



ROLLATAINERS
EMERGING EVERYDAY

ROLLATAINERS LIMITED

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

Tel.: 01274-243326, 242220

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

CIN: L21014HR1968PLC004844

NOTICE

NOTICE is hereby given that the **01st Extra-Ordinary General Meeting (EGM)** for the Financial Year 2024-25 of the Members of Rollatainers Limited ("the Company") will be held on **Thursday, 16th day of May 2024 at 09:30 a.m. (IST)** 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 special business:

ITEM 1: TO ISSUE OF CONVERTIBLE EQUITY WARRANTS TO CERTAIN IDENTIFIED NON-PROMOTER PERSONS/ENTITIES ON PREFERENTIAL BASIS

To consider and if thought Fit, to pass, with or without Modification, following Resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62 and other applicable provisions, if any, of the Companies Act 2013 read with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications) or the re- enactment thereof for the time being in force ("**Act**") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**the "ICDR Regulations"**) and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (**the "Takeover Regulations"**) and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (**the "LODR Regulations"**), including the provisions of the Foreign Exchange Management Act, 1999 as amended and rules and regulations framed thereunder including Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, Government of India, Foreign Exchange Management Act, 1999, as amended (**the "FEMA Regulations"**) and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India ("**SEBI**"), and any other guidelines and clarifications issued by any other appropriate authorities, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited ("**BSE**") , NSE Limited ("**NSE**"), if any required, and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**the Board**") which term shall be deemed to include any exiting Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board's absolute discretion, the consent of the members of the Company, be and is hereby accorded to the Board to create, issue, offer and allot, from time to time in one or more tranches upto **11,76,47,070 (Eleven Crores Seventy Six Lakhs Forty Seven Thousand and Seventy)** Convertible Equity Warrants ("**Warrants**") of face value of Rs.1/- each, to non-promoter as mentioned below ("**Warrant Holders**"/ "**Proposed Allottees**") at a price of Rs.1.70 (Rupees One and Seventy paisa only) each (including premium of Rs. 0.70/- per share) aggregating up to **Rs. 20,00,00,019/-** (Rupees Twenty Crores and Nineteen Only) or such higher price as may be arrived at in accordance with Regulation 164(1) read with Regulation 166A of ICDR Regulations, on preferential allotment basis ("**Preferential Offer**") in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

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

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

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

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

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

- I) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- II) A Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
- III) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- IV) The respective Warrant holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- V) In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- VI) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.
- VII) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant holders thereof any rights with respect to that of an Equity shareholder of the Company.
- VIII) Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of equity shares and perform all such actions as are required including to credit the same to the designated demat account of the Warrant Holder, within 15 days from the date of exercise by the Warrant Holder in terms of regulation 162(2) of the SEBI ICDR Regulations;
- IX) The Equity Shares allotted upon conversion of the Warrants will be listed on the BSE Limited and

NSE Limited, where the existing Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

- X) The Warrants and equity shares allotted pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations.

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

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

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

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

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

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

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

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

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

ITEM NO.02: APPOINTMENT AND REGULARISATION OF ADDITIONAL DIRECTOR MR. AMIT SHARMA (DIN: 10524102) AS AN EXECUTIVE DIRECTOR AS WELL AS MANAGING DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and such other approvals as may be required and pursuant to recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded to appoint and regularize **Mr. Amit Sharma (DIN: 10524102)** as an Executive Director as well as Managing Director of the Company, for a period of 5 (five) years with effect from **20th April 2024 to 19th April 2029**, the period of his office shall be liable to retire by rotation and at such remuneration as may be determined by the Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company.

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

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

Date: 20.04.2024

Place: New Delhi

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

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

NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the special business with respect to **Item No. 1 & Item No.2** forms the 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 EGM, forms integral part of the Notice of the EGM. The details of the Directors seeking re-appointment at the Extra Ordinary 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. The Route Map to the EGM Venue is annexed as a part of this Notice.
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
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. 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 EGM and vote on their behalf at the meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 days of notice in writing is given to the Company.
8. In order to enable us to register your attendance at the venue of the Extra Ordinary 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 Extra Ordinary 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 is being sent to all members, whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, April 19, 2024.**
13. The Notice of the Extra Ordinary General Meeting is also uploaded on the website of the Company at

<https://www.rollatainers.in/investors.php> . The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com and NSE Limited at www.nseindia.com.

14. Dispatch of EGM Notice through Electronic Mode:

In compliance with the MCA Circulars and SEBI Circular, Notice of the EGM along with Annexures is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants.

