ROLLATAINERS
EMERGING EVERYDAY

ROLLATAINERS LIMITED

Registered Office: Plot No. 73-74, Phase-III, Industrial Area, Dharuhera, District Rewari, Haryana-123106
Tel.: 01274-243326, 242220
E-mail: cs.rollatainers@gmail.com **Website:** www.rollatainers.in
CIN: L21014HR1968PLC004844

Ref.No.: RTL/BSE/NSE/2022-23 **Date: 08th September 2022**

To,

The Secretary **BSE Limited** **Phiroze Jeejeebhoy, Towers Limited** **Dalal Street, Mumbai - 400001**	**The Secretary** **National Stock Exchange Limited, Exchange Plaza** **Bandra Kurla Complex, Bandra (E)** **Mumbai - 400051**
Scrip Code: 502448	**Symbol: ROLLT**

Sub: Notice of 51st Annual General Meeting of the Company

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 51st Annual General Meeting of the Company to be held on Friday, 30th September 2022 at 10:30 A.M. (IST) at the Registered Office of the Company at Plot No. 73-74, Phase-III, Industrial Phase, Dharuhera-123106.

You are requested to kindly take the same on record and oblige.

Thanking You,
Yours faithfully,

For Rollatainers Limited

ADITI JAIN Digitally signed by ADITI JAIN Date: 2022.09.16 11:29:12 +05'30'

(Aditi Jain)
Company Secretary and Compliance Officer

Encl: As stated above

NOTICE

NOTICE is hereby given that the **51st Annual General Meeting** of the members of Rollatainers Limited will be held on Friday, i.e. 30th day of September, 2022 at 10:30 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 (ES):-

ITEM NO. 01 (a): TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31st MARCH 2022 TOGETHER WITH THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON.

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for Financial Year ended 31st March 2022 together with the Reports of Board of Directors and Auditors thereon laid before the meeting be and are hereby considered and adopted."

ITEM NO. 01 (b): TO RECEIVE, CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31st MARCH 2022 TOGETHER WITH THE REPORT OF AUDITORS THEREON.

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

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for Financial Year ended 31st March 2022 together with the Reports of Auditors thereon laid before the meeting be and are hereby considered and adopted."

ITEM NO. 02: APPROVAL FOR APPOINTMENT OF MRS. AARTI JAIN (DIN: 00143244) AS DIRECTOR, WHO IS LIABLE TO RETIRE BY ROTATION AND OFFERS HERSELF FOR RE-APPOINTMENT

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

"RESOLVED THAT Mrs. Aarti Jain (DIN: 00143244) who retires from the office of Director by rotation in this Annual General Meeting and offered herself for re-appointment , be and is hereby re-appointed as a Director of the Company, whose office shall be liable for retirement by rotation."

ITEM NO. 03: TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S CHATTERJEE & CHATTERJEE, CHARTERED ACCOUNTANTS (FRN: 001109C), AS STATUTORY AUDITORS TO FILL UP THE CASUAL VACANCY, CAUSED DUE TO RESIGNATION OF M/S SHUKLA GUPTA & ARORA, CHARTERED ACCOUNTANTS.

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(8), 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) , the consent of the Members be and is hereby accorded to appoint **M/s Chatterjee & Chatterjee, Chartered Accountants, (Firm Registration No. : 001109C**), as Statutory Auditor of the Company to fill the casual vacancy caused due to resignation of M/s Shukla Gupta & Arora, Chartered Accountants (Firm Registration No.: 027335N) and to conduct audit for the Financial year 2022-23.

RESOLVED FURTHER THAT M/s Chatterjee & Chatterjee, Chartered Accountants, (Firms Registration No. 001109C), be and are hereby appointed as Statutory Auditors of the Company to hold the office from 28th August, 2022, until the conclusion of this Annual General Meeting of the Company, on such remuneration as may be determined and recommended by the Audit Committee in consultation with Auditors.

RESOLVED FURTHER THAT the Board of Directors and/or Chief Financial Officer, be and are hereby severally authorized to fill the requisite ROC forms in regard to the said appointment and to do all such acts, deeds and things as may be deemed necessary, proper or expedient to give effect to this resolution."

