



ROLLATAINERS
EMERGING EVERYDAY

ROLLATAINERS LIMITED

43RD ANNUAL REPORT 2013 - 2014



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ROLLATAINERS LIMITED

CIN: L21014HR1968PLC004844

43RD ANNUAL REPORT 2013 - 2014

BOARD OF DIRECTORS

Ms. Aarti Jain	<i>Chairperson</i>
Mr. Sagato Mukerji	<i>Whole Time Director</i>
Mr. Aditya Malhotra	<i>Director</i>
Mr. Vinod Kumar Uppal	<i>Director</i>
Mr. Sanjay Tiku	<i>Director</i>
Mr. Pyush Gupta	<i>Director</i>
Mr. Vivek Kumar Agarwal	<i>Director</i>
Mr. Sanjiv Bhasin	<i>Director</i>

Company Secretary

Mr. Pankaj Mahendru

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Auditors

Manoj Mohan & Associates
Chartered Accountants

Registered Office

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

Registrar & Share Transfer Agent

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

NOTICE

Notice is hereby given that the **43rd ANNUAL GENERAL MEETING** of the members of **ROLLATAINERS LIMITED** will be held at the Registered Office of the Company at Plot No. 73-74, Industrial Area, Phase-III, Dharuhera, Distt. Rewari, Haryana 123106, on Friday, 26th December, 2014 at 09:30 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 30th June, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Report of the Directors and the Auditors thereon;
2. To appoint a Director in place of Ms. Aarti Jain (DIN: 00143244) who retires by rotation and being eligible, offers herself for re-appointment;
3. To appoint the Auditors of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s Manoj Mohan & Associates, Chartered Accountants (Firm Registration No. 009195C) be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Forty Sixth (46th) Annual General Meeting of the Company (subject to ratification of their appointment at every AGM), on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactments or amendments thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Pyush Gupta (DIN-03392865), Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director to hold office for five consecutive years from 26th December, 2014 upto 25th December, 2019, whose office shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactments or amendments thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Vivek Kumar Agarwal (DIN-01479902), Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 26th December, 2014 upto 25th December, 2019, whose office shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactments or amendments

thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Sanjiv Bhasin (DIN-01119788), Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 26th December, 2014 upto 25th December, 2019, whose office shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactments or amendments thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Sanjay Tikku (DIN-00300566), Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 26th December, 2014 upto 25th December, 2019, whose office shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 293(1)(d) of the Companies Act, 1956), (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee thereof) for the borrowing by the Board from time to time, subject to any restrictions imposed by the terms of the agreements as may have been entered into or may be entered into from time to time for grant of any assistance to the Company, of all moneys deemed by them to be requisite or proper for the purpose of carrying on business of the Company, so; however, that the total amount of such borrowing shall not exceed Rs. 5,000 Crore (Rupees Five Thousand Crore only) notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans, if any, obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up capital and free reserves of the Company or its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit."

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 293(1)(a) of the Companies Act, 1956) (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called "The Board" and which term shall be deemed to include any Committee, which the Board may have constituted or hereinafter constitute to exercise its powers including powers conferred by this resolution and with the power to delegate such authority to any person or persons) to mortgage or lease and/or create charge in addition to charge created/to be created by the Company, on all or any of the moveable and/or immoveable, tangible and/or intangible properties of the Company, wherever situate, both present and future, with such ranking as the Board may in its absolute discretion decide, on such terms and conditions and at such time or times or in such form and manner as it may deem fit, in favour of various financial institutions/Banks/Trustees for the Bond and/or Debenture holders etc. (hereinafter referred as "the lenders") to secure any Term Loans/Cash Credit Facilities/Debenture/Bonds or the like, obtained/to be

obtained from any of the aforesaid lenders not exceeding Rs. 5,000 Crore (Rupees Five Thousand Crore Only) together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment or on redemption, costs, charges, expenses and other moneys payable by the Company to the aforesaid lenders in term of loan agreement(s) and/or any other document(s) entered into/to be entered into between the Company and the lender(s)/agent(s)/trustee(s) in respect of the aforesaid financial facilities including bank guarantee facility.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalize with the lenders, terms and conditions, including the nature and ranking of charge and/or mortgage, documents for creation of mortgage and/or charge and to do all such acts, deeds, matters and things incidental thereto and to execute all such documents or writings as may be considered necessary for giving effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby further authorized to settle any issue relating to security/documentation etc., with the concerned lenders as may be considered appropriate by it.