Members may note that the EGM Notice will also be available on the Company's website www.rollatainers.in websites of the Stock Exchange, i.e., BSE Limited at www.bseindia.com and NSE Limited at www.nseindia.com and CDSL i.e. www.evotingindia.com and on the website of Company's Registrar and Transfer Agent, Beetal Financial & Computer Services (P) Limited at www.beetalfinancial.com

15. To support 'Green Initiative' for receiving all communication (including EGM Notice) from the Company electronically:
 - a. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at beetal@beetalfinancial.com.
 - b. Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.
16. 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.
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. SEBI VIDE ITS CIRCULAR, WITH A VIEW TO PROTECT THE INTEREST OF THE SHAREHOLDERS, HAS MANDATED TO ALL THE MEMBERS WHO HOLD SECURITIES OF THE COMPANY IN PHYSICAL FORM, TO FURNISH TO THE COMPANY / ITS REGISTRAR AND TRANSFER AGENT, THE DETAILS OF THEIR VALID PERMANENT ACCOUNT NUMBER (PAN) AND BANK ACCOUNT. TO SUPPORT THE SEBI'S INITIATIVE, THE MEMBERS ARE REQUESTED TO FURNISH THE DETAILS OF PAN AND BANK ACCOUNT TO THE COMPANY OR RTA. MEMBERS ARE REQUESTED TO SEND COPY OF PAN CARD OF ALL THE HOLDERS; AND ORIGINAL CANCELLED CHEQUE LEAF WITH NAMES OF SHAREHOLDERS OR BANK PASSBOOK SHOWING NAMES OF MEMBERS, DULY ATTESTED BY AN AUTHORISED BANK OFFICIAL.**
- 19. TO BE NOTIFIED BY SEBI, SECURITIES OF LISTED COMPANIES WOULD BE TRANSFERRED IN DEMATERIALIZED FORM ONLY, FROM A CUT-OFF DATE. IN VIEW OF THE SAME MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONSIDER CONVERTING THEIR HOLDINGS TO DEMATERIALIZED FORM TO ELIMINATE ALL RISKS ASSOCIATED WITH PHYSICAL SHARES AND FOR EASE OF PORTFOLIO MANAGEMENT. MEMBERS CAN CONTACT THE COMPANY'S RTA FOR ASSISTANCE IN THIS REGARD.**
20. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Extra Ordinary General Meeting.
21. All documents referred to in the Notice and explanatory statement will be available electronically for inspection without any fee by the members during the EGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to cs.rollatainers@gmail.com.

22. The Company has fixed **Thursday, 9th May, 2024** as the “Cut-Off Date” for remote e-voting. The remote e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the paid up value of shares registered in their name as at close of business hours on the Cut-Off date. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
23. The Company has appointed **M/s AASK & Associates LLP (LLPIN: AAD-2934)** to act as the Scrutinizer for conducting the e-voting process/ballot process in a fair and transparent manner.
24. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting and shall within 2 working days of conclusion of the EGM shall submit a consolidated Scrutinizer's report of the total votes cast in favour of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
25. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at www.rollatainers.in and the website of CDSL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favour of the resolutions.
26. The voting result will be announced by the Chairman or any other person authorized by him within two working days of the AGM.
27. In case of any queries, members may write to cs.rollatainers@gmail.com to receive an email response
28. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is Beetal Financial & Computer Services (P) Limited (herein after referred to as “RTA”). All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:

Beetal Financial & Computer Services (P) Limited
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping
Centre, Near Dada Harsukh Dass
Email: beetal@beetalfinancial.com

29. As directed by SEBI, members are requested to-
- (i) Intimate to the DP, changes if any, in their registered addresses and/or changes in their bank account details, if the shares are held in dematerialized form.
 - (ii) Intimate to the Company's RTA, changes if any, in their registered addresses, in their bank account details, if the shares are held in physical form (share certificates).
 - (iii) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
 - (iv) Dematerialize the Physical Shares to Electronic Form (Demat) to eliminate all risks associated with Physical Shares. Our Registrar and Transfer Agents viz **Beetal Financial & Computer Services (P) Limited (Email: beetal@beetalfinancial.com)** may be contacted for assistance, if any, in this regard.
- Further, as per amendment to Regulation 40 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, requests for effecting transfer, transmission or transposition of securities of securities shall not be processed unless the securities are held in the dematerialized form. Members are advised to Dematerialize the shares held by them in physical form.
30. 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 from **Monday, 13th May 2024 (09:00 A.M. IST) to Wednesday, 15th May 2024 (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. May 09, 2024 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. 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.