ITEM NO. 04: TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S CHATTERJEE & CHATTERJEE, CHARTERED ACCOUNTANTS (FRN: 001109C), AS STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION

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 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), **M/s Chatterjee & Chatterjee, Chartered Accountants, (Firms Registration No. 001109C),** be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 51st Annual General Meeting till the conclusion of the 56th Annual General Meeting of the Company to be held for the Financial Year 2026-27, at such remuneration as may be determined by the Board of Directors on the recommendation of Audit Committee of the Company."

RESOLVED FURTHER THAT the Board of Directors/ Chief Financial Officer/ Company Secretary of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

SPECIAL BUSINESS (ES):

ITEM NO. 05: TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTION(S) ENTERED WITH THE COMPANY FOR THE FINANCIAL YEAR 2022-23

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 Companies (Meeting of the Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the Company be and is hereby accorded to the Board of Directors, to enter into contracts / arrangements / transactions for the financial year 2022-23 with Holding Company namely WLD Investments Private Limited , Subsidiary Company namely R T Packaging Ltd.and Joint Venture/ Associate Company namely Oliver Engineering Private Limited & Rollatainers Toyo Machine Private Limited 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 2022-23						
	Transactions defined u/s 188(1) of Companies Act, 2013					
	Sale or Supply of any goods and materials	Purchase or otherwise buying materials / property of any kind	Loan (With Interest)	Technical/ Management Consultancy Fees	Leasing of Property	Office or place of profit in the company
NAME OF RELATED PARTY						
Subsidiaries/Associates/Joint Ventures						
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

Oliver Engineering Private Limited - (Associate)	100	100	100	100	100	100
Holding Company						
WLD Investments Pvt. Ltd.	100	100	100	100	100	100

RRESOLVED FURTHER THAT any Directors 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."

ITEM NO. 06: To CONSIDER AND APPROVE CONTINUATION OF DIRECTORSHIP OF MR. BRAJINDAR MOHAN SINGH (DIN:02143830), AS NON-EXECUTIVE INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the Members be and is hereby accorded to continue and hold office of Non-Executive Independent Director of the Company by Mr. Brajindar Mohan Singh (**DIN:02143830**) (who will attain 75 years of age on October 26, 2022) till his current tenure of appointment i.e. upto March 31, 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.

ITEM NO. 07: TO CONSIDER AND APPROVE THE ALTERATION IN THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of Registrar of Companies, NCT of Delhi & Haryana, the approval of members be and is hereby accorded to alter the Main Object Clause of the Memorandum of Association of Company by appending following sub clause (10) & (11) after the existing sub clause (9) of Clause III (A) :-

10. To act as financial consultants, management consultants, and provide advice, services, consultancy in various fields, general administrative, technical, quality control and to take part in the formation, supervision or control of the business operations.

11. To act as consultants or advisors of any firm, body corporate, association or other undertaking and generally subject as aforesaid, to act as consultants or advisors and to undertake part in the management supervision or control of the business or operation of any person, firm, body corporate, association or other undertaking and, if necessary, for such purpose or purpose to appoint and remunerate any offices of the company, accountants or other experts or agents.

RESOLVED FURTHER THAT any of the Directors of the Company, be and is hereby authorised to sign and file all the requisite e-forms including MGT-14 with such other documents as may be required, with the Registrar of Companies and to do all such other acts, deeds and things which may be necessary for giving effect to this resolution."

ITEM NO.08: APPOINTMENT OF MS. MANISHA GOEL (DIN: 09725308) AS EXECUTIVE DIRECTOR AS WELL AS WHOLE TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT in accordance with the provisions of Sections 149, 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and such other approvals as may be required and pursuant to recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded to appoint **Ms. Manisha Goel (DIN:09725308)** as an Executive Director as well as Whole Time Director of the Company, for a period of 5 (five) years with effect from 02nd September 2022 to 01st September 2027, the period of her office shall be liable to retire by rotation and at such remuneration as may be determined by the Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in the financial year, the Company will pay remuneration by way of Salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.