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

Place : Dharuhera, Haryana
Date : 1st December, 2014

Sd/-
(Aarti Jain)
DIN: 00143244
Chairperson

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 4 to 9 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

An instrument appointing proxy, in order to be effective, must be received at the registered office of the Company not less than 48 hours before the commencement of the Annual General Meeting. Pursuant to Section 105 of the Companies Act, 2013 and Rules thereunder, a person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 22nd December, 2014 to Friday, 26th December, 2014 (both days inclusive) for the purpose of Annual General Meeting.
4. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 A.M. to 1.00 P.M upto the date of Annual General Meeting.
5. Members who hold shares in electronic mode are requested to quote their Client Id and DP Id number and those who hold shares in physical form are requested to write their Folio numbers in all correspondence with the Company/Registrar for facilitating quick disposal of the matters.
6. Members are requested to : -
 - (i) bring the enclosed attendance slip and deliver the same after filling in their folio number/Client ID and DP ID at the entrance of the meeting hall. Admission at the Annual General Meeting venue will be allowed only after verification of the signature in the attendance slip, Duplicate Attendance Slip will be issued at the Registered Office of the Company up to a day preceding the day of Annual General Meeting.

(ii) bring their copies of Annual Report to the Meeting, as the same will not be provided at the venue of Annual General Meeting.

(iii) quote their Folios/Client ID & DP Id Nos. in all correspondence.

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

7. M/s Beetal Financial & Computer Services (P) Ltd., are the Registrar and Share Transfer Agent (RTA) of the Company to handle transfers both in physical and electronic segments and other related matters. Shareholders are requested to address all their correspondence to the Registrar and Share Transfer Agent.
8. Members desirous of making a nomination in respect of their shareholding in the Company as under the Companies Act, 2013, are requested to send their requests in requisite form, which can be obtained from Registrar and Share Transfer Agent of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participants.
9. The Ministry of Corporate Affairs has undertaken a '**Green Initiative in Corporate Governance**' by allowing paperless compliances by the companies. In order to support the Green Initiative, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses.
10. Members may please note that Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) as the sole identification number for all persons transacting in the securities market, irrespective of the amount of such transactions. SEBI has also mandated that for securities market transaction and off/market private transaction involving transfer of shares in physical form, it shall be necessary for the transferee(s) to furnish a copy of PAN card to Company/Share Transfer Agent for registration of such transfer of shares.
11. The Non Resident Indian Shareholders are requested to inform the Company immediately about:
 - (i) The Change in residential status on return to India for permanent settlement.
 - (ii) The particulars of NRO Bank Account in India, if not furnished earlier.
12. This Notice is being sent to all the members through e-mail whose e-mail ids are registered with the Depository/Registrar and Transfer Agent and the physical copy through prescribed mode to all other members whose names appear in the Register of Member/Record of Depositories as on Friday, 28th November, 2014.
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to offer e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) to facilitate e-voting.
14. Members have an option to vote either through e-voting or in person at Annual General Meeting. If a Member has opted for e-voting, then he/she should not cast his/her vote personally at the Annual General Meeting also and vice-a-versa. However, in case, Members have cast their vote at the Annual General Meeting and also by e-voting, then voting done at the meeting shall prevail and e-voting shall be treated as invalid.
15. The Company has appointed Ms. Iqneet Kaur, Practicing Company Secretary (Membership No. 7669) to act as a Scrutinizer for conducting the e-voting process in a fair and transparent manner.
16. The Scrutinizer will submit her report addressed to the Chairman, within a period not exceeding three working days from the date of conclusion of e-voting period. The result of the voting on the Resolution shall be announced by the Chairman on Friday, 26th December, 2014. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's Website i.e. www.rollatainers.in and on the website of NSDL within two working days of the passing of resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchange.

