41ST ANNUAL REPORT 2011 - 2012

ROLLATAINERS LIMITED

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41ST ANNUAL REPORT

2011 - 2012

BOARD OF DIRECTORS

Mr. Ashish Pandit	*Chairman*
Mr. Vinod Kumar	*Wholetime Director*
Mr. Sanjay Tiku	*Director*
Mr. Pyush Gupta	*Director*
Mr. Prakash Chandra Lohumi	*Nominee Director*

Company Secretary

Ms. Aakanksha Varshney

Auditors

Manoj Mohan & Associates
Chartered Accountants

Registered Office

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

Registrar & Share Transfer Agent

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

Plant Location

1. 14/5, Mathura Road, Faridabad, Haryana
2. 73-74, Phase – III, Industrial Area, Dharuhera, Distt – Rewari, Haryana

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NOTICE

Notice is hereby given that the **41st ANNUAL GENERAL MEETING** of the members of **ROLLATAINERS LIMITED** will be held at the Registered Office of the Company at Plot No. 73-74, Phase-III, Industrial Area, Dharuhera, Distt. Rewari, Haryana-123106, on Monday, 24th December, 2012 at 9:30 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet for the financial year as at 30th September, 2012 together with the Statement of Profit and Loss for the year ended on that date, reports of the Directors and the Auditors thereon.

2. To appoint a Director in place of Mr. Pyush Gupta who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint the Auditors of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT M/s. Manoj Mohan & Associates, Chartered Accountants (Registration Number 009195C), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

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

Sd/-
(Ashish Pandit)
Chairman

Place : Dharuhera, Haryana
Date : November 23, 2012

NOTES:

1. **A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. **THE INSTRUMENT OF APPOINTING A PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

3. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 A.M. to 1.00 P.M prior to the date of Annual General Meeting.

4. The Register of Members and Share Transfer Books of the Company will remain closed from **22.12.2012 to 24.12.2012** (both days inclusive) for the purpose of Annual General Meeting.

5. The members are requested to bring their copy of Annual Report to the Meeting, as the same will not be redistributed at the venue of Annual General Meeting.

6. The Members/Proxies attending the Annual General Meeting are requested to bring the enclosed attendance slip and deliver the same, after filling in their folio number/DP-ID, Client ID at the entrance of the meeting hall. Admission at the venue of Annual General Meeting will be allowed only after verification of the signature in the attendance slip. Duplicate attendance slip will be issued at the Registered Office of the Company up to a day preceding the day of Annual General Meeting.

7. Consequent upon the introduction of Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form No. 2B in duplicate (which will be made available on request) to the R&T Agents of the Company. In case of Shares held in dematerialised form, the nomination has to be lodged with the respective Depository Participants.

8. Members may please note that Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) as the sole identification number for all persons transacting in the securities market, irrespective of the amount of such transactions. SEBI has also mandated that for securities market transaction and off/market private transaction involving transfer of shares in physical form, it shall be necessary for the transferee(s) to furnish a copy of PAN card to Company/Share Transfer Agent for registration of such transfer of shares.

9. The Non Resident Indian Shareholders are requested to inform the Company immediately about:
   (i) The Change in Residential status on return to India for permanent settlement.
   (ii) The particulars of NRO Bank Account in India, if not furnished earlier.

10 The members desirous of any information with respect to accounts are requested to write to the Company at least a week before the meeting so as to enable the management to keep the information ready.

11. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.

12. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed Companies to share documents with its shareholders thorough an electronic mode. A recent amendment to the Listing Agreement with the Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering/updating their e-mail addresses for receiving electronic communications.

INFORMATION REQUIRED TO BE FURNISHED UNDER CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF THE DIRECTORS BEING APPOINTED/RE-APPOINTED

Name	:	**Mr. Pyush Gupta**
Date of Birth	:	**24.08.1972**
Qualification	:	**PGHRM, MBA and LLB**
Profession	:	**Service**
Expertise	:	**Administration**
*Other Directorships	:	**R T Packaging Ltd.**

*This excludes directorship held in Private Companies, Foreign Companies and Companies formed under Section 25 of the Companies Act, 1956.

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

Sd/-
(Ashish Pandit)
Chairman

Place : Dharuhera, Haryana
Date : November 23, 2012

DIRECTORS' REPORT

Dear Members,

Your Directors are delighted to present the **41st** Annual Report of your Company together with the Audited Accounts for the financial year ended 30th September, 2012.

FINANCIAL RESULTS

The financial performance of your Company, for the financial year ended 30th September, 2012 is summarized below:

(Rs. in '000)

PARTICULARS	Year ended 30-09-2012	Year ended 30-09-2011
Sales and Other Income	**551173**	503710
Expenditures	**572948**	687923
Gross Loss Before Depreciation	**(21775)**	(184213)
Depreciation	**18561**	23710
Loss	**(40336)**	(207923)
Add : Accumulated Loss	**(911050)**	(703127)
Loss Carried to Balance Sheet	**(951386)**	(911050)

PERFORMANCE REVIEW

During the year under review, the Company has recorded total income of Rs. 55.12 crores as against the total income of Rs. 50.37 crores in the corresponding previous year, thus recording an increase of 9.42% over the previous year. The Loss for the year stands at Rs. 4.03 crores as against the corresponding figure of Rs. 20.79 crores.

DIVIDEND

During the financial year under review, the Company has incurred losses therefore, your Directors have not recommended any dividend.

SHARE CAPITAL

During the year under review, the Authorized Share Capital of the Company was increased to Rs. 25,00,00,000/- (Rupees Twenty Five Crores) divided into 1,20,00,000 Equity Shares of Rs.10/- each and 13,00,000 (Thirteen Lacs) Preference Shares of Rs. 100/-each.

Allotment of Preference Shares

During the year under review, the Company has allotted 10,00,000 (Ten Lacs) fully paid 2% Redeemable, Non Cumulative, Non Convertible Preference Shares of Rs. 100/- each at a premium of Rs. 900/- per share aggregating to Rs. 100 Crores to M/s W.L.D. Investments Private Limited, the promoter of the Company on Preferential Basis.

