



ROLLATAINERS

EMERGING EVERYDAY

ROLLATAINERS LIMITED

47TH ANNUAL REPORT 2017 - 2018



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ROLLATAINERS LIMITED

CIN: L21014HR1968PLC004844

47TH ANNUAL REPORT 2017 - 2018

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>Independent Director</i>
Mr. Sanjiv Bhasin	<i>Independent Director</i>
Mr. Brajindar Mohan Singh	<i>Independent Director</i>

Chief Financial Officer

Mr. Darshan Prasad Yadav

Company Secretary & Compliance Officer

Mr. Pankaj Mahendru

Auditors

Raj Gupta & Co.
Chartered Accountants, New Delhi

Secretarial Auditors

M/s K. Rahul & 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	13
Corporate Governance Report	42
Management Discussion & Analysis Report	58
Auditors' Report	67
Balance Sheet	74
Statement of Profit & Loss	75
Cash Flow Statement	76
Notes to Financial Statements	77
Consolidated Financial Statements	105

NOTICE

NOTICE is hereby given that the 47th Annual General Meeting ("**AGM**") of the members of Rollatainers Limited ("**the Company**") will be held on Friday, 28th day of September, 2018 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:-

Item No. 01: Adoption of Financial Statements (Standalone and Consolidated) for the Financial Year ended on March 31, 2018

To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) for the financial year ended March 31, 2018, together with the reports of the Board of Directors and Auditors thereon.

Item No. 02: Appointment of Ms. Aarti Jain (DIN: 00143244) as a director, who is liable to retire by rotation

To appoint a Director in place of Ms. Aarti Jain (DIN: 00143244), who retires by rotation at this Annual General Meeting, and being eligible, offers herself for re-appointment.

Item No. 03: To Consider, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 readwith the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) amendments(s) or re-enactment thereof for the time being in force), the Appointment of M/s Raj Gupta & Co., Chartered Accountant (Firm Registration No. 000203N) in 46th Annual General Meeting ("**AGM**"), to act as Statutory Auditors of the Company and to hold office for a period of five years from 46th AGM to 51st AGM and ratification thereof, the approval of members be and is hereby accorded to ratify the appointment of M/s Raj Gupta & Co., Statutory Auditors till the conclusion of 51st AGM scheduled to be held for the Financial Year 2021-22, on such remuneration as shall be fixed by the Board of Directors of the Company"

SPECIAL BUSINESS:

Item No. 4: Approval for Related Party Transaction entered with the Company

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the approval of members of the Company be and is hereby accorded to the Board of Directors, to enter into contracts / arrangements / transactions for the financial year 2018-19 with W.L.D. Investments Private Limited (Holding Company), Boutonniere Hospitality Pvt Ltd & R T Packaging Ltd. (Subsidiary Company), Rollatainers Toyo Machine Private Limited & Sierra Nevada Restaurants Private Limited (Associate/Joint Venture Companies) and a 'Related Party' as defined under Section 2(76) of the Companies Act, 2013, in manner and for the maximum amounts per annum, as mentioned below:

(Amount in Crores)

MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR FINANCIAL YEAR 2018-19						
	Transactions defined u/s 188(1) of Companies Act, 2013					
	Sale or Supply of any goods materials	Purchase or otherwise buying materials / property of any kind	Loan (With Interest)	Technical Consultancy Fees	Leasing of Property	Office or place of profit in the company
NAME OF RELATED PARTY						
Subsidiaries/Associates/Joint Ventures						
Boutonniere Hospitality Pvt Ltd (Formerly Known as Carnation Hospitality Pvt Ltd) - Subsidiary	100	100	100	100	100	100
R T Packaging Ltd. - Subsidiary	100	100	100	100	100	100
Rollatainers Toyo Machine Private Limited - (Associate / Joint Venture)	100	100	100	100	100	100
Sierra Nevada Restaurants Private Limited - Associate (Joint Venture)	100	100	100	100	100	100
Holding Company						
WLD Investments Pvt. Ltd.	100	100	100	100	100	100

RESOLVED FURTHER THAT any of the Directors and the Company Secretary of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company."

