023-24 with Holding Company namely WLD Investments Private Limited , Subsidiary Company namely R T Packaging Limited 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 2023-24						
	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 Limited (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 Private Limited	100	100	100	100	100	100

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

ITEM NO.04: TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. SRI KANT (DIN: 06952400) AS NON-EXECUTIVE 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), **Mr. Sri Kant (DIN:06952400)** 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 May 29, 2023 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 **Mr. Sri Kant (DIN:06952400)**,as a Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from May 29,2023 to May 28, 2028 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."

ITEM NO.05: TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. SANJAY SHARMA (DIN: 09534294) AS NON- EXECUTIVE 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), **Mr. Sanjay Sharma (DIN: 09534294)** 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 04th September, 2023 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 **Mr. Sanjay Sharma (DIN: 09534294)**, as a Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 04th September, 2023 to 03rd September, 2028 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 : 04th September, 2023

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 52nd 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 2022-23 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 2022-23 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 112 & 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 **01st September 2023.**

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 Sunday, 24th September, 2023 to Saturday, 30th September, 2023 (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, 2023** 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 Wednesday, 27th September, 2023 (9:00 a.m. IST) and ends on Friday, 29th September,2023 (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, 2023 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, 2023.

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 **Wednesday, 27th September, 2023 (9:00 a.m. IST) and ends on Friday, 29th September,2023 (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 **Saturday, 23rd September 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote on the date of meeting.

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

(iv) 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.

(v) 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 Depository**	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 Depository**	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, Item No. 4 & Item No. 5 of the accompanying Notice:

Item No. 03: TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTION(S) ENTERED WITH THE COMPANY FOR THE FINANCIAL YEAR 2023-24

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.04: TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. SRI KANT (DIN: 06952400) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Sri Kant was appointed as an Additional Director in the category of Independent Director by the Board on May 29, 2023 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.

Brief Profile: Mr. Srikant Upadhyay, aged 36 years, is a practicing Company Secretary.He is an Associate member of the Institute of Company Secretaries of India (ICSI), and Law Graduate from Mahatma Gandhi Kashi VIdyapeeth, Varanasi. He is proficient in the field of Secretarial and legal arena and has an experience of more than 10 years. His other Directorships include Big Shoe Bazaar India Private Limited, Ninaniya Estate Limited, Sidhda Om Foundation and other companies.

In the opinion of the Board, Mr. Sri Kant fulfills the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he 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 Mr. Sri Kant as an Independent Director of the Company. The Company has also received a declaration from Mr. Sri Kant confirming that he 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 he 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 Mr. Sri Kant 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, Mr. Sri Kant fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations.

Except Mr. Sri Kant, 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 resolution at Item No.04 for your approval as **Special Resolution**.

ITEM NO.05: TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. SANJAY SHARMA (DIN: 09534294) AS NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Sanjay Sharma was appointed as an Additional Director in the category of Independent Director by the Board on 4th September, 2023 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.

Brief Profile: Mr. Sanjay Sharma has done B.Com. from Delhi University and is having 24 Years experience in field of Account and Taxation in the Auto Industry.

In the opinion of the Board, Mr. Sanjay Sharma fulfills the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he 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 Mr. Sanjay Sharma as an Independent Director of the Company. The Company has also received a declaration from Mr. Sanjay Sharma confirming that he 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 he 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 Mr. Sanjay Sharma 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, Mr. Sanjay Sharma fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations.

Except Mr. Sanjay Sharma, 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 resolution at Item No.05 for your approval as **Special Resolution**.

By Order of the Board
For Rollatainers Limited

Sd/-
Aarti Jain
DIN: 00143244
(Chairperson)

Place : New Delhi
Date : 04th September, 2023

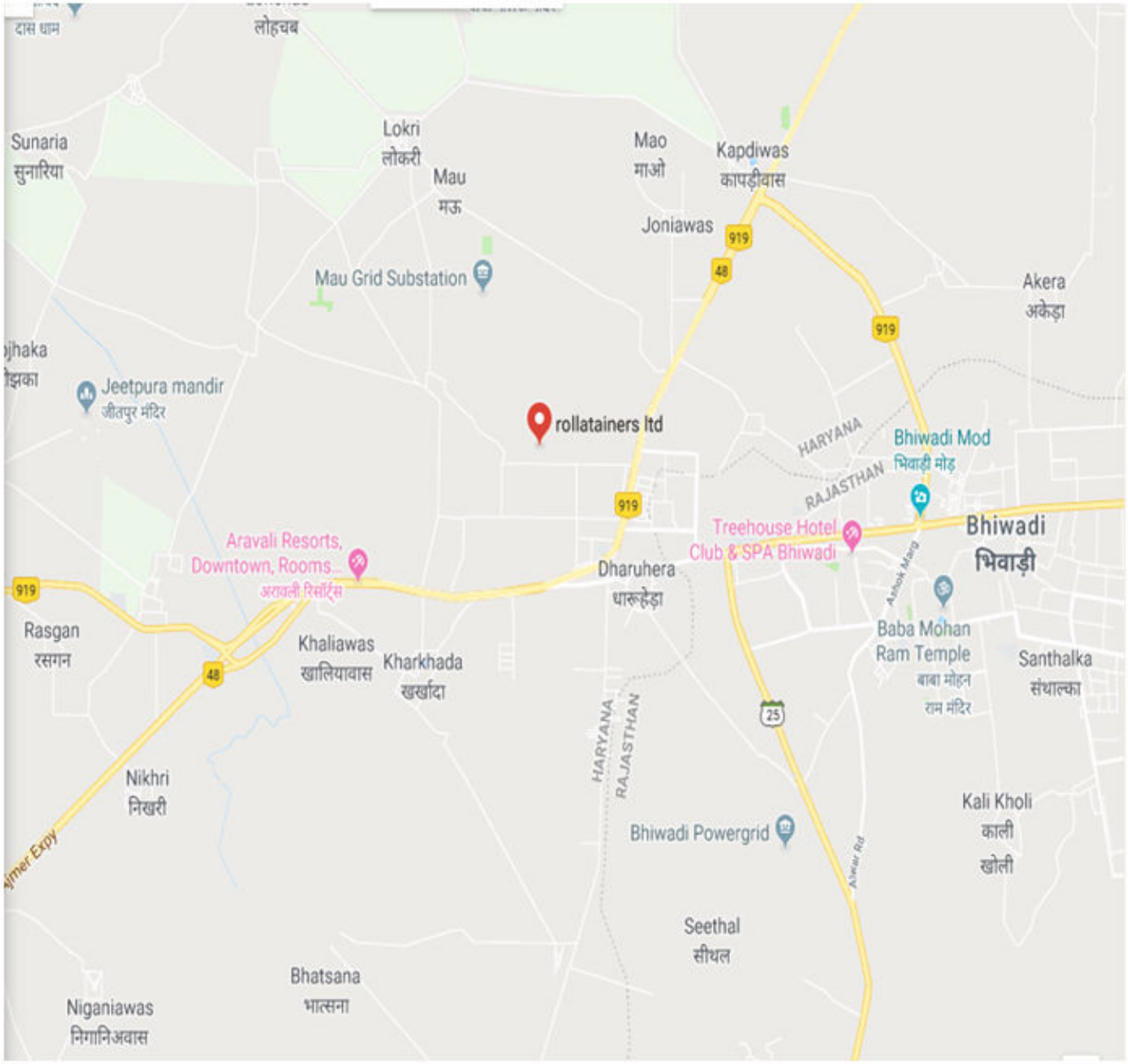
Annexure-I

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	Ms. Aarti Jain	Mr. Sri Kant	Mr.Sanjay Sharma
1.	Date of Birth	30-08-1972	09-03-1986	12-10-1961
2.	Date of First Appointment	10-01-2013	29-05-2023	04-09-2023
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	Appointed as Non-Executive Independent Director
4.	Directors Identification Number	00143244	06951400	09534294
5.	Age	51 years	37 years	61 years
6.	Qualification	MBA (Marketing) from Manchester Business School, Post Graduate Diploma in Garment Manufacturing Technology from NIFT	Law Graduate from Mahatma Gandhi Kashi Vidyapeeth, Varanasi and Member of Institute of Company Secretaries of India	B.Com. from Delhi University
7.	Expertise	Finance and Marketing	Secretarial and legal	24 Years experience in the field of Account and Taxation
8.	Experience	27 years	10 years	24 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 - Adhbhut Infrastruture Limited - Newtime Infrastructure Limited	3 (Three) - Rollatainers Limited - Adhbhut Infrastruture Limited - Newtime Infrastructure Limited
10.	Listed entities from which the person has resigned in the past 3 year	NIL	NIL	1. Alliance Integrated Metaliks Limited
11.	Chairpersonship / Membership of Committees of other Listed Companies	NIL	1. Alliance Integrated Metaliks Limited: - Nomination & Remuneration Committee - Member	NIL
12.	Number of shares held in the Company (as at March 31, 2023)	NIL	NIL	NIL
13.	Relationship Between Directors inter-se/Managers and KMPs Manager and KMPs.	No Relation	No Relation	No Relation
14.	No. of meeting of the board attended during the year	As mentioned in Corporate Governers Report	NA	NA

ROUTE MAP TO THE VENUE OF 52ND AGM

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



FOR ATTENTION OF THE MEMBERS

1. Members are requested to intimate and/or update changes, if any, pertaining to their name and KYC details such as postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, bank details such as, name of the bank, branch details, bank account number, MICR code, IFSC code, etc.:

   i. **For shares held in electronic form:** to their Depository Participants (DPs).

   ii. **For shares held in physical form:** to the Company's Registrar & Share Transfer Agent (RTA), in prescribed Form ISR-1 and other forms pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16 March 2023. The Company has already sent letters to all the shareholders for furnishing the required details to RTA. Members may access the said Letter and relevant Forms available on the website of the Company at www.rollatainers.in.

   Members may note that effective from 1 October 2023, any service request or complaint received from the Member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. The Folios wherein any of the above cited documents/ details are not available on or after 1 October 2023, shall be frozen by RTA. Frozen Folios shall be converted to normal status upon receipt of the above documents/ details or dematerialization of Shares.

2. Members may note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2023/8 dated 25 January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests i.e-Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company. It may be noted that after 1 October, 2023 any service request can be processed only after the Folio is KYC Compliant.

3. SEBI vide its notification dated 24 January 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company's RTA for assistance in this regard.

4. Members are requested to quote their Folio No. / DP ID- Client ID and details of shares held in physical/ dematerialised forms, e-mail IDs and Telephone / Fax Nos. for prompt reply to their communications.

5. SEBI vide its Circular dated 30 May 2022, has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/ or RTA and its Shareholders.

DIRECTORS' REPORT

To
The Members of,
Rollatainers Limited

Your Board of Directors are pleased to present the 52nd Annual Report of the Company for the Financial Year ended 31st March, 2023.

1. FINANCIAL RESULTS

The standalone and consolidated financial statements for the financial year ended March 31, 2023, 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 2022-23 are provided below:

(Rupees in Lakhs)

PARTICULARS	Standalone		Consolidated	
	Financial Year ended 31.03.2023	Financial Year ended 31.03.2022	Financial Year ended 31.03.2023	Financial Year ended 31.03.2022
Revenue from operations	40.00	56.86	114.25	624.31
Other income	95.49	0.19	99.10	64.74
Total revenue	135.49	57.05	213.35	689.05
Total expenses	135.05	167.44	462.88	1,954.67
Profit/(Loss) before Tax and exceptional items	**0.45**	**(110.39)**	**(249.53)**	**(1,265.62)**
Exceptional items	–	(4,883.18)	(1,824.64)	(4,506.46)
Profit/(Loss) before tax	0.45	(4,993.57)	(2,074.17)	(5,772.08)
Tax expenses	–	–	–	(969.62)
Share of profit/(loss) of associates and joint venture	–	–	–	(175.78)
Net profit/(loss) for the year	**0.45**	**(4,993.57)**	**(2,074.17)**	**(6,917.48)**
Re-measurement gains (losses) on defined benefit plans	–	–	–	6.84
Revaluation reserves through OCI	–	–	–	3,891.81
Other comprehensive (loss)/ income for the year	–	–	–	3,898.65
Total comprehensive income for the year	**0.45**	**(4,993.57)**	**(2,074.17)**	**(3,018.83)**
Less Minority interest	–	–	227.36	26.26
	0.45	**(4,993.57)**	**(1,846.81)**	**(2,992.57)**
EPS#	**–**	**(2.00)**	**(0.74)**	**(1.20)**

#Amount less than one thousand have been shown as zero.

2. FINANCIAL PERFORMANCE

Standalone

During the period under review, based on Standalone financial statements, the Company earned Total revenue for the year ended 31.03.2023 of Rs.135.49 Lakhs as compared to Rs. 57.05 Lakhs for the previous year ended 31.03.2022. Profit after Tax for the year ended 31.03.2023 stood at Rs. 0.45 Lakhs as compared to Loss after Tax of Rs. 4,993.57 Lakhs in the previous year ended 31.03.2022.

Consolidated

During the period under review, based on Consolidated Financial Results, the Company earned Total Revenue for the year ended 31.03.2023 of Rs. 213.35 Lakhs as compared to Rs. 689.05 Lakhs for the previous year ended 31.03.2022.

The Consolidated Net Loss after Tax for the year ended 31.03.2023 stood at Rs.2074.17 Lakhs as compared to Net Loss after Tax of Rs. 3,018.83 Lakhs for the previous year ended 31.03.2022.

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. DIVIDEND

During the period under review, your Directors does not recommend any dividend on the equity shares for the year ended March 31, 2023 as the Company requires ploughing back of the profits to the working capital of the Company and expects better results in the coming years.

5. 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.

6. TRANSFER TO RESERVES

The Company has not transferred any amount under the head Reserve in the Financial Statements for the Financial Year ended March 31, 2023. 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, 2023 as prepared according to Indian Accounting Standards (Ind AS).

7. 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.

8. 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, 2023, 24,88,15,840 Equity Shares representing 99.475 % 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.

9. 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, 2022, 30th September, 2022, 31st December, 2022 and 31st March, 2023 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.

10. CHANGE OF REGISTERED OFFICE

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

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

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

12. FINANCIAL STATEMENTS OF THE COMPANY

The Financial Statements of the Company for the FY 2022-23 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 2022-23 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.

13. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

The Company has following Subsidiary Companies and Associate Companies as on March 31, 2023:

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/subsidiary Company.

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

14. CORPORATE GOVERNANCE

In compliance with the Regulation 34 read together with Schedule V of the Listing Regulations, a detailed report on Corporate Governance is given as an **Annexure-IX** 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/or Chief Financial Officer (CFO) of the Company in terms of Regulation 17(8) of the Listing Regulations is also annexed.

15. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors hereby confirm that:

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

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

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

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

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

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

16. DIRECTORS AND KEY MANAGERIAL PERSONNEL

1. **Change in Directors during the Financial Year ended March 31, 2023**: - During the period under the review, 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, which 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. The Board placed on record his appreciation for their continuous support, guidance and contribution during their tenure as an Independent Director 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 , which was further approved by the shareholders in the General Meeting held on 30th September,2022.

(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.The Board placed on record his appreciation for their continuous support, guidance and contribution during their tenure as an Independent Director on the Board of the Company.

(e) On recommendation of Nomination and Remuneration Committee, the Board of Company appointed **Ms. Rajiv Kapur Kanika Kapur (0715466)** as an Additional Non Executive Independent Director with effect from 08th September 2022 for a period of 5 (Five) years , which was further approved by the shareholders in the General Meeting held on 30th September,2022.

(f) Mr. Aditya Malhotra resigned from the position of Non-Executive Non- Independent Director with effect from 12th February 2023 due to some pre occupation with other duties. The Board placed on record his appreciation for their continuous support, guidance and contribution during their tenure as Director on the Board of the Company.

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

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

After the closure of Financial Year (2022-23), till the date of this report there has been following change on Board of Directors:

(a) On the recommendation of Nomination and Remuneration Committee, the Board of Company appointed **Mr. Sri Kant (DIN:06952400)** as an Additional Non- Executive Independent Director with effect from **29th May 2023**.

(b) On the recommendation of Nomination and Remuneration Committee, the Board of Company appointed **Mr. Sanjay Sharma (DIN:09534294)** as an Additional Non- Executive Independent Director with effect from **04th September 2023**.

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, **Ms. Aarti Jain (DIN: 00143244)** retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 regarding **Ms. Aarti Jain (DIN: 00143244)** are provided in the Notice of the 52nd 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 following change in the Key Managerial Personnel:

(a) Mr. Manbar Singh Rawat resigned from the position of Chief Financial Officer of the Company with effect from 21st March 2023 due to some unavoidable circumstances.

Further, there has been no change in the Key Managerial Personnel of the Company.

After closure of financial year (2022-23) till the date of the this report their has been following changes in Key Managerial Personnel:

a) On the recommendation of Audit Committee and Nomination & Remuneration Committee Mr. Manbar Singh Rawat was appointed as Chief Financial Officer of the Company w.e.f. 20th April 2023.

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 31.03.2023, Composition of Board and KMPs is as under:

Name	Designation
Ms. Aarti Jain	Non- Executive Non - Independent Director (Chairperson)
Ms. Manisha Goel	Whole Time Director
Mr. Vipul Gupta	Non- Executive Independent Director
Ms. Rajiv Kapur Kanika Kapur	Non- Executive Independent Director
Mr. Brajindar Mohan Singh	Non- Executive Independent Director
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, 2023 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 familiarization programme for independent directors to familiarise them with the Company, their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, management structure, industry overview, internal control system and processes, risk management framework, functioning of various divisions, HR Management, CSR activities etc.

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

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

20. 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 they meet 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 **07 (Seven)** 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 2022-23

1. **15th April 2022**
2. **31st May 2022**
3. **05th August 2022**
4. **02nd September 2022**
5. **08th September 2022**
6. **14th November 2022**
7. **13th February 2023**

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 Chatterjee & Chatterjee, Practising Chartered Accountants (FRN: 001109C)** was appointed as Statutory Auditor for the period of 5 (Five) years from the conclusion of 51st Annual General Meeting till the conclusion of 56th Annual General Meeting of the Company to be held for Financial Year 2026-27.

The Auditor's Report for Financial Year ended March 31, 2023 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, 2023, M/s Chatterjee & Chatterjee, Chartered Accountants, had not reported any matter under section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under Section 134(3) of the Act.

DETAIL OF FRAUD AS PER AUDITORS REPORT

There is no fraud in the Company during the financial statements ended 31st March, 2023, 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, 2023.

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 2022-23. The Report of the Secretarial Audit in Form MR-3 for the period ended March 31, 2023 is annexed as **Annexure II** to the Report which forms an integral part of this report. There are some qualifications, reservations or adverse remarks made by Secretarial Auditor in their report. Further the Secretarial Audit Report in Form MR-3 for Material Subsidiary is are also annexed as **Annexure III.**

MANAGEMENT COMMENT ON AUDIT QUALIFICATION:

Due to technical issues, 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 2022-23. The Report of the Secretarial Compliance Report in prescribed format for the period ended March 31, 2023 is annexed as **Annexure IV** to the Report.

4. INTERNAL AUDITOR

Pursant to provisions of Section 138 of Companies Act, 2013, read with rules made thereunder the Board of Directors had appointed M/s VBRG & Associates, Practicing Chartered Accountants (FRN. 022879C) to undertake the Internal Audit of the Company for the financial year 2022-23.

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, 2023 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 2022-23 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 2022-23 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. Vipul Gupta, Chairman (Independent Director), Ms. Rajiv Kapur Kanika Kapur (Independent Director) and Ms. Manisha Goel (Executive Director) as the Members as on March 31,2023.

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. COMPLIANCE WITH SECRETARIAL STANDARDS

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

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

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

All women employees (permanent, contractual, temporary, trainees) are covered under this policy. During the period 2022-23, no complaints were received by the committee.

