



ROLLATAINERS

EMERGING EVERYDAY

ROLLATAINERS LIMITED

46TH ANNUAL REPORT 2016 - 2017



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ROLLATAINERS LIMITED

CIN: L21014HR1968PLC004844

46TH ANNUAL REPORT 2016 - 2017

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>Whole Time Director</i>
Mr. Vivek Kumar Agarwal	<i>Director</i>
Mr. Sanjiv Bhasin	<i>Director</i>
Mr. Brajindar 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

Secretarial Auditors

M/s Shefali & Associates
Company Secretaries

Company's Website

www.rollatainers.in

Registered Office

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

Registrar & Share Transfer Agent

M/s. Beetal Financial
& Computer Services (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	33
Management Discussion & Analysis Report	48
Auditors' Report	61
Balance Sheet	66
Statement of Profit & Loss	67
Cash Flow Statement	68
Notes to Financial Statements	69
Consolidated Financial Statements	85

NOTICE

NOTICE is hereby given that the 46th Annual General Meeting of the members of ROLLATAINERS LIMITED will be held on Wednesday, i.e. 27th day of September, 2017 at 10.00 a.m. at the Registered Office of the Company at Plot No. 73-74, Industrial Area-Phase III, Dharuhera, Distt.- Rewari, Haryana 123106, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017 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 31st March, 2017 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. 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, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, as amended from time to time, M/s. Raj Gupta & Co., Chartered Accountants (FRN: 000203N) be and is hereby appointed as Statutory Auditors of the Company in lieu of resignation given by M/s Manoj Mohan & Associates, Chartered Accountants (FRN: 009195C) to hold office from the conclusion of this Annual General Meeting ('AGM') until the conclusion of the AGM to be held for Financial Year 2021-2022, on such remuneration as shall be fixed by the Board of Directors of the Company, subject to the ratification of their appointment at every Annual General Meeting."

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

Place : New Delhi

Date : 21st August, 2017

**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 Monday, 25th September, 2017 to Wednesday, 27th September, 2017 (both days inclusive).
4. The Notice of the Annual General Meeting is also uploaded on the website of the Company (www.rollatainers.in). The Annual General Meeting Notice is being sent to all the members whose names appear in the register of Members as on 18th August, 2017.

5. 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.
6. 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.
7. 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.
8. 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.
9. 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.
10. 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.
11. The Company has appointed M/s. S. Khurana & Associates, Practicing Company Secretary (Membership Number-35297) to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
12. 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 polling paper.

PROCESS FOR MEMBERS OPTING FOR E-VOTING IS AS UNDER:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The e-voting period commences on Sunday, 24.09.2017 (from 09:00 A.M IST) and will end on Tuesday, 26.09.2017 at (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, he shall not be allowed to change it subsequently.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (a) The voting period begins on Sunday, 24.09.2017 (from 09:00 A.M IST) and will end on Tuesday, 26.09.2017 at (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 20.09.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (c) The shareholders should log on to the e-voting website www.evotingindia.com.
- (d) Click on Shareholders.
- (e) Now Enter your User ID

- i) For CDSL: 16 digits beneficiary ID,
 - ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (f) Next enter the Image Verification as displayed and Click on Login.
- (g) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (h) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence no is enclosed along with the notice In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (v).

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (j) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (k) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (l) Click on the EVSN for the relevant <**Rollatainers Limited**> on which you choose to vote.
- (m) 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.
- (n) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (o) 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.
- (p) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (q) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (r) 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.

- (s) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (t) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves.
 - 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 by custodian 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. In case of Non-Individual Shareholders, admin user also would be able to link the accounts.
 - 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.
- (u) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 18002005533.
- (v) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL,) Central Depository Services (India) Limited, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001, or send an email to helpdesk.evoting@cdslindia.com or call 18002005533.

The Results of e-voting shall be declared on the date of the AGM of the Company by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rollatainers.in and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed.