TEM NO.09: TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. RAJIV KAPUR KANIKA KAPUR (DIN:0715466) AS NON- EXECUITVE INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and 161 read with schedule IV and read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and Regulation 16,25 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirement), 2015 (including any statutory modifications or re-enactment thereof for the time being in force), **Ms. Rajiv Kapur Kanika Kapur (DIN:0715466)** who was appointed as an Additional Non-Executive Independent Director by the Board of Directors, on the recommendation of Nomination and Remuneration Committee, effective from September 08, 2022 to hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing under Section 160 of the Act and who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible for appointment, the approval of members be and is hereby given for the appointment of Ms. Rajiv Kapur Kanika Kapur (DIN:0715466) ,as a Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from September 08, 2022 to September 07, 2027 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director, Company Secretary or Chief Financial Officer for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

By Order of the Board
For Rollatainers Limited

Sd/-
Aarti Jain
DIN: 00143244
(Chairperson)

Place : New Delhi
Date : 08th September, 2022

Notes:

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Ordinary and /or Special Business at the meeting, is annexed hereto and forms part of this notice.

2. 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 (SS2) 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 as **Annexure-I** 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.

3. In compliance with the aforesaid MCA Circulars, Notice of the 51st AGM of the Company is being sent only through electronic mode to those Members whose email addresses are registered with the RTA or CDSL / NSDL ("Depositories"). Members should note that they can download Annual Report for 2021-22 available on the Company's website at https://www.rollatainers.in/investors.php through link provided in the Notice. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at https://www.rollatainers.in/investors.php and on websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

4. 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. MGT11 annexed herewith.

5. 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.

6. 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.

7. Pursuant to Section 113 of the Act, 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).Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization, etc., authorizing its representative to attend the AGM and vote on their behalf at the meeting.

8. 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.

9. 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.

10. 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.

11. 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.

12. The Notice of the Annual General Meeting is also uploaded on the website of the Company (https://www.rollatainers.in/investors.php. The Annual General Meeting Notice is being sent to all the members; whose names appear in the Register of Members as on **02nd September 2022.**

13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.

14. 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. 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.

15. In case you are holding Company's Shares in physical form, please inform Company's RTA viz, M/s. Beetal Financial & Computer Services Private Limited at Beetal House, 3rd Floor, 99, Madangir, Behind, LSC, New Delhi-110062 by enclosing-a photocopy of blank cancelled cheque of your bank account.

16. The Register of Members and Share Transfer Books of the Company shall remain closed during the book closure period i.e from **Saturday, 24th September, 2022 to Friday, 30th September, 2022 (both days inclusive).**

17. Pursuant to Section 72 of Companies Act, 2013, facility for making nominations is available to the members holding shares in physical form in respect of the shares held by them. Nomination forms in the prescribed Form SH-13 can be obtained from the Company's Registrars and Transfer Agents by Members. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

18. In accordance with the Companies Act, 2013 read with the Rules and in support of the 'Green Initiative in Corporate Governance' the Annual Reports are 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 addresses with the Company's Registrars and Share Transfer Agents (RTA) i.e., M/s Beetal Financial & Computer Services Private Limited.

19. SEBI VIDE ITS CIRCULAR, WITH A VIEW TO PROTECT THE INTEREST OF THE SHAREHOLDERS, HAS MANDATED TO ALL THE MEMBERS WHO HOLD SECURITIES OF THE COMPANY IN PHYSICAL FORM, TO FURNISH TO THE COMPANY / ITS REGISTRAR AND TRANSFER AGENT, THE DETAILS OF THEIR VALID PERMANENT ACCOUNT NUMBER (PAN) AND BANK ACCOUNT. TO SUPPORT THE SEBI'S INITIATIVE, THE MEMBERS ARE REQUESTED TO FURNISH THE DETAILS OF PAN AND BANK ACCOUNT TO THE COMPANY OR RTA. MEMBERS ARE REQUESTED TO SEND COPY OF PAN CARD OF ALL THE HOLDERS; AND ORIGINAL CANCELLED CHEQUE LEAF WITH NAMES OF SHAREHOLDERS OR BANK PASSBOOK SHOWING NAMES OF MEMBERS, DULY ATTESTED BY AN AUTHORISED BANK OFFICIAL.