Redemption of Preference Shares

During the year under review, the Company has redeemed 50,000, 15.5 % Redeemable, Cumulative, Preference Shares of Rs. 100/- each privately placed with Oriental Insurance Company Limited.

Also subsequent to the year under review, the Company has redeemed 50,000, 14.5 % Redeemable, Cumulative, Preference Shares of Rs. 100/- each privately placed with National Insurance Company Limited.

As on date, the Paid up Share Capital of the Company is Rs. 20,90,52,000.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, as amended by the Companies (Amendment) Act, 2000, with respect to Directors Responsibility Statement, it is hereby confirmed: -

1. That in the preparation of the annual accounts for the financial year ended on 30.09.2012 the applicable accounting

standards have been followed;

2. That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company and of the loss of the Company for the year under review;

3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

4. That the Directors had prepared the annual accounts on a going concern basis.

DIRECTORS

In accordance with Section 255 read with Section 256 of Companies Act, 1956 and the Article of Association of the Company, Mr. Pyush Gupta, Director of the Company retires at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Brief resumes of the Director proposed to be reappointed, nature of his industry expertise in specific functional areas and names of Companies in which he holds Directorships is provided in the notice forming part of the Annual Report. Further, the name of the companies in which he hold Memberships/Chairmanships of Board Committees, as stipulated under Clause 49 of the Listing Agreement is provided in the Corporate Governance Section of this Annual Report

CORPORATE GOVERNANCE

A separate Section on Corporate Governance forming part of the Director's Report and the certificate from the Company's Statutory Auditors confirming compliance of Corporate Governance norms as stipulated in Clause 49 VI of the Listing Agreement with the Indian Stock Exchange is included in the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis of the Company's financial condition including the results of operations of the Company for the year under review as required under Clause 49 of the Listing Agreement with Stock Exchange is presented in a separate Section forming part of the Annual Report.

PUBLIC DEPOSITS

The Company has neither invited/ nor accepted any fixed deposits from public during the year within the meaning of Section 58A & 58AA of the Companies Act, 1956, read with Companies (Acceptance of Deposit) Rules, 1975.

CASH FLOW STATEMENT

As required by Clause-32 of the Listing Agreement a Cash Flow Statement is annexed and forms part of this Annual Report.

AUDITORS

M/s. Manoj Mohan & Associates, Chartered Accountants, New Delhi, Statutory Auditor of the Company, hold office until the conclusion of the ensuing Annual General Meeting and is recommended for re-appointment.

The Company has received letter from M/s. Manoj Mohan & Associates, Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956, and that they are not disqualified from such appointment in terms of Section 226 of the Companies Act, 1956.

AUDITORS' REPORT

Notes forming part of Annual Accounts, which are specifically referred to by the Statutory Auditors in their report, are self explanatory and therefore, do not call for any further comments.

LISTING AT STOCK EXCHANGE

The shares of Company are listed on The Bombay Stock Exchange Limited. The Company has paid annual listing fee to the Stock Exchange for the year 2012 - 2013.

RECONCILIATION OF SHARE CAPITAL AUDIT

The Securities and Exchange Board of India has directed that all listed companies shall submit Reconciliation of Share Capital Audit Reports reconciling the total shares held in both the depositories, viz NSDL & CDSL and in physical form with the total issued/paid up capital on quarterly basis.

The Share Capital Audit Reports as submitted by M/s Iqneet Kaur & Company, Company Secretaries, New Delhi, on quarterly basis were forwarded to The Bombay Stock Exchange Limited wherein the Equity Shares of the Company are listed.

DEMATERIALISATION OF SHARES

The Company has admitted its shares to the depository system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialisation of shares. The International Securities Identification Number (ISIN) allotted to the Company is INE927A01024. The Equity Shares of the Company are compulsorily traded in dematerialized form as mandated by the Securities and Exchange Board of India (SEBI).

Status of Dematerialisation of Shares

As on 30th September, 2012, 99,33,336 Equity Shares representing 99.28% of your Company's Paid up Equity Shares capital have been de-materialised**.**

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information in accordance with the provision of Section 217(1)(e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 regarding Conservation of Energy, Technology Absorption, Research & Development (R & D) and Foreign Exchange Earnings and outgo is given in the **Annexure (A)** forming part of this report.

PARTICULARS OF EMPLOYEES

During the year under review, no employee whether employed for the whole year or part of the year, has drawn remuneration exceeding the limits as laid down under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended.

INDUSTRIAL RELATIONS

During the year under review, the relations between the Management and the Workmen were highly cordial.

INVESTOR RELATIONS

Your Company always endeavours to keep the time of response to shareholder's requests/grievances at the minimum. Priority is accorded to address all the issues raised by the shareholders and provide them a satisfactory reply at the earliest possible time.

ACKNOWLEDGEMENT

Your Directors wish to place on record the sincere and dedicated efforts of all the members of the Company's team. Your Directors also take this opportunity to offer their sincere thanks to the Financial Institutions, Banks and Government Agencies, Our valued customers and the Investors for their continued support and assistance.

Your Directors also express their profound thanks to all the stakeholders for their faith and continued support in the endeavours of the Company.

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

Sd/-
(Ashish Pandit)
Chairman

Place : Dharuhera, Haryana
Date : November 23, 2012

ANNEXURE (A) TO THE DIRECTORS' REPORT 2011 – 2012

Disclosure of Particulars under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

1. RESEARCH & DEVELOPMENT (R & D)

a)	Specific areas in which R & D carried out by the Company	:	i) Product design & development. ii) Process design & improvement.
b)	Benefits derived as a result	:	i) Reduction in process time ii) Higher productivity iii) Consistent quality
c)	Future plan of action	:	To achieve better yield by way of cost reduction through higher level of automation.