INFORMATION REQUIRED TO BE FURNISHED AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTOR SEEKING APPOINTMENT OR RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING:

1. Name of Director	:	Mr. Aditya Malhotra
Date of Birth	:	29/11/1982
Age	:	34 years
Qualification	:	MBA (Finance)
Experience	:	10 Years
Expertise	:	Project Implementation, Monitoring & Financial Matters
Date of Appointment	:	10.01.2013
List of Other Companies in which Directorships held*	:	1. V3 Advisors LLP 2. JMT Auto Limited

3. B S ISPAT LIMITED
4. Gondwana Ispat Limited
5. OISL AUTO LIMITED
6. ACIL Limited
7. AMTEK POWERTRAIN LIMITED
8. Aron Auto Limited
9. ARGL Limited

Shareholding in the Company : Nil

Note: These Directorship excludes the Directorship in Private Limited Company, Foreign Company and Section 8 Company as per Companies Act, 2013.

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

Place : New Delhi
Date : 21st August, 2017

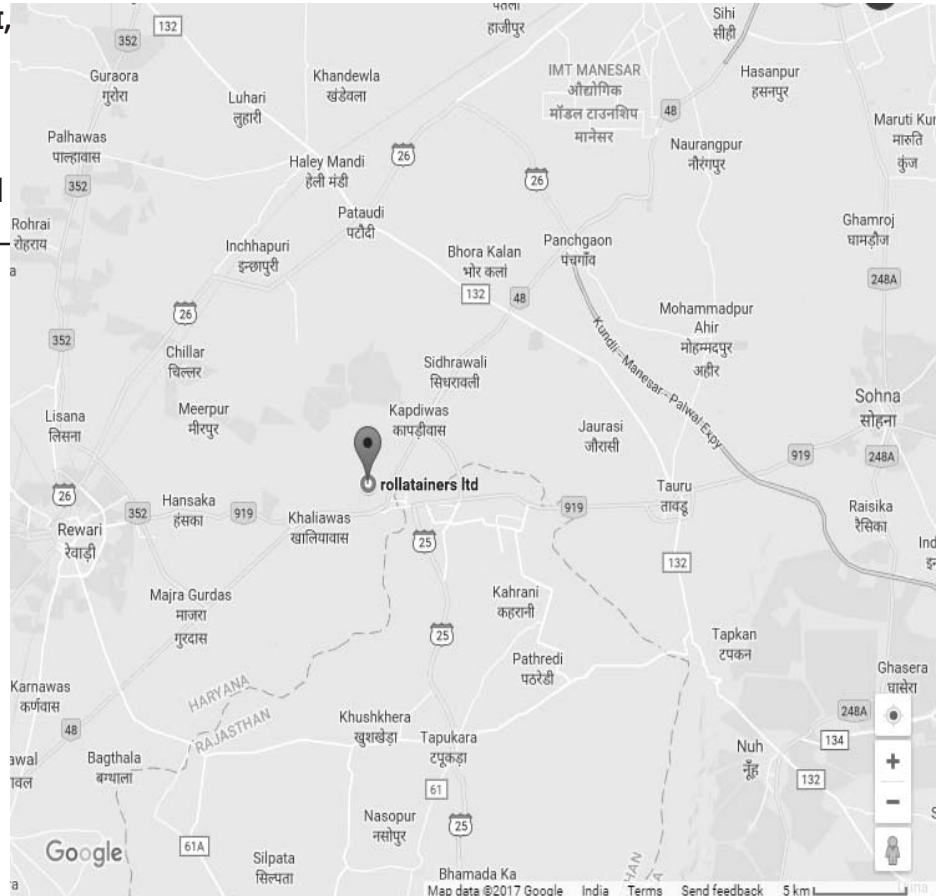
Aarti Jain
DIN: 00143244
(Chairperson)

Route Map to the Venue of 46th 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 **46th Annual Report** on the business and operations of your Company along with the audited financial statements for the period ended **31st March, 2017**.