20. TO BE NOTIFIED BY SEBI, SECURITIES OF LISTED COMPANIES WOULD BE TRANSFERRED IN DEMATERIALISED FORM ONLY, FROM A CUT-OFF DATE. IN VIEW OF THE SAME MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONSIDER CONVERTING THEIR HOLDINGS TO DEMATERIALIZED FORM TO ELIMINATE ALL RISKS ASSOCIATED WITH PHYSICAL SHARES AND FOR EASE OF PORTFOLIO MANAGEMENT. MEMBERS CAN CONTACT THE COMPANY'S RTA FOR ASSISTANCE IN THIS REGARD.

21. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting.

22. The Company has appointed **M/s S. Khurana & Associates, Practicing Company Secretary (COP-13212)** to act as the Scrutinizer for conducting the e-voting process/ballot process in a fair and transparent manner.

23. The Route Map to the AGM Venue is annexed as a part of this Notice.

24. The Scrutinizer, after scrutinising the votes cast at the meeting through remote e-voting and during AGM will, with two(2) working days from the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.rollatainers.in/investors.php. and on the website of CDSL www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

25. The voting result will be announced by the Chairman or any other person authorized by him within two working days of the AGM.

26. In case of any queries, members may write to cs.rollatainers@gmail.com to receive an email response.

27. Members are eligible to cast vote electronically only if they are holding shares as on **23rd September, 2022**, being the cut-off date.

28. 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, 27th September, 2022 (9:00 a.m. IST) and ends on Thursday, 29th September, 2022 (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 23 ,2022 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. 23rd September, 2022. 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.

29. **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:

(i) The voting period begins on **Tuesday, September 27, 2022 (9:00 a.m. IST) and will end on Thursday, September 29, 2022 (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 (record date) of **Friday, 23rd September 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.Shareholders who have already voted prior to the meeting date would not be entitled to vote on the date of meeting.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest at https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	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. ● 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.

(ii) After entering these details appropriately, click on "SUBMIT" tab.

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(vi) 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.

(vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(viii) 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.

(ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xi) 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.

(xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs.rollatainers@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT

(*Pursuant to Section 102(1) of the Companies Act 2013 and SEBI (LODR), 2015*)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the mentioned under Item No. 3,4,5,6 & 7 of the accompanying Notice:

ITEM NO. 03: TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S CHATTERJEE & CHATTERJEE, CHARTERED ACCOUNTANTS (FRN: 001109C), AS STATUTORY AUDITORS TO FILL UP THE CASUAL VACANCY, CAUSED DUE TO RESIGNATION OF M/S SHUKLA GUPTA & ARORA, CHARTERED ACCOUNTANTS

The Members of the Company had appointed **M/s. Shukla Gupta & Arora, Chartered Accountants, (Firm Registration No: 027335N)** as the Statutory Auditors of the Company to hold office from the conclusion of 50th AGM till the conclusion of 55th Annual General Meeting of the Company.

M/s. Shukla Gupta & Arora, Chartered Accountants, (Firm Registration No: 027335N) vide their letter dated 12th August, 2022 have resigned from the position of Statutory Auditors of the Company with effect from 12th August 2022, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged under section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on 2nd September, 2022, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed **M/s Chatterjee & Chatterjee, Chartered Accountants, (Firms Registration No. 001109C)**, to hold office as the Statutory Auditors of the Company till the conclusion this AGM (51st) and to fill the casual vacancy caused by the resignation of M/s. Shukla Gupta & Arora, Chartered Accountants, (Firm Registration No: 027335N) subject to the approval by the members at the 51st Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors.

The Company has received consent letter and eligibility certificate from **M/s Chatterjee & Chatterjee, Chartered Accountants, (Firms Registration No. 001109C)** to act as Statutory Auditors of the Company in place of M/ s. Shukla Gupta & Arora, Chartered Accountants, (Firm Registration No: 027335N), along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No.3 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution.

