



ROLLATAINERS

EMERGING EVERYDAY

ROLLATAINERS LIMITED

44TH ANNUAL REPORT 2014 - 2015



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ROLLATAINERS LIMITED

CIN: L21014HR1968PLC004844

44TH ANNUAL REPORT 2014 - 2015

BOARD OF DIRECTORS

Ms. Aarti Jain	<i>Promoter & Non – Executive Chairperson</i>
Mr. Aditya Malhotra	<i>Promoter & Non-Executive Director</i>
Mr. Sagato Mukerji	<i>Whole Time Director</i>
Mr. Pyush Gupta	<i>Independent Director</i>
Mr. Vivek Kumar Agarwal	<i>Independent Director</i>
Mr. Sanjiv Bhasin	<i>Independent Director</i>
Mr. Brajinder Mohan Singh	<i>Independent Director</i>

Chief Financial Officer

Mr. Ajay Kumar

Company Secretary & Compliance Officer

Mr. Pankaj Mahendru

Auditors

Manoj Mohan & Associates
Chartered Accountants, New Delhi

Company's Website

www.rollatainers.in

Registered Office

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

Registrar & Share Transfer Agent

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

CONTENTS

Notice	3
Directors' Report	9
Corporate Governance Report	36
Management Discussion & Analysis Report	48
Auditors' Report	54
Balance Sheet	58
Statement of Profit & Loss	59
Cash Flow Statement	60
Notes to Financial Statements	82
Consolidated Financial Statements	91

NOTICE

NOTICE is hereby given that the 44th Annual General Meeting of the members of **ROLLATAINERS LIMITED** will be held on Saturday, 26th day of December, 2015 at 9.30 a.m. at the Registered Office of the Company at Plot No. 73-74 , Industrial Area-Phase III, Dharuhera, Distt. Rewari, Haryana 123106, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 30th June, 2015 and the Reports of the Board of Directors and the Auditors thereon; and
 - b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 30th June, 2015 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Aditya Malhotra (DIN: 02191303) who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of Appointment of Statutory Auditors.

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

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

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

Place : Dharuhera, Haryana
Date : 27th August, 2015

Sd/-
(Aarti Jain)
DIN: 00143244
Chairperson

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON POLL ONLY) INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. AN INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**
PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 AND RULES THEREUNDER, A PERSON CAN ACT AS PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
3. The Register of Members and Share Transfer books of the Company will remain closed from Sunday, 20th December, 2015 to Saturday, 26th December, 2015 (both days inclusive).

4. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during working days between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
5. M/s Beetal Financial & Computer Services (P) Ltd. having their office at Beetal House, 3rd Floor, 99, Madangir, Behind L.S.C., near dada Harsukh Das Mandir, New Delhi-110062 are the Registrar and Share Transfer Agent (RTA) of the Company and all transfers both in physical and electronic segments and other related matters are managed by them. Members are requested to address all their correspondence to the Registrar and Share Transfer Agent at the above address.
6. Members who hold shares in electronic mode are requested to quote their Client Id and DP Id number and those who hold shares in physical form are requested to write their Folio numbers in all correspondence with the Company/Registrar for facilitating quick disposal of the matters.
7. Members desirous of making a nomination in respect of their shareholding in the Company under the Companies Act, 2013, are requested to send their requests in requisite form, which can be obtained from Registrar and Share Transfer Agent of the Company. In case of shares held in dematerialized form, the nomination is required to be lodged with the respective Depository Participants.
8. The Members/Proxies attending the Annual General Meeting are requested to bring the enclosed attendance slip and deliver the same after filling in their Folio number / Client Id at the entrance of the meeting hall. Admission to the Annual General Meeting venue will be allowed only after verification of the signature in the attendance slip.
9. The Ministry of Corporate Affairs has undertaken a '**Green Initiative in Corporate Governance**' by allowing paperless compliances by the companies. In order to support the Green Initiative, members who have not registered their e-mail addresses so far, are requested to register the same with M/s Beetal Financial & Computer Services (P) Ltd, the Registrar and Share Transfer Agent of the Company.
10. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide to the members a facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 23rd December, 2015 (9:00 am) and ends on 25th December, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 19th December, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. **IN CASE A MEMBER RECEIVES AN EMAIL FROM NSDL [FOR MEMBERS WHOSE EMAIL IDS ARE REGISTERED WITH THE COMPANY/DEPOSITORY PARTICIPANTS(S)]**
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Rollatainers Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs.sachinkhurana@gmail.com with a copy marked to evoting@nsdl.co.in.