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

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

41. 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.

42. CREDIT RATING

The Company has not taken any rating during financial year 2022-23.

43. 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 during the period under review.

44. 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 2022-23 and 2023-24.

45. 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.

46. 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.

47. 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.

48. ACKNOWLEDGEMENT & APPRECIATION

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

By Order of the Board
For Rollatainers Limited

Sd/-
Aarti Jain
DIN: 00143244
(Chairperson)

Place : New Delhi
Date : 04th September, 2023

Annexure-II

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023

[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, 2023, 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, 2023 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. However, the Company is not having any running business during the reporting period.

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, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 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 SEBI 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 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).
5. Provisions of regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading Regulations), 2015 with respect to maintenance of Structural Digital Database (SDD). *However, the Company implemented software-based tracking of transactions related to insider trading from November 02, 2022 onwards and before November 02, 2022, the said regulation(s) were complied, through use of protected excel sheet.*

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:

- ***There was a delay of 44 days in appointment of whole-time director pursuant to Section 203 of the Companies Act, 2013 read with Regulation 17(1) of the SEBI (LODR) Regulations, 2015.***
- ***There was delay of One (1) day in uploading the financial results for the quarter ended March 31, 2022 with BSE and NSE pursuant to Regulation 33 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.

I 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 in its meeting of the Board of Directors held on May 31, 2022, approved the disposal of assets of R T Packaging Limited (Material Subsidiary).
2. M/s Shukla Gupta & Arora, Chartered Accountants resigned w.e.f August 12, 2022. M/s Chatterjee and Chatterjee, Chartered Accountants were appointed, on September 02, 2022 by the Board of Directors, under casual vacancy caused by the resignation of M/s Shukla Gupta & Arora, Chartered Accountants.
3. The Company made an investment in Un-Secured Non-Convertible Debentures ("NCD") of INR 10,00,000/- each at par of Nupur Finvest Private Limited for a total consideration non-exceeding INR 3,40,00,000/- (Rupees Three Crores Forty Lakhs Only).
4. Mr. Brajindar Mohan Singh, Non-Executive Independent Director attained the age of 75 years on October 26, 2022. The Board of the Company considered and approved his continuation as director which was subject to members approval in general meeting. Further, the said appointment was confirmed by the members in the Annual General Meeting held on September 30, 2022.
5. The Company approved the alteration of object clause in the 51st Annual General Meeting held on September 30, 2022.
6. The accumulated losses of the Company as on March 31, 2023 has completely eroded its net-worth which may create a reasonable doubt as to the ability of the Company to continue as 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: F010098E000870980

Place : New Delhi
Date : 26-08-2023

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, 2023** 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: F010098E000870980

Place : New Delhi
Date : 26-08-2023

Annexure-III

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE PERIOD ENDED ON MARCH 31, 2023

[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, 2023**, 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, 2023** 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 not filed e-form INC-22A (Active) and is in Active Non-Compliant state. Further, the Company is not able to file the said e-form due to non-appointment of Whole-time Director and Company Secretary.

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

I further report that the composition of the Board of Directors of the Company is **not duly constituted**. During the reporting period, there was no change in the Composition of the Board of Directors. The composition of the committees is also inappropriate.

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

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

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

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

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

1. Mr. Rohil Saifi was appointed as Chief Financial Officer of the Company w.e.f May 09, 2022 and resigned w.e.f. December 31, 2022. However, e-form DIR-12 was delayed filed due to migration of V2 to V3 on MCA portal.

2. Mr. Harish Kumar was appointed as Chief Financial Officer of the Company w.e.f March 10, 2023. However, e-form DIR-12 was delayed filed due to migration of V2 to V3 on MCA portal.

3. Approval of the Board of Director in their meeting held on May 09, 2022 and of Members in the Extra-Ordinary General Meeting held on May 23, 2022 accorded approval under section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of the whole or substantially any part of the undertaking(s) of the Company.

4. M/s Pratik Sharma & Associates, Chartered Accountants, (FRN:027112N) has tendered their resignation from Statutory Auditor of the Company w.e.f. August 08 ,2022. Further, the Board approved the appointment of M/s Chatterjee & Chatterjee**,** Chartered Accountants, (FRN: 001109C), as Statutory Auditor of the Company for F.Y. 2022-23, subject to the approval of Shareholders, to fill the casual vacancy arised due to resignation of previous auditor M/s Pratik Sharma & Associates.

5. The members of the Company in their Extra-Ordinary General meeting held on July 15, 2022 approved the alteration of object clause of Memorandum of Association of the Company.

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

For 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: F010098E000908160

Place : New Delhi
Date : 01-09-2023

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, 2023 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: F010098E000908160

Place : New Delhi
Date : 01-09-2023

Annexure IV

SECRETARIAL COMPLIANCE REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023

[Report pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors
Rollatainers Limited
CIN: L21014HR1968PLC004844
Plot No. 73-74, Phase - III, Industrial Area,
Dharuhera, District - Rewari, Haryana - 123106

I, **Sachin Khurana**, Practicing Company Secretaries, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Rollatainers Limited**, (hereinafter referred as '**the listed entity**'), having its Registered Office situated at Plot No. 73-74, Phase - III, Industrial Area, Dharuhera, District - Rewari, Haryana - 123106. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on **March 31, 2023**, generally complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter.

I, **Sachin Khurana**, Practicing Companies Secretaries, have examined:

a) all the documents and records made available to us and explanation provided by the listed entity,

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

c) website of the listed entity,

d) any other document/filing, as may be relevant, which has been relied upon to make this report, for the financial year ended **March 31, 2023** ("Review Period") in respect of compliance with the provisins of:

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

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

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

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

b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **[Not applicable as the listed entity has not issued any further share capital during the review period]**

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

d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **[Not applicable as the listed entity has not bought back/propose to buy-back any of its securities during the Review Period]**;

e) 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 Review Period]**;

f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **[Not applicable as the listed entity has not issued any Non-Convertible Securities during the Review Period];**

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

h) Regulations and Bye-laws framed under the Depositories Act, 1996 to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines issued thereunder.

and based on the above examination, we hereby report that, during the Review Period:

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Regulation/ Requirement (Regulations/ Circulars/ guideline including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory / Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Appointment of Wholetime Director	Reg. 17(1)	Delay of 44 days	NSE	Fine	Delay in appointment of Wholetime Director	Rs. 2,59,600/-	The fine was paid on May 22,2023.	The delay of 44 days was inadvertent and shall be taken care for further compliance(s).	–
2	Uploading of Financial Results for the quarter ended March 31, 2022	Reg. 33	Delay of 1 day	NSE	Fine	Delay in uploading of Financial Results with Stock Exchange	Rs. 5,900/-	The fine was paid on July 08, 2022.	The delay of 1 day was inadvertent and shall be taken care for further compliance(s).	–
3	Uploading of Financial Results for the quarter ended March 31, 2022	Reg. 33	Delay of 1 day	BSE	Fine	Delay in uploading of Financial Results with Stock Exchange	Rs. 5,900/-	The fine was paid on July 08, 2022.	The delay of 1 day was inadvertent and shall be taken care for further compliance(s).	–

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

Sr. No.	Compliance Regulation/ Requirement (Regulations/ Circulars/ guideline including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory / Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Reporting of Financial Results for quarter ended March 31, 2021	Reg. - 33	Delay of 66 days	BSE	Fine	Delay in submission of Financial Results for quarter ended March 31,2021	Rs. 3,89,000/-	The Company paid the said fine on September 17, 2021	Company has assured for timely compliance in future.	– -
2	Reporting of Financial Results for quarter ended March 31, 2021	Reg. - 33	Delay of 66 days	NSE	Fine	Delay in submission of Financial Results for quarter ended March 31,2021	Rs. 3,89,000/-	The Company paid the said fine on September 17, 2021	Company has assured for timely compliance in future.	–
3	Reporting of Financial Results for quarter ended June 30, 2021	Reg. - 33	Delay of 37 days	BSE	Fine	Delay in submission of Financial Results for quarter ended June 30,2021	Rs. 2,18,300/-	The Company paid the said fine on October 11, 2021	Company has assured for timely compliance in future.	–
4	Reporting of Financial Results for quarter ended June 30, 2021	Reg. - 33	Delay of 37 days	NSE	Fine	Delay in submission of Financial Results for quarter ended June 30,2021	Rs. 2,18,300/-	The Company paid the said fine on October 11, 2021	Company has assured for timely compliance in future.	–
5	Annual Report submission to Stock Exchange for FY ended March 31, 2021	Reg. - 34	Delay of 24 days	BSE	Fine	Delay in submission to Stock Exchange for FY ended March 31,2021	Rs. 56,640/-	The Company paid the said fine on July 08, 2022	Company has assured for timely compliance in future.	–
6	Annual Report submission to Stock Exchange for FY ended March 31, 2021	Reg. - 34	Delay of 24 days	NSE	Fine	Delay in submission to Stock Exchange for FY ended March 31,2021	Rs. 56,640/-	The Company paid the said fine on July 08, 2022.	Company has assured for timely compliance in future. -	–

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by PCS
1.	**Compliances with the following conditions while appointing/re-appointing an auditor**		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	YES	The Auditor has resigned w.e.f August 12, 2022 due to pre-occupation and has filed e-form ADT-3. Further, the Limited Review Report / Audit Report was issued on August 05, 2022.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	Auditor has resigned within 45 days.
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	Auditor has signed Limited Review / Audit Report only for first quarter of the FY, before resignation w.e.f August 12, 2022.
2.	**Other conditions relating to resignation of statutory auditor**		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:		
	a. In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	As confirmed by the management and information obtained by the listed entity, from the auditor, upon resignation, no concern was reported by the Auditor.
	b. In case the auditor proposes to resign, all concerns with respect to	NA	Resignation was due to pre-occupation of the Auditor

	the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.		
	c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	NA	No Concern has been raised by the Auditor prior to its resignation
	ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA	Auditor has not raised any concern about non-receipt of information
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	YES	–

III. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	However, the Company is advised to follow SS in stricter manner.

2.	**Adoption and timely updation of the Policies:** ● All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities. ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	– –
3.	**Maintenance and disclosures on Website:** ● The listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes Yes Yes	The listed entity is maintaining a functional website and as confirmed by the management, information under separate section was disseminated within time.
4.	**Disqualification of Director(s):** None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	–
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries.	Yes Yes	– –
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	–

7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI LODR Regulations 2015.	Yes	–
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	– Company has obtained prior approval; hence this point is not applicable.
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	–
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	However, the listed entity has implemented software-based tracking w.e.f 02/11/2022. Earlier to this date, compliance was done through protected excel sheet.
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and Circulars/Guidelines issued thereunder.	Yes	No action has been taken by the SEBI. However, Action taken by Stock Exchange(s) is provided in detail in table (a) of this report.
12.	**Additional Non-compliances, if any:** No additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	NO	Details of all non-compliances is reported in table (a) above.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

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

Sachin Khurana
Proprietor
M. No.: F10098; CP No.:13212

Place : New Delhi
Date : May 27, 2023
UDIN : F010098E000401016

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, 2023]

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 : 04th September, 2023

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, 2023:

A. CONSERVATION OF ENERGY

i) Steps taken for Conservation of Energy:

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

Power factor is being maintained close to unity.

ii) Steps taken for utilizing Alternate Sources of Energy:

The Company does not have any alternate sources of energy.

iii) Capital Investment on Energy Conservation Equipments:

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

B. TECHNOLOGY ABSORPTION

a)	Efforts in brief towards Technology Absorption, adaptation and innovation	The management has taken all the necessary steps to conserve the resources to the extent possible.
b)	Benefit derived as a result of 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 : 04th September, 2023

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 as on March 31,2023 :

Name of the member	DIN	Designation	Category of Directorship
Mr. Vipul Gupta	09064133	Chairperson	Non-Executive Independent Director
Ms. Manisha Goel	09725308	Member	Executive Director

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

Financial Year	Net Profit (in Lakhs)
2019-20	14.08
2020-21	(27.63)
2021-22	(4,993.57)
Total	**(5,007.12)**
Average Net Profit	**(1,669.04)**

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 2022-23.

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 : 04th September, 2023

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, 2023:

Non-Executive Directors	Ratio to Median Remuneration
Ms. Aarti Jain	–
Mr. Brajindar Mohan Singh (resigned w.e.f. 04th August 2023)	–
Mr. Aditya Malhotra (resigned w.e.f. 12th February 2023)	–
Mr. Vipul Gupta (appointed w.e.f. 01st June 2022)	–
Ms. Rajiv Kapur Kanika Kapur (appointed w.e.f. 08th September 2022)	– -
Mr. Anupam Jain (resigned w.e.f. 27th June 2022)	–

Executive Director(s)	Ratio to Median Remuneration
Ms. Manisha Goel (appointed w.e.f. 02nd September 2022	–

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
Ms. Aarti Jain	–
Mr. Brajindar Mohan Singh (resigned w.e.f. 04th August 2023)	–
Mr. Aditya Malhotra (resigned w.e.f. 12th February 2023	–
Ms. Manisha Goel (appointed w.e.f. 02nd September 2022)	–
Mr. Vipul Gupta (appointed w.e.f. 01st June 2022)	–
Ms. Rajiv Kapur Kanika Kapur (appointed w.e.f. 08th September 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, 2023	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
DIN: 00143244
(Chairperson)

Place : New Delhi
Date : 04th September, 2023

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, 2023, the Board of Directors of your Company comprises of Five (5) Directors which comprises of One (1) Executive Director and Four (4) directors are non-executive directors including Three (3) are Independent Directors.

Further, none of the Independent Directors of the Company serve as an Independent Director in more than Seven Listed Companies and no Independent Director is serving as a Whole-time Director in any Listed Company. All the Directors have made disclosures regarding their directorships and memberships on various Committees across all Companies in which they are Directors and Members.

Composition of the Board as on 31st March, 2023:

Name	Designation	Category
Ms. Aarti Jain	Chairperson & Women Director	Promoter/Non- Executive
Ms. Manisha Goel (appointed w.e.f. 02nd September 2022)	Whole Time Director	Executive Director
Mr. Vipul Gupta (appointed w.e.f. 01st June 2022)	Director	Non- Executive, Independent
Ms. Rajiv Kapur Kanika Kapur (appointed w.e.f. 08th September 2022)	Director	Non- Executive, Independent
Mr. Brajindar Mohan Singh	Director	Non-Executive, Independent

B. BOARD MEETINGS AND ATTENDANCE

The Board of the Company meets at regular intervals and during the year, **7 (Seven)** meetings of the Board of Directors were held i.e. 15th April 2022, 31st May 2022, 05th August 2022, 02nd September 2022, 08th September 2022, 14th November 2022 and 13th February 2023. 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 Board meetings were held as follows:

S. No	Date	Board Strength	No. of Directors present
1	15th April 2022	5	5
2.	31st May 2022	5	5
4.	05th August 2022	5	5
5.	02nd September 2022	6	6
6.	08th September 2022	6	6
7.	14th November 2022	6	6
8.	13th February 2023	5	5

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 (2022-23) are as follows:

Name of Director(s) & DIN	Designation	No. of Board Meetings	Attendance At last AGM attended	No. of Directorships in listed entities including this listed entity*	No. of Committees memberships in Audit/Stakeholder Committee(s) including this listed entity**	
					Member ship	Chairman ship
Ms. Aarti Jain (DIN:00143244)	Chair Person	7	No	2	1	1
Mr. Aditya Malhotra (DIN:02191303) (*resigned w.e.f. 12th February 2023)*	Director	6	No	1	1	1
Ms. Manisha Goel (DIN:09725308) *(appointed w.e.f. 02nd September 2022)*	Director	4	Yes	2	4	0
Mr. Brajindar Mohan Singh (DIN:02143830) (*resigned w.e.f. 04th August 2023)*	Director	7	No	3	4	0
Mr. Amit Gupta (DIN:07085538) *(resigned w.e.f. 07th September 2022)*	Director	4	NA	3	1	3
Mr. Anupam Jain (DIN: 08968875) *(resigned w.e.f. 27th June 2022)*	Director	2	NA	2	2	2

Mr. Vipul Gupta (DIN: 09064133) (*appointed w.e.f. 01st June 2022)*	Director	5	Yes	4	10	2
Ms. Rajiv Kapur Kanika Kapur (DIN: 07154667) *(appointed w.e.f. 08th September 2022)* *27th June 2022)*	Director	2	No	5	8	5

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.

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. DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE:

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

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

As on 31st March, 2023, none of the Non-Executive Independent Directors of the Company held shares and convertible instruments of the Company.

E. BOARD PROCEDURE

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

F. INFORMATION SUPPLIED TO THE BOARD

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

G. SKILLS / EXPERTISE / COMPETENCE OF THE BOARD OF DIRECTORS

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

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

Name	**Skill/Expertise/ Competence**
Ms. Aarti Jain	Leadership, Business Strategy, Industry Experience, Corporate Finance, Marketing, Strategic Planning
Ms. Manisha Goel (appointed w.e.f. 02nd September 2022)	Finance, Accounting., Compliance

Mr. Vipul Gupta (appointed w.e.f. 01st June 2022)	Finance, Audit, Taxation, Corporate Advisory
Ms. Rajiv Kapur Kanika Kapur (appointed w.e.f. 08th September 2022)	Finance , Banking Accounting
Mr. Brajindar Mohan Singh	Finance and Taxation (retired as Chairman of CBDT)

H. COMPLIANCE REPORTS OF ALL LAWS APPLICABLE TO THE COMPANY

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

I. INDEPENDENT DIRECTORS

Independent Directors plays an important role in the governance processes of the Board. They bring their expertise and experience in the deliberations of the Board. This enriches the decision making process at the Board with different points of view and experiences and prevents conflict of interest.

The appointment of the Independent Directors is carried out in a structured manner. The Nomination & Remuneration Committee identifies potential candidates based on certain laid down criteria and takes into consideration the diversity of the Board. The terms and conditions of appointment of Independent Directors areavailable on the website of the Company www.rollatainers.in. at weblink: https://www.rollatainers.in/pdfs/TERMS%20&%20CONDITIONS%20 FOR%20INDEPENDENT%20 DIRECTORS.pdf).

Confirmation of Independence

The Independent Directors of the Company have confirmed that:

(a) they meet the criteria of Independence as prescribed under Section 149 read with relevant rules of the Act and Regulation 16 of the Listing Regulations, and

(b) they are not aware of any circumstance or situation, which could impair or impact their ability to discharge duties with an objective independent judgement and without any external influence.

Further, in the opinion of the Board, the Independent Directors fulfil the conditions prescribed under the Act, the Listing Regulations and are independent of the management of the Company.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

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.

J. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

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

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

personnel and their meetings are conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company

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

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

III. 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, 2023 are given below:

Executive Director

Executive Director	Salary* (Rs. in Lakhs)	Commission	Total (Rs. in Lakhs)
Ms. Manisha Goel (appointed w.e.f. 02nd September 2022)	0.90	–	0.90

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

Non-Executive Director

S.No.	Name of Director	Commission	Sitting Fees (in Rs.)
1.	Ms. Aarti Jain	—	—
2.	Mr. Aditya Malhotra (resigned w.e.f. 12th February 2023)	—	—
3.	Mr. Brajindar Mohan Singh	—	50,000
4.	Mr. Amit Gupta (resigned w.e.f. 07th September 2022)	—	15,000
5.	Mr. Anupam Jain (resigned w.e.f. 27th June 2022)	—	15,000
6.	Mr. Vipul Gupta (appointed w.e.f. 01st June 2022)	—	30,000
7.	Ms. Rajiv Kapur Kanika Kapur (appointed w.e.f. 08th September 2022)	—	—

IV. COMMITTEES OF THE BOARD

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

A. AUDIT COMMITTEE

The Board of Directors has duly constituted an Audit Committee. As at 31st March, 2023, 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 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 31.03.2023 is as follows:

Name of Member	Designation	Category of directorship
Mr. Vipul Gupta (appointed as Chairperson w.e.f. 08th September 2022)	Chairperson	Non-Executive Independent Director
Ms. Rajiv Kapur Kanika Kapur (appointed w.e.f. 08th September 2022)	Member	Non-Executive Independent Director
Ms. Manisha Goel (appointed w.e.f. 07th September 2022)	Member	Executive Director

Note:

1. *Mr. Anupam Jain had resigned as member of Committee with effect from 27th June 2022.*
2. *Mr. Amit Gupta had resigned as Chairperson of Committee with effect from 07th September 2022.*
3. *Mr. Aditya Malhotra had resigned as member of Committee with effect from 08th September 2022.*
4. *Mr, Vipul Gupta was appointed as Member of Audit Committee as on 28th June 2022. On Reconstitution, Mr. Vipul Gupta was recategorized as Chairperson of Audit Committee on 08th September 2022.*

Audit Committee Meeting and Attendance

The committee met **4 (four) times** during the period under review and their meeting were held on 31st May 2022, 05th August 2022, 14th November 2022 and 13th February 2023.

Name of Member	No. of meetings attended	
	Entitled	Attended
Mr. Anupam Jain (resigned w.e.f. 27th June 2022)	1	1
Mr. Amit Gupta (resigned w.e.f. 07th September 2022)	2	2
Mr. Vipul Gupta (appointed w.e.f. 28th June 2022)	3	3

Ms. Manisha Goel (appointed w.e.f. 07th September 2022)	2	2
Mr. Aditya Malhotra (resigned w.e.f. 08th September 2022)	2	2
Ms. Rajiv Kapur Kanika Kapur (appointed w.e.f. 08th September 2022)	2	2

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

a) To identify persons who are qualified to become directors and who may be appointed in the senior management, recommend to the Board about their appointment and removal and carry out evaluation of every director's performance;

b) Formulation of criteria for determining qualifications, positive attributes and independence of the Director and recommend to the Board a policy, relating to remuneration of the Directors, Key Managerial Personnel and other employees;

c) Formulation of criteria for evaluation of Independent Directors and the Board of Directors;

d) To evaluate and recommend terms of appointment of the Independent Director, on the basis of the report of performance evaluation of the Independent Director;

e) Devising a Policy on Board Diversity; and

f) Recommend to the Board, all remuneration, in whatever form, payable to senior management

The Composition of Nomination and Remuneration Committee as on 31.03.2023 is as follows:

Name of Member	Designation	Category of directorship
Mr. Vipul Gupta (appointed w.e.f. 08th September 2022)	Chairperson	Non-Executive Independent Director
Ms. Rajiv Kapur Kanika Kapur (appointed w.e.f. 08th September 2022)	Member	Non-Executive Independent Director
Ms. Aarti Jain (appointed w.e.f. 13th February 2023)	Member	Non-Executive Non-Independent Director

Note:

1. *Mr. Anupam Jain had resigned as member of Committee with effect from 27th June 2022.*
2. *Mr. Amit Gupta had resigned as Chairperson of Committee with effect from 07th September 2022.*
3. *Mr. Aditya Malhotra had resigned as member of Committee with effect from 12th February 2023.*
4. *Mr. Vipul Gupta had been appointed as member of Committee with effect from 28th June 2023 and further been recategorised as Chairperson w.e.f. 08th September 2022.*

Nomination and Remuneration Committee Meeting and Attendance

The committee met **3 (three) times** during the period under review and their meeting was held on 31st May 2022, 02nd September 2022 and 08th September 2022.

Name of Member	No. of meetings attended	
	Entitled	Attended
Mr. Anupam Jain (resigned w.e.f. 27th June 2022)	1	1
Mr. Amit Gupta (resigned w.e.f. 07th September 2022)	2	2
Mr. Aditya Malhotra (resigned w.e.f. 12th February 2023)	3	3
Mr. Vipul Gupta	2	2
Ms. Rajiv Kapur Kanika Kapur	0	0
Ms. Aarti Jain	0	0

Performance Evaluation for Independent Director

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. The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation, the directors who were subject to evaluation had not participated.

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 2022-23, 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, 2023 is given below:-

Executive Director

Executive Director	Salary (Rs. in Lacs)	Commission	Total (Rs. in Lacs)
Ms. Manisha Goel	0.90	–	0.90

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	0.15	–	0.15
Mr. Anupam Jain	0.15	–	0.15
Mr. Vipul Gupta	0.30	–	0.30

*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. Ms. Aditi Jain, Company Secretary acted as Compliance Officer and Secretary to the Stakeholders' Relationship Committee.

The Composition of Stakeholders' Relationship Committee as on 31st March 2023 is as follows:

Name of Member	Designation	Category of directorship
Ms. Aarti Jain (appointed w.e.f 13th February 2023)	Chairperson	Non-Executive Non- Independent Director
Mr. Vipul Gupta (appointed w.e.f. 28th June 2022)	Member	Non-Executive Independent Director
Ms. Manisha Goel (appointed w.e.f. 08th September 2022)	Member	Executive Director

Note:

1. *Mr. Anupam Jain resigned as Member of Stakeholders Committee w.e.f. 27th June 2022.*
2. *Mr.Amit Gupta resigned as Member of Committee w.e.f. 07th September 2022.*
3. *Mr. Aditya Malhotra resigned as Chairperson of Committee w.e.f. 12th February 2023.*

Stakeholders' Relationship Committee Meeting and Attendance

The committee met 1 time during the period under review and their meeting was held on 13th February 2023.

Name of Member	No. of meetings attended	
	Entitled	Attended
Ms. Aarti Jain (appointed w.e.f 13th February 2023)	1	1
Mr. Vipul Gupta (appointed w.e.f. 28th June 2022)	1	1
Ms. Manisha Goel (appointed w.e.f. 08th September 2022)	1	1

Investors' complaints attended and resolved during 2022-23

Investor Complaints	No. of Complaints attended/resolved during 2022-23
Pending at the beginning of the year	0
Received during the year	0
Disposed of during the year	0
Remaining unresolved at the end of the year	0

Prohibition of Insider Trading

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

V. SUBSIDIARY MONITORING FRAMEWORK

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

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

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

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

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

VI. GENERAL BODY MEETINGS

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

Financial Year	Venue	Date	Time	Whether Special Resolution(s) were passed
2021-2022	Plot No. 73-74, Phase–III, Industrial Area, Dharuhera, Distt. Rewari, Haryana-123106	30.09.2022	10:30 A.M.	Yes, Special Resolution was passed for following agendas: (a) Continuation of directorship of Mr. Brajindar Mohan Singh (DIN:02143830), as non-executive independent director (b) Alteration in the object clause of Memorandum of Association of the Company (c) Appointment of Ms. Manisha Goel (DIN: 09725308) as executive director as well as whole time director of the company (d) Appointment of Ms. Rajiv Kapur Kanika Kapur (DIN:0715466) as non-executive independent director of the company
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

During the year under review, no Extra ordinary General Meeting were held.

VII. POSTAL BALLOT HELD DURING YEAR 2022-23

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

The Company has put Special Resolution through Postal Ballot and successfully completed the process of obtaining approval of its Members. The postal ballot exercise was conducted by M/s S. Khurana & Associates, Practising Company Secretaries. Following Special Resolution(s) were passed through Postal Ballot on 06th July, 2022:

RESOLUTION NO. 1: SALE OF ASSETS OF R T PACKAGING LMITED, MATERIAL SUBSIDIARY OF THE COMPANY

Particulars	Number of members voted	Number of votes cast in the resolution	% of total number of valid votes cast
Favour	91	12,91,24,618	99.90
Against	25	1,23,019	0.10
Total	**116**	**12,92,47,637**	**100.00**

Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.2: TO APPOINT MR. VIPUL GUPTA (DIN: 09064133) AS NON-EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

Particulars	Number of members voted	Number of votes cast in the resolution	% of total number of valid votes cast
Favour	100	12,92,46,446	100.00
Against	17	5,111	0
Total	**117**	**12,92,51,557**	**100.00**

Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

(b) Whether any Special Resolution is proposed to be passed through Postal Ballot?

Special Resolution(s) as may be considered necessary/required would be passed through Postal Ballot.

(c) Procedure for Postal Ballot

In terms of the General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated September 28, 2020 (collectively the "MCA Circulars"), the Postal Ballot Notice was sent by email to all the members of the Company who have registered their email addresses with the company or depository / depository participants and the communication of assent / dissent of the members took place only through the remote e-voting system.

VIII. MEANS OF COMMUNICATION

a) QUARTERLY RESULTS

The Company's Results for quarter ended 30th June 2022, 30th September 2022, 31st December 2022 and 31st March, 2023 are sent to the Stock Exchanges where the Company Share's are listed immediately after the Board Meeting. The same are widely published in English (Financial Express) and also in a vernacular language newspaper (Jansatta), they are also put up on the Company's website (www.rollatainers.in).

b) NEWS RELEASES

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

c) PRESENTATIONS TO INSTITUTIONAL INVESTORS / ANALYSTS

There were no detailed presentations 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.

IX. GENERAL SHAREHOKDER INFORMATION

A. GENERAL INFORMATION

Registered Office	Plot No. 73-74, Phase-III, Indsutrial Area, Dharuhera, Distt. – Rewari, Haryana 123106
Plant Location	Plot No. 73-74, Phase – III, Industrial Area, Dharuhera, Distt – Rewari-123106, Haryana
Annual General Meeting: Day/Date/Time/Deemed Venue:	Saturday, the 30th September, 2023 at 11:00 A.M. at Plot No. 73-74, Phase-III, Indsutrial Area, Dharuhera, Distt. Rewari, Haryana 123106
Financial Year	1st April, 2022 to 31st March, 2023
Book Closure	24th September, 2023 to 30th September, 2023 (Both days Inclusive)
Equity Dividend payment date	N/A
Name and address of Stock Exchange(s) at which Equity Shares are listed	1. BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001. 2. The National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400051. Note : The Company has paid the Listing fee for the year 2023-24 to BSE & The National Stock Exchange of India Limited.
Demat ISIN Number	INE 927A01040
Stock Code Equity Share: BSE NSE	 502448 ROLLT

B. Tentative Calendar for the Financial Year 2023-24 (subject to change)

PARTICULARS	DATES
First Quarter Results	Mid-August, 2023
Second Quarter Results	Mid November, 2023
Third Quarter Results	Mid-February, 2024
Fourth Quarter Results	Upto End of May, 2024

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, 2023, 248,809,630 Equity Shares representing 99.472 % 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	178,562,832	71.388
CDSL	70,246,798	28.084
PHYSICAL	13,20,370	0.528
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.

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

E. Registrar & Share Transfer Agent

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

F) Market Price Data

Monthly High/Low prices per share of equity shares traded at BSE Limited for the year ended at 31st March, 2023:

Months	High (Rs.)	Low (Rs.)
April, 2022	2.59	2.04
May, 2022	2.25	1.54
June, 2022	1.69	1.06
July, 2022	1.21	1.09
August, 2022	1.66	1.17
September, 2022	1.61	1.26
October, 2022	1.39	1.22
November, 2022	1.38	1.25
December, 2022	1.80	1.24
January, 2023	1.45	1.25
February, 2023	1.35	0.91
March, 2023	1.10	0.87

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, 2023:

Months	High (Rs.)	Low (Rs.)
April, 2022	2.60	2.00
May, 2022	2.15	1.55
June, 2022	1.70	1.10
July, 2022	1.20	1.10
August, 2022	1.60	1.15
September, 2022	1.55	1.25
October, 2022	1.40	1.20
November, 2022	1.40	1.25
December, 2022	1.75	1.25
January, 2023	1.45	1.25
February, 2023	1.35	0.90
March, 2023	1.15	0.85

G) Shareholding Pattern as on 31st March, 2023:

CATEGORY	NUMBER OF SHARES HELD	(%) PERCENTAGE OF SHAREHOLDING
Promoters	12,74,60,400	50.96
Financial Institutions/Banks	700	0.0003
Foreign Portfolio Investors	55,000	0.0220
Bodies Corporate	47,34,088	1.8927
Resident Individuals	10,96,13,493	43.8226
Non-Resident Individual (Non-Repatriable and Repatriable)	26,65,906	1.0658
Clearing Member	3,57,648	0.1429
Resident Individuals - Hindu Undivided Family (HUF)	52,42,765	2.096
Insurance Companies	0	0
Total	**25,01,30,000**	**100**

H) Distribution of Shareholding as on 31st March, 2023

No. of Shares held (Rs. 1/- paid up)	Number of	% to total Shareholders	Total No. of Shares (in Rs.)	% of Total Shareholding
Upto - 5000	30,845	89.46	2,69,32,665	10.76
5,001 - 10,000	1,740	5.04	1,40,08,299	5.60
10,001 - 20,000	926	2,68	1,37,37,590	5.49
20,001 - 30,000	380	1.10	96,22,708	3,84
30,001 - 40,000	140	0.40	49,52,567	1.98
40,001 - 50,000	139	0.40	65,77,876	2.62
50,001 - 1,00,000	181	0.52	1,36,68,868	5.46
1,00,001 & Above	128	0.37	16,06,30,427	64.21
TOTAL	**34,479**	**100.00**	**25,01,30,000**	**100.00**

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

No ADRs / GDRs / Warrants or any Convertible Instruments have been issued by the Company during the year under review and there is no outstanding ADRs / GDRs / Warrants or any convertible instruments as on 31st March, 2023.

J) Investors' Correspondence may be addressed to: -

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

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

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

L) Address for Correspondence

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

M) Credit Ratings - Not Applicable

X. DISCLOSURES

- **RELATED PARTY TRANSACTIONS**

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

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

- **DISCLOSURE OF ACCOUNTING TREATMENT**

In the preparation of financial statements for the period ended on 31st March, 2023 there was no treatment different from that prescribed in an accounting standard that had been followed.

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

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

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

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

- **MANAGEMENT**

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

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

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

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

- **DISCLOSURE OF RESIGNATION OF DIRECTORS**

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

- **DISCLOSURE OF FORMAL LETTER OF APPOINTMENT**

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

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

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

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

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

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

(a) MODIFIED OPINION(S) IN AUDIT REPORT

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

(b) SEPARATE POSTS OF CHAIRPERSON AND CHIEF EXECUTIVE OFFICER

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

(c) REPORTING OF INTERNAL AUDITOR

The Internal Auditor reports directly to the Audit Committee.

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

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

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

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

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

4.	Stakeholder's Relationship Committee	20	Yes	1) Composition 2) Role of the Committee
5.	Risk Management Committee	21	N.A	1) Composition 2) Role of the Committee
6.	Vigil Mechanism	22	Yes	1) Formulation of Vigil Mechanism for Directors and employees 2) Director access to Chairman of Audit Committee
7.	Related Party Transactions	23	Yes	1) Policy on Materiality of Related Party Transactions 2) Approval including omnibus approval of Audit Committee 3) Approval for Material related party transactions
8.	Subsidiaries of the Company	24	Yes	1) Composition of Board of Directors of unlisted material subsidiary 2) Review of financial statements of unlisted subsidiary by the Audit Committee 3) Significant transactions and arrangements of unlisted subsidiary
9.	Obligations with respect to Independent Directors	25	Yes	1) Maximum Directorships and Tenure 2) Meetings of Independent Director 3) Familiarization of Independent Directors
10.	Obligations with respect to Independent Directors and Senior Management	26	Yes	1) Memberships/Chairmanships in committee 2) Affirmation on Compliance of Code of Conduct of Directors and Senior management. 3) Disclosure of shareholding by non-executive directors 4) Disclosure by senior management of about potential conflicts of interest
11.	Other Corporate Governance Requirements	27	Yes	Filing of quarterly compliance report on Corporate Governance
12.	Website	46 (2)	Yes	1) Terms and conditions for appointment of Independent Directors 2) Compositions of various Committees of the Board of Directors

				3) Code of Conduct of Board of Directors and Senior Management Personnel 4) Details of establishment of Vigil Mechanism/ Whistle Blower policy 5) Policy on dealing with Related Party Transactions 6) Policy for determining material subsidiaries 7) Details of familiarization programmes imparted to Independent Directors

- **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

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

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/or the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations. The Whole Time Director and/or Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations. The annual certificate given by the Whole Time Director and/or 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 : 04th September, 2023

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, 2023 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: F010098E000850795

Place : New Delhi
Date : 23.08.2023

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, 2023, 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 : 04.09.2023

CEO/CFO CERTIFICATE

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

I, We, Manisha Goel, Whole Time Director and Manbar Singh Rawat, Chief Financial Officer, responsible for the finance functions certify that:

a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2023 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, 2023 are fraudulent, illegal or violation of the Company's code of conduct.

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

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

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

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

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

Place : New Delhi
Date : 29.05.2023

Sd/-
(Manisha Goel)
Whole Time Director

Sd/-
(Manbar Singh Rawat)
Chief Financial Officer

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, 2023 have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority.

S. No.	Name of the Director	Director Identification Number (DIN)	Date of Appointment in the Company
1.	Ms. Aarti Jain	00143244	10/01/2013
2	Mr. Brajindar Mohan Singh *(resigned w.e.f. August 04, 2023)*	02143830	31/03/2015
3.	Ms. Manisha Goel	09725308	02/09/2022
4.	Ms. Rajiv Kapur Kanika Kapur	07154667	08/09/2022
5.	Mr. Vipul Gupta	09064133	01/06/2022

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 : 23.08.2023

CS Sachin Khurana
Proprietor
FCS: 10098; C.P. No.: 13212
UDIN: F010098E000850762

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

GLOBAL SOCIO- ECONOMIC OVERVIEW

A series of severe and mutually reinforcing shocks hit the world economy in 2022, as it approached the midpoint for achieving the Sustainable Development Goals (SDGs) by 2030. While the impacts of the COVID-19 pandemic continue to reverberate worldwide, the war in Ukraine unleashed a new crisis, disrupting food and energy markets and exacerbating food insecurity and malnutrition in many developing countries. High inflation is eroding real incomes, triggering a global cost of-living crisis that has pushed millions into poverty and economic hardship. Simultaneously, the climate crisis is taking a heavy toll on many countries, with heat waves, wildfires, floods, and hurricanes inflicting massive humanitarian and economic damage (Source: https:// www.undp.org/).\\

Global GDP growth is estimated to fall from 3.4% in 2022 to 2.8% in 2023. Growth rate in 2023 in USA is expected to be 1.6%, while the eurozone is expected to remain strained at 0.8%. China's economy is set to rebound to 5.2% as mobility and industrial activity pick up after lifting of pandemic restrictions.

Global inflation is expected to fall from 8.7% in 2022 to 7% in 2023 on the back of lower commodity prices. Inflation has already peaked in the US and Europe in early 2023. It is also declining in other major economies including Japan, China and India.

INDIAN ECONOMIC OVERVIEW

The Asian Development Bank (ADB) projects growth in India's gross domestic product (GDP) to moderate to 6.4% in fiscal year (FY) 2023 ending on 31 March 2024 and rise to 6.7% in FY2024, driven by private consumption and private investment on the back of government policies to improve transport infrastructure, logistics, and the business ecosystem.

GDP growth rate in 2023 is expected to be 5.9 % which is lower than the 2022 growth of 6.8% due to subdued external demand and tightening monetary policy. However, India will remain the fastest growing major economy. Capital investment of close to 3.3% of GDP is expected to crowd-in private investment, strengthen job creation and demand, and raise India's overall growth potential.

The growth moderation for India in FY2023 is premised on an ongoing global economic slowdown, tight monetary conditions, and elevated oil prices. Government initiatives, including the PM Gati Shakti - National Master Plan, the National Monetisation Plan (NMP) and the Production-Linked Incentive (PLI), are expected to foster economic growth, going forward.