31. 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 Extra Ordinary General Meeting (EGM) 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 EGM. Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM 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 **Monday, 13th May 2024 (09:00 A.M. IST) to Wednesday, 15th May 2024 (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 **Thursday, 09th May 2024** 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.

(v) 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.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are 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

	<p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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.</p> <p>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</p> <p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>

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.com or 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 Remote e-Voting 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) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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 “**Rollatiners Limited**” on which you choose to vote.

- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs.rollatainers@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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

EXPLANATORY STATEMENT

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

As 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. 1 & Item No. 2 of the accompanying Notice:

ITEM NO. 1: TO ISSUE OF CONVERTIBLE EQUITY WARRANTS TO CERTAIN IDENTIFIED NON-PROMOTER GROUP/ENTITIES ON PREFERENTIAL BASIS

The Explanatory Statement pursuant to Section 102 of the Companies Act, given hereunder sets out all material facts relating to the special business mentioned at the said item of the accompanying Notice. As per Section 62 of the Companies Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and Chapter V of SEBI (ICDR) Regulations, as amended, as may be applicable, a listed issuer is permitted to make a Preferential Issue of specified securities, subject to special resolution has been passed by its Members.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Particulars of the Preferential Issue including date of passing of Board resolution and maximum number of specified securities to be issued

The Board of Directors at its meeting held on 20th April 2024 and corrigendum issued on 22nd April 2024 had subject to the approval of the Members and such other approvals as may be required, approved the issuance of Convertible Equity Warrants upto 11,76,47,070 (Eleven Crores Seventy Six Lakhs Forty Seven Thousand and Seventy) Convertible Equity Warrants ("Warrants") of face value of Rs.1/- each, to non-promoter group/entities as mentioned below ("Warrant Holders"/ "Proposed Allottees") at a price of Rs. 1.70/- (Rupees One Rupees and Seventy Paise only) each (including premium of Rs. 0.70/- per share) aggregating up to Rs. 20,00,00,019/- (Rupees Twenty Crores and Nineteen Only) to the non-promoter persons/entities (as mentioned), for cash, on a preferential basis.

II. Kinds of securities offered and the price at which security is being offered

The Board of Directors at its meeting held on 20th April 2024 and corrigendum issued on 22nd April 2024 had subject to the approval of the Members and such other approvals as may be required, approved the issuance of Convertible Equity Warrants upto 11,76,47,070 (Eleven Crores Seventy Six Lakhs Forty Seven Thousand and Seventy) Convertible Equity Warrants ("Warrants") of face value of Rs.1/- each, to non-promoter group/entities as mentioned below ("Warrant Holders"/ "Proposed Allottees") at a price of Rs. 1.70/- (Rupees One Rupees and Seventy Paise only) each (including premium of Rs. 0.70/- per share) aggregating up to Rs. 20,00,00,019/- (Rupees Twenty Crores and Nineteen Only) to the non-promoter persons/entities (as mentioned), for cash, on a preferential basis.

III. Objects of the Preferential Issue and Issue Size, aggregate amount proposed to be raised

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

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

IV. Relevant date:

The Relevant date as per the ICDR Regulations for the determination of the price per Equity Share pursuant to the preferential allotment is **16th April, 2024**, ("**Relevant Date**") (i.e., 30 days prior to the date of proposed Extra-ordinary General Meeting scheduled to be held on Thursday, 16th May, 2024 to consider this Preferential Issue.

V. Pricing of Preferential Issue:

The Board has fixed the price of Rs. 1.70/- (Rupees One and Paise Seventy Only) per warrant as the issue price. This is higher than the price determined in terms of Regulation 164(1) and 166A of the ICDR Regulations. The pricing certificate under Regulation 164(1) of ICDR Regulations is issued by Mr. Hari Shankar Pathak, Practicing Chartered Accountant (Membership No. :527682) having his office at C-3390, First Floor, Greenfield Colony, Faridabad- 121010 and the valuation report is issued by IBBI Registered Valuer Mr. Gaurav Jain (IBBI Regn No.: IBBI/RV/06/2021/13914) having his office at 1511-1512, R.G. Trade ,Netaji Subhash Place, Pitampura, New Delhi-110034. Both the documents are available on website of the company at www.rollatainers.in

The said certificates shall also be available for inspection at the registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and all also be available during the Extra Ordinary General Meeting.

VI. Basis on which the price has been arrived at and justification for the price (including premium, if any) Report of independent registered valuer:

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

The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: www.rollatainers.in.