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

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
EVEN (Remote e-voting Event Number), USER ID, PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as of the cut-off date of 19th December, 2015.
- X. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th December, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or beetalrta@gmail.com

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as of the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- XIII. Mr. Sachin Khurana, Practicing Company Secretary, New Delhi has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.rollatainers.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited, where the equity shares of the Company are listed.

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

1.	Name of Director	: Mr. Aditya Malhotra
	Date of Birth	: 29/11/1982
	Age	: 32 years
	Qualification	: MBA(Finance)
	Experience	: 8 Years
	Expertise	: Project Implementation, Monitoring & Financial Matters
	Date of Appointment	: 10.01.2013
	List of Other Companies in which Directorships held	: Aron Auto Limited Amtek Global technologies Private Limited Amtek Riken Casting Private Limited B S Ispat Limited Gateway Impex Private Limited Gateway Facility Management Private Limited Gondwana Ispat Limited JMT Auto Limited Kalinga Steel Tech Private Limited MPT Amtek Automotive (India) Limited Meltron Vincom Private Limited Krisum Mines & Minerals Private Limited OISL Auto Limited Orissa Steel Metaliks Private Limited Radhikapur (West) Coal Minning Private Limited Rose Fiscal Services Private Limited Terrasoft Infosystems Private Limited

Relationship with other Directors, Managers and KMPs	:	No Inter-se Relationship
No. of Meetings attended during the Year	:	7 (Seven)
Membership/Chairmanship in Committees of the Board of other Companies	:	2 (Two)
Terms and Conditions of appointment/Re-appointment along with details of Remuneration sought to be paid	:	As per the Nomination and Remuneration Policy of the Company
Remuneration last drawn	:	Nil
Shareholding in the Company	:	Nil