Strong domestic demand, rising employment indicators, reducing inflationary pressures, and a high corporate sector debt profile augur well for the domestic economy's growth in the years ahead. As the current account deficit is expected to decrease from the beginning of the year, it would provide a larger safety buffer for capital expenditures, the macroeconomic stability is predicted to further improve in FY23 providing the government more flexibility in managing unforeseen risks and more financial resources to cover unforeseen costs. The trends suggest that India's economy is on an upward trajectory, and the country is well-positioned to continue its growth despite global turbulence.

India's Economic Performance in 2022-23:

1. The Indian economy's growth slowed to 7.2% in the financial year 2022-23, as compared to a 9.1% rise in the previous fiscal year 2021-22.

2. Capital expenditure (capex) of the Central Government, which increased by 63.4 per cent in the first eight months of FY23, was another growth driver of the Indian economy in the current year.

3. The all-items Consumer Price Index (CPI), a measure of economy-wide inflation, decreased to 5.66% in 2023 from 6.95% in 2022.

4. In 2022-23, general government deficit is estimated to be 9.4% of GDP, lower than in 2021-22 (10.3% of GDP).

5. Enhanced Employment generation was seen in the declining urban unemployment rate and in the faster net registration in Employee Provident Fund.

6. UPI-based transactions grew in value (121 per cent) and volume (115 per cent) terms, between 2019-2022, paving the way for its international adoption.

FINANCIAL PERFORMANCE

During the period under review, based on Standalone financial statements, the Company earned Total revenue for the year ended 31.03.2023 of Rs.135.49 Lakhs as compared to Rs. 57.05 Lakhs for the previous year ended 31.03.2022.

Profit after Tax for the year ended 31.03.2023 stood at Rs. 0.45 Lakhs as compared to Loss after Tax of Rs. 4,993.57 Lakhs in the previous year ended 31.03.2022.

During the period under review, based on Consolidated Financial Results, the Company earned Total Revenue for the year ended 31.03.2023 of Rs. 213.35 Lakhs as compared to Rs. 689.05 Lakhs for the previous year ended 31.03.2022.

The Consolidated Net Loss after Tax for the year ended 31.03.2023 stood at Rs.2074.17 Lakhs as compared to Net Loss after Tax of Rs. 3,018.83 Lakhs for the previous year ended 31.03.2022.

STRATEGY AND OUTLOOK

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

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

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

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

OPPORTUNITIES & STRENGTHS

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

THREATS AND CONCERNS

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

Independent Auditor's Report

To the Members of Rollatainers Limited

Report on the Standalone Ind AS Financial Statements

Opinion

1. We have audited the accompanying standalone Ind AS financial statements of Rollatainers Limited ('the Company'), which comprise the balance sheet as at March 31, 2023, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs of the Company as at March 31, 2023, and its profit/loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Material uncertainty related to going concern

4. The accumulated losses of the Company as at March 31, 2023 stand at Rs. 12,265.26 lakhs resulting in erosion of its net worth. This condition indicate that a material uncertainty exists which may cast significant doubt about the Company's ability to continue as a going concern. However, these financial results have been prepared on the going concern basis as the management is confident on the Company's ability to continue as a going concern for a foreseeable future.

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

Emphasis of matter

5. The Company is maintaining 10 bank accounts out of which the bank statement of the following account statements were not available, hence we could not comment upon the correctness of the balances:

S.No.	Bank name	Amount (Rs. in lakhs)
1	Bank of Rajasthan	2.32
2	HSBC Account-Noida	#
3	PNB FD Haridwar	1.25
4	IDBI Bank	1.23
5	Yes bank	#

# denotes less than Rs. 1,000/-

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

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

Key audit matters

7. 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 3.19.2 to the financial statements.	Obtained details of completed tax assessments and demands for the year ended March 31, 2023 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 3.19.2 to the financial 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, 2023, current assets amounting to Rs. 68.58 lakhs which are pending from various statutory authorities. Refer Note No. 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 financial statements and auditor's report thereon

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

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

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

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

Management's responsibilities for the standalone financial statements

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

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

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

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

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

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

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

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

15. 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.

16. 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.

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

Other matters

18. The standalone financial statement for the year ended March 31, 2022 included in the statement was carried out and reported by Shukla Gupta & Arora who have expressed unmodified opinion vide their independent auditors report dated May 31, 2022 whose report has been furnished to us and which has been relied upon by us for the purpose of our audit of the financial Statement. Our report is not modified in respect of this matter.

Report on other legal and regulatory requirements

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

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

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

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

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

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

    e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

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

    g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid/ provided by the company to its directors in accordance with the provisions of section 197(16) of the Act, as amended;

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

i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements – Refer Note 3.19.2 to the standalone financial statements;

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

iii. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company during the year ended March 31, 2023.

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

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

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

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

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

vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for the feature of recording of audit trail (edit log) facility in the accounting software used by the Company for maintenance of books of accounts and related matters, is applicable for the Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 of Companies (Audit and Auditors) Rules, 2014 is currently not tenable.

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

BD Gujrati
Partner
Membership no: 010878

Place : New Delhi
Date : May 29, 2023
UDIN: 23010878BGWRCI5811

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 20 under the heading "Report on Other Legal & Regulatory Requirements" section of our report of even date to the members of Rollatainers Limited)

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

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

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

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

(c) According to the information and explanations given to us, no immovable property is held in the name of company as on 31st March, 2023. Accordingly, reporting under clause 3(i)(c) is not applicable.

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

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

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

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

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

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

(b) The Company has made investment of 10,00,000 in non-cumulative, non-convertible debentures of Rs 34/- each in Nupur Finvest private Limited during the year.

(c) Status of Investment made, guarantees provided, security given, Loans given or advances in the nature of loans given in earlier years by the Company as March 31, 2023 is specified below:

S. No.	Particulars	Balance as at 31.03.2023
		(Amount in Lakhs)
1	Loan to subsidiaries	2,300.00
2	Advances to related parties	892.39
3	Corporate guarantees issued by the company	5,500.00

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

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

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

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

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

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

(vii) (a) According to the records, the company is generally regular in depositing undisputed statutory dues including Goods and service tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and all other material statutory dues with the appropriate authorities and there were no arrears of statutory dues as at March 31, 2023 for a period of more than six months from the date they became payable of the financial statement.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(xvii) The Company has not incurred cash losses in the current year. However, it has incurred a cash loss amounting to Rs. 4993.57 lakhs in the immediately preceding financial year.

(xviii) Due to personal reasons, Shukla Gupta & Arora, statutory auditors have resigned during the year. We have taken into consideration the issues, objections or concerns raised by the outgoing auditor, if any.

(xix) As stated in the paragraph 4 of the Independent auditor's report, the accumulated losses of the Company as at March 31, 2023 stand at Rs. 12,265.24 lakhs resulting in erosion of its net worth. This condition indicate that a material uncertainty exists which may cast significant doubt about the Company's ability to continue as a going concern. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

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

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

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

BD Gujrati
Partner
Membership no: 010878

Place : New Delhi
Date : May 29, 2023
UDIN : 23010878BGWRCI5811

Annexure "B" to the Independent Auditor's Report

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

We have audited the internal financial controls over financial reporting of Rollatainers Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for internal financial controls

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

Auditors' responsibilities

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

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

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

Meaning of internal financial controls over financial reporting

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

Inherent limitations of internal financial controls over financial reporting

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

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

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on audit of Internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India.

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

BD Gujrati
Partner
Membership no: 010878

Place: New Delhi
Date: May 29, 2023
UDIN: 23010878BGWRCI5811

BALANCE SHEET AS AT 31ST MARCH, 2023

(Rs. in Lakhs)

	Particulars	Note No	As at 31.03A.2023	As at 31.03.2022
(A)	**ASSETS**			
1	**Non-current assets**			
	(a) Property, plant and equipment	3.1	–	–
	(b) Financial assets			
	Investments	3.2	340.00	–
	(c) Other non-current assets	3.3	2,400.71	2,400.71
	Sub total-non-current Assets		**2,740.71**	**2,400.71**
2	**Current assets**			
	(a) Financial assets			
	Trade receivables	3.4	458.43	877.32
	Cash and cash equivalents	3.5	21.75	20.81
	Other bank balances	3.6	9.31	9.31
	Other current financial assets	3.7	–	1.13
	(b) Current tax assets (net)	3.8	68.46	68.58
	(c) Other current assets	3.9	892.39	513.45
	Sub total-current assets		**1,450.33**	**1,490.59**
	TOTAL-ASSETS		**4,191.04**	**3,891.30**
(B)	**EQUITY AND LIABILITIES**			
1	**Equity**			
	(a) Equity share capital	3.10	2,501.30	2,501.30
	(b) Other equity	3.11	(1,403.50)	(1,403.96)
	Sub total-equity		**1,097.78**	**1,097.34**
2	**Liabilities**			
	Non-current liabilities			
	(a) Financial liabilities			
	Borrowings	3.12	961.95	858.28
	Sub total-non-current liabilities		**961.95**	**858.28**
	Current liabilities			
	(a) Financial liabilities			
	Trade payables	3.13	27.98	96.99
	Other financial liabilities	3.14	2,048.60	1,785.59
	(b) Other current liabilities	3.15	54.71	53.10
	Sub total-current liabilities		**2,131.29**	**1,935.68**
	TOTAL EQUITY AND LIABILITIES		**4,191.04**	**3,891.30**

Significant accounting policies & notes on financial statements 1 To 3.31

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

Sd/-
BD Gujrati
Partner
(Membership No.: 010878)
UDIN : 23010878BGWRCI5811

Place : New Delhi
Dated : 29th May, 2023

For and on behalf of the Board

Sd/-
MANISHA GOEL
Director
DIN: 09725308

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, 2023

(Rs. in Lakhs)

Particulars	Note No.	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
I. Income			
Revenue from operations	3.16	40.00	56.86
Other income	3.17	95.49	0.19
II. Total income		**135.49**	**57.05**
III. Expenses:			
Purchase of stock-in-trade	3.18	–	15.68
Changes in inventories of finished goods, work-in-progress and stock-in-trade			
Employee benefit expense	3.19	7.21	19.55
Finance costs	3.19	103.67	82.76
Other expenses	3.19	24.17	49.45
– Rates and taxes		*8.80*	*24.01*
– Others		*15.37*	*25.44*
Total expenses		**135.05**	**167.44**
IV. (Loss)/ profit before tax and exceptional items (II-III)		**0.45**	**(110.39)**
V. Exceptional items [income/(expense)]	**3.20**	**–**	**(4,883.18)**
VI. (Loss)/ profit before tax (IV + V)		**0.45**	**(4,993.57)**
VII. Tax expense:			
(1) Current tax			
(2) Deferred tax		–	–
Total tax expenses		**–**	**–**
VIII. (Loss)/ profit after tax (VI-VII)		**0.45**	**(4,993.57)**
IX. Total comprehensive income (VIII+IX)		**0.45**	**(4,993.57)**
X. Earning per equity share:#	3.21		
(1) Basic		–	(2.00)
(2) Diluted		–	(2.00)

Amount less than one thousand have been shown as zero.

Significant accounting policies & notes on financial statements 1 To 3.31

As per our report of even date attached
FOR CHATTERJEE & CHATTERJEE
Chartered Accountants
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Sd/-
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DIN: 00143244

Sd/-
ADITI JAIN
Company Secretary

Sd/-
MANBAR RAWAT
Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. in Lakhs)

	Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
A	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	(Loss)/profit as per profit and loss account (PBT)	0.45	(4,993.57)
	i) Impairment of investments	–	832.10
	ii) Profit on sale of investment	–	(3,206.47)
	iii) Adjustment in interest on preference shares	–	157.55
	iv) Balances written off/back	–	7,100.00
	Financial expenses	103.67	82.76
	Interest received and other income	(95.49)	(0.19)
		8.62	**(27.83)**
	Change in working capital		
	(Increase)/decrease in trade receivables	418.89	860.11
	(Increase)/decrease in other assets	(377.81)	345.22
	Increase/(decrease) in trade payable	(36.14)	(25.49)
	Increase/(decrease) in current liabilities	1.62	(7.75)
	Increase/(decrease) in other financial liabilities	297.90	(5,115.92)
	Cash generation from operations activities	**313.08**	**(3,971.65)**
	Direct tax paid	0.12	-
	Net cash from operating activities	**313.20**	**(3,971.65)**
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Sale of investments	–	3,406.47
	(Increase)/decrease in investments	(340.00)	–
	Realisation of other non-current assets	–	570.00
	Interest received and other income	27.73	0.19
	Net cash from investing activities	**(312.27)**	**3,976.66**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Net cash from financing activities	**–**	**–**
	Net cash flows during the year (A+B+C)	**0.93**	**5.01**
	Cash and cash equivalents (opening balance)	**20.81**	**15.80**
	Cash and cash equivalents (closing balance)	**21.75**	**20.81**

Significant accounting policies & notes on financial statements 1 To 3.31

NOTES TO CASH FLOW STATEMENT

1 The above statement has been prepared under indirect method.

2 Previous year figures have been regrouped/ recast wherever considered necessary.

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

Sd/-
BD Gujrati
Partner
(Membership No.: 010878)
UDIN : 23010878BGWRCI5811

Place : New Delhi
Dated : 29th May, 2023

For and on behalf of the Board

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DIN: 09725308

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

2. Significant Accounting Policies

2.1 Basis of preparation of financial statements

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

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

2.2 Use of estimates

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

2.2.1 Impairment of Investments:

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

2.2.2 Valuation of deferred tax assets / liabilities/MAT Credit

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

2.2.3 Provisions and contingent liabilities

A provision is recognized when the company has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements, however when the realization is virtually certain then the related asset cease to be a contingent asset and therefore recognized. However, the detail of existing contingencies as on 31st March, 2023 is provided Note no.3.19.2

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.

2.4 Employee benefits

- **Short-Term Employee Benefits**

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

2.5 Borrowing costs

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

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

2.6 Depreciation & Amortization

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

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

2.7 Impairment of Assets

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

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

(ii) Non-financial assets

Property, Plant & equipment and Intangible Assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is an indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined to which the asset belongs. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit or loss. A previously recognized impairment

loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss.

2.8 Income taxes

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

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

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

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

2.9 Property, plant and equipment

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

2.10 Financial instruments

2.10.1 Financial Assets

Initial recognition and measurement

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

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

Subsequent measurement

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

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

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

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

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

Derecognition

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

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

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

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

2.10.2 Financial Liabilities

Initial recognition and measurement

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

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

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

Subsequent measurement

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

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

Financial liabilities at amortised cost (Loans and borrowings)

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

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

Derecognition

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

2.11 Borrowings

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

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

2.12 Investments

a) Investment in subsidiaries

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

b) Investment in associates / Joint Ventures

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

2.13 Earnings per equity share

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

2.14 Dividends

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

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

2.15 Leases

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

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

2.16 Offsetting financial instruments

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

2.17 Fair Value Measurement

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

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

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

2.18 Current versus non-current classification

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

Statement of Changes in Equity for the year ended 31st March, 2023

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

Particulars	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the reporting period	2,501.30	2,501.30
Changes in equity share capital during the reporting period	–	–
Balance at the end of the reporting period	**2,501.30**	**2,501.30**

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

Particulars	Reserves and Surplus					Equity Instruments through Other Comprehensive Income	Other items of comprehensive Income	Total
	Capital Redumption Reserve	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings			
As at 01.04.2022	**210.00**	**119.69**	**8,162.69**	**1,485.08**	**(12,265.93)**	**884.29**	**0.22**	**(1,403.96)**
Total Comprehensive income for the year	–	–	–		0.45	–	–	**0.45**
Transfer to retained earnings	–	–	–	–	0.22	–	(0.22)	–
As at 31.03.2023	**210.00**	**119.69**	**8,162.69**	**1,485.08**	**(12,265.26)**	**884.29**	**–**	**(1,403.50)**

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 Comprehensive Income for the year	–	–	–	–	(4,993.57)	–	–	(4,993.57)
Transfer from Liability component of Preference shares instruments through OCI	–	–	–	–	–	25.22	–	25.22
Transfer to Equity instruments through OCI	–	–	–	–	–	(85.50)	–	(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)**

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

Sd/-
BD Gujrati
Partner
(Membership No.: 010878)
UDIN : 23010878BGWRCI5811

Place : New Delhi
Dated : 29th May, 2023

For and on behalf of the Board

Sd/-
MANISHA GOEL
Director
DIN: 09725308

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 **(Rs. in Lakhs)**

Particulars	Plant and Equipment	Furnitures & Fixtures	Vehicles	Office Equipment	Total
Gross Block					
As at 01.04.2022 (A)	1,042.34	0.48	20.31	18.35	1,081.47
Additions	–	–	–	–	–
Disposals	–	–	–	–	–
As at 31.03.2023 (B)	**1,042.34**	**0.48**	**20.31**	**18.35**	**1,081.47**
Depreciation					
As at 01.04.2022 (C)	**1,042.34**	**0.48**	**20.31**	**18.35**	**1,081.47**
Additions	–	–	–	–	–
As at 31.03.2023 (D)	**1,042.34**	**0.48**	**20.31**	**18.35**	**1,081.47**
Net Block					
As at 31.03.2023 (B - D)	**–**	**–**	**–**	**–**	**–**
As at 31.03.2022 (A - C)	**–**	**–**	**–**	**–**	**–**

NON-CURRENT FINANCIAL ASSETS

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

Particulars	As at 31.03.2023	As at 31.03.2022
(I) Investment in equity instrument		
Unquoted in domestic subsidiary		
2,24,99,900 equity shares (Previous year 2,24,99,900) of Rs 10/- each in RT Packaging Limited.*	2,000.00	2,000.00
Less : Provision for impairment	(2,000.00)	(2,000.00)
	–	**–**
Unquoted Investment in Assoicates		
43,66,310 equity shares (Previous Year 43,66,310) of Rs 10/- each in Oliver Engineering Private Limited	436.63	436.63
Less : Provision for impairment	(436.63)	(436.63)
	–	–
Unquoted in joint venture company		
10,00,000 equity shares (Previous Year 10,00,000) of Rs 10/- each in Rollatainers Toyo Machines Private Limited**	100.00	100.00
Less : Provision for impairment	(100.00)	(100.00)
	–	–
(II) Investment in preference shares		
Unquoted-long term at cost in domestic subsidiary		
11% 2,00,000 (Previous Year 2,00,000) redeemable cumulative preference shares of Rs.100/- each in RT Packaging Limited***	200.00	200.00
Less : Provision for impairment	(200.00)	(200.00)
	–	–
(III) Investment in debentures		
Unquoted investment at amortized cost in others		
10,00,000 non-cumulative non-convertible debentures (Previous Year Nil) of Rs 34/- each in Nupur Finvest Private Limited	340.00	–
Total	**340.00**	**–**

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

During the year ended 31.03.2022, the Company did impairment testing for its investment in Equity Shares in RT Packaging Limited and had impaired investment amounting to 607.77 lacs in the same financial year. The impairment loss was recognised under exceptional items.

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

***During the year ended 31.03.2022, the Company did impairment testing for its investment in preference shares in RT Packaging Limited and had impaired investment amounting to 200 lacs. The impairment loss was recognised under exceptional items.