FINANCIAL RESULTS

The Company's financial performance, for the year ended 31st March, 2017 and period ended 31st March, 2016 is summarized below:

(Rupees in Lakhs)

PARTICULARS	Standalone		Consolidated	
	Year ended 31.03.2017	Period ended 31.03.2016	Year ended 31.03.2017	Period ended 31.03.2016
Sales	842	4010	15058	8673
Less: Expenditures	631	4912	16303	10007
Gross Profit/(Loss) Before Depreciation	211	(902)	(1245)	(1334)
Less: Depreciation	(32)	(134)	(1427)	(394)
Profit/(Loss) before Other income, Exceptional & Extra-ordinary items & tax	179	1036	(2672)	(1728)
Add: Other Income	0	1	1371	59
Profit/(Loss) before Exceptional & Extra-ordinary items & tax	179	1035	(1301)	(1669)
Less: Exceptional Items	0	2231	(155)	2231
Profit/(loss) before Extra-ordinary items & tax	179	1196	(1456)	562
Extra-ordinary items	3	0	0	0
Profit/(loss) for the year before tax	176	1196	(1456)	562
Less: Tax expense	(445)	0	(315)	1
Profit/(loss) for the year	(269)	1196	(1771)	563
Minority Interest	0	0	94	8
Profit/(loss) after Minority Interest	(269)	1196	(1677)	571

PERFORMANCE REVIEW

During the period under review based on Standalone Financial Accounts, the total income of the Company stood at Rs. 842 Lakhs as compared to Rs. 4010 lakhs during the previous year ended on 31.03.2016. Loss for the period ended 31st March, 2017 was Rs. 269 lakhs as against Profit of Rs. 1196 lakhs for the period ended 31.03.2016.

DIVIDEND

The Board of Directors has not recommended any dividend for the financial year ended 31st March, 2017.

CONSOLIDATED FINANCIAL STATEMENTS

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.

INDIAN ACCOUNTING STANDARDS, 2015

The Company has adopted Indian Accounting Standard (Ind AS) prescribed under section 133 of the Companies Act, 2013, read with the relevant ruled issued thereunder. The date of transition to Ind AS is April 01, 2017. The transition is carried out from accounting principles generally accepted in India being the previous GAAP. Accordingly,

The annexed financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

MATERIAL CHANGES

During the year under review, the Equity Shares of the Company were listed on the National Stock Exchange of India Limited. The Trading of Equity Shares on the National Stock Exchange of India Limited Started w.e.f. 22nd November, 2016

STATE OF COMPANY'S AFFAIRS

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

CHANGE IN CAPITAL STRUCTURE

During the year under review, One Equity Share of Face Value of Rs. 2/- each was sub-divided into Two Equity Shares of Face Value of Rs.1/- each. Therefore, the Capital Structure is as follow:

- **Authorised Share Capital:**

Equity Share Capital : 47,00,00,000 Equity Shares of Rs. 1/- each

Preference Share Capital : 18,00,000 Redeemable Preference Shares of Rs. 100/- each

- **Issued, Subscribed and fully Paid up Share Capital:**

Equity Share Capital : 25,01,30,000 Equity Shares of Rs. 1/- each

Preference Share Capital

(i) 1,40,000, 10% Non Convertible Redeemable Preference Shares of Rs. 100/- each

(ii) 10,00,000, 2% Redemable, Non Cumulative, Non Convertible Preference Shares of Rs. 100/- each.

SIGNING OF MOU FOR STAKE SALE OF IT'S JV COMPANY

On 21st August, 2017, Rollatainers Limited has signed and Executed Memorandum of Understanding (MOU) with IMM Associates, Mauritius, toe sell equity stake held by Rollatainers Limited in Sierra Nevada Restaurants Pvt Ltd. (JV Company) to IMM Associates, Mauritius.

CORPORATE GOVERNANCE

Your Company has taken adequate steps to ensure compliance with the Listing Agreement executed with BSE Limited & The National Stock Exchange of India Limited and Regulation 17 to 27 read with schedule V of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The report on Corporate Governance, the Report on Management Discussion and Analysis (MDA) 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 period ended 31st March, 2017, 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 31st March, 2017 and of the profit/loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the Annual Accounts on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and