



ROLLATAINERS

EMERGING EVERYDAY

ROLLATAINERS LIMITED

45TH ANNUAL REPORT 2015 - 2016



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ROLLATAINERS LIMITED

CIN: L21014HR1968PLC004844

45TH ANNUAL REPORT 2015 - 2016

BOARD OF DIRECTORS

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

Chief Financial Officer

Mr. Ajay Jaiswal

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

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NOTICE

NOTICE is hereby given that the 45th Annual General Meeting of the members of ROLLATAINERS LIMITED will be held on Friday, i.e. 23rd day of September, 2016 at 09.30 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 nine months period ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors thereon; and
 - b) The Audited Consolidated Financial Statements of the Company for the nine months period ended 31st March, 2016 and the Report of 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 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."

SPECIAL BUSINESS

4. To appoint Mr. Pyush Gupta as Whole Time Director 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 Section 196,197,198 and 203 read with schedule V and all other applicable provisions, if any, of the Companies Act 2013, if any, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or re-enactment thereof for the time being in force, Mr. Pyush Gupta (DIN: 03392865) be and is hereby appointed as Whole Time Director of the Company for a period of 5 years effective from 27th August, 2016 on the following terms and conditions:

(i) Period

Five Years (27.08.2016 – 26.08.2021)

(ii) Nature of Duties

Mr. Pyush Gupta, Whole Time Director, shall devote sufficient time and attention towards the business of the Company. He shall have full control and executive responsibility for the general conduct and management of business and day-to-day affairs of the Company. He shall exercise all such powers as may be granted and entrusted to or required by him for the proper discharge of his duties.

(iii) Remuneration: Upto Rs. 18 Lacs p.a.(inclusive of all perquisites and allowances)

(iv) Other Terms

- He shall be entitled to reimbursement of all actual expenses including on entertainment and travelling incurred in the course of the company's business.
- The appointment may be terminated by Mr. Pyush Gupta or the Company by giving not less than three months prior notice in writing.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds and things as may be necessary or desirable to give effect to this resolution."

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

Place : Dharuhera, Haryana
Date : 27th August, 2016

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 MEMBER 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 Saturday, 17th September, 2016 to Friday, 23rd September, 2016 (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, Clause 35B of the Listing Agreement and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 20th September, 2016 (9:00 am) and ends on 22nd September, 2016 (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 Friday, 16th September, 2016, 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 PARTICIPANT(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".
 - (ii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (iii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (iv) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (v) Once you have voted on the resolution, you will not be allowed to modify your vote
 - (vi) 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 PARTICIPANT(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 share of the paid up equity share capital of the Company as of the cut-off date of 16th September, 2016.
- 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. 16th September, 2016, 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 "Polling 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 APPOINTMENT OR RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING:

1.	Name of Director	:	Ms. Aarti Jain
	Date of Birth	:	30/08/1972
	Age	:	44 years
	Qualification	:	MBA (Marketing) from Manchester Business School, Post Graduate Diploma in Garment Manufacturing Technology from NIFT
	Experience	:	21 Years
	Expertise	:	Finance & Marketing
	Date of Appointment	:	10.01.2013
	List of Other Companies in which Directorships held	:	BARISTA COFFEE COMPANY LIMITED KAMAKSHI SILK MILLS PVT LTD NAGPUR AUTOMOTIVE INDUSTRIES PRIVATE LIMITED SUPAGI ENGINEERS PRIVATE LIMITED AKASVA INFRASTRUCTURE PRIVATE LIMITED GANPATI REALTY PRIVATE LIMITED CROSS CONNECTION IMPEX PRIVATE LIMITED KAIZEN RESTAURANTS PRIVATE LIMITED AMTEK TRAVELS PRIVATE LIMITED AMTEK LIFESTYLE TOUR PRIVATE LIMITED SOPHISTICATED REALTORS PRIVATE LIMITED DEXTEROUS DEVELOPERS PRIVATE LIMITED GARIMA BUILDPROP PRIVATE LIMITED. GANDHARV BUILDCON PRIVATE LIMITED. VIAAN TECHNOLOGIES PRIVATE LIMITED GATEWAY FACILITY MANAGEMENT PRIVATE LIMITED OLIVIA ADVISORY SERVICES PRIVATE LIMITED GATEWAY SECURITY SERVICES PRIVATE LIMITED
	Relationship with other Directors, Managers and KMPs	:	No Inter-se Relationship
	No. of Meetings attended during the Year	:	5 (Five)
	Membership/Chairmanship in Committees of the Board of other Companies	:	1 (One)
	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

2.	Name of Director	:	Mr. Pyush Gupta
	Date of Birth	:	24/08/1972
	Age	:	44 years
	Qualification	:	PGHRM, MBA, LLB
	Experience	:	23 Years
	Expertise	:	Administration
	Date of Appointment	:	02.12.2010
	List of Other Companies in which Directorships held	:	Brassco Estates Private Limited Kamakshi Silk Mills Pvt Ltd Centurion Spare Tools Private Limited Imperial Spare Parts Private Limited Primus Real Estates Private Limited Majesty Tools Private Limited Dwarka Buildwell Private Limited Prestige Buildcon Pvt Ltd Dexterous Developers Private Limited Lotus Buildtech Limited Magik Infraprojects Private Limited Lotus Auto Engineering Limited Diamond Buildprop Private Limited Agni Securities Private Limited R T Packaging Ltd
	Relationship with other Directors Managers and KMPs	:	No Inter-se Relationship
	No. of Meetings attended during the Year	:	6 (Six)
	Membership/Chairmanship in Committees of the Board	:	4 (Four)
	Membership/Chairmanship in Committees of the Board of other Companies	:	1 (One)
	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

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

Based on the recommendation of Nomination & Remuneration Committee and subject to necessary approval by the Members in the General Meeting, the Board of Directors of the Company appointed Mr. Pyush Gupta as Whole Time Director (WTD) of the Company with effect from 27th August, 2016.

In terms of the Articles of Association of the Company and as decided by the Board of Directors of the Company, Mr. Pyush Gupta shall not be subject to retirement by rotation during his tenure as WTD. The remuneration / perquisites proposed to be paid to him is in accordance with Section 197 read with Schedule V of the Companies Act, 2013 (the Act) shall be subject to the availability of profits in the Company.

This Explanatory Statement be treated as a written memorandum under Section 190 of the Act, of the Agreement entered into between the Company and the WTD. Relevant documents relating to the appointment of Mr. Pyush Gupta as WTD are available for inspection by the members at the Registered Office of the Company up to and including the date of Annual General Meeting.

In compliance with the applicable provisions of the Act, a Resolution as per the terms set out in Item No. 4 of the accompanying Notice is being placed before the members in the Annual General Meeting for their approval.

The Board of Directors recommends the resolution for approval by members.

Except Mr. Pyush Gupta, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the resolution set out in item no. 4.

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

Place : Dharuhera, Haryana
Date : 27th August, 2016

Sd/-
(Aarti Jain)
DIN: 00143244
Chairperson

Route Map to the Venue of 45th AGM of Rollatainers Limited

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



Rollatainers Limited