Particulars	As at 31.03.2023	As at 31.03.2022
Aggregate value of unquoted investments		
-In Subsidiaries	2,200.00	2,200.00
-In Associates	436.63	436.63
-In Joint ventures	100.00	100.00
-In Others	340.00	–
Aggregate value of impairment	(2,736.63)	(2,736.63)
Total	**340.00**	**–**

Note No: 3.3 OTHER NON-CURRENT ASSETS

Particulars	As at 31.03.2023	As at 31.03.2022
(i) Loans and advances		
Unsecured considered good		
- Loan to subsidiary company	2,330.00	2,330.00
- Deposit with government department	70.71	70.71
Total	**2,400.71**	**2,400.71**

Note No: 3.4 TRADE RECEIVABLES

Particulars	As at 31.03.2023	As at 31.03.2022
Undisputed trade receivables – considered good		
- Less than 6 month	–	24.97
- 6 month to 1 year	–	53.01
- 1 to 2 year	77.98	58.07
- 2 to 3 year	58.07	181.88
- More than 3 year	322.38	559.39
Total	**458.43**	**877.32**

Note No: 3.5 CASH AND CASH EQUIVALENTS

Particulars	As at 31.03.2023	As at 31.03.2022
Balance with schedule banks:		
-Current accounts	21.75	20.81
Total	**21.75**	**20.81**

Note No: 3.6 OTHER BANK BALANCES*

Particulars	As at 31.03.2023	As at 31.03.2022
-Fixed deposits (held as margin money against letter of credits/bank guarantees)	9.31	9.31
Total	**9.31**	**9.31**

* Other bank balances, as on 31st March 2023 and 31st March 2022 includes restricted bank balances of Rs. 9.31 Lakhs and Rs. 9.31 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: 3.7 OTHER CURRENT FINANCIAL ASSETS

Particulars	As at 31.03.2023	As at 31.03.2022
Staff advances	–	1.13
Total	**-**	**1.13**

Note No: 3.8 CURRENT TAX ASSETS (NET)

Particulars	As at 31.03.2023	As at 31.03.2022
Advance Tax/TDS (Net)	68.46	68.58
Total	**68.46**	**68.58**

Note No: 3.9 OTHER CURRENT ASSETS

Particulars	As at 31.03.2023	As at 31.03.2022
(I) Advances other than capital advances		
- Advances to related parties	892.39	364.76
- Other advances	–	148.70
Total	**892.39**	**513.45**

Note: No loan is given to any directors or other officers of the company

Note No: 3.10 SHARE CAPITAL
AUTHORISED SHARE CAPITAL

Particulars	As at 31.03.2023	As at 31.03.2022
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 SHARE CAPITAL

Particulars	As at 31.03.2023	As at 31.03.2022
25,01,30,000 (Previous Year 25,01,30,000) equity shares, fully paid-up of Rs. 1/- par value	2,501.30	2,501.30
1,40,000 (Previous Year 1,40,000) 10.00% non-convertible redeemable preference share, fully paid-up of Rs. 100 par value	140.00	140.00
10,00,000 (Previous Year 10,00,000) 2.00% non-convertible redeemable preference share, fully paid-up of Rs. 100 par value	1,000.00	1,000.00
Total	**3,641.30**	**3,641.30**

Note No: 3.10.1 The reconciliation of the number of shares outstanding and the amount of share capital as at 31.03.2023 and 31.03.2022 is set out below:

EQUITY SHARES

Particulars	As at 31.03.2023		As at 31.03.2022	
	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	–	–	–	–
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 31.03.2023		As at 31.03.2022	
	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	–	–	–	–
Number of shares at the end	**140,000**	**140.00**	**140,000**	**140.00**

PREFERENCE SHARES

(ii) 2.00%, non-convertible redeemable preference shares of Rs. 100 each

Particulars	As at 31.03.2023		As at 31.03.2022	
	Number of Shares	Amount	Number of Shares	Amount
Number of shares at the beginning	1,000,000	1,000.00	1,000,000	1000.00
Add: Shares issued	–	–	–	–
Number of Shares at the end	**1,000,000**	**1,000.00**	**1,000,000**	**1000.00**

Note No: 3.10.2 Rights, preferences and restrictions attached to Shares

Equity Shares : The company has only one class of equity shares having a par value of Rs 1/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

Preference Shares : The Company currently has issued 10%, non-convertible redeemable preference shares of Rs. 100 each and 2% non-convertible redeemable 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: 3.10.3 Shares held by holding/ultimate holding company and or their subsidiaries/ associates

Particulars	As at 31.03.2023	As at 31.03.2022
Equity shares		
WLD Investments Private Limited	127,460,400	127,460,400
Preference shares		
10.00%, non-convertible redeemable preference shares-		
WLD Investments Private Limited	140,000	140,000
2% non-convertible redeemable preference shares-		
WLD Investments Private Limited	1,000,000	1,000,000
Total	**128,600,400**	**128,600,400**

* During the year ended on 31st Mar 2022 the tenure of 40,000 (10% Non Convertible Redeemable) Preference Shares was extended for ten years from due date of redemption

Note : 3.10.4 Details of shareholders holding more than 5% share capital

Particulars	As at 31.03.2023		As at 31.03.2022	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Equity shares				
WLD Investments Private Limited	127,460,400	50.96%	127,460,400	50.96%

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% non-convertible redeemable preference shares of Rs. 100 each				
WLD Investments Private Limited	1,000,000	100.00%	1,000,000	100.00%

Note : 3.10.5 Details of bonus shares issued during the last five years (in numbers)

Nature	As at 31.03.2023	As at 31.3.2022	As At 31.03.2021	As at 31.03.2020	As at 31.03.2019
Equity shares	NIL	NIL	NIL	NIL	NIL

Note : 3.10.6 Details of shares bought back during the last five years (in numbers)

Nature	As at 31.03.2023	As at 31.3.2022	As At 31.03.2021	As at 31.03.2020	As at 31.03.2019
Equity shares	NIL	NIL	NIL	NIL	NIL

Note : 3.10.7 Details of dividend declared during the last five years (in numbers)

Nature	As at 31.03.2023	As at 31.3.2022	As At 31.03.2021	As at 31.03.2020	As at 31.03.2019
Equity shares/preference share	NIL	NIL	NIL	NIL	NIL

Note:3.10.8 Details of promoters holding

Nature	As at 31.03.2023		As at 31.03.2022	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Equity shares				
WLD Investments Private Limited	127,460,400	50.96%	127,460,400	50.96%
%change in shareholding				

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Note No: 3.11 OTHER EQUITY

Particulars	As at 31.03.2023	As at 31.03.2022
Securities premium reserve		
Opening balance at the beginning of the year	8,162.69	8,162.69
Closing balance at the end of the year	**8,162.69**	**8,162.69**
Capital reserve		
Opening balance at the beginning of the year	119.69	119.69
Closing balance at the end of the year	**119.69**	**119.69**
Capital redemption reserve		
Opening balance at the beginning of the year	210.00	210.00
Closing balance at the end of the year	**210.00**	**210.00**
Other comprehensive income		
Opening balance at the beginning of the year	0.22	0.22
Less: transfer to retained earnings	(0.22)	–
Closing balance at the end of the year	**–**	**0.22**
Equity Component of Financial Instrument		
Opening balance at the beginning of the year	884.29	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**	**884.29**
Total (A)	**9,376.66**	**9,376.88**
General reserve		
Opening balance at the beginning of the year	1,485.08	1,485.08
Closing balance at the end of the year	**1,485.08**	**1,485.08**
Retained earnings		
Opening balance at the beginning of the year	(12,265.93)	(7,272.36)
Add: profit/(loss) for the period	0.45	(4,993.57)
Add: Transfer from other comprehensive income	0.24	–
Closing balance at the end of the year	**(12,265.26)**	**(12,265.93)**
Total (B)	**(10,780.18)**	**(10,780.85)**
Total (A+B)	**(1,403.50)**	**(1,403.96)**

Note No: 3.12 BORROWINGS

Particulars	As at 31.03.2023	As at 31.03.2022
Liability component of preference share capital*		
10% non-convertible redeemable preference shares of Rs.100/- each placed with WLD Investments Private Limited, redeemable on or before 10 years		
1,40,000 (Previous Year 1,40,000) preference shares, fully paid up	117.29	108.68
2% non-convertible redeemable preference shares of Rs.100/- each placed with W.L.D. Investments Private Limited redeemable on or before 10 years		
10,00,000 (Previous Year 10,00,000) preference shares, fully paid up	844.66	749.59
*Discount rate applied as 10% p.a.		
Total	**961.95**	**858.28**

Note No: 3.13 CURRENT FINANCIAL LIABILITIES

Particulars	As at 31.03.2023	As at 31.03.2022
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	27.98	96.99
Total	**27.98**	**96.99**

Note No.3.13 TRADE PAYABLES

Particulars	As at 31.03.2023	As at 31.03.2022
Undisputed trade payables – considered good		
- Less than 1 year	5.64	4.37
- 1 to 2 years	0.61	1.57
- 2 to 3 years	-	0.26
- More than 3 years	21.73	90.45
Total	**27.98**	**96.99**

Note No.3.14 OTHER FINANCIAL LIABILITIES

Particulars	As at 31.03.2023	As at 31.03.2022
Payable to corporates		
—related party	1,735.60	1,319.54
—others	313.00	466.05
Total	**2,048.60**	**1,785.59**

Note No: 3.15 OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2023	As at 31.03.2022
Other expenses payable	0.23	0.68
Statutory dues	54.49	52.42
Total	**54.71**	**53.10**

Note No: 3.16 REVENUE FROM OPERATIONS **(Rs. in Lakhs)**

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Sales of products	–	16.86
Revenue from services	40.00	40.00
Total	**40.00**	**56.86**

Note No: 3.17 OTHER INCOME **(Rs. in Lakhs)**

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Interest on non-convertible debentures	27.50	–
Interest income	0.23	0.19
Balances written back	67.76	–
Total	**95.49**	**0.19**

Note No: 3.18 PURCHASE OF STOCK IN TRADE **(Rs. in Lakhs)**

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Purchase of material	–	15.68
Total	**–**	**15.68**

Note No: 3.19 EXPENSES

Employee Benefits Expenses **(Rs. in Lakhs)**

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Salaries and wages	7.16	19.40
Staff welfare expenses	0.05	0.15
Total	**7.21**	**19.55**

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 31.03.2023	For the Year Ended 31.03.2022
Interest on redeemable preference shares*	103.67	82.76
*Discount rate applied as 10% p.a.		
Total	**103.67**	**82.76**

Other Expenses **(Rs. in Lakhs)**

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Administrative and selling expenses		
Advertisement and publicity	1.16	1.16
Auditor's remuneration	3.50	3.00
Bank charges	0.27	0.24
Director sitting fees	2.00	3.60
Legal and professional	3.08	2.11
Office and factory	–	0.02
Printing and stationery	0.40	0.72
Rent	–	0.45
Rate, fee and taxes	8.80	24.01
Penalties and other charges	3.53	13.66
Telephone, communication and postage	0.35	0.23
Software expenses	0.15	–
Miscellaneous epenses	0.17	–
Travelling and conveyance	0.76	0.25
Total	**24.17**	**49.45**

Note No: 3.19.1 Auditor's Remuneration ***(Rs. in Lakhs)***

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Auditor's Payment		
As auditor	3.50	3.00
Total	**3.50**	**3.00**

Note No: 3.19.2 Contingent liabilities and commitments (To the extent not provided for) ***(Rs. in Lakhs)***

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
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

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: 3.20 Exceptional Items [Income/(Expense)] ***(Rs. in Lakhs)***

	Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
i)	Impairment of Investments	–	(832.10)
ii)	Profit (Loss) on sale of investments	–	3,206.47
iii)	Interest on preference shares	–	(157.55)
iv)	Balances back/(written off)	–	(7,100.00)
	Total	**–**	**(4,883.18)**

Note No: 3.21 BASIC EPS & DILUTED EPS

Calculation of EPS (Basic and Diluted)	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Basic		
Opening number of shares (in lacs)	2,501.30	2,501.30
Share issued during the year	–	–
Shares bought back during the year	–	–
Closing number of shares (in lacs)	2,501.30	2,501.30
Weighted Average No of Shares (in Lacs)	2,501.30	2,501.30
(Loss)/profit after tax	0.45	(4,993.57)
EPS (Rs. per share)#	–	(2.00)
Diluted		
Number of shares considered as basic weighted average shares outstanding	2,501.30	2,501.30
Add: weighted average of dilutive equity		
Number of shares considered as diluted for calculating of Earning per share Weighted Average	2,501.30	2,501.30
(Loss)/Profit after Tax for dilution	0.45	(4,993.57)
Earning Per Share#	–	(2.00)

Amount less than one thousand have been shown as zero.

Note No. 3.22 SEGMENT INFORMATION

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The managing committee is considered to be the 'Chief Operating Decision Maker' (CODM) as defined in IND AS 108. The Operating Segment is the level at which discrete board of directors financial information is available. The CODM allocates resources and access performance at its level. As at March 23, there was no business whose operating results were reviewed by the management of the Company separately for allocation of resources. Accordingly, the Company's segment information was not included in the financial statement.

Note : 3.23

Regulation 23 (9) of SEBI (Listing Obligations and disclosure requirements): Related Party Transactions

In accordance with the requirements of Indian Accounting Standard (Ind AS-24) the names of the related parties where control exists and /or with whom transactions have been taken place during the period and description of relationships as identified and certified by the management are as hereunder:

A) Names of related parties & description of relationship

1)	**Holding company**	WLD Investments Private Limited
2)	**Subsidiary**	RT Packaging Limited
3)	**Joint venture**	Rollatainers Toyo Machines Private Limited
4)	**Associate**	Oliver Engineering Private Limited
5)	**Private limited companies due to common directorship**	Gateway Impex Private Limited Terrasoft Infosystem Private Limited LTPL Travels Private Limited Barista Coffee company Limited
6)	**Key management personnel**	Ms. Aarti Jain Ms Manisha Goel (w.e.f. 02.09.2022) Mr. Anupam Jain (upto 27.06.2022) Mr Brajinder Mohan Singh Mr. Aditya Malhotra (upto 12.02.2023) Ms. Rajiv Kapur Kanika Kapur (w.e.f. 08.09.2022) Mr. Amit Gupta (upto 07.09.2022) Mr. Vipul Gupta (w.e.f. 01.06.2022) Mr. Manbar Rawat Ms. Aditi Jain

B) Transactions **(Rupees in Lakhs)**

Particulars	Associate/Holding/Subsidiaries or Associate/Joint Ventures of Holding Company		Key Management Personnel		For the Year Ended 31.03.2023	
	2023	2022	2023	2022	2023	2022
Sale of goods	–	16.86	–	–	–	16.86
Rent	–	0.45	–	–	–	0.45
Amount paid	504.96	2,556.03	–	3.82	504.96	2,559.85
Amount received	458.68	971.09	–	–	458.68	971.09
Advance given returned	110.00	–	–	–	110.00	–
Settlement/ assignment of balance	50.00	1,834.29	–	–	50.00	1,834.29
On behalf our payments	–	44.33	0.15	2.19	0.15	46.52
Balance written off/ written back	33.92	7,100.00	–	–	33.92	7,100.00
Services rendered	40.00	40.00	–	–	40.00	40.00
Sale of Investment	–	200.00	–	–	–	200.00
Remuneration of key management personnel		– –	9.16	6.00	9.16	6.00

Balance at the year end						
-Loan to R T Packaging Limited	**2,330.00**	**2,330.00**	**–**	**–**	**2,330.00**	**2,330.00**
Balance receivable at the year end	**1,342.96**	**906.57**	**–**	**–**	**1,342.96**	**906.57**
-R T Packaging Limited	*978.20*	*453.32*	–	–	*978.20*	*453.32*
-Oliver Engineering Private Limited	*364.76*	*364.76*	–	–	*364.76*	*364.76*
-Gateway Impex Private Limited	–	*88.50*	–	–	–	*88.50*
Balance payable at the year end	**1,735.60**	**1,353.02**	**0.56**	**0.36**	**1,736.16**	**1,353.37**
-Barista Coffee Company Limited	10.45	10.90	–	–	10.45	10.90
-WLD Investment Private Limited	1,702.56	1,307.56	–	–	1,702.56	1,307.56
-Rollatainers Toyo Machines Private Limited	1.08	1.08	–	–	1.08	1.08
-Terrasoft Infosystem Private Limited	–	33.32	–	–	–	33.32
-Aditi Jain	–	–	0.43	0.36	0.43	0.36
-Manisha Goel	–	–	0.14	–	0.14	–
-Gateway Impex Private Limited	21.50	–	–	–	21.50	–
-LTPL Travels Private Limited	–	0.15	–	–	–	0.15

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Note No. : 3.24 Financial ratios ***(Rupees in Lakhs)***

Particulars	Current Year			Previous Year			Change
	Numerator	Denominator	Ratio	Numerator	Denominator	Ratio	
Current Ratio	1,450.33	2,131.29	0.68	1,490.59	1,935.68	0.77	(12%)
Debt-Equity Ratio	961.95	1,097.78	0.88	858.28	1,097.34	0.78	12%
Debt Service Coverage Ratio[1]	104.12	103.67	1.00	(27.64)	82.76	(0.33)	(401%)
Return on Equity Ratio[1]	0.45	1,097.78	0%	(4,993.57)	1,097.34	(455%)	(100%)
Trade Receivables turnover ratio[2]	40.00	667.87	0.06	56.86	1,307.37	0.04	38%
Trade payables turnover ratio[3]	–	62.49	–	15.68	109.73	0.14	(100%)
Net capital turnover ratio[4]	40.00	(563.02)	(7%)	56.86	(2,419.51)	(2%)	202%
Net profit ratio[1]	0.45	40.00	1%	(4,993.57)	56.86	(8783%)	(100%)
Return on Capital employed[1]	104.12	2,059.75	5%	(4,911.00)	1,955.62	(251%)	(102%)
Return on investment[5]	27.73	371.05	7%	0.19	30.11	1%	1084%

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	Total interest and principal during the year
Return on equity ratio	Profit after tax	Share holder equity
Trade receivables turnover ratio	Turnover	Average Trade receivables
Trade payables turnover ratio	Net credit purchase	Average Trade payables
Net capital turnover ratio	Net sales	Average working capital
Net profit ratio	Profit after tax	Sale
Return on capital employed	Profit before tax + interest cost	Total assets less current liabilities
Return on investment	Interest Income	Cash and bank balances & Investment

1. Material change in ratio is due to exceptional losses recognized last year as compared to profit of 0.45 lacs in the current financial year.
2. During the current financial year there was realisation from the trade receivables and the same has led to material change in the ratio.
3. Material change in the ratio is due to no purchases in the current financial year and decline in trade payables on account of old liabilities written back in financial year ended on 31st March 2023.
4 During the current financial year there is decline in revenue due to no sale of of product as compared to the previous year. In addition, there was realisation from the trade receivables in the current financial year and decline in trade payables on account of old liabilities written back in financial year ended on 31st March 2023.
5. Material change in the ratio is due to investment income on non convertiable debenture in the current financial year ended on 31st March 2023.