2. TECHNOLOGY ABSORPTION

a)	Efforts in brief towards Technology Absorption	:	The Company have been importing equipments of the latest state-of-the-art technology of the world and making packaging cartons and packing machines of international standards with its own technology.
b)	Benefit derived as a result of above efforts	:	Cost reduction, and product development
c)	Information in case of imported technology (imported during the last 6 years reckoned from the beginning of financial year)	:	N/A

3. FOREIGN EXCHANGE EARNINGS & OUTGO

Activities relating to exports; initiatives taken to increase exports; exploring new export markets for products and services; and export plans. Export market for the Company's products is continuously explored. The requirement of foreign buyers is also being assessed to procure more and more confirmed orders.

(Rs. in lacs)

	Total foreign exchange used	**Current year**	Previous year
a)	Import of Raw Materials	–	–
b)	Import of Capital Goods/Spares parts	**165.23**	155.00
c)	Travelling	**1.35**	1.16
d)	Interest	**-**	–
e)	Others	**0.32**	–
	Total foreign exchange earned	**Current year**	Previous Year
a)	FOB value of Exports	**82.88**	85.01
b)	Others	**–**	–

4. CONSERVATION OF ENERGY

a) Energy conservation measures taken: Installation of energy efficient equipments.

b) Additional Investments and proposals, if any, being implemented for reduction of consumption of energy: Investment is considered from time to time whenever it is deemed necessary, in order to reduce consumption of energy.

c) Impact of the measures at (a) and (b) above is reflected in reduced power consumption per unit of production.

d) Total Energy consumption and Energy consumption per unit of production : N/A

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

Sd/-
(Ashish Pandit)
Chairman

Place : Dharuhera, Haryana
Date : November 23, 2012

CORPORATE GOVERNANCE REPORT

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is the implementation of best Corporate practices, which enhances shareholder value in the long run, at the same time protecting the interest of other stakeholders. It refers to a blend of law, regulations, and voluntary practices, which enable the Company to attract financial and human resources, and achieve customer satisfaction through best quality at lower price, thus establishing long-term economic value for its stakeholders. It also ensures a fair and transparent decision-making and reporting system.

II. BOARD OF DIRECTORS

The current policy is to have an appropriate mix of Executive and Independent Directors to maintain the independence of the Board, and separate its functions of governance and management. The Board of the Company is in conformity with the Clause 49 of the Listing Agreement. The Board formulates the strategy, regularly reviews the performance of the Company and ensures that the previously agreed objectives are met on a consistent basis. The Whole Time Director manages the day-to-day operations of the Company. The Non-Executive Directors are eminent professionals, having experience in business, industry and finance. The Board of Directors has the ideal composition with more than half of the Directors being Independent Directors.

As on date, the Board of Directors of your Company comprises of Five (5) Directors of which Four (4) are Non-Executive /Independent Directors.

A. The composition of Board of Directors, Attendance of the Directors at the Board Meeting and last Annual General Meeting, Directorship in other Public Companies and Membership in Committees are as follows: -

Name of Director	Category of Directorship	No. of Board Meetings attended	Attendance at last AGM	No. of other Directorship held in other Public Companies (1)	No. of Memberships in other Companies/ Committees (2)	
					Member	Chairman
Mr. Vinod Kumar	Executive Director (Whole-Time Director)	7	Present	6	3	–
Mr. Ashish Pandit, Chairman	Non-Executive and Independent Director	6	Absent	14	2	1
Mr. Sanjay Tiku	Non-Executive and Independent Director	5	Absent	8	1	–
Mr. Pyush Gupta	Non-Executive and Independent Director	5	Present	1	–	–
Mr. P. C. Lohumi	Non-Executive and Independent Director (Nominee Director)	5	Absent	–	–	–

Notes:-

(1) This excludes directorship held in Private Companies, Foreign Companies and Companies formed under Section 25 of the Companies Act, 1956.

(2) In accordance with Clause 49, Membership/Chairmanships of only Audit Committee and Shareholders/Investor's Grievance Committee in all Public Limited Companies have been considered.

B. PECUNIARY RELATIONSHIP

There is no pecuniary relationship or transaction of the Non-Executive/Independent Directors vis-à-vis the Company.

C. BOARD MEETINGS

Seven (7) Board Meetings were held during the financial year and the gap between two meetings did not exceed four months. The dates on which the meetings were held are:

15th November, 2011, 2nd December, 2011, 13th February, 2012, 14th May, 2012, 5th July, 2012, 13th August, 2012 and 14th August, 2012.

The Secretarial Standards relating to the Board, Committee and General Meetings as specified by the Institute of Company Secretaries of India (ICSI) from time to time are complied and also the Budgets, performance of the business and various other informations, including those specified under Annexure 1A of the Listing Agreement are placed before the Audit Committee and Board of Directors.

D. BOARD PROCEDURES

The members of the Board were provided with the requisite information in the Listing Agreement well before the Board Meeting and the same was dealt with appropriately.

All the Directors who are in various committees are within the permissible limit of the Listing Agreement and none of the Directors are disqualified for appointment as director under any of the provisions of the Companies Act, 1956.

III. COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE

The terms of reference of the Audit committee include those specified under revised Clause 49 of the Listing Agreement as well as under Section 292A of the Companies Act, 1956 such as

- to oversee the Company's financial reporting process and disclosure of its financial information,
- to recommend appointment of Statutory Auditors and fixation of audit fee,
- to review quarterly, half yearly and annual financial statements before submission to the Board and to advice and make recommendations to the Board on matters related to financial management of the Company, including Audit Reports,
- to review and discuss with Auditors about internal control system, major accounting policies & practices reviewing Companies financial and Risk management policies in compliance with Stock Exchange and legal requirements concerning financial statements and
- to carry out any other functions as is mentioned in the terms of reference to the Audit Committee.

Composition

The Audit Committee consists of **three** Non-Executive Directors and all are Independent Directors.