The Board of Directors recommends the proposed resolution at Item No.3 for your approval as **Ordinary Resolution.**

ITEM NO. 04 : TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S CHATTERJEE & CHATTERJEE, CHARTERED ACCOUNTANTS (FRN: 001109C), AS STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION

The Board of Directors at its meeting held on 2nd September, 2022, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of **M/s Chatterjee & Chatterjee, Chartered Accountants, (Firms Registration No. 001109C),** Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 51st AGM till the conclusion of the 56th AGM of the Company to be held for Financial Year 2026-27, at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Auditors.

Brief Profile of M/s Chatterjee & Chatterjee, Chartered Accountants, (Firms Registration No. 001109C): Established in the year 1932, Chatterjee & Chatterjee, Chartered Accountants, (FRN: 001109C) is a professional services firm providing assurance, tax, financial advisory and consulting services providing wide range of publicly traded and privately held companies guided by core values including competence, honesty professionalism, and integrity dedication, responsibility and accountability, for 89 years they have provided quality services through the active involvement of and leadership our most experienced and committed professionals.

The Company has received consent letter and eligibility certificate from M/s Chatterjee & Chatterjee, Chartered Accountants, (Firms Registration No. 001109C), to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No.4 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution.

The Board of Directors recommends the proposed resolution at Item No.4 for your approval as **Ordinary Resolution.**

Item No. 05: TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTION(S) ENTERED WITH THE COMPANY FOR THE FINANCIAL YEAR 2022-23

The provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 as prescribed in Rule 15 of the Companies (Meetings of Board and its Powers) Amendment Rules 2015, the prior approval of members by way of an 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. 3 for the kind perusal of members.

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 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 an **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.

ITEM NO. 06: TO CONSIDER AND APPROVE CONTINUATION OF DIRECTORSHIP OF MR. BRAJINDAR MOHAN SINGH (DIN:02143830), AS NON-EXECUTIVE INDEPENDENT DIRECTOR

Mr. Brajindar Mohan Singh was appointed as Non-Executive Independent Director on the Board of the Company for a period of 5(Five) years with effect from March 31, 2015 to March 30, 2020 and the same was approved by the Members of the Company by Postal Ballot dated May 22,2015. He was further re-appointed as Non-Executive Independent Director on the Board of the Company for second term for a period of 5 (Five) years with effect from April 01, 2020 to March 31,2025 and the same was approved by Members of the Company at their Annual General Meeting held on September 30, 2021.

Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("SEBI LODR Regulations") provides that no listed company shall appoint or continue the directorship of any person as Non- Executive Director who has attained the age of 75 (Seventy-Five) years, unless a Special Resolution is passed to that effect and justification thereof is disclosed in the explanatory statement annexed to the Notice for such appointment.

Mr. Brajindar Mohan Singh (Non-Executive Director) will attain the age of 75 years on October 26, 2022 and his appointment as approved by the Members of the Company is valid up to March 31, 2025.Accordingly, to comply with the provisions of Regulations 17(1A) of the SEBI LODR Regulations, Company is seeking approval of the Members through Special Resolution.

A brief justification for his continuation as Non-Executive Independent Director on the Board of the Company is as under:

Mr. Brajindar Mohan Singh is retired IRS and Ex- Chairman of CBDT. He possesses rich and vast experience of around 47 years in tax and finance.

Considering the vast experience, expertise and valuable contribution of Mr. Brajindar Mohan Singh, the Nomination and Remuneration Committee and the Board of Directors of the Company at their Meetings held on **2nd September, 2022** have recommended the continuation of Mr. Brajindar Mohan Singh as "Non-Executive Independent Director" on the Board of the Company.

The Company has also received declaration from **Mr. Brajindar Mohan Singh (DIN: 02143830)** that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is not disqualified to act as Director in terms of Section 164 of the Companies Act, 2013. He is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Details of Mr. Brajindar Mohan Singh pursuant to the provisions of (i) SEBI LODR Regulations and (ii) Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are provided in the '**Annexure-I**' to the Notice.