Note No. : 3.25 Disclosure of transaction with strike off companies

Name	Nature of Transaction	Amount of Transaction	Balance outstanding as of March 31, 2023	Balance outstanding as of March 31, 2022
Adonis Buildprop Private Limited	Advance from corporates	34.00	–	340.00
Innovateive Buildtech Private Limited	Services received	10.40	–	10.40
Rollatainers Toyo Machines Limited	Advance from corporates	–	1.08	1.08
Terrasoft Infosystems Private Limited	Services received	33.32	–	33.32

Note No. : 3.26 Financial assets and liabilities

The carrying value of financial instruments by categories as of March 31, 2023 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	–	–	21.75	21.75
Other bank balances	–	–	9.31	9.31
Trade receivables	–	–	458.43	458.43
Investment	–	–	340.00	340.00
Other financial assets	–	–	3,293.10	3,293.10
Total	**–**	–	**4,122.58**	**4,122.58**
Financial Liabilities				
Trade payables	–	–	27.98	27.98
Borrowings	–	–	961.95	961.95
Other financial liabilities	–	–	2,048.60	2,048.60
Total	**–**	**–**	**3,038.52**	**3,038.52**

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	–	–	20.81	20.81
Other bank balances	–	–	9.31	9.31
Trade receivables	–	–	877.32	877.32
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**

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, 2023 ***(Rupees in Lakhs)***

	Level 1	Level 2	Level 3	Total
Financial Assets				
Cash and cash equivalents	–	–	21.75	21.75
Other bank balances	–	–	9.31	9.31
Trade receivables	–	–	458.43	458.43
Investment	–	–	340.00	340.00
Other financial assets	–	–	3,293.10	3,293.10
Financial Liabilities				
Trade payables	–	–	27.98	27.98
Borrowings	–	–	961.95	961.95
Other financial liabilities	–	–	2.048.60	2,048.60

As at March 31, 2022 ***(Rupees in Lakhs)***

	Level 1	Level 2	Level 3	Total
Financial Assets				
Cash and cash equivalents	–	–	20.81	20.81
Other bank balances	–	–	9.31	9.31
Trade receivables	–	–	877.32	877.32
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

NNote No. : 3.27 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 invested in fixed interest bearing debenture which are measured at amortised cost and 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, 2023					
Trade and other payables	27.98	–	–	–	27.98
Other financial liabilities	2,148.82	–	–	861.95	3,010.77
TOTAL	**2,176.80**	**–**	**–**	**861.95**	**3,038.75**
As at 31st March, 2022					
Trade and other payables	96.99	–	–	–	96.99
Other financial liabilities	1,785.59	100.00	–	758.28	2,643.87
TOTAL	**1,882.56**	**100.00**	**–**	**758.28**	**2,740.86**

Note No. : 3.28 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 31.03.2023	As at 31.03.2022
Financial liabilities in Note 3.12, 3.13 and 3.14	3,038.52	2,740.86
Less: Cash and cash equivalents (Excluding cash held as margin money)	21.75	20.81
Net debt	3,016.78	2,623.06
Equity	2,501.30	2,501.30
Capital and net debt	5,518.08	5,124.36
Gearing ratio	54.67%	51.19%

Note No. : 3.29

The company has accumulated losses at the end of the year and had incurred loss in the past years and accordingly management of the company has decided not to recognise any deferred tax asset on conservative basis.

Note No. : 3.30

A. No transactions to report during the current as well as previous financial year against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

   (a) Crypto Currency or Virtual Currency

   (b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

   (c) Registration of charges or satisfaction with Registrar of Companies

   (d) Relating to borrowed funds:

      i. Wilful defaulter

      ii. Utilisation of borrowed funds & share premium

      iii. Borrowings obtained on the basis of security of current assets

      iv. Discrepancy in utilisation of borrowings

      v. Current maturity of long term borrowings

   (e) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

B. The Company has complied with the number of layers prescribed under the Companies Act

C. The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

D. The Company has not received any funds from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

Note No. : 3.31 The previous year figures have been regrouped/ reclassified, wherever considered necessary to conform to the current year figures.

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

Sd/-
BD Gujrati
Partner
(Membership No.: 010878)
UDIN : 23010878BGWRCI5811

Place : New Delhi
Dated : 29th May, 2023

For and on behalf of the Board

Sd/-
MANISHA GOEL
Director
DIN: 09725308

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
ADITI JAIN
Company Secretary

Sd/-
MANBAR RAWAT
Chief Financial Officer

CONSOLIDATED FINANCIAL STATEMENTS
of
ROLLATAINERS LIMITED

Form AOC- I

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

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

Part "A": Subsidiaries

(Rs. In Lakhs)

S. No.	Name of Subsidiaries	Reporting Period	Reporting Currency	Exchange Rate	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Invest-ments	Revenue	Profit Before Tax	Provision for Tax	Profit After Tax	Proposed Dividends	% of Holding
1.	R T Packaging Limited	31st March, 2023	INR	–	2500.07	(4,078.62)	4,815.85	4,815.85	–	117.86	(2,271.31)	–	(2,271.31)	–	90%

Part "B": Associates & Joint Ventures

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

S.No	Name of Associates/Joint Ventures	Latest Audited Balance Sheet Date	Reporting Currency	Shares of Associate/Joint Ventures held by the Company on year end			Description of how there is significant influence	Reason why the associate/ Joint venture is not consolidated	Net Worth attributable to Shareholding as per latest Audited Balance Sheet	Profit/Loss for the year	
				No.	Amount of Investment in Associate/Joint Venture	Extent of Holding %				Considered in Consolidation	Not Considered in Consolidation
1.	**Joint Ventures**										
	Rollatainers-Toyo Machine Private Limited (Strike off)	31st March 2021	INR	1,000,000	100	50.00%	By Shareholding	–	24.28	(0.14)	–
2	**Associates**										
(i)	Oliver Engineering Private Limited (The Company under Insolvency)	31st March, 2021	INR	4,366,310	436.63	48.00%	By Shareholding	–	–	–	–

For and on behalf of the Board

Sd/-
MANISHA GOEL
Director
DIN: 09725308

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 Consolidated Ind AS Financial Statements

Opinion

1. We have audited the accompanying Consolidated Financial Statements of Rollatainers Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associates and joint ventures comprising of the consolidated Balance sheet as at March 31, 2023, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, associates and joint ventures, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and joint ventures as at March 31, 2023, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

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

Material uncertainty related to going concern

4. The Group has incurred a loss of Rs. 2,074.17 lakhs as at March 31, 2023 and accumulated losses of the Holding Company, its subsidiary, associate and joint venture as at March 31, 2023 stand at Rs. 20,967.17 lakhs resulting in erosion of its net worth. This condition indicate that a material uncertainty exists which may cast significant doubt about the Company's ability to continue as a going concern. However, these financial results have been prepared on the going concern basis as the management is confident on the Company's ability to continue as a going concern for a foreseeable future.

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

Emphasis of matter

5. The Company is maintaining 10 bank accounts out of which the bank statement of the following account statements were not available, hence we could not comment upon the correctness of the balances:

S.No.	Bank name	Amount (Rs. in lakhs)
1	Bank of Rajasthan	2.32
2	HSBC Account-Noida	#
3	PNB FD Haridwar	1.25
4	IDBI Bank	1.23
5	Yes bank	#

# denotes less than Rs. 1,000/-

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

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

Key audit matters

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

Key Audit Matters	Procedures Performed/Auditor's Response
Contingent liabilities In case of holding company, the contingent liabilities related to ongoing litigations and claims with various tax authorities. The computation of contingent liability requires significant judgement by the company because of the inherent complexity in estimating future costs. Refer Note No 3.25.2 to the financial statements.	Obtained details of completed tax assessments and demands for the year ended March 31, 2023 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 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 financial 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, 2023, 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.

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

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

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

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

   When we read these reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's responsibilities for the consolidated financial statements

9. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its associates and joint ventures in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act the respective Board of Directors of the companies included in the Group, and its associate companies and joint venture companies covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

10. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for assessing the ability of the Group , its associate and joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group, its associate and joint venture or to cease operations, or has no realistic alternative but to do so.

11. The respective Board of Directors of the companies included in the Group, its associate and joint venture is also responsible for overseeing financial reporting process of Group, its associate and joint venture.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group, its associate and joint venture has adequate internal financial controls with reference to the consolidated financial statement in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group, its associate and joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group, its associate and joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

16. 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.

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

Other matters

18. The share of loss of one (1) associate has not been audited by their auditors as at March 31, 2023, has not been included in the consolidation as it has loss exceeding the carrying value of the Investments as on March 31, 2023. The annual financial information, has not been furnished to us by the Group so far it relates to the amounts and disclosures included in respect of the aforesaid associate, is based solely on such unaudited financial information. According to the information and explanations provided to us by the management, this financial information is not material to the Group. We have relied on the management certified financial information for the purpose of consolidation.

19. The statement include the annual financial information of one (1) joint venture which has not been audited as at March 31, 2023.This annual financial information has been furnished to us by the Group so far as it relates to the amounts and disclosures included in respect of the aforesaid joint venture, and is based solely on such unaudited financial information. According to the information and explanations provided to us by the

management, this financial information is not material to the Group. We have relied on the management certified financial information for the purpose of consolidation.

20. The consolidated financial statement for the year ended March 31, 2022 included in the statement was carried out and reported by Shukla Gupta & Arora who have expressed unmodified opinion vide their independent auditors report dated May 31, 2022 whose report has been furnished to us and which has been relied upon by us for the purpose of our audit of the financial Statement. Our report is not modified in respect of this matter.

Report on other legal and regulatory requirements

21. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued till date by us, of companies included in the consolidated financial statements for the year ended March 31, 2023 and covered under the Act, we have nothing to report in this regard.

22. As required by Section 143 (3) of the Act, based on our audit, as noted in the 'other matter' paragraph, we report, to the extent applicable, that:

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

    b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books;

    c) The consolidated balance sheet, the consolidated statement of profit and loss including the statement of other comprehensive income, the consolidated cash flow statement and consolidated statement of changes in equity dealt with by this report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

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

    e) On the basis of the written representations received from the directors of the Holding Company, its subsidiary company, associate and joint venture as on March 31, 2023 taken on record by the Board of Directors of the Holding Company, its subsidiary company, associate and joint venture, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

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

    g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid/ provided by the group to its directors in accordance with the provisions of section 197(16) of the Act, as amended;

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

        i. The Group has disclosed the impact of pending litigations on its consolidated financial position in its consolidated Financial Statements, if any;

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

iii. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Holding Company, its subsidiary, associate and joint venture during the year ended March 31, 2023.

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

a) The respective managements of the Holding Company and its subsidiary companies, associate companies and joint venture companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associates and joint ventures respectively that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary or associate or joint venture or to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or its subsidiary company or associate or joint venture ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The respective managements of the Holding Company and its subsidiary companies, associate companies and joint venture companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associates and joint ventures respectively that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or its subsidiary or associate or joint venture from any person(s) or entity(ies), including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary or associate or joint venture shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

v. The Holding Company, its subsidiary, associate and joint venture have not declared or paid any dividend during the year.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 1 April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not tenable for the current financial year.

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

BD Gujrati
Partner
Membership no: 010878

Place: New Delhi
Date: May 29, 2023
UDIN: 23010878BGWRCJ1031

Annexure "A" to the Independent Auditor's Report

List of entities included in the Consolidated Financial Statements:

S. No.	Entity Name	Relation
1	Rollatainers Limited	Holding Company
2	RT Packaging Limited	Subsidiary Company
3	Rollatainers Toyo Machines Private Limited	Joint Venture
4	Oliver Engineering Private Limited	Associate

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

BD Gujrati
Partner
Membership no: 010878

Place: New Delhi
Date: May 29, 2023
UDIN: 23010878BGWRCJ1031

Annexure "B" to the Independent Auditor's Report

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

In conjunction with our audit of the consolidated financial statements of Rollatainers Limited (hereinafter referred to as "Holding Company"), as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of the Holding Company, its subsidiary, associate and joint venture which are companies incorporated in India, as of that date.

Management's Responsibility for internal financial controls

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

Auditors' responsibilities

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

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

We believe that the audit evidence we have obtained subject to Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company, its subsidiary, associate and joint venture.

Meaning of internal financial controls over financial reporting

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

Inherent limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company, its subsidiary, associate and joint venture, which are the companies incorporated in India have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on audit of Internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated Financial Statements of the Holding Company, in so far as it relates to one associate and one joint venture, which are companies incorporated in India, is based on the information and explanations provided to us by the Group. The information of such associate and joint venture incorporated in India has not been reviewed/audited for the year ended March 31, 2023.We have relied on the management certified information for the purpose of consolidation.

Our opinion is not modified in respect of this matter.

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

BD Gujrati
Partner
Membership no: 010878

Place: New Delhi
Date: May 29, 2023
UDIN: 23010878BGWRCJ1031

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2023

(Rs. in Lakhs)

	PARTICULARS	NOTE NO.	AS AT 31.03.2023	AS AT 31.03.2022
A	**ASSETS**			
1	**Non-current assets**			
	(a) Property, plant and equipment and intangible assets	3.1	4,480.28	5,611.03
	(b) Financial assets			
	Investments	3.2	340.00	–
	(c) Other non-current assets	3.3	111.40	111.40
	Sub total-non-current assets		**4,931.68**	**5,722.43**
2	**Current assets**			
	(a) Inventories	3.4	–	1,312.07
	(b) Financial assets			
	Trade receivables	3.5	187.75	791.59
	Cash and cash equivalents	3.6	48.88	35.68
	Other bank balances	3.7	47.55	45.90
	Other current financial assets	3.8	12.91	11.47
	(c) Current tax assets (net)	3.9	98.83	91.75
	(d) Other current assets	3.10	368.33	535.23
	Sub total-current assets		**764.25**	**2,823.68**
	TOTAL-ASSETS		**5,695.93**	**8,546.12**
(B)	**EQUITY AND LIABILITIES**			
1	**Equity**			
	(a) Equity share capital	3.11	2,501.30	2,501.30
	(b) Other equity	3.12	(1,942.53)	(95.72)
	Equity attributable to owners of the company		**558.77**	**2,405.58**
	(C) Non controlling interest	3.13	(1,005.90)	(778.54)
	Sub total-equity		**(447.12)**	**1,627.04**
2	**Liabilities**			
3	**Non-current liabilities**			
	(a) Financial liabilities			
	Borrowings	3.14	3,083.95	2,870.54
	Other financial liabilities	3.15	54.40	54.40
	(b) Provisions	3.16	–	13.75
	Sub total-non-current liabilities		**3,138.35**	**2,938.70**
	Current Liabilities			
	(a) Financial liabilities			
	Trade payables	3.17	781.21	1,790.53
	Other financial liabilities	3.18	2,048.60	1,785.59
	(b) Other current liabilities	3.19	174.88	403.73
	(c) Provisions	3.20	–	0.53
	Sub total-current liabilities		**3,004.69**	**3,980.39**
	TOTAL EQUITY AND LIABILITIES		**5,695.93**	**8,546.12**

The Notes referred to above form integral part of Consolidated Financial Statements 1 to 3.39

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

Sd/-
BD GUJRATI
Partner
(Membership No. 010878)
UDIN : 23010878BGWRCJ1031

Place : New Delhi
Dated : 29th May, 2023

For and on behalf of the Board

Sd/-
MANISHA GOEL
Director
DIN: 09725308

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, 2023

(Rs. in Lakhs)

PARTICULARS	NOTES	For the Year Ended 31.3.2023	For the Year Ended 31.3.2022
I. Revenue			
Revenue from operations	3.21	114.25	624.31
Other income	3.22	99.10	64.74
II. Total income		**213.35**	**689.05**
III. Expenses:			
Cost of materials consumed	3.23	–	552.98
Changes in inventories of finished goods, work-in-progress and stock-in-trade	3.24	–	53.38
Employee benefit expense	3.25	27.69	275.53
Finance costs	3.25	212.91	179.70
Depreciation and amortization	3.25	146.79	625.00
Other expenses	3.25	75.50	268.08
Total expenses		**462.88**	**1,954.67**
IV. (Loss)/profit before tax (II-III)		(249.53)	(1,265.62)
V. Exceptional items [income/(expense)]	3.26	(1,824.64)	(4,506.46)
VI. (Loss)/profit before tax (IV + V)		**(2,074.17)**	**(5,772.08)**
VII. Tax expense:			
(1) Current tax		–	–
(2) Deferred tax		–	(969.62)
Total tax expenses		**–**	**(969.62)**
VIII. (Loss)/profit from continuing operations (VI-VII)		**(2,074.17)**	**(6,741.70)**
Share of (loss)/profit of joint ventures and associates (net of taxes)		–	(175.78)
		(2,074.17)	**(6,917.48)**
IX. Other comprehensive income (net of tax)			
Re-measurement gains (losses) on defined benefit plans	3.27	–	6.84
Revaluation reserves through OCI		–	3,891.81
Other comprehensive income (Net of Tax)		–	3,898.65
X. Total comprehensive income (VIII+IX)		**(2,074.17)**	**(3,018.83)**
Less: Minority interest		227.36	26.26
		(1,846.81)	**(2,992.57)**
XI. Earning per equity share:	3.28		
(1) Basic		(0.74)	(1.20)
(2) Diluted		(0.74)	(1.20)

The Notes referred to above form integral part of Consolidated Financial Statements 1 to 3.39

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

Sd/-
BD GUJRATI
Partner
(Membership No. 010878)
UDIN : 23010878BGWRCJ1031

Place : New Delhi
Dated : 29th May, 2023

For and on behalf of the Board

Sd/-
MANISHA GOEL
Director
DIN: 09725308

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, 2023

(Rs. in Lakhs)

	PARTICULARS	For the Year Ended 31.3.2023	For the Year Ended 31.3.2022
A	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Profit as per Profit & loss account (PBT)	**(2,074.17)**	**(5,772.08)**
	Add: Other comprehensive income	–	6.84
	Add: Exceptional items		
	Interest on preference shares	–	157.55
	Loss on sale of fixed assets	803.47	173.75
	Diminution in value of inventory	1,172.98	–
	Balances written off/ (back)	(448.11)	0.04
	Loss/Gain on sale of investment	–	304.97
	Impairment of fixed assets	–	3,795.51
	Impairment of investments	–	24.33
	Loss on sale of inventory	113.66	–
	Capital work -in -progress written off	–	50.31
	Provision for doubtful debt	182.64	–
	Depreciation/amortisation and impairment	146.79	625.00
	Financial expenses	212.91	179.70
	Liabilities written back	–	(47.30)
	Interest income	(99.10)	(0.64)
		11.07	**(502.02)**
	Change in current / Non current liabilities:		
	(Increase)/decrease in inventories	25.43	295.19
	(Increase)/decrease in trade receivables	421.21	1,165.20
	(Increase)/decrease in other non- current assets	–	(0.48)
	(Increase)/decrease in other current assets	(380.17)	351.19
	Increase/(decrease) in trade payable	(611.18)	(203.73)
	Increase/(decrease) in current liabilities	402.39	76.33
	Increase/(decrease) in other financial liabilities	297.90	(5,101.83)
	Increase/(decrease) in provisions	(14.29)	(87.12)
		152.37	**(4,007.28)**
	Tax refund/ (paid)	(7.08)	–
	Cash flow before extraordinary items	**145.29**	**(4,007.28)**
	Net cash from operating activities	145.29	(4,007.28)
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Addition to fixed assets	(0.09)	–
	Sale of fixed assets	180.57	580.79
	Realisation of other non-current assets	–	570.00
	Sale (purchase) of investments	(340.00)	3,406.47
	Proceeds/(purchase) from maturity of bank deposits and other balances (having maturity of more than 3 month)	(1.65)	–
	Interest received & other income	29.07	0.64
	Net cash from investing activities	**(132.09)**	**4,557.90**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Repayment of borrowing	–	(570.00)
	Net cash from financing activities	**–**	**(570.00)**
	Net cash flows during the year (A+B+C)	**13.20**	**(19.38)**
	Cash & cash equivalents (opening balance)	35.68	55.08
	Cash & cash equivalents (closing balance)	**48.88**	**35.68**

NOTES TO CASH FLOW STATEMENT

1 The above statement has been prepared under indirect method
2 Previous year figures have been regrouped/ recast wherever considered necessary.

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

Sd/-
BD GUJRATI
Partner
(Membership No. 010878)
UDIN : 23010878BGWRCJ1031

Place : New Delhi
Dated : 29th May, 2023

For and on behalf of the Board

Sd/-
MANISHA GOEL
Director
DIN: 09725308

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
ADITI JAIN
Company Secretary

Sd/-
MANBAR RAWAT
Chief Financial Officer

Notes to the Financial Statements

1. Company Overview

The consolidated financial statements comprise financial statements of Rollatainers Limited (the company) and its subsidiaries (collectively, the Group or the Company) for the year ended 31 March 2023. Rollatainers Limited is a public company registered in India and is incorporated under the provision of the companies act applicable in India. The company registered office is situated at Plot No. 73-74, Phase-III, Industrial Area, Dharuhera, District Rewari, Haryana-123106. The company's equity shares are listed for trading on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

2. Significant Accounting Policies

2.1 Statement of Compliance Basis of preparation of consolidated financial statements

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

Accounting policies have been applied consistently to all periods presented in these financial statements.