Mr. Ashish Pandit, Mr. Sanjay Tiku and Mr. Pyush Gupta are the members of the Audit Committee. Mr. Ashish Pandit is appointed as the Chairman of the Audit Committee

The Company Secretary acts as Secretary of the Audit Committee.

During the year, the Committee met 5 times and the attendance of members at the meetings was as follows:

Name of the Member	Category	No. of Meetings Attended
Mr. Ashish Pandit (Chairman)	Non-Executive & Independent Director	5
Mr. Sanjay Tiku	Non-Executive & Independent Director	5
Mr. Pyush Gupta	Non-Executive & Independent Director	5

B. REMUNERATION COMMITTEE

Remuneration Committee consist of three Non-Executive, Independent Directors. Mr. Ashish Pandit is the Chairman of the Remuneration Committee. Other members of the Remuneration Committee are Mr. Pyush Gupta and Mr. Sanjay Tiku.

The Company Secretary acts as Secretary of the Remuneration Committee.

The Broad Terms of Reference of the Remuneration Committee are as under:-

a. To approve the remuneration payable to the Managing Director, Executive Director(s);

b. Such other matters as the Board may from time to time request the Remuneration Committee to examine and recommend/approve.

The remuneration policy is directed towards rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice.

(i) The details of the remuneration paid to the Executive Director and for the year ended 30th September, 2012 are as given below: -

Executive Director	Remuneration Rs. In Lacs	Commission	Total	Service Contract
Mr. Vinod Kumar	Nil	Nil	Nil	5 years

1. Remuneration (if any) includes Salary, Bonus, Contribution to Provident Fund and all other perquisites taxable or non-taxable etc.
2. Appointment is contractual
3. Information about qualification and last employment is based on particulars furnished by the employee.
4. The above employee does not hold by himself or alongwith his spouse and dependent children 2% or more of equity shares of the Company.
5. The above employee is not a relative of any Director of the Company.

(ii) The details of the Sitting Fees to the Non-Executive Directors provided as per accounts for the year ended 30th September, 2012 are given below: -

Non-Executive Director	Sitting Fee (Rs.)	Commission	Total (Rs.)	Shareholding
Mr. Sanjay Tiku	Nil	Nil	Nil	Nil
Mr. Ashish Pandit	Nil	Nil	Nil	Nil
Mr. Pyush Gupta	Nil	Nil	Nil	Nil
Mr. Prakash Chandra Lohumi	5000	Nil	5000	Nil

C. SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE

Shareholders'/Investors' Grievance Committee consist of three Non-Executive Directors and all are Independent. Mr. Ashish Pandit is the Chairman of the Shareholders'/ Investors' Grievance Committee. Other members of the Shareholders'/ Investors' Grievance Committee are Mr. Pyush Gupta and Mr. Sanjay Tiku. The Committee has been constituted specifically to look into redressal of Shareholders' and Investors grievances.

During the Year, the committee met four(4) times. All the members were present in all the meetings.

Total number of complaints received and replied to the satisfaction of the Shareholders during the year under review was 7. As on 30th September, 2012, there were nil complaints pending with the Company.

The Company Secretary acts as Secretary of the Shareholders'/Investors' Grievance Committee.

The Company has also adopted a code of internal procedures and conduct for Prevention of Insider Trading in the shares of the Company, pursuant to Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time.

D. SHARE TRANSFER COMMITTEE

Share Transfer Committee consist of three Non-Executive Directors and all are Independent. Mr. Ashish Pandit is the Chairman of the Share Transfer Committee. Other members of the Share Transfer Committee are Mr. Pyush Gupta and Mr. Sanjay Tiku.

The Board has delegated the powers to approve transfer of Shares to Share Transfer Committee. The Committee held six meetings during the year and approved transfer of the shares lodged with the company.

The committee deals with the following matters:

- Transfer/transmission of shares;
- Issue of new Share Certificates/duplicate share certificate;
- Review of de - materialisation of shares;
- All other matters relating to shares.

IV. GENERAL BODY MEETINGS

A. General Meeting:

a. Annual General Meeting

The last three Annual General Meetings were held as per details given below:-

Year	Location	Date	Time	Special Resolutions passed
2010-2011	73-74, Phase-III, Industrial Area, Dharuhera, Haryana-123106	28.12.2011	9.30 A.M	None
2009-2010	73-74, Phase-III, Industrial Area, Dharuhera, Haryana-123106	30.12.2010	9.30 A.M	Change of the Name of the Company
2008-2009	13/6, Mathura Road, Faridabad-121003	30.12.2009	9.30 A.M	None

b. Extraordinary General Meeting:

No Extraordinary General Meeting of the Members was held during the financial year 2011-12.

B. POSTAL BALLOT

During the year under review, the members of the Company passed 4 (Four) Resolutions through Postal Ballot in accordance with the provisions of Section 192A of the Companies Act, 1956 and Companies (Passing of Resolution by Postal Ballot) Rules, 2011

The result of the Postal Ballot was published in The Pioneer (English daily) and Hari Bhoomi (Vernacular Newspaper).

The summary of the result is as follows:

Particulars	Details/Dates
Board Meeting	05-07-2012
Scrutinizer appointed by the Board of Directors at its meeting	Ms. Iqneet Kaur, Practicing Company Secretary, New Delhi
Date of completion of Dispatch of Notice	10-07-2012

Last Date of receipt of duly filled Postal Ballot Form	09-08-2012
Date of submission of Scrutinizer's report to the Chairman	11-08-2012
Date of declaration of Result	11-08-2012
Ordinary/Special Resolutions Passed	1. Ordinary Resolution to increase Authorised Share capital of the Company from Rs. 20,00,00,000 (Rupees Twenty Crores Only) to Rs. 25,00,00,000 (Rupees Twenty Five Crores Only). 2. Ordinary Resolution for alteration of Memorandum of Association of the Company. 3. Special Resolution for alteration of Articles of Association of the Company. 4. Special Resolution to issue and allot upto 10,00,000 (Ten lacs) fully paid 2% Redeemable Non Cumulative Non Convertible Preference shares ("Preference Shares") of the face value of Rs.100/- each at a premium of Rs 900/-. aggregating to Rs 1,000,000,000 (Rupees One Hundred Crores Only).