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

Place : Dharuhera, Haryana
Date : 27th August, 2015

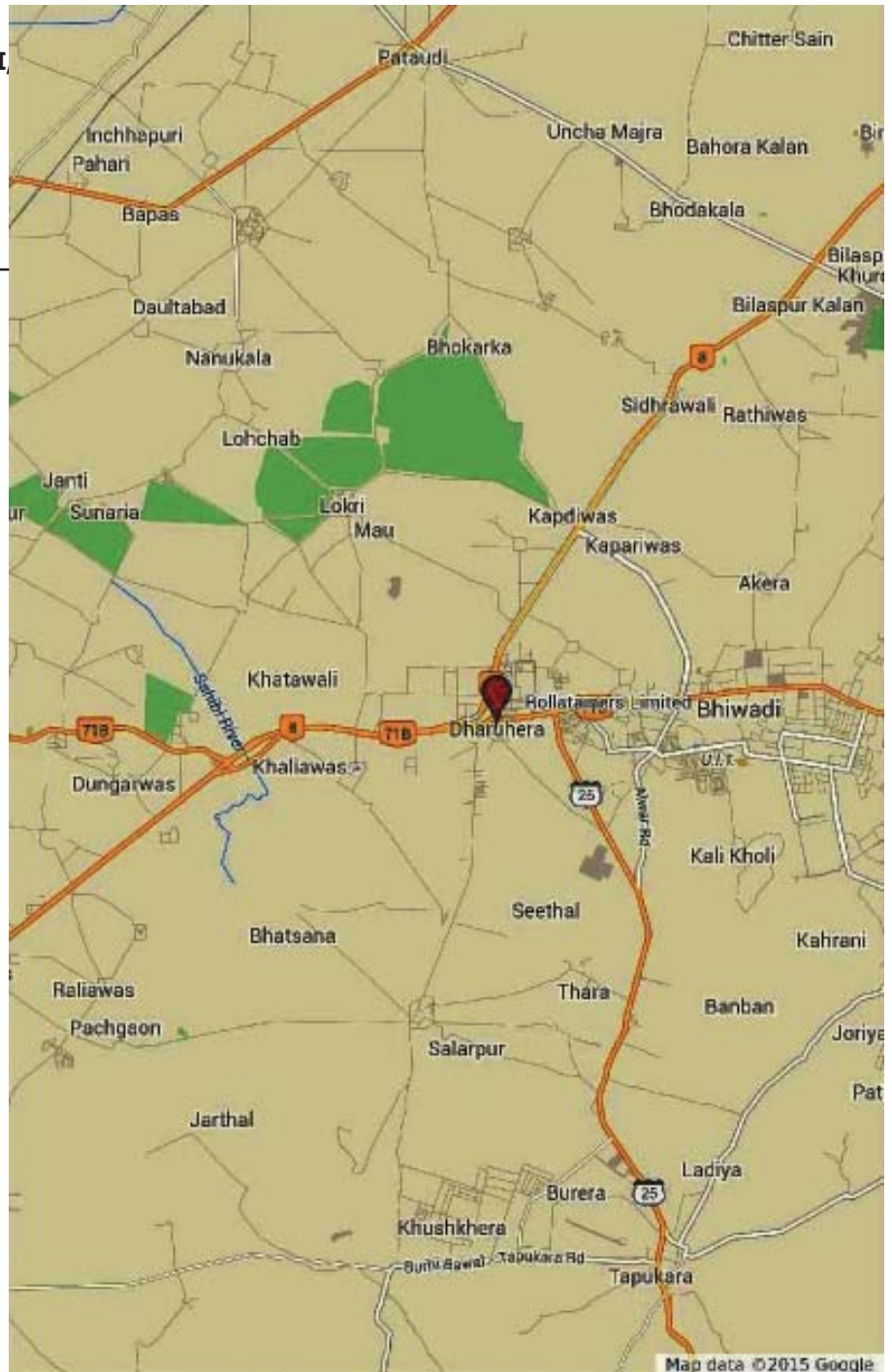
Sd/-
(Aarti Jain)
DIN: 00143244
Chairperson

Route Map to the Venue of 44th AGM of Rollatainers Limited

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



Rollatainers Limited



DIRECTORS' REPORT

To
The Members,
ROLLATAINERS LIMITED

Your Directors are pleased to present the 44th Annual Report on the business and operations of your Company along with the Standalone and consolidated financial statements for the financial year ended 30th June, 2015.

FINANCIAL RESULTS (Standalone)

(Rupees in lacs)

PARTICULARS	Year ended 30th June, 2015	Year ended 30th June, 2014
Sales	17091	36290
Less: Expenditures	15945	35347
Gross Profit/(Loss) Before Depreciation	1146	943
Less: Depreciation	229	180
Profit/(Loss) before Other income, Exceptional & Extra-ordinary items & tax	917	763
Add: Other Income	48	6
Profit/(Loss) before Exceptional & Extra-ordinary items & tax	965	769
Less: Exceptional Items	-	1697
Profit/(loss) before Extra-ordinary items & tax	965	2466
Extra-ordinary items	-	-
Profit/(loss) for the year before tax	965	2466
Less: Tax expense	906	-
Profit/(loss) for the year	1871	2466
Add : Accumulated Losses	(6150)	(8616)
Balance available for appropriation	(4279)	(6150)
Balance Carried to Balance Sheet	(4279)	(6150)

PERFORMANCE REVIEW

During the year under review, the total income of the Company stood at Rs.17139 lacs as compared to Rs. 36296 lacs during the corresponding previous year ended on 30th June, 2014. EBITDA for the year stood at Rs. 1,194 lacs as compared to Rs. 949 lacs for the year ended 30th June, 2014. Profit for the year ended 30th June, 2015 was Rs. 1871 lacs as against Rs. 2466 lacs for the year ended 30th June, 2014.