In the opinion of the Board, the above mentioned Director fulfils the conditions specified in the Act and the Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Director and is independent of the management. In compliance with the provisions of Section 149 of the Act read with Schedule IV to the Act, the appointment of the above mentioned Director as Independent Director is now being placed before the Members for their approval.

Except Mr. Brajindar Mohan Singh, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 6 for approval of the Members as **Special Resolution**.

ITEM NO. 07: TO CONSIDER AND APPROVE THE ALTERATION IN THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Board of Directors wanted to inform that to widen its business by undertaking activities in new sectors as stated in the proposed resolution, it is proposed to amend the Clause III (A) of the MOA by inserting sub clauses (10) & (11) after the existing sub clause (9).

The Board of Directors at their meeting held on 2nd September, 2022 has approved (subject to the approval of members and approval of RoC) the amendment to Object Clause of the Memorandum of Association of the Company as aforesaid.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the members by way of Special Resolution is required for alteration in Object Clause of the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution.

Accordingly, the Board of Directors recommends the proposed resolution at Item No.7 for your approval as **Special Resolution.**

ITEM NO.8: APPOINTMENT OF MS. MANISHA GOEL (DIN: 09725308) AS EXECUTIVE DIRECTOR AS WELL AS WHOLE TIME DIRECTOR OF THE COMPANY

The Board of Directors on the recommendation of the Nomination & Remuneration Committee at its meeting held on 02nd September 2022, has approved the appointment of **Ms. Manisha Goel (DIN: 09725308)** as an Additional Director designated as Whole Time Director (Executive Director) and KMP of the Company for a period of five years, with effect from 02nd September 2022 to 01st September 2027, subject to approval of shareholders at the forthcoming Annual General Meeting.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Ms. Manisha Goel, requires approval of the Members by way of Special Resolution.

The Company has received from Ms. Manisha Goel (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified in accordance with sub-section (2) of Section 164 of the Act.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of her qualifications, experience and other attributes, that her induction on the Board would be of immense benefit to the Company and it is desirable to avail her services as a Director to strengthen the management of the Company.

In compliance with Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, other details of Mrs. Manisha Goel whose appointment is proposed at Item No. 8 is provided in the "Annexure-I" to the Notice.

Except Ms. Manisha Goel, none of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution.

Accordingly, the Board of Directors recommends the proposed resolution at Item No.8 for your approval as **Special Resolution.**

ITEM NO.09: TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. RAJIV KAPUR KANIKA KAPUR (DIN:0715466) AS NON- EXECUITVE INDEPENDENT DIRECTOR OF THE COMPANY

Ms. Rajiv Kapur Kanika Kapur was appointed as an Additional Director in the category of Independent Director by the Board on September 08, 2022 based on the recommendation of Nomination and Remuneration Committee. The appointment was made for a period of 5 years, subject to approval of the shareholders at the Annual General Meeting.

Ms. Rajiv Kapur Kanika Kapur is MBA in Finance from Pondicherry University and possess requisite qualification and expertise in finance and business management. In the opinion of the Board, Ms. Rajiv Kapur Kanika Kapur fulfills the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and she is independent from the management.

Your Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment of Ms. Rajiv Kapur Kanika Kapur as an Independent Director of the Company. The Company has also received a declaration from Ms. Rajiv Kapur Kanika Kapur confirming that she meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Company has received a declaration in prescribed Form DIR-8 stating that she is eligible for appointment as a director of the Company and has not been disqualified pursuant to the provision of Section 164(2) of the Companies Act, 2013. The Company has received consent from Ms. Rajiv Kapur Kanika Kapur to act as Director of the Company in Form DIR-2, pursuant to Section 152(2) and Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and obtained a declaration confirming independence under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Ms. Rajiv Kapur Kanika Kapur fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations.

Except Ms. Rajiv Kapur Kanika Kapur, None of Directors and Key Managerial Personnel or the relatives of the Directors or Key Managerial Personnel is any way concerned or interested in the said resolution.