VOTING PATTERN

No. of Valid Votes Polled in all the resolutions	Votes Cast in favour of all the resolutions	Votes Cast against all the resolutions
8566446 (100%)	8565946 (99.99%)	500 (0.01%)

VI. DISCLOSURES

(A) Basis of related Party Transaction

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interest of company at large – Nil

(B) Whistle Blower Policy

The company encourages an open door policy where employees have access to the Head of the business / function. In terms of Company's Code of Conduct, any instance of non adherence to the code/ any other observed unethical behavior are to be brought to the attention of the immediate reporting authority, who is required to report the same to the Head of Corporate Human Resources.

We hereby affirm that no personnel have been denied access to the audit committee.

Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years — Nil

The Company has complied with all mandatory requirements of the revised Clause 49 of the Listing agreement, as amended from time to time. Further, the Company has also complied with the non-mandatory requirement relating to constitution of Remuneration Committee, Shareholder Rights and establishing the Whistleblower Policy.

(C) Code of Business Conduct and Ethics for Directors and management personnel

The Board has prescribed a Code of Conduct ("Code") for all Board members and Senior Management of the Company. The Code has been posted on the website of the Company (www.amtek.com). All Board Members and Senior Management Personnel have confirmed compliance with the Code for the year 2011-12. A declaration to this effect signed by the CEO of the Company, is provided elsewhere in the Annual Report.

(D) Disclosure of Accounting Treatment :

In the preparation of financial statements for the year ended on 30th September, 2012; there was no treatment different from that prescribed in an accounting standard that had been followed.

(E) Board Disclosures – Risk Management :

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of properly defined framework.

(F) Proceeds from preferential issues of warrants etc.

During the year under review, the members of the Company issued and alloted 10,00,000 (Ten lacs) fully paid 2% Redeemable, Non Cumulative, Non Convertible Preference shares ("Preference Shares") of the face value of Rs.100/- each at a premium of Rs 900/-. aggregating to Rs 100,00,00,000 (Hundred Crores Only) to the promoters i.e. W. L. D. Investments Private Limited, on preferential basis.

VII. MEANS OF COMMUNICATION

Results for quarter ended 31st December 2011, 31st March 2012, 30th June 2012 and 30th September 2012 have been published in English and Hindi newspapers (viz The Pioneer and Hari Bhoomi).

A Management Discussion and Analysis Report which forms part of the Annual Report is given by means of a separate annexure and is attached to the Directors' Report.

VIII. GENERAL INFORMATION FOR SHAREHOLDERS

i. Annual General Meeting

Date	:	December 24, 2012
Day	:	Monday
Time	:	9:30 A. M.
Place	:	Plot No. 73-74, Phase-III, Indsutrial Area, Dharuhera, Distt. – Rewari, Haryana 123106

ii. Financial Calendar

(tentative & subject to change)

Financial year 2012-2013	:	1st October 2012 to 30th September 2013
First quarter	:	Mid February, 2013
Second quarter	:	Mid May, 2013
Third quarter	:	Mid August, 2013
Fourth quarter	:	Mid November, 2013

iii. Date of Book Closure **:** Saturday, December 22, 2012 to Monday, December 24, 2012 (Both days inclusive)

iv. Dividend Payment Date

No dividend has been recommended by the Board of Director in view of the accumulated losses.

v. Listing on Stock Exchange

Equity Shares of the Company are listed at The Bombay Stock Exchange Limited. Listing fees for the financial year 2012-2013 has been paid to the Stock Exchange with-in the stipulated time.

vi. Stock Code

Bombay Stock Exchange Limited	:	502448
International Securities Identification Number	:	INE 927A01024

vii. Stock Market Data

Monthly high and low quotations of Equity Shares traded at The Bombay Stock Exchange Limited for the financial year ended at 30.09.2012

Months	High (Rs.)	Low (Rs.)
October, 2011	188.50	164.20
November, 2011	180.00	118.00
December, 2011	160.00	113.10
January, 2012	141.90	116.00
February, 2012	166.00	131.00
March, 2012	180.00	123.15
April, 2012	142.00	115.90
May, 2012	177.70	112.60
June, 2012	151.00	116.00
July, 2012	130.50	96.00
August, 2012	115.95	96.00
September, 2012	117.30	94.50

Bombay Stock Exchange

Historic Graph 01-10-2011 to 30-09-2012

viii. Registrar and Transfer Agents

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

ix. Share Transfer System

Shareholders / investors are requested to send share certificate(s) along with the share transfer deed in the prescribed Form 7B, duly filled in executed and affixed with the share transfer stamp, to the Company's RTA. If the transfer documents are in order, the transfer of shares is registered within 15 days of receipt of transfer documents by Company's RTA.

x. Distribution of Shareholding as on 30th September, 2012

No. of Shares held (Rs. 10/- paid up)	Shareholders Number	% of total	Total (in Rs.)	% of Total Shareholding
Upto - 5000	4794	96.25	2002220	2.00
5,001 - 10,000	69	1.39	532920	0.53
10,001 - 20,000	39	0.78	554390	0.55
20,001 - 30,000	21	0.42	557100	0.56
30,001 - 40,000	10	0.20	355350	0.36
40,001 - 50,000	4	0.08	186690	0.19
50,001 - 1,00,000	18	0.36	1222510	1.22
1,00,001 - & above	26	0.52	94640820	94.59
TOTAL	**4981**	**100.00**	**100052000**	**100.00**

xi. Shareholding pattern as on 30th September, 2012

Category code	Category of shareholder	Number of shareholders	Total number Shares	Percentage of shares
(A)	Shareholding of Promoter and Promoter Group			
(1)	**Indian**			
(a)	Individuals/Hindu undivided Family	0	0	0
(b)	Central Government/ State Government(s)	0	0	0
(c)	Bodies Corporate	1	7498416	74.945
(d)	Financial Institutions/ Banks	0	0	0
(e)	Any Other (Specify)	0	0	0
	Sub-Total (A)(1)	**1**	**7498416**	**74.945**
(2)	**Foreign**			
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0
(b)	Bodies Corporate	0	0	0
(c)	Institutions	0	0	0
(d)	Any Other (Specify)	0	0	0
	Sub-Total (A)(2)	**0**	**0**	**0**
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	**1**	**7498416**	**74.945**
(B)	**Public shareholding**			
(1)	**Institutions**			
(a)	Mutual Funds/UTI	0	0	0
(b)	Financial Institutions/ Banks	3	148	0.001
(c)	Central Government/ State Government(s)	0	0	0
(d)	Venture Capital Funds	0	0	0
(e)	Insurance Companies	0	0	0