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

Place : New Delhi
Date : 18th August, 2018

Aarti Jain
DIN: 00143244
(Chairperson)

NOTICE:

- (i) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself, and that a proxy need not be a member of the company. A proxy can vote on behalf of the member only on a poll but shall not have the right to speak at the meeting (Section 105 of Companies Act, 2013) and the proxy need not be a member of the company. A person can act as proxy on behalf of 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 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT-11 is annexed herewith.
- (ii) The instrument appointing the proxy, in order to be effective, must be deposited, duly completed and signed, at the registered office of the company not less than (48) Forty-Eight Hours before the commencement of the AGM. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
- (iii) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the board resolution/power of attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
- (iv) In order to enable us to register your attendance at the venue of the Annual General Meeting, we hereby request members/ proxies/ authorized representative that they should bring the duly filled attendance slip enclosed herewith, to attend the meeting and to quote their Folios/Client ID & DP Nos. in all correspondence.
- (v) Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. Admission to the Annual General Meeting venue will be allowed only after verification of the signature in the Attendance Slip. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- (vi) In case of joint holders attending the meeting, only such joint holder who is higher in the order of their names as mentioned in the register of members will be entitled to vote.
- (vii) The revised SS-1 and SS-2 shall be applicable to all the Companies (except the exempted class of Companies) w.e.f. 1st October, 2017 and accordingly all Board Meetings (including Meetings of Committees of Board) and General Meetings in respect of which Notices are issued on or after 1st October, 2017 need to comply with the revised SS-1 and SS-2. The existing SS-1 and SS-2 will be applicable to the Board Meetings and General Meetings held on or before 30th September, 2017.
- (viii) The Register of Members and Share Transfer Books of the Company shall remain closed during the book closure period i.e **from Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive)**.
- (ix) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agents, M/s. Beetal Financial & Computer Services Private Limited.
- (x) Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and M/s. Beetal Financial & Computer Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Beetal Financial & Computer Services Private Limited.
- (xi) Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, M/s. Beetal Financial & Computer Services Private Limited.

- (xii) Pursuant to Section 72 of Companies Act, 2013, member(s) of the company holding shares in physical form may nominate a person in the prescribed Form SH-13, which can be obtained from Registrar and Share Transfer Agent of the Company. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
- (xiii) With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization as the transfer of physical securities will not be permitted after 05th December, 2018.
- (xiv) In accordance with the Companies Act, 2013 read with the Rules and in support of the '**Green Initiative in Corporate Governance**' the notice of the meeting along with explanatory statement is sent by electronic mode to those members whose shareholding is in dematerialised format and whose email ids are registered with the Depository for communication purposes. The members holding shares in physical form and who have not registered their email ID are requested to register their email ID address with M/s Beetal Financial & Computer Services Private Limited, the Company's Registrar and Share Transfer Agents. We urge members to support our commitment to environment protection by choosing to receive their shareholding communication through email. You can do this by updating your email addresses with your depository participants.
- (xv) The Company has appointed M/s S. Khurana & Associates, Practicing Company Secretary (Membership Number-35297) to act as the Scrutinizer for conducting the e-voting process/ ballot process in a fair and transparent manner.
- (xvi) The Section 105 (8) of the Companies Act, 2013 states that during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days notice in writing is given to the Company.
- (xvii) Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM. The details of the Directors seeking re-appointment at the Annual General Meeting are provided in **Annexure** of this Notice. The Company has received the necessary consents/declarations for the Appointment/re-appointment under the Companies Act, 2013 and the rules thereunder.
- (xviii) At the 46th Annual General Meeting of the Company held on September 27, 2017, pursuant to the provisions of Section 139 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the members approved appointment of M/s Raj Gupta & Co., Chartered Accountants (Firm Registration No. 000203N), as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 51st Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting. Vide notification dated May 7, 2018, the Companies Act, 2013 get amended by Companies (Amendment) Act, 2017 and the Ministry of Corporate Affairs via this amendment has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, final ratification resolution up to 51st AGM is being proposed for ratification of appointment of statutory auditors at the 47th Annual General Meeting for good governance.
- (xix) The Route Map to the AGM Venue is provided as a part of this Notice as required under Secretarial Standards-2.
- (xx) A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain ordinary business(es) and the special business(es) to be transacted at the Annual General Meeting is annexed hereto.
- (xxi) All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, up to the date of the Annual General Meeting.