Accordingly, the Board of Directors recommends the proposed at the Item No.09 for your approval as **Special Resolution**.

By Order of the Board
For Rollatainers Limited

Place : New Delhi
Date : 08th September, 2022

Aarti Jain
DIN: 00143244
(Chairperson)

Annexure-I

REQUISITE INFORMATION IN RESPECT OF DIRECTOR SEEKING APPOINTMENT OR RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING IN PURSUANCE OF REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Name of Director	Mrs. Aarti Jain	Mr. Brajindar Mohan Singh	Ms. Manisha Goel	Ms. Rajiv Kapur Kanika Kapur
1. Date of Birth	30-08-1972	26-10-1947	19-01-1989	16/10/1983
2. Date of First Appointment	10-01-2013	31-03-2015	02-09-2022	08-09-2022
3. Terms & Conditions of Appointment	Appointed as Non-Executive Director of the Company and liable to retire by rotation	Appointed as Non-Executive Independent Director of the Company and not liable to retire by rotation	Appointed as Executive Director as well as Whole Time Director and liable to rotation	Appointed as Non- Executive Independent Director of the Company and not liable to retire by rotation
4. Directors Identification Number	00143244	02143830	09725308	07154667
5. Age	50 years	74 years	33 years	38 years
6. Qualification	MBA (Marketing) from Manchester Business School, Post Graduate Diploma in Garment Manufacturing Technology from NIFT	M.A.	M.Com from Delhi University and Member of Institute of Company Secretaries of India	MBA Finance
7. Expertise	Finance and Marketing	Finance and Taxation (Retired as Chairman of CBDT)	Finance and Accounting	Finance & Accounting
8. Experience	26 years	47 years	2 years	8 years
9. No. of Listed Companies in which Directorships held including this listed entity	2 (Two) - Rollatainers Limited - Intellivate Capital Ventures Limited	3 (Three) - Rollatainers Limited - Anant Raj Limited - Metalyst Forgings Limited	1 (One) - Rollatainers Limited	5 (Five) - Rollatainers Limited - JMT Auto Limited - Alliance Integrated Metaliks Limited - Adhbhut Infrastructure Limited - Newtime Infrastructure Limited
10. Chairpersonship / Membership of Committees of other Listed Companies	NIL	**Anant Raj Limited:**- Audit Committee- Member- Nomination and Remuneration Committee – Member- Stakeholder Relationship Committee- Member - Corporate Social Responsibility Committtee – Chairperson **Metalyst Forgings Limited** - Nomination and Remuneration Committeee-Chairperson- Stakeholder Relationship Committee- Member - Risk Management Committee- Member - Corporate Social Responsibility Committtee – Chairperson	NIL	**JMT Auto Limited** - Audit Committee-Member - Nomination and Remuneration Committee-Member - Stakeholders Relationship Committee- Member - Corporate Social Responsibility Committee-Member **Newtime Infrastructure Limited** - Audit Committee-Member - Nomination and Remuneration Committee-Chairperson - Stakeholders Relationship Committee-Chairperson **Adhbhut Infrastructure Limited** - Audit Committee-Member - Nomination and Remuneration Committee-Member

				- Stakeholders Relationship Committee-Member **Alliance Integrated Metaliks Limited** - Audit Committee-Member - Nomination and Remuneration Committee- Member - Stakeholders Relationship Committee -Member - Corporate Social Responsibility Committee-Member
11. Number of shares held in the Company (as at March 31, 2022)	NIL	NIL	NIL	NIL
12. Relationship Between Directors inter-se/ Managers and KMPs Manager and KMPs.	No Relation	No Relation	No Relation	No Relation

ROUTE MAP TO THE VENUE OF 51ST AGM

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

ROLLATAINERS
EMERGING EVERYDAY

ROLLATAINERS LIMITED

Registered Office: 73-74, Phase III, Industrial Area, Dharuhera, Distt. Rewari, Haryana - 123106
Tel.: 01274-243326,242220, E-mail: cs.rollatainers@gmail.com Web: www.rollatainers.in,