(f)	Foreign Institutional Investors	1	100000	0.999
(g)	Foreign Venture Capital Investors	0	0	0
(h)	Any Other (Specify)	0	0	0
	Sub-Total (B)(1)	**4**	**100148**	**1.000**
(2)	**Non-institutions**			
(a)	Bodies Corporate	155	1868728	18.678
(b)	Individuals			
	i Individual shareholders holding nominal share capital up to Rs. 1 lakh	4719	391782	3.916
	ii Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	5	120939	1.209
(c)	Any Other (Specify)			
	(I) Trusts	0	0	0
	(i) Clearing Member	10	2251	0.023
	(ii) Non-resident Indian/(OCBs)	15	1004	0.010
	(iii) HUF	72	21932	0.219
	(iv) Foreign Corporate Bodies	0	0	0.000
	Sub-Total (B)(2)	**4976**	**2406636**	**24.055**
	Total Public shareholding (B) = (B)(1)+(B)(2)	**4980**	**2506784**	**25.055**
	TOTAL (A)+(B)	**4981**	**10005200**	**100.000**
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0
	GRAND TOTAL (A)+(B)+(C)	**4981**	**10005200**	**100.000**

xii. Dematerialization of Shares and Liquidity

The dematerialization facility exists with both NSDL and CDSL for the convenience of the Shareholders. As on 30 September 2012, 99,33,336 Equity shares of the Company, forming 99.28% of total shareholding stand dematerialized.

The equity shares of the Company are actively traded on BSE.

xiii. Outstanding GDRS/ADRS/Warrants or any Convertible Instruments, Conversion date and likely impact on Equity

As on date, there are no outstanding GDRs/ADRs/Warrants/ or any other Convertible instruments.

xiv. Plant Location

a. 14/5, Mathura Road, Faridabad, Haryana

b. 73-74, Phase – III, Industrial Area, Dharuhera, Distt – Rewari, Haryana

xv. Investors Correspondence may be addressed to : -

Aakanksha Varshney,
Company Secretary
Rollatainers Limited
73-74, Phase – III, Industrial Area, Dharuhera
Distt – Rewari – 123106, Haryana
Ph. # 01274 – 243326, 242220
Fax # 01274 - 242291
E-mail Address : cs.rollatainers@gmail.com

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

Sd/-
(Ashish Pandit)
Chairman

Place : Dharuhera, Haryana
Date : November 23, 2012

AUDITORS' REPORT ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To

The Shareholders,
Rollatainers Limited

We have examined the Compliance of conditions of Corporate Governance by Rollatainers Limited for the year ended 30th September, 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Bombay Stock Exchange Limited.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied, in all material respects, with the conditions of Corporate Governance as stipulated in the Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company. We further state that such compliances are neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Manoj Mohan & Associates
Chartered Accountants
Firm Registration No. 009195C

Sd/-
(M. K. Agarwal)
Partner
Membership No. - 76980

Place : New Delhi
Date : November 23, 2012

DECLARATION BY CEO UNDER CLAUSE 49 OF THE LISTING AGREEMENT

As required under Clause 49 of the Listing Agreement with Stock Exchanges, it is hereby confirmed that for the year ended 30th September, 2012, the Directors of Rollatainers Limited have affirmed compliance with the Code of Conduct for Board Members as applicable to them and members of the Senior Management have affirmed compliance with the Employee Code of Conduct, as applicable to them.

Sd/-
(Sugato Mukherjee)
CEO

Place : Dharuhera, Haryana
Date : November 23, 2012

CEO AND CFO CERTIFICATION

We, Sugato Mukherjee (CEO) and Mr. Ajay Kumar, DGM (Accounts) responsible for the finance function certify that:

a) We have reviewed financial statements and the Cash Flow Statement for the year ended 30th September, 2012 and to the best of our knowledge and belief:

   i these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   ii these statements together, present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

b) To the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the Auditors' and the Audit Committee and steps have been taken to rectify these deficiencies.

d) i There has not been any significant change in internal control over financial reporting during the year under reference;

   ii There has not been any significant change in the accounting policies during the year requiring disclosure in the notes to the financial statements; and

   iii We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

	Sd/-	Sd/-
Place : Dharuhera, Haryana	**(Ajay Kumar)**	**(Sugato Mukherjee)**
Date : November 23, 2012	DGM (Accounts)	CEO

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

The current wave of economic development in India is being seen from all over the world. As Infrastructure, manufacturing and services are growing at high rates, the Packaging Industry is also showing great variety and depth in its growth. Asia is the largest regional market with 29.1% of global market volume, followed by Western Europe and North America. Asia is also the fastest growing market for consumer flexible packaging, with a forecast CAGR for 2011-16 of 7.9%.

The region is forecast to represent 55.0% of total world flexible Packaging consumption growth during the period 2011-16. India and China are the fastest-growing national markets for consumer flexible packaging, together accounting for 44.0% of world flexible packaging consumption growth during the forecast period.

India represents a US$ 3 billion market of Flexible Packaging that is expected to continue growing at around 18-20% a year until 2015.