The equity shares of the Company are listed and traded on BSE and NSE and the equity shares of the Company are frequently traded in accordance with regulation 164(5) of the SEBI ICDR Regulations and the trading volume of the equity shares of the Company was higher on NSE during the preceding 90 trading days prior to the Relevant Date for computation of Warrant Issue Price. Therefore, the trading volume of the equity shares on BSE has been considered to determine the Warrant Issue Price.

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

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

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

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

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

VII. Intent of the Promoters of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters as part of the Preferential Issue or separately in furtherance of the objects

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible Equity Warrants on conversion proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

VII. The Class or Classes of Persons to whom the allotment is proposed to be made:

The entire issue is made to the following persons being non-promoter/public category persons / entities, as mentioned herein.

S.No.	Public Category Persons/Non promoter Group
1	Black Hawk Properties Private Limited
2	Albula Investment Fund Limited
3	Mahakram Developers Private Limited

VIII. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price

The Company has not made any preferential allotment during the current financial year 2024-25.

IX. Material term of raising equity shares:

No material terms other than stated above.

X. Principle terms of assets charged as securities:

Not applicable.

XI. Timeframe within which the allotment shall be completed

As required under the ICDR Regulations, the preferential issue/allotment of Warrants shall be completed within a period of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), whichever is later.

XII. Equity Shareholding Pattern before and after the Preferential Issue:

Sr. No.	Category	Pre- Issue#		Post-Issue*	
		No. of equity shares held	% of equity holding	No. of equity shares held	% of equity holding
A.	PROMOTER AND PROMOTER GROUP HOLDING				
	Indian				
	Individual	-	-	-	-
	Bodies Corporate	12,74,60,400	50.9576	12,74,60,400	34.6570
	Any Other	-	-		
	Sub-total	12,74,60,400	50.9576	12,74,60,400	34.6570

	Foreign Promoters	-	-	-	-
	Sub-total (A)	12,74,60,400	50.9576	12,74,60,400	34.6570
B.	PUBLIC HOLDING				
B1)	Institutions (Domestic)	-	-	-	-
	Banks	700	0.0003	700	0.0001
B2)	Institutions (Foreign)				
	Foreign Portfolio Investors Category I	5,000	0.0020	1,83,20,300	4.9813
	Foreign Portfolio Investors Category II	-	-	-	-
B3)	Central Government/State Government(s)/ President of India	-	-	-	-
B4)	Non-Institution				
	Indian public	11,19,26,839	44.7475	11,19,26,839	30.4334
	Non Resident Indians (NRIs)	18,26,454	0.7302	18,26,454	0.4966
	Bodies Corporate	41,77,671	1.6702	10,35,09,441	28.1446
	Any Other (specify)				
	HUF	46,77,000	1.8698	46,77,000	1.2717
	Clearing Member/ House	55,936	0.0224	55,936	0.0152
	Sub-total (B)	12,26,69,600	49.0423	24,03,16,670	65.3430
	GRAND TOTAL (A) + (B)	25,01,30,000	100.00	36,77,77,070	100.00

The pre-issue Share Holding Pattern is as per the shareholding pattern as on March 31, 2024.

* The post issue paid-up capital is arrived after considering all the preferential allotment and conversion of entire number of Warrants, proposed to be made under this notice and on fully diluted basis and the pre-issue shareholding pattern continue to be the shareholders of the Company.

XIII. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue

There will be no change in the control of the Company consequent to the said preferential issue. The percentage shareholding in the Company by the proposed allottees, pre and post preferential issue is given below:

S. No.	Proposed Allottees	Pre Issue Shareholding	Pre Issue Shareholding (%)	No. of warrants to be allotted (fresh Allotment)	Post-Issue Shareholding	Post-Issue Shareholding (%)
A	Non-Promoter Group					
	Public shareholders					
1	Black Hawk Properties Private Limited	-	-	2,05,88,240	2,05,88,240	5.5980%
2	Albula Investment Fund Limited	-	-	1,83,15,300	1,83,15,300	4.9800%
3	Mahakram Developers Private Limited	-	-	7,87,43,530	7,87,43,530	21.4106%

***Remark**-Pre issue holding of proposed warrant holders/allottees is taken as on 19th April, 202

S.No.	Details of Proposed Allottee	Name of Ultimate Beneficial Owner of the Proposed Allottee	Change in control, if any
1	Black Hawk Properties Private Limited	Wholly owned by Mr. Haritk K Parekh	No
2	Albula Investment Fund Limited	Anna Luzia von Senger Burger	No
3	Mahakram Developers Private Limited	Mr. Saurabh Khanijo	No

Notes: The post issue shareholding is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis.