17. INSTRUCTIONS FOR E-VOTING:

Kindly note that the new users will follow all the points mentioned below from 1 to 10 and the existing users will follow from point no. 2 to 10 except point no. 5

1. Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
2. Launch internet browser by typing the **URL <https://www.evoting.nsdl.com/>**
3. Click on "Shareholder - Login".
4. New Users - Put User ID and password as initial password noted in step (1) above and Click Login.
Existing Users - Put your existing User ID and password and Click Login.
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of Rollatainers Limited. Members can cast their vote online from Friday, 19th December, 2014 (10:00 a.m.) till Saturday, 20th December, 2014 (6:00 p.m.).
Note: e-Voting shall not be allowed beyond said time.
8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail (Scrutinizer mail ID) with a copy marked to evoting@nsdl.co.in.

Please further note that:

- o Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- o Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following Telephone No.: 022-2499 4600.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 4**

Mr. Pyush Gupta (DIN-03392865) has been the Non-Executive Director of the Company since 02nd December, 2010 and is considered as an Independent Director under Clause 49 of the Listing Agreement. As per the provisions of Section 149 of the Companies Act, 2013, which has come into force with effect from 1st April, 2014, an independent director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Pyush Gupta has given a declaration to the Board that he meets the criteria of independent director as provided under Section 149(6) of the Act. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company. Mr. Pyush Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In the opinion of the Board, Mr. Pyush Gupta fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is Independent of the management. The matter regarding appointment of Mr. Pyush Gupta as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director from 26th December, 2014 to 25th December, 2019. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Pyush Gupta as Independent Director is now being placed before the members in the Annual General meeting for their approval. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Pyush Gupta is appointed as an Independent Director. Brief resume of Mr. Pyush Gupta is being attached with the notice forming part of this Annual Report.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

Mr. Pyush Gupta is interested and concerned in the Resolution mentioned at Item No. 4 of the Notice. Other than Mr. Pyush Gupta, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

ITEM NO. 5

Mr. Vivek Kumar Agarwal (DIN: 01479902) has been the Non-Executive Director of the Company since 10th January, 2013 and is considered as an Independent Director under Clause 49 of the Listing Agreement. As per the provisions of Section 149 of the Companies Act, 2013, which has come into force with effect from 1st April, 2014, an independent director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Vivek Kumar Agarwal has given a declaration to the Board that he meets the criteria of independent director as provided under Section 149(6) of the Act. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company. Mr. Vivek Kumar Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. In the opinion of the Board, Mr. Vivek Kumar Agarwal fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is Independent of the management. The matter regarding appointment of Mr. Vivek Kumar Agarwal as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director from 26th December, 2014 to 25th December, 2019. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Vivek Kumar Agarwal as Independent Director is now being placed before the members in the Annual General meeting for their approval. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Vivek Kumar Agarwal is appointed as an Independent Director. Brief resume of Mr. Vivek Kumar Agarwal is being attached with the notice forming part of this Annual Report. The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

Mr. Vivek Kumar Agarwal is interested and concerned in the Resolution mentioned at Item No. 5 of the Notice. Other than Mr. Vivek Kumar Agarwal, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