CIN No. : L21014HR1968PLC004844

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies(Management and Administration) Rules, 2014]

CIN:	L21014HR1968PLC004844
Name of the company	Rollatainers Limited
Registered Office:	73-74, Phase III, Industrial Area, Dharuhera, Distt. Rewari, Haryana - 123106

Name of themember(s)		**E-mail id**	
Registered address		**Member's Folio No/DP-ID-Client Id**	

I/We, being the member(s) of_____shares of the abovenamed company, hereby appoint:

1. Name:_____
   E-mail Id:_____
   Address:_____
   Signature:_____or failing him/her

2. Name:_____
   E-mail Id:_____
   Address:_____
   Signature:_____or failing him/her

3. Name:_____
   E-mail Id:_____
   Address:_____
   Signature:_____or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 51st Annual General Meeting (AGM) of the Company, to be held on **Friday, September 30, 2022at 10:30 a.m**. at the Registered Office of the Company at 73-74, Phase III, Industrial Area, Dharuhera, Distt. Rewari, Haryana - 123106 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res No.	**Resolutions**	**Vote (optional, see the note)**	
		For	**Against**
Ordinary Business			
1.	(a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2022 together with Reports of Board of Directors and Auditors thereon. (b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2022 together with Reports of Auditors thereon.		
2.	Appointment of Mrs. Aarti Jain (DIN: 00143244**)** as a director, who is liable to retire by rotation		
Special Business			
3.	To consider and approve the appointment of M/s Chatterjee & Chatterjee, Chartered Accountants (FRN:001109C), As Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s Shukla Gupta & Arora, Chartered Accountants		
4.	To consider and approve the appointment of M/s Chatterjee & Chatterjee, Chartered Accountants (FRN:001109C), As Statutory Auditors of the Company and fix their remuneration		
5.	Approval for Related Party Transaction entered with the Company for Financial Year 2022-23		
6.	Approval for continuation of directorship of Mr. Brajinder Mohan Singh (DIN:02143830), as Non-Executive Independent Director		
7.	Approval for the alteration In The Object Clause Of Memorandum Of Association of the Company		
8.	Appointment of Ms. Manisha Goel (DIN: 09725308) as Executive Director as well as Whole Time Director of the Company		
9.	Appointment of Ms. Rajiv Kapur Kanika Kapur (DIN:0715466) As Non- Execuitve Independent Director of the Company		

Signed_____ this day _____ of 2022

Affix Revenue Stamp of Rs 1/-

Signature of the Shareholder:_____
Signature of Proxyholder(s): _____

Note:
1.This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the For or Against column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate

ROLLATAINERS
EMERGING EVERYDAY

ROLLATAINERS LIMITED

Registered Office: 73-74, Phase III, Industrial Area, Dharuhera,
Distt. Rewari, Haryana- 123106
Tel.: 01274-243326,242220, E-mail: cs.rollatainers@gmail.com
Web: www.rollatainers.in,
CIN No. : L21014HR1968PLC004844

ATTENDANCE SLIP
(to be handed over at the Registration Counter)

Folio No.			DP ID -	
No. of Shares:			Client ID No.:	

I/We hereby record my/our presence at the Annual General Meeting of the Company being held on Friday, the 30th day of September, 2022 at 10:30 a.m. at Plot No. 73-74, Phase III, Industrial Area, Dharuhera, Distt. Rewari, Haryana - 123106.

1. Name(s) of the Member: 1. Mr./Ms._____
   and Joint Holder(s) 2. Mr./Ms. _____
   (in block letters) 3. Mr./Ms. _____
2. Address :_____
   _____
   _____
   _____
3. Father's/Husband's Name (of the Member) : Mr . _____
4. Name of Proxy : Mr./Ms. _____

1.
2.
3.

_____ _____

Signature of the Proxy Signature(s) of Member and Joint Holder(s)

Notes:

1. **Please complete the Attendance slip and hand it over at the Registration Counter at the venue.**
2. ****** Applicable for Investors holding Shares in electronic form.**