- (xxii) The Notice of the Annual General Meeting is also uploaded on the website of the Company (www.rollatainers.in). The Notice of Annual General Meeting is being sent to all the members whose names appear in the Register of Members as on August 17th, 2018.
- (xxiii) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company /RTA for registration of transfer of securities.
- (xxiv) In case of any queries, members may write to cs.rollatainers@gmail.com to receive an email response.
- (xxv) Members are eligible to cast vote electronically only if they are holding shares as on **September 21, 2018, being the cut-off date.**
- (xxvi) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the e-voting period commences on Tuesday, September 25, 2018 (9:00 a.m. IST) and ends on Thursday, September 27, 2018 (5:00 p.m. IST). During this period, members holding shares either in physical or dematerialized form, as on the cut-off date, i.e. September 21, 2018 may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. September 21, 2018. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
- (xxvii) **Voting through electronic means (e-voting):** Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their right to vote electronically through electronic voting (e-voting) service facility provided/made available by the Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper will also be made available at the venue of the Annual General Meeting (AGM) and the members who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the said AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be allowed to vote again. The instructions for e-voting are annexed to the Notice. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote. Since the resolutions set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on show of hands at the AGM in terms of Section 107 of the Companies Act, 2013.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services India Limited (CDSL) to provide the e-voting facility.

The voting period begins on Tuesday, 25.09.2018 (from 09:00 A.M IST) and will end on Thursday, 27.09.2018 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 21.09.2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date and time mentioned above.

1. The e-voting facility will be available at the link www.evotingindia.com during the voting period.

2. The Procedure and instructions of e-voting are as follows:-

- A. In case of Members receiving e-mail (for members whose email address are registered with the Company/Registrars)
- i) The Shareholders should log on the e-voting website www.evotingindia.com
 - ii) Click on Shareholders.
 - iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - iv) Next enter the Image Verification as displayed and Click on Login.
 - v) 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.
 - vi) 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).

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) 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.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN of **Rollatainers Limited** on which you choose to vote.
- xi) 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.

- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) 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.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi) 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.
- xvii) Note for Non – Individual Shareholders and Custodians:-
 - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xviii) 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 1800225533.
- xix) 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, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013., or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- xx) 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 e-Voting 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.

EXPLANATORY STATEMENT
(Pursuant to Section 102(1) of the Companies Act 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying Notice:

Item No. 4: Approval of Related Party Transaction entered with the Company

The members of the Company are hereby informed that pursuant to the provisions of Section 188 of the Companies Act 2013, governs the related party transactions, requiring a Company to obtain prior approval of the Board of Directors and in case the sum of transaction exceeds the limits prescribed in Rule 15 of the Companies (Meetings of Board and its Powers) Amendment Rules 2015, the prior approval of members by way of a Ordinary Resolution is required.

All the prescribed disclosures required to be given under the provisions of the Companies Act 2013 and the Companies (Meetings of the Board and its Power) Rules, 2014 are set out at Item No. 4 for the kind perusal of members.

The members of the Company are also hereby informed that the transactions entered or to be entered by the Company and related party are in ordinary course of bussiness and on arm's length basis.

Members are informed that pursuant to second proviso of Section 188(1) of the Companies Act 2013, no member of the Company shall vote on such resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party. Further, by its recent General Circular No. 30/2014 dated 17.07.2014, the Ministry of Corporate Affairs has clarified that the term 'Related Party' in the second proviso to Section 188(1) refers only to such Related Party as may be a Related Party in the context of the contract or arrangement for which the resolution is being passed.

The Board of Directors of your Company has approved this item in the Board Meeting and recommends this resolution as set out in the accompanying notice for the approval of members of the Company as Ordinary Resolution.

None of the Directors and Key Managerial Personnel and their relatives are deemed to be concerned or interested, financial or otherwise in the proposed ordinary resolution.

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

Place : New Delhi
Date : 18th August, 2018

Aarti Jain
DIN: 00143244
(Chairperson)