The Consolidated financial statements comprises of its subsidiary R T Packaging Limited. Controls are assessed in accordance with the requirement of Ind AS 110 - Consolidated Financial Statements. The Consolidated Financial Statement are presented in Indian Rupees and all values are rounded to the nearest Rupees lacs, except when otherwise indicated.

2.2 Use of estimates

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

2.3.1 Impairment of Investments:

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

2.3.2 Valuation of deferred tax assets / liabilities

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

2.3.3 Provisions and contingent liabilities

A provision is recognized when the company has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the consolidated financial statements. A contingent asset is neither recognized nor disclosed in the consolidated financial statements. However, the detail of existing contingencies as on 31stMarch, 20223 is provided Note no. 3.257.2

2.4 Principles of Consolidation and Equity Accounting

Consolidated financial statements are the financial statements of the group in which assets, liabilities, equity, income, expenses and cash flows of the parent and its subsidiaries are presented as those of a single economic entity.

(i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls the entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date, the control seizes.

The group combines the financial statements of the parent and its subsidiaries line by line, adding together like items of assets, liabilities, equity, income and expenses. Inter-company transactions, balances and unrealized gains all transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of impairment of the transferred assets. Accounting policies of subsidiaries have been changed wherever considered necessary to ensure consistency with the policies adopted by the group.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the consolidated statement of the profit and loss, consolidated statement of changes in equity and balance sheet respectively.

(ii) Investment in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.

The Group's investments in its associate and joint venture are accounted for using the equity method. Under the equity method, the investment in an associate or a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

If an entity's share of losses of an associate or a joint venture equal or exceeds its interest in the associate or joint venture (which includes any long-term interest that, in substance, form part of the Group's net investment in the associate or joint venture), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of an associate and a joint venture is shown on the face of the statement of profit and loss outside operating profit.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognises the loss as 'Share of profit of an associate and a joint venture' in the statement of profit and loss.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss

(iii) Changes in ownership interests

The Group treats transactions with non-controlling interests which does not result in loss of control as transaction with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of adjustment to non-controlling interests and any consideration paid or received is recognized within equity.

When the Group ceases to consolidate or equity account for an investment because of loss of control, joint control or significant influence, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognized in profit or loss. The fair value becomes the initial carrying amount for the purposes of subsequent accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of related assets or liabilities.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income are reclassified to profit or loss where appropriate.

2.5 Foreign currency translations

(i) Functional and Presentation Currency

The Group's consolidated financial statements are presented in INR, which is also the parent company's functional currency. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as part of the entity's net investment in that foreign operation.

Foreign exchange differences regarded as adjustment to borrowing cost are presented within finance cost. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/losses.

Non-monetary assets and liabilities denominated in foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

(iii) Group Companies

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Company's foreign operations that have a functional currency other than Indian rupees are translated into Indian rupees using exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognized in other comprehensive income and held in foreign currency translation reserve (FCTR), a component of equity, except to the extent that the translation difference is allocated to non-controlling interest.

2.6 Revenue Recognition

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

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

Sale of goods

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

Revenue from Services

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

2.7 Employee benefits

- **Short-Term Employee Benefits**

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

2.8 Borrowing costs

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

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

2.9 Depreciation & Amortization

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

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

2.10 Impairment of Assets

i) Financial assets (other than at fair value)

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

(i) 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 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).

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.

2.11 *Non-Current Assets held for sale/ Discontinued Operations*

The Group classifies non-current assets and disposal groups as held for sale, if their carrying amounts is likely to be recovered principally through a sale rather than through continuing use and there is a commitment from the management to sale the above assets within one year from the date of classification. The asset is regarded as held for sale only when the assets or disposal group is available for immediate sale in its present condition, subject only to the terms that are usual and customary for sales and its sale is highly probable and also it will genuinely be sold, not abandoned.

Non-current assets held for sale to owners and disposal groups are measured at lower of their carrying amount and the fair value less cost to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet. Property, plant and equipment and intangible assets held for sale, once classified as held for sale are not further depreciated or amortized. Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss.

2.12 Income taxes

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

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

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

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

2.13 Property, plant and equipment

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

2.14 Financial instruments

2.14.1 Financial Assets

Initial recognition and measurement

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

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

Subsequent measurement

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

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

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

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

This category is the most relevant to the group. The group all financial assets fall under this category. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees

or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. The group financial assets at amortised cost includes trade receivables, and loan & receivables.

Derecognition

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

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

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

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

2.14.2 Financial Liabilities

Initial recognition and measurement

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

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

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

Subsequent measurement

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

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

Financial liabilities at amortised cost (Loans and borrowings)

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

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

Derecognition

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

2.15 *Borrowings*

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

Preference Shares are separated into equity and liability components based on the terms of the issue / contract. Interest on liability component of preference shares is determined using amortized cost method and is charged to the statement of profit & loss.

2.16 Investments

a) Investment - Others

Current Investments

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

Non-Current Investments

Quoted long term investments have been classified as FVTOCI and unquoted long term investments 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 and proportionate production overhead. Cost of material for this purpose is ascertained on FIFO basis.
- Provision for obsolescence in inventories is made, whenever required.

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

2.19 *Earnings per equity share*

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

at fair value (i.e. the average market value of the outstanding equity shares). The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

2.20 Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company's board of directors.

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

2.21 Leases

Leases in which the group does not transfer substantially all the risks and rewards incidental to ownership of an asset is classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

2.22 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.

Statement of Changes in Equity for the year ended 31st March, 2023

EQUITY

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

Particulars	As at 31.03.2023	As at 31.03.2022
Balance at the beginining of the reporting period	2,501.30	2,501.30
Change 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 01.04.2022	**210.00**	**119.69**	**2,478.98**	**3,891.81**	**9,149.35**	**1,710.69**	**(19,338.52)**	**91.06**	**127.10**	**1,464.13**	**(95.72)**
Profit/(loss) for the year	–	–	–	–	–	–	(1,846.81)	–	–	–	(1,846.81)
Transfer to retained earnings	–	–	–	–	–	–	218.16	(91.06)	(127.10)	–	–
As at 31.03.2023	**210.00**	**119.69**	**2,478.98**	**3,891.81**	**9,149.35**	**1,710.69**	**(20,967.17)**	**–**	**–**	**1,464.13**	**(1,942.53)**

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**	**(19,338.52)**	**(91.06)**	**127.10**	**1,464.13**	**(95.72)**

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

Sd/-
BD Gujrati
Partner
(Membership No.: 010878)
UDIN : 23010878BGWRCJ1031

Place : New Delhi
Dated : 31st May, 2023

For and on behalf of the Board

Sd/-
MANISHA GOEL
Director
DIN: 09725308

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	Land-Freehold	Building	Plant and Equipment	Furnitures & Fixtures	Vehicles	Office Equipment	Goodwill	Data Processing Units	Total
Gross Block									
As at 01.04.2022 (A)	3,994.73	1,598.18	8,573.28	1.97	29.61	51.37	2,230.61	8.91	16,488.66
Additions	–	–	–	–	–	0.09	–	–	0.09
Disposal	–	–	(7,530.94)	(1.49)	(9.31)	(33.01)	(2,230.61)	(8.91)	(9,814.27)
As at 31.03.2023 (B)	**3,994.73**	**1,598.18**	**1,042.34**	**0.48**	**20.31**	**18.44**	**–**	**–**	**6,674.47**
Depreciation/ Impairment									
As at 01.04.2022 (C)	–	1,102.58	7,457.51	1.40	27.92	49.14	2,230.61	8.46	10,877.63
Additions	**–**	10.11	135.10	0.10	–	1.44	–	0.05	146.79
Deduction	**–**	–	(6,550.26)	(1.02)	(7.61)	(32.21)	(2,230.61)	(8.51)	(8,830.23)
As at 31.03.2023 (D)	**–**	**1,112.70**	**1,042.34**	**0.48**	**20.31**	**18.37**	**–**	**–**	**2,194.20**
Net Block									
As at 01.04.2022 (A-C)	**3,994.73**	**495.60**	**1,115.77**	**0.56**	**1.70**	**2.22**	**–**	**0.45**	**5,611.03**
As at 31.03.2023(B-D)	**3,994.73**	**485.49**	**–**	**–**	**–**	**0.07**	**–**	**–**	**4,480.28**

NON-CURRENT FINANCIAL ASSETS

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

Particulars	As at 31.03.2023	As at 31.03.2022
Investment in joint venture		
10,00,000 equity shares (Previous Year 10,00,000) of Rs 10/- each in Rollatainers Toyo Machines Private Limited*	24.33	24.33
Less: Provision for impairment	(24.33)	(24.33)
Investment in associates		
43,66,310 equity shares (Previous Year 43,66,310) of Rs 10/- each in Oliver Engineering Private Limited	436.63	436.63
Less: Provision for impairment	(436.63)	(436.63)
Investment in debentures		
10,00,000 non-cumulative non-convertible debentures (Previous Year Nil) of Rs 34/- each in Nupur Finvest Private Limited	340.00	–
Total	**340.00**	**–**

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

Particulars	As at 31.03.2023	As at 31.03.2022
Aggregate value of unquoted investments		
-In Associates	436.63	436.63
-In Joint ventures	24.33	24.33
-In Others	340.00	–
Aggregate value of impairment	(460.96)	(460.96)
Total	**340.00**	**–**

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

Particulars	As at 31.03.2023	As at 31.03.2022
(i) Loans & advances		
Unsecured considered good		
Security deposits	9.82	9.82
Deposit with government department	101.59	101.59
Total	**111.40**	**111.40**

Note: No loan is given to any directors or other officers of the company

Note No: 3.4 INVENTORIES *(Rupees in Lakhs)*

Particulars	As at 31.03.2023	As at 31.03.2022
Inventories		
Raw materials	-	4.92
Work in progress	-	98.58
Finished goods	-	71.98
Stores, spares & dies	-	38.23
Stock-in-trade	-	1,098.36
Total	**–**	**1,312.07**

Note No: 3.5 TRADE RECEIVABLES *(Rupees in Lakhs)*

Particulars	As at 31.03.2023	As at 31.03.2022
Undisputed unsecured trade receivables		
Considered good	187.75	791.59
Credit impaired	196.19	13.55
Less : Allowance for bad and doubtful debts	(196.19)	(13.55)
Total	**187.75**	**791.59**

Note No: 3.5.1 TRADE RECEIVABLES AGEING *(Rupees in Lakhs)*

Particulars	As at 31.03.2023	As at 31.03.2022
- Less than 6 month	1.65	23.54
- 6 month to 1 year	–	30.37
- 1 to 2 year	51.23	85.70
- 2 to 3 year	84.41	41.39
- More than 3 year	241.54	610.60
Total	**378.82**	**791.59**

Note No: 3.6 CASH AND CASH EQUIVALENTS *(Rupees in Lakhs)*

Particulars	As at 31.03.2023	As at 31.03.2022
Balance with schedule banks:		
Current accounts	48.88	34.56
Cash on hand	–	1.13
Total	**48.88**	**35.68**

Note No: 3.7 OTHER BANK BALANCES *(Rupees in Lakhs)*

Particulars	As at 31.03.2023	As at 31.03.2022
Fixed deposits (held as margin money against letter of credits/bank guarantees)	47.55	45.90
Total	**47.55**	**45.90**

* Other bank balances, as on 31st March 2023 and 31st March 2022 are the restricted bank balances of Rs.47.55 lakhs and Rs.45.90 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 *(Rupees in Lakhs)*

Particulars	As at 31.03.2023	As at 31.03.2022
Other current financial assets		
Staff advance	12.91	11.47
Total	**12.91**	**11.47**

Note No: 3.9 CURRENT TAX ASSETS *(Rupees in Lakhs)*

Particulars	As at 31.03.2023	As at 31.03.2022
Advance Tax/TDS (Net)	98.83	91.75
Total	**98.83**	**91.75**

Note No: 3.10 OTHER CURRENT ASSETS *(Rupees in Lakhs)*

Particulars	As at 31.03.2023	As at 31.03.2022
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	364.76
Other advances*	3.57	170.47
Total	**368.33**	**535.23**

*Including advances to supplier, prepaid expenses, capital advances and balances with Revenue Authorities.

Note No: 3.11 AUTHORISED SHARE CAPITAL *(Rupees in Lakhs)*

Particulars	As at 31.03.2023	As at 31.03.2022
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 SHARE CAPITAL *(Rupees in Lakhs)*

Particulars	As at 31.03.2023	As at 31.03.2022
25,01,30,000 (Previous Year 25,01,30,000) equity shares, fully paid-up of Rs. 1/- par value	2,501.30	2,501.30
1,40,000 (Previous Year 1,40,000) 10.00% non-convertible redeemable preference share, fully paid-up of Rs. 100 par value	140.00	140.00
10,00,000 (Previous Year 10,00,000) 2.00% non-convertible redeemable preference share, fully paid-up of Rs. 100 par value	1,000.00	1,000.00
Total	**3,641.30**	**3,641.30**

Note No: 3.11.1 The reconciliation of the number of shares outstanding and the amount of share capital as at 31.03.2023 and 31.03.2022 is set out below: *(Rupees in Lakhs)*

EQUITY SHARES

Particulars	As at 31.03.2023		As at 31.03.2022	
	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**

PREFERENCE SHARES

(i) 10.00%, non-convertible redeemable preference shares of Rs. 100 each

Particulars	As at 31.03.2023		As at 31.03.2022	
	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	-	-	-	-
Number of shares at the end	**140,000**	**140.00**	**140,000**	**140.00**

(ii) 2.00%, non-convertible redeemable preference shares of Rs. 100 each

Particulars	As at 31.03.2023		As at 31.03.2022	
	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	–	–	–	–
Number of shares at the end	**1,000,000**	**1,000.00**	**1,000,000**	**1,000.00**

Note No: 3.11.2 RIGHTS, PREFERENCES AND RESTRICTIONS ATTACHED TO THE SHARES.

Equity Shares : The company has only one class of equity shares having a par value of Rs 1/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

Preference Shares : The Company currently has issued 10%, non-convertible redeemable preference shares of Rs. 100 each and 2% non-convertible redeemable 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: 3.11.3 Details of Shareholders Holding more than 5% Share Capital

Particulars	As at 31.03.2023		As at 31.03.2022	
	Number of Shares	Amount	Number of Shares	Amount
Equity shares				
WLD Investments Private Limited	127,460,400	50.96%	127,460,400	50.96%
Preference shares				
10.00%, non-convertible redeemable preference shares of Rs. 100 each				
WLD Investments Private Limited	140,000	100%	140,000	100%
2% non-convertible redeemable preference shares of Rs. 100 each				
WLD Investments Private Limited	1,000,000	100%	1,000,000	100%

Note No: 3.11.4 Details of Promoter holding

Particulars	As at 31.03.2023		As at 31.03.2022	
	Number of Shares	Amount	Number of Shares	Amount
WLD Investments Private Limited	127,460,400	50.96%	127,460,400	50.96%
%change in shareholding				

* During the year ended on 31st Mar 2022 the tenure of 40,000 (10% Non Convertible Redeemable) Preference Shares was extended for ten years from due date of redemption

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Note No: 3.12 OTHER EQUITY *(Rupees in Lakhs)*

Particulars	As at 31.03.2023	As at 31.03.2022
Securities Premium Reserve		
Opening balance at the beginning of the year	9,149.35	9,149.35
Closing balance at the end of the year	**9,149.35**	**9,149.35**
Capital Reserve		
Opening balance at the beginning of the year	119.69	119.69
Closing balance at the end of the year	**119.69**	**119.69**
Capital reserve due to consolidation		
Opening balance at the beginning of the year	2,478.98	2,478.98
Closing balance at the end of the year	2,478.98	2,478.98
Capital Redemption Reserve		
Opening balance at the beginning of the year	210.00	210.00
Less: Deduction during the year	–	–
Closing balance at the end of the year	**210.00**	**210.00**
Foreign Currency Translation Reserve		
Opening balance at the beginning of the year	127.10	127.10
Less: transfer to retained earnings	(127.10)	–
Closing balance at the end of the year	**–**	**127.10**
Remeasurement of Employees benefits		
Opening balance at the beginning of the year	91.06	84.22
Less: transfer to retained earnings	(91.06)	6.84
Closing balance at the end of the year	**–**	**91.06**
Revaluation Reserve		
Opening balance at the beginning of the year	3,891.81	–
Add: Addition during the period	–	3,891.81
Closing balance at the end of the year	**3,891.81**	**3,891.81**
Equity Instruments through Other Comprehensive Income		
Opening balance at the beginning of the year	1,464.13	1,523.79
Add: Addition during the period	-	25.83
Less: Deduction during the year	-	(85.50)
Closing balance at the end of the year	**1,464.13**	**1,464.13**
Total (A)	**17,313.96**	**17,532.12**

(Rupees in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
General reserve		
Opening balance at the beginning of the year	1,710.69	1,710.69
Closing balance at the end of the year	**1,710.69**	**1,710.69**
Retained earnings		
Opening balance at the beginning of the year	(19,338.52)	(12,447.31)
Add: Transfer to retained earnings	218.16	-
Add: (Loss)/ profit for the period	(1,846.81)	(6,891.22)
Total of retained earnings at the end of the year	**(20,967.18)**	**(19,338.52)**
Closing balance at the end of the year (B)	**(19,256.49)**	**(17,627.84)**
Total (A+B)	**(1,942.53)**	**(95.72)**

Note No: 3.13 NON CONTROLLING INTEREST *(Rupees in Lakhs)*

Particulars	As at 31.03.2023	As at 31.03.2022
Opening balance at the beginning of the year	(778.54)	(752.27)
Add: Addition during the period	(227.36)	(26.26)
Closing balance at the end of the year	(1,005.90)	(778.54)

Note No: 3.14 BORROWINGS *(Rupees in Lakhs)*

Particulars	As at 31.03.2023	As at 31.03.2022
UNSECURED lOANS		
Unsecured loans from related party	1,151.42	1,150.92
Liability component of preference share capital		
1% Optionally convertible non-cumulative preference shares of Rs.100 each placed with WLD Investments Private Limited redeemable in 10 years 1,00,000 (Previous Year 1,00,000) preference shares,fully paid up	970.59	861.35
10% non-convertible redeemable preference share of Rs.100/- each placed with WLD Investments Private Limited, redeemable on or before 10 years 140,000 (Previous Year 140,000) preference shares,fully paid up	117.29	108.68
2% non-convertible redeemable preference shares of Rs.100/- each placed with W.L.D. Investments Private Limited redeemable on or before 10 years 10,00,000 (Previous Year 10,00,000) Preference shares,fully paid up	844.66	749.59
***Discount rate applied as 10% p.a.**		
Total	**3,083.95**	**2,870.54**

Note No: 3.15 OTHER FINANCIAL LIABILITIES *(Rupees in Lakhs)*

Particulars	As at 31.03.2023	As at 31.03.2022
Security deposits	54.40	54.40
Total	**54.40**	**54.40**

Note No: 3.16 PROVISIONS *(Rupees in Lakhs)*

Particulars	As at 31.03.2023	As at 31.03.2022
(i) Provision for employee benefits		
Gratuity	–	9.49
Leave encashment	–	4.27
Total	**–**	**13.75**

Note No: 3.17 TRADE PAYABLES *(Rupees in Lakhs)*

Particulars	As at 31.03.2023	As at 31.03.2022
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	781.21	1,790.53
Total	**781.21**	**1,790.53**