DIVIDEND

The Board of Directors has not recommended any dividend for the financial year ended 30.06.2015.

SUBDIVISION OF EQUITY SHARES

Pursuant to a Special Resolution passed by the shareholders of the Company by way of Postal Ballot, each equity share of the Face Value of Rs. 10 each has been sub divided into 5 equity shares of Rs. 2 each effective from June 6, 2015 and Capital Clause of the Memorandum of Association has been accordingly altered.

Shareholders having equity shares in electronic form received direct credit of the sub-divided shares of Rs.2 each of the Company to their depository account and the shareholders holding shares in physical form were issued new share certificates of Rs.2 each in place of the old share certificates. Post aforesaid sub division, the equity shares of the Face Value of Rs. 2/- each were allotted a new ISIN i.e. INE927A01032.

Presently, the altered authorized share capital of the Company is Rs. 6,50,000,000 divided into 2,35,000,000 equity

shares of Rs 2/- each and 18,00,000 Redeemable Preference Shares of Rs. 100/- each and the Issued, Subscribed and Paid up share capital of the Company is Rs. 3,64,130,000 divided into 1,25,065,000 Equity Shares of Rs. 2/- each, 1,40,000, 10 % Non- Convertible Redeemable Preference Shares of Rs. 100/- each and 10,00,000, 2% Redeemable, Non Cumulative, Non Convertible Preference Shares of Rs.100/- each.

ACQUISITION AND CONSOLIDATION OF FOOD BUSINESS

The Company has a longstanding presence in the consumer packaging industry, particularly as a Supplier to the Fast Moving Consumer goods (FMCG) sector. During the year under review, the Company through its Wholly Owned Subsidiary "Carnation Hospitality Private Limited" ("Carnation") entered into various segments of food business which are as follows:

- Rollatainers and International Market Management Limited's 50:50 Joint Venture Company Sierra Nevada Restaurants Private Limited entered into a long term Franchise Agreement for setting up the Wendy's Restaurant Franchise in India. Wendy is the third largest Burger Chain in the World.
- Carnation and International Market Management Limited's 50:50 Joint Venture Company Dolomite Restaurants Private Limited entered into a long term Development Agreement with Jamie's Italian International Limited to operate Jamie's restaurants across India. Jamies is an Italian dining chain by celebrity chef Jamie Oliver.
- Carnation acquired Lavazza's Wholly Owned Subsidiary Barista Coffee Company Limited which operates the second largest coffee chain in India with a presence in UAE, Sri Lanka, Nepal, Bangladesh & Myanmar.
- Carnation also acquired the Kylin Restaurant chain and the Mapple Food Business. Kylin operates World Class casual dining chain for over 10 years. Mapple's all day multi-cuisine restaurant operates across the Mapple Hotels including banqueting services.

The Company's entry into the food business is a natural extension into the attractive consumer food segment and also leverages its existing expansion of working with International Brands. All the stakeholders of the Company are expected to benefit from the value created by successfully participating in the restaurant and food services sector.

CONSOLIDATED FINANCIAL STATEMENT

In accordance with Section 129 of the Companies Act, 2013, Consolidated Financial Statements are attached and form part of the Annual Report and the same shall be laid before the ensuing Annual General Meeting along with the Financial Statements of the Company.

STATE OF COMPANY'S AFFAIRS

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

CORPORATE GOVERNANCE

Your Company has taken adequate steps to ensure compliance with Clause 49 of the Listing Agreement executed with BSE Limited. The report on Management Discussion and Analysis, the Report on Corporate Governance and the requisite Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance are provided in a separate section which forms part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a) in the preparation of the annual accounts for the year ended 30th June, 2015, the applicable Accounting Standards have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 30th June, 2015 and of the profit of the Company for that period;