The pre-issue shareholding pattern is as on March 31, 2024.

XIV. Change in control, if any in the Company that would occur consequent to the preferential offer:

Upon the issuance and allotment of the Warrants and equity shares in exchange of the Warrants, there is no likely change of control of the Company.

XV. Current and proposed status of the Proposed Allottees post the preferential issue viz. non-promoter

The Proposed Allottees shall be classified under respective categories of Promoter and Non-Promoters, as tabulated herein below, and the status will continue post the preferential issue.

S. No.	Details of Proposed Allottee	Current status	Proposed status
1.	Black Hawk Properties Private Limited	Non-Promoter	Public
2.	Albula Investment Fund Limited	Non-Promoter	Public
3.	Mahakram Developers Private Limited	Non-Promoter	Public

XVI. Undertaking as to re-computation of price and lock-in of specified securities

1. The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of the ICDR Regulations or any other applicable laws, where it is required to do so.
2. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant holder.

XVII. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:

Not Applicable

XVIII. Lock-in period:

The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

XIX. Listing

The Company will make an application to BSE Limited and NSE Limited at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants.

Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

XX. SEBI Takeover code:

In compliance of SEBI (Substantial Acquisition of Share and Takeover) Regulations, 2011, (“the Takeover Regulations”) after the allotment of above shares, Black Hawk Properties Private Limited and Mahakram Developers Private Limited will hold 5.59 % and 21.41% stake in the Company respectively and disclosure in respect of the above will be provide to the BSE Limited and NSE Limited with in time period as prescribed under the Takeover Regulations.

XXI. Practicing Chartered Accountant Certificate:

A certificate from M/s S A H A S & Associates (FRN: 025389N), having their office at C-3390, First Floor, Greenfield Colony, Faridabad- 121010, certifying that the preferential issue of Warrants is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company’s website at the link: www.rollatainers.in.

XXII. Other disclosures/undertaking

- i. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations
- ii. The Company , its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations is not applicable.
- iii. None of its directors or promoters are fugitive economic offenders or fraudulent borrowers as defined under the ICDR Regulations.
- iv. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- v. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- vi. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders’ approval by way of special resolution;
- vii. The Company is in compliance with the conditions for continuous listing;
- viii. The Proposed Allottees and the promoter and promoter group has not sold any equity shares during 90 trading days preceding the Relevant Date.

- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- x. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.
- xi. All the equity shares to be allotted pursuant to the exercise of the Warrants held by the Proposed Allottees in the Company will be in dematerialized form;
- xii. As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

ITEM NO.02: APPOINTMENT AND REGULARISATION APPOINTMENT OF MR. AMIT SHARMA (DIN: 10524102) AS EXECUTIVE DIRECTOR AS WELL AS MANAGING DIRECTOR OF THE COMPANY

The Board of Directors on the recommendation of the Nomination & Remuneration Committee at its meeting held on 20th April, 2024, has approved the appointment and regularization of **Mr. Amit Sharma (DIN: 10524102)** as an Additional Director designated as Managing Director (Executive Director) and KMP of the Company for a period of five years, with effect from 20th April 2024 to 19th April 2029, subject to approval of shareholders at the forthcoming Annual General Meeting.

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

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

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

In compliance with Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, other details of Mr. Amit Sharma whose appointment is proposed at Item No. 2 is provided in the “**Annexure-I**” to the Notice.

Except Mr. Amit Sharma, none of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution.

Accordingly, the Board of Directors recommends the proposed resolution at Item No.2 for your approval as **Special Resolution.**

Date: 20.04.2024

Place: New Delhi

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

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

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	Mr. Amit Sharma
1. Date of Birth	29-11-1982
2. Date of First Appointment	20-04-2024
3. Terms & Conditions of Appointment	Appointed as Executive Director and Managing Director of the Company and liable to retire by rotation.
4. Directors Identification Number	10524102
5. Age	41 years
6. Qualification	Bachelors of Commerce
7. Expertise	Accounting and Finance
8. Experience	15+ years
9. No. of Listed Companies in which Directorships held including this listed entity	1(One) - Rollatainers Limited
10. Listed Entities from which the person has resigned in the past 3 years	NIL
11. Chairpersonship / Membership of Committees of other Listed Companies	NIL
12. Number of shares held in the Company(as at March 31, 2024)	NIL
13. Relationship Between Directors inter-se/Managersand KMPs Manager and KMPs.	No Relation
14. No. of meetings of Board attended during the year	NA

ROUTE MAP TO THE VENUE OF EGM

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