Note No: 3.17.1 TRADE PAYABLES *(Rupees in Lakhs)*

Particulars	As at 31.03.2023	As at 31.03.2022
Undisputed unsecured trade payables	–	–
- Considered good	160.66	709.57
Disputed unsecured trade payables	620.55	1,080.95
Total	**781.21**	**1,790.53**

Note No: 3.17.2 TRADE PAYABLES AGEING *(Rupees in Lakhs)*

Particulars	As at 31.03.2023	As at 31.03.2022
- Upto 1 year	21.55	291.54
- 1 to 2 year	46.90	436.37
- 2 to 3 year	105.04	648.37
- More than 3 year	607.72	414.25
Total	**781.21**	**1,790.53**

Note No:3.18 OTHER FINANCIAL LIABILITIES *(Rupees in Lakhs)*

Particulars	As at 31.03.2023	As at 31.03.2022
Payable to corporates		
(i) From related party	1,735.60	1,319.54
(ii) From others	313.00	466.05
Total	**2,048.60**	**1,785.59**

Note No: 3.19 OTHER CURRENT LIABILITIES *(Rupees in Lakhs)*

Particulars	As at 31.03.2023	As at 31.03.2022
Personnel expenses payable	64.74	174.14
Other expenses payable	1.80	29.14
Statutory dues	55.07	57.85
Other payables	53.27	142.60
Total	**174.88**	**403.73**

Note No: 3.20 PROVISIONS *(Rupees in Lakhs)*

Particulars	As at 31.03.2023	As at 31.03.2022
Provision for Employee Benefits		
Gratuity	–	0.38
Leave encashment	–	0.16
Total	**–**	**0.53**

Note: The Company has not opted for acturial valuation for the current year. In case of any liability related to employee arises, the same will be paid on actual basis and accounted for in the books of accounts

Note No: 3.21 REVENUE FROM OPERATIONS *(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Sales of products	16.65	585.83
Rental income	97.60	16.80
Total	**114.25**	**602.63**
Other operating revenues		
Scrap	–	38.49
Total	**114.25**	**641.11**

Note No: 3.22 OTHER INCOME *(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Interest received TDS refunds	–	0.14
Interest on non-convertible debentures	27.50	–
Interest on bank deposit	3.84	0.49
Balances written back	67.76	47.30
Total	**99.10**	**47.94**

Note No: 3.23 COST OF MATERIALS CONSUMED *(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Opening stock of raw material	4.92	219.32
Add : Purchase of raw material	–	338.58
	4.92	**557.89**
Less : closing stock of raw material	–	4.92
Less : reclassified into exceptional items	(4.92)	–
Total	**–**	**552.98**

Note No: 3.23.1 IMPORTED AND INDIGENOUS RAW MATERIAL ***(Rupees in Lakhs)***

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
	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
(Percentage of consumption of raw material)	100%	100%
Total consumption of raw material	**–**	**552.98**

Note No: 3.24 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Opening Stock as on 01-04-2022		
- Work in Progress	98.58	130.78
- Finished goods	71.98	93.16
Total opening stock	**170.56**	**223.94**
Less : closing stock as on 31-03-2023		
- Work in progress	–	98.58
- Finished goods	–	71.98
Total closing stock	–	**170.56**
Less: reclassified into exceptional items	**(170.56)**	**–**
Net (increase)/ decrease in inventories	**–**	**53.38**

Note No: 3.25 EXPENSES

Employee Benefits Expenses ***(Rupees in Lakhs)***

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Salaries and Wages	27.25	246.67
Other Contribution	–	23.80
Staff Welfare Expenses	0.44	5.07
Total	**27.69**	**275.53**

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

Other Contribution *(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Contribution to provident fund	–	13.93
Contribution to ESIC	–	2.46
Contribution to gratuity fund	–	5.22
Earned leave encashment expenses	–	2.19
Total	**–**	**23.80**

Finance Costs *(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Interest on redeemable preference shares*	212.91	179.70
* Interest rate applied at 10% p.a.		
Total	**212.91**	**179.70**

Depreciation and Amortisation Expenses *(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Depreciation and Amortisation	146.79	625.00
Total	**146.79**	**625.00**

Other Expenses *(Rupees in Lakhs)*

	Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
A)	**Manufacturing expenses**		
	Consumption of stores and spare parts	–	19.20
	Packing material consumed	–	19.13
	Job wok charges paid	–	1.21
	Power and fuel	5.16	71.59
	Freight inwards	–	0.07
	Repairs to plant and machinery	–	23.98
	Total manufacturing expenses (A)	**5.16**	**135.17**
B)	**Administrative and selling expenses**		
	Advertisement and publicity	1.16	1.16
	Auditor's remuneration	5.00	6.00
	Bank charges	1.05	1.33
	Books and periodicals	0.00	0.01
	Customer relation expenses	–	2.09
	Commission charges	10.00	–

Other Expenses *(Contd...)* ***(Rupees in Lakhs)***

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Director sitting fees	2.00	3.60
Legal and professional	29.67	15.44
Software expenses	0.15	–
Miscellaneous expenses	0.27	0.11
Office and factory	–	0.24
Printing and stationery	0.58	3.75
Rate, fee and taxes	8.85	26.66
Penalties and others charges	4.07	13.66
Rent	–	6.73
Repairs and maintenance		
-Others	0.34	4.57
-Building	–	0.23
Running and maintenance of vehicle	0.32	3.71
Telephone, communication and postage	0.46	0.74
Travelling and conveyance	2.80	17.31
Watch and ward	3.61	16.13
Selling and distribution expenses		
Packing, forwarding, discounts, warranty claims ,freight outwards and other selling expenses	–	9.44
Total Administrative and selling expenses (B)	**70.33**	**132.91**
Total (A + B)	**75.51**	**268.08**

Note No: 3.25.1 AUDITOR'S REMUNERATION ***(Rupees in Lakhs)***

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Auditors payments		
As auditor	5.00	6.00
Total	**5.00**	**6.00**

Note No: 3.25.2 CONTINGENT LIABILITIES AND COMMITMENTS (To The Extent Not Provided For)
(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
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	42.51	42.51
Income tax demand	18.10	18.10
Liabilities in respect of legal cases by and against the company	Amount not ascertainable	Amount not ascertainable

The Company has 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)] *(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Loss on sale of property, plant & equipment	(803.47)	(173.75)
Provision for bad debt	(182.64)	–
Profit (Loss) on sale of investments	–	(304.97)
Impairment of property, plant & equipment	–	(3,795.51)
Impairment of investments	–	(24.33)
Loss on sale of inventory	(113.66)	–
Balances written off	(20.26)	(0.04)
Balances written back	468.37	–
Diminution in value of inventory	(1,172.98)	–
Capital work in progress written off	–	(50.31)
Interest on preference shares	–	(157.55)
Total	**(1,824.64)**	**(4,506.46)**

Note No: 3.27 OTHER COMPREHENSIVE INCOME (OCI) *(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
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
ii) Revaluation reserves through OCI	–	3.891.81
Total	**–**	**3,898.65**

Note No : 3.28 BASIC EPS & DILUTED EPS & EXCEPTIONAL ITEM *(Rupees in Lakhs)*

Calculation of EPS (Basic and Diluted)	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Basic		
Opening number of shares (in lacs)	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	(1,846.81)	(2,992.57)
Earning per share	**(0.74)**	**(1.20)**
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**
(Loss) / Profit after tax for dilution	**(1,846.81)**	**(2,992.57)**
Earning per share	**(0.74)**	**(1.20)**

Note No : 3.29 SEGMENT INFORMATION

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The managing committee is considered to be the 'Chief Operating Decision Maker' (CODM) as defined in IND AS 108. The Operating Segment is the level at which discrete board of directors financial information is available. The CODM allocates resources and access performance at its level. As at March 23, there was no business whose operating results were reviewed by the management of the Company separately for allocation of resources. Accordingly, the Company's segment information was not included in the financial statement.

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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 Private Limited
2)	**Subsidiary**	RT Packaging Limited
3)	**Joint venture**	Rollatainers Toyo Machines Private Limited
4)	**Associate**	Oliver Engineering Private Limited
5)	**Companies due to common directorship**	Gateway Impex Private Limited Terrasoft Infosystem Private Limited LTPL Travels Private Limited Barista Coffee Company Limited
6)	**Key management personnel**	Ms. Aarti Jain Ms Manisha Goel (w.e.f. 02.09.2022) Mr. Anupam Jain (upto 27.06.2022) Mr Brajinder Mohan Singh Mr. Aditya Malhotra (upto 12.02.2023) Ms. Rajiv Kapur Kanika Kapur (w.e.f. 08.09.2022) Mr. Amit Gupta (upto 07.09.2022) Mr. Vipul Gupta (w.e.f. 01.06.2022) Mr. Manbar Rawat Ms. Aditi Jain

B) Transactions **(Rupees in Lakhs)**

Particulars	Associate/Holding/Subsidiaries or Associate/Joint Ventures of Holding Company		Key Management Personnel		For the Year Ended	
	2023	**2022**	**2023**	**2022**	**2023**	**2022**
Advance given returned	110.00	–	–	–	110.00	–
Amount paid	–	2,543.00	0.15	3.82	0.15	2,546.82
Amount received	395.00	391.60	–	–	395.00	391.60
Settlement/ assignment of balance	–	2,071.47	–	–	–	2,071.47
Remuneration of key management personnel	–	–	9.16	6.00	9.16	6.00
Sale of Investment	–	200.00	–	–	–	200.00
Balance written off/ written back	33.92	–	–	–	33.92	–
Balance receivable at the year end	**364.76**	**453.26**	–	–	**364.76**	**453.26**
-Oliver Engineering Private Limited	364.76	364.76	–	–	364.76	364.76
-Gateway Impex Private Limited	–	88.50	–	–	–	88.50
Balance payable at the year end	**1,735.60**	**1,353.02**	**0.56**	**0.36**	**1,736.16**	**1,353.38**
-Barista Coffee Company Limited	10.45	10.90	–	–	10.45	10.90
-WLD Investment Private Limited	1,702.56	1,307.56	–	–	1,702.56	1,307.56
-Rollatainers Toyo Machines Private Limited	1.08	1.08	–	–	1.08	1.08
-Terrasoft Infoasystem Private Limited	–	33.32	–	–	–	33.32
-Gateway Impex Private Limited	21.50	–	–	–	21.50	–
-Manisha Goel	–	–	0.14	–	0.14	–
-Aditi Jain	–	–	0.43	0.36	0.43	0.36
-LTPL Travels Private Limited	–	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[1]	764.25	3,004.69	0.25	2,823.68	3,980.39	0.71	(64%)
Debt-equity ratio[2]	3,083.95	(447.12)	(6.90)	2,870.54	1,627.04	1.76	(491%)
Debt service coverage ratio[3]	110.17	212.91	0.52	(508.86)	179.70	(2.83)	(118%)
Return on equity ratio[2]	(1,846.81)	(447.12)	4.13	(2,992.57)	1,627.04	(1.84)	(325%)
Inventory turnover ratio[4]	114.25	656.03	0.17	624.31	1,459.66	0.43	(59%)
Trade receivables turnover ratio[5]	114.25	489.67	0.23	624.31	1,264.35	0.49	(53%)
Trade payables turnover ratio[6]	–	1,285.87	–	606.36	1,782.78	0.34	(100%)
Net capital turnover ratio[1]	114.25	(1,698.57)	(0.07)	624.31	(2,890.48)	(0.22)	(69%)
Net profit ratio[2]	(1,846.81)	114.25	(16.16)	(2,992.57)	624.31	(4.79)	237%
Return on capital employed[2]	(1,960.36)	2,691.24	(0.73)	(5,640.32)	4,565.73	(1.24)	(41%)
Return on investment[7]	31.34	436.44	0.07	0.64	81.58	0.01	822%

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	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	Net credit purchase	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 bank balances and investments

1. Significant change in current ratio during the year ended 31st March 2023 is due to reduction in creditors on account of settlement and provision of bad debt with respect to long standing debtors and disposal of inventory in the financial year 2022-23.
2. During the year ended 31st march 2023, the company has disposed of its fixed assets and inventory. In addition there has been provision for bad debt with respect to long standing debtors and settlement with creditors leading to balances written back. All these have resulted in exceptional losses of 1824.64 lacs. Further the Company's sale has gone down to 114.25 lacs. The above mentioned have resulted in significant change in equity of the company
3. Significant change in the ratio during the year ended 31st March 2023 is on account of decrease in revenue as compared to previous financial year.
4. During the year the Company's sales have reduced significantly. In addition, the Company has disposed of its inventory. This has resulted in change in the ratio.

5. During the year the Company's sales have reduced significantly. In addition, the Company has recognised provision for bad debt with respect to long standing debtors. There has been realisation from debtors as well during the current financial year. This has resulted in change in the ratio.
6. During the year the Company's sales have reduced significantly and there was reduction in creditors on account of settlement. This has resulted in change in the ratio.
7. Material change in ratio is additional interest on non convertible debentures in the current financial year as compared to the previous year and sale of investment in associate in previous year as compared to current year.

Note No. : 3.32 Disclosure of transaction with strike off companies

Name	Nature of Transaction	Amount of Transaction	Balance outstanding as of March 31, 2023	Balance outstanding as of March 31, 2022
Adonis Buildprop Private Limited	Advance from corporates	340.00	–	340.00
Innovateive Buildtech Private Limited	Services received	10.40	–	10.40
Rollatainers Toyo Machines Private Limited	Advance from corporates	–	1.08	1.08
Terrasoft Infosystems Private Limited	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, 2023 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 and other bank balance	–	–	96.44	96.44
Trade receivables	–	–	187.75	187.75
Investment	–	–	340.00	340.00
Other current financial assets	–	–	12.91	12.91
Total	**–**	**–**	**637.10**	**637.10**
Financial Liabilities				
Trade payables	–	–	781.21	781.21
Borrowings	–	–	3,083.95	3,083.95
Other financial liabilities	–	–	2,103.00	2,103.00
Total	**–**	**–**	**5,968.16**	**5,968.16**

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 and other bank balance	–	–	81.59	81.59
Trade receivables	–	–	791.59	791.59
Other current financial assets	–	–	11.47	11.47
Total	**–**	**–**	**884.65**	**884.65**
Financial Liabilities				
Trade payables	–	–	1,790.53	1,790.53
Borrowings	–	–	2,870.54	2,870.54
Other financial liabilities	–	–	1,839.99	1,839.99
Total	**–**	**–**	**6,501.06**	**6,501.06**

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, 2023 ***(Rupees in Lakhs)***

	Level 1	Level 2	Level 3	Total
Financial Assets				
Cash and cash equivalents and other bank balances	–	–	96.44	96.44
Trade receivables	–	–	187.75	187.75
Investments	–	–	340.00	340.00
Other current financial assets	–	–	12.91	12.91
Financial Liabilities				
Trade payables	–	–	781.21	781.21
Borrowings	–	–	3,083.95	3,083.95
Other financial liabilities	–	–	2,103.00	2,103.00

As at March 31, 2022 ***(Rupees in Lakhs)***

	Level 1	Level 2	Level 3	Total
Financial Assets				
Cash and cash equivalents and other bank balances	–	–	81.58	81.58
Trade receivables	–	–	791.59	791.59
Other current financial assets	–	–	11.47	11.47
Financial Liabilities				
Trade payables	–	–	1,790.53	1,790.53
Borrowings	–	–	2,870.54	2,870.54
Other financial liabilities	–	–	1,839.99	1,839.99

Note No. : 3.34 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 invested in fixed interest bearing debentures which are measured at amortised cost and 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 Company invests its surplus funds in bank, fixed deposit and debentures, 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 :

(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, 2023					
Trade and other payables	781.21	–	–	–	781.21
Other financial liabilities	4,325.00	–	–	861.95	5,186.95
TOTAL	**5,106.22**	**–**	**–**	**861.95**	**5,968.16**
As at 31st March, 2022					
Trade and other payables	1,790.53	–	–	–	1,790.53
Other financial liabilities	3,090.91	861.35	–	758.28	4,710.54
TOTAL	**4,881.44**	**861.35**	**–**	**758.28**	**6,501.07**

Note No. : 3.35 The Comany has entered into operating leases for its land and building Lease has term of 2 years. Rental income recognised by the Company during the year is INR 97.60 lacs (2022:INR 16.80 lacs). Future minimium rentals receivable under non-cancellable operating leases as at 31st March are as follows.

	2023	2022
Period	**INR lacs**	**INR lacs**
Within one year	39.20	40.80

Note No. : 3.36 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 31.03.2023	As at 31.03.2022
Financial liabilities in Note_3.14, 3.15 3.17and 3.18.	5,968.16	6,501.06
Less: Cash and cash equivalents (excluding cash held as margin money)	48.88	35.68
Net debt	5,919.28	6,465.38
Equity	2,501.30	2,501.30
Capital and net debt	8,420.58	8,966.68
Gearing ratio	70.30%	72.10%

Note no.3.37

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 31.03.2023.

Note no. 3.38

A. No transactions to report during the current as well as previous financial year against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

(a) Crypto Currency or Virtual Currency

(b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

(c) Registration of charges or satisfaction with Registrar of Companies

(d) Relating to borrowed funds:

i. Wilful defaulter

ii. Utilisation of borrowed funds & share premium

iii. Borrowings obtained on the basis of security of current assets

iv. Discrepancy in utilisation of borrowings

v. Current maturity of long term borrowings

(e) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

B. The group has complied with the number of layers prescribed under the Companies Act

C. The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

D. The Company has not received any funds from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note No. : 3.39 The previous year figures have been regrouped/ reclassified, wherever considered necessary to conform to the current year figures.

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

Sd/-
BD GUJRATI
Partner
(Membership No. 010878)
UDIN : 23010878BGWRCJ1031

Place : New Delhi
Dated : 29th May, 2023

For and on behalf of the Board

Sd/-
MANISHA GOEL
Director
DIN: 09725308

Sd/-
AARTI JAIN
Director
DIN: 00143244

Sd/-
ADITI JAIN
Company Secretary

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 the member(s)		**E-mail id :**	
Registered address		**Member' Folio No/DP-ID-Client Id**	

I / We, being the member(s) of _____ Shares of the above named company, hereby appoint :

1. Name : _____
E-mail Id : _____
Address : _____
Signature: _____ or failing him / her

2. Name : _____
E-mail Id : _____
Address : _____
Signature: _____ or failing him / her

3. Name : _____
E-mail Id : _____
Address : _____
Signature: _____ or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 52nd Annual General Meeting (AGM) of the Company, to be held on **Saturday, September 30, 2023 at 11.00 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:

Resolution No.	Description	Vote (optional, see the note)	
		FOR	**AGAINST**
Ordinary Business			
1.	(a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2023 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 31 March 2023 together with the Reports of Auditors thereon.		
2.	Appointment of Ms. Aarti Jain (DIN: 00143244) as a director, who is liable to retire by rotation.		
Special Business			
3.	Approval for Related Party Transaction entered with the Company for Financial Year 2023-24		
4.	Appointment of Mr. Sri Kant (DIN:06952400) as Non-Executive Independent Director of the Company		
5.	Appointment of Mr. Sanjay Sharma (DIN:09534294) as Non-Executive Independent Director of the Company		

Signed this ..... day of ..... of 2023.

Signature of Shareholder..... Signature of the Proxy Holder(s).....

Affix Revenue Stamp of Re.1/-

Note:
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the For or Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriat

ROLLATAINERS
EMERGING EVERYDAY

ROLLATAINERS LIMITED

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

ATTENDANCE SLIP

(to be handed over at the Registration Counter)

Folio No.	
No. of Shares:	

DP ID -	
Client ID No.:	

I/We hereby record my/our presence at the Annual General Meeting of the Company being held on **Saturday, 30th day of September, 2023 at 11.00 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.**

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