ITEM NO. 6

Mr. Sanjiv Bhasin (DIN: 01119788) has been the Non-Executive Director of the Company since 10th September, 2013 and is considered as an Independent Director under Clause 49 of the Listing Agreement. As per the provisions of Section 149 of the Companies Act, 2013, which has come into force with effect from 1st April, 2014, an independent director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Sanjiv Bhasin has given a declaration to the Board that he meets the criteria of independent director as provided under Section 149(6) of the Act. Further, the Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company. Mr. Sanjiv Bhasin is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. In the opinion of the Board, Mr. Sanjiv Bhasin fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is Independent of the management. The matter regarding appointment of Mr. Sanjiv Bhasin as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director from 26th December, 2014 to 25th December, 2019. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Sanjiv Bhasin as Independent Director is now being placed before the members in the Annual General meeting for their approval. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Sanjiv Bhasin is appointed as an Independent Director. Brief resume of Mr. Sanjiv Bhasin is being attached with the notice forming part of this Annual Report. The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

Mr. Sanjiv Bhasin is interested and concerned in the Resolution mentioned at Item No. 6 of the Notice. Other than Mr. Sanjiv Bhasin, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

ITEM NO. 7

Mr. Sanjay Tiku (DIN: 00300566) has been the Non-Executive Director of the Company since 02nd December, 2010 and is considered as an Independent Director under Clause 49 of the Listing Agreement. As per the provisions of Section 149 of the Companies Act, 2013, which has come into force with effect from 1st April, 2014, an independent director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Sanjay Tiku has given a declaration to the Board that he meets the criteria of independent director as provided under Section 149(6) of the Act. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company. Mr. Sanjay Tiku is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. In the opinion of the Board, Mr. Sanjay Tiku fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is Independent of the management. The matter regarding appointment of Mr. Sanjay Tiku as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director from 26th December, 2014 to 25th December, 2019. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Sanjay Tiku as Independent Director is now being placed before the members in the Annual General meeting for their approval. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Sanjay Tiku is appointed as an Independent Director. Brief resume of Mr. Sanjay Tiku is being attached with the notice forming part of this Annual Report. The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

Mr. Sanjay Tiku is interested and concerned in the Resolution mentioned at Item No. 7 of the Notice. Other than Mr. Sanjay Tiku, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

ITEM NO. 8 & 9

Under the erstwhile Section 293(1)(d) & 293(1)(a) of the Companies Act, 1956, the Members had, by way of Ordinary Resolutions approved for:

- (i) borrowing monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the moneys to be borrowed together with the money's already borrowed not exceeding a sum of Rs. 5,000 Crore (Rupees Five Thousand Crore Only), at any point of time; and
- (ii) creation of a mortgage or charge for the said borrowings, as security by way of mortgage/hypothecation on the Company's assets in favour of financial institutions/bank/trustees for Bonds/Debenture holders etc for the amounts borrowed upto Rs. 5,000 Crore (Rupees Five Thousand Crore Only), including interest, charges, etc. payable thereon.

Under Section 180 of the Companies Act, 2013 the above powers of the Board are required to be exercised only with the consent of the company by a Special Resolution.

The approval of the members for the said borrowings and creation of a mortgage or charge for the said borrowing is therefore now being sought, by way of Special Resolutions, pursuant to Section 180(1)(c) and 180(1)(a) of the Act respectively.

The Directors recommend the Resolutions as Item No. 8 & 9 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions as Item No. 8 & 9.

INFORMATION REQUIRED TO BE FURNISHED UNDER CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF THE DIRECTORS BEING APPOINTED/RE-APPOINTED IN THE FORTHCOMING ANNUAL GENERAL MEETING

Name	:	Ms. Aarti Jain (DIN: 00143244)
Date of Birth	:	30/08/1972
Qualification	:	MBA (Marketing) from Manchester Business School Post Graduate Diploma in Garment Manufacturing Technology from NIFT
Expertise	:	Finance & Marketing
Date of Appointment	:	10.01.2013
Directorships in Indian Public Companies	:	1. Barista Coffee Company Limited
Shareholding in the Company	:	Nil

Name	:	Mr. Pyush Gupta (03392865)
Date of Birth	:	24/08/1972
Qualification	:	PGHRM, MBA and LLB
Expertise	:	Administration
Date of Appointment	:	02.12.2010
Directorships in Indian Public Companies	:	1. R T Packaging Ltd
Shareholding in the Company	:	Nil