2. OPPORTUNITIES

Growth in consumer spend, growing rural demand, changing demographics, emergence of a fast growing market for convenience goods, retail trade and quest for quality products are expected to sustain increase in the demand for packaging in the medium to long term.

Flexible Packaging has been one of the fastest growing sectors of the packaging market over the past decade. Annual growth rate of 15-18% shows very broad perspective of Indian Flexible Packaging Industry and its promising growth which is expected to be 25%.

3. THREATS

The industry is very dynamic and very fragmented at the same time. Unorganized sector is still a very large part of the market. However, growing awareness for hygiene and growing health consciousness and also rapidly expanding organized retail sector help the Flexible Packaging Companies in the organized sector to grow.

The Company faces competition from other domestic manufacturers. However, since the market is growing at a high rate and because of the Company's inherent strength, this factor is not worrisome.

The Company faces stiff competition both from the international as well as domestic manufacturers. The competition is increasing with the addition of new capacities. Increased competition leads to reduced price, decreased sales, lower profit margins thus adversely affecting the business and financial conditions of the Company; however Company's plan is to mitigate these by focusing on better efficiency, improvement of productivity, introduction of innovative products and proximity to customers etc

4. Segment-wise performance

i. Carton Manufacturing Division

The Division has registered total revenue of Rs. 57.00 Crores during the financial year under review

ii. Machinery Division

The Division has registered total revenue of Rs. 3.93 Crores during the financial year under review

5. OUTLOOK

In the view of the Company, the future trends in the Packaging Industry in the packaging segment are:

- The per capita consumption of packaging in India will grow to meet the world average.
- In the next five years, the sector is expected to triple to around $ 60 Billion.
- There might be volatility in the prices of draft paper
- Affiliated industries will support the growth.
- Increasing demand and high volumes will trigger consolidation and setting up to large automatic plants.

6. RISK & CONCERNS

In the near term, political uncertainties, inflation, high interest rates, rising commodity prices and perceived slowdown on policy matters are management's major concerns.

Input Costs : Input costs have risen over the year and resulted in higher input costs. While the Company continues to pursue cost reduction initiatives, increases in commodity prices and other costs resulting from inflationary pressures could impact the Company's profitability to the extent that the same are not absorbed by the market through price increases and/or could have a negative impact on the demand.

Competition in the Industry

Company operates in a competitive scenario comprising of Indian registered, unregistered and small business players and also multinational players resulting in a stiff competition from all these players.

Changes in Government policies

Changes in Government policy, changes in interest rates, revision of duty structure, changes in environmental regulations etc. may have an adverse impact on the profitability of Company. Due to the competitive nature of the market, the cost increases as a result of these changes may not be easily passed on to the customers.

Legal and Compliance Risk

We will be subject to extensive regulation by SEBI, Stock Exchanges, RBI and other market regulators in India. New laws / rules and changes in any law and application of current laws / rules could affect the manner of operations and profitability.

Sensitivity to economy and extraneous factors

Company's performance is highly correlated with the economy. The macro economic variables such as consumer spending, unemployment levels affect the business performance of the Company. Any adverse development on economic front may affect the profitability of Company.

Changes in tax, tariff or fiscal policies: Imposition of additional taxes and levies designed to limit the use of automobiles could adversely affect the demand for the Company's products. Changes in corporate and other taxation policies, as well as changes in export and other incentives given by various governments, or import or tariff policies could also adversely affect the Company's financial results.

Political instability, natural disasters, fuel shortages/prices, epidemics, labour strikes: The Company's products are exported to a number of different geographic markets. Consequently, the Company is subject to various risks associated with conducting the business both within and outside the domestic market and the operations may be subject to political instability, regional conflicts, natural disasters, fuel shortages, epidemics and labor strikes.

7. Opportunities / Strengths

Cost effectiveness: India's cost effective manufacturing base helps in giving more opportunities for the industry in terms of cheap labour, raw materials etc which delivers growth for the industry.

Relatively low-penetration levels: In terms of current market size, the Indian packaging market is relatively small as compared to the other emerging markets like China, South Korea and Brazil.

Export Potential: Sourcing from low-cost countries has increased, which in turn, has enhanced India's potential as an packaging hub.

Proximity to Emerging Markets: India's proximity to emerging markets such as Asia and Africa is another advantage. Shipments to Europe from India are more cost-effective as compared to those from Brazil and Thailand.

8. INTERNAL CONTROL SYSTEM AND OTHER ADEQUACY

The Company has a good system of internal control considering the size and nature of operations.

The internal control system covers following aspects of business process and reporting systems:

- Financial propriety of business transactions.

- Accurate financial reporting of transactions as per applicable Accounting Standards and Policies.
- Safeguarding assets of the Company.
- Compliance with prevalent statutes, Listing Agreement provisions, management authorisations, policies and procedures.
- Review of information technology and other business process systems so as to suggest ways and means of cost optimisation.

An independent internal audit function is an important element of the Company's internal control system. The management and the internal auditors continuously monitor the operation of the internal control system. Internal audit reports are regularly discussed and corrective measures, where required, are taken.

Further, the Audit Committee meets the internal and statutory auditors to be assured of the operations of the internal controls. The audit Committee also reviews the internal audit findings.

9. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review, due to pressure of inadequate working capital, Company's turnover continued to be adversely affected.

During the year under review, the Company has recorded total income of Rs. 55.12 crores as against the total income of Rs. 50.37 crores in the corresponding previous year, thus recording an increase of 9.42% over the previous year. The Loss for the year stands at Rs. 4.03 crores as against the corresponding figure of Rs. 20.79 crores.

A brief review of the performance of different divisions of the Company during the period is given herein below:

i. Carton Manufacturing Division

The Division has registered total revenue of Rs. 57.00 Crores during the financial year under review as compared to Rs.51.57 crores in the previous year.

ii. Machinery Division

The Division has registered total revenue of Rs.3.93 Crores during the financial year under review as compared to Rs. 4.11 crores in the previous year.

10. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATION FRONT

A cordial industrial relations environment prevailed at all the manufacturing units of the Company during the year. There was constant focus on all round organizational development. A well defined Performance Management System has been introduced to monitor the progress made by all members. Regular promotions are granted and succession plans are effectively implemented. Our system of compensation is as per the market trends and job requirements. Other benefits to employees are provided for motivation

11. CAUTION STATEMENT

Statements in the Management discussion and Analysis describing the Company's objectives, projections, expectations and estimates regarding future performance may be "forward-looking statements" within the meaning of applicable securities laws and regulations and are based on currently available information. The management believes these to be true to the best of its knowledge at the time of preparation of this report. However, these statements are subject to future events and uncertainties, which could cause actual results to differ materially from those may be indicated by such statement.

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

Sd/-

(Ashish Pandit)
Chairman

Place : Dharuhera, Haryana
Date : November 23, 2012

AUDITORS' REPORT

To
The Members
Rollatainers Limited
Dharuhera

We have audited the attached Balance Sheet of **Rollatainers Limited** ('the Company') as at 30th September 2012 and the statement of Profit and Loss Account and Cash Flow of the company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We have conducted our audit in accordance with auditing standards generally accepted in India (Indian GAAP). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditor's Report) Order, 2003 (CARO) as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government in terms of Sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said order.

Further to our comments in the Annexure referred to above, we report that:

2. (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.

   (b) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books.

   (c) The Balance Sheet, Statement of Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.

   (d) In our opinion, the Balance Sheet, Statement of Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.

   (e) On the basis of written representations received from the directors, we report that none of the directors is disqualified as on 30th September 2012 from being appointed as director in terms of clause (g) of sub-section (1) Section 274 of Companies Act 1956.

In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

i. In case of Balance Sheet, of the State of affairs of the Company as at 30th September 2012;

ii. In case of Statement of Profit and Loss Account, of the loss of the company for the year ended on that date; and

iii. In the case of cash flow statement, of the cash flows for the year ended on that date.

For & On behalf of
Manoj Mohan & Associates
Chartered Accountants
Firm Regn No. 009195C

Place : New Delhi
Dated : 23rd November 2012

(M. K. Agarwal)
Partner
Membership No. - 76980

ANNEXURE TO THE AUDITORS' REPORT

(As referred to in paragraph 1 of our report to The Members of ROLLATAINERS LIMITED on the accounts for the year ended 30th September 2012)

(i) a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

b) As explained to us, major fixed assets have been physically verified & reconciled at such intervals, as considered appropriate by the Management and no material discrepancy has been observed. In our opinion, the frequency of physical verification of such assets is reasonable having regard to the size of the company and nature of its fixed assets. In case of other assets, we have been explained that the management intends to carry out a thorough physical verification & reconciliation thereof and to determine the impaired assets, if any.

The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company.

(ii) a) We have been explained that the inventory has been physically verified by the management at regular intervals during the year. In our opinion, the frequency of physical verification is reasonable.

b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable in relation to the size of the company and the nature of its business.

c) The company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of account.

(iii) According to the information and explanations given to us, the company has not granted/taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Therefore, provisions of clauses 4 (iii) (b), (c), (d), (e) and (f) of the Companies (Auditor's Report) Order 2003 (as amended) are not applicable to the Company.

(iv) On the basis of our evaluation of internal control system and according to the information and explanation given to us, having regard to the explanation that some of the item purchased are of a standard product and alternative source do not exist for obtaining quotations thereof, or items subject to Government price control where no comparison is possible, it appears that there are reasonable internal control procedures commensurate with the size of the company and nature of its business, for the purchase of inventory and fixed assets and for sale of goods and services. Further, on the basis of our examination and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.

(v) a) As per information and explanations given to us, all the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 that need to be entered in to the register maintained under that section are being so entered.

b) In our opinion and according to the information & explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies act, 1956 in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.

(vi) The Company, during the year under report, has not accepted any deposits from the public under Section 58A and 58AA of the Companies Act, 1956. However, in respect of outstanding fixed deposits accepted in earlier Years and interest thereon, the company has been sanctioned re-schedulement by the Hon'ble Company Law Board through its order passed on 24th November 2004 which inter-alia prescribed for repayment of principal in 8 (eight) half yearly installments and payment of interest @ 3.5% per annum from the date of maturity of respective fixed deposit till the actual repayment. The above scheme was effective from 1st January 2005 and the company is following up the repayment schedule.

(vii) In our opinion the company has a proper and effective internal audit system commensurating with the size and the nature of its business.

(viii) We have been informed that the Central Government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 for the year under review.

(ix) a) According to the information and explanations given to us and according to the books and records as produced and examined by us, the company is generally regular in depositing the undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Sales Tax, Wealth Tax, Service Tax, Excise Duty, Cess and other Statutory Dues with the appropriate authorities. The outstanding statutory dues as at the last day of financial year concerned for a year of more than six months from the date they became payable are given below:

Name of Statute	Nature of Dues	Amount (Rs. In lacs)	Year to which amount relates	Due Date
Haryana VAT Act 2003	Sales Tax	9.70	2010-11 & 2011-12	Over due
Employee Providend Fund Act 1952	Pension fund	2.50	March-2012	Over Due

b) The details of Sales tax, Income tax, Customs duty, Wealth tax, Service tax, Excise duty, Cess, which have not been deposited on account of dispute are given here under:

Name of Statute	Nature of the Dues	Amount (Rs. In lacs)	Period to which amount relates	Forum where dispute pending
Delhi Sales Tax Act, 1975	Sales Tax	23.81	1988-89 & 1996-97	Additional Commissioner (Appeals)
Delhi Sales Tax Act, 1975	Sales Tax	0.72	2000-01	Sales Tax Officer, Delhi
Central Sales Tax Act, 1957	Interest	19.01	1985-86 to 1988-89	Excise & Taxation Officer
Central Sales Tax Act, 1957	Sales Tax	9.12	2005-06 & 2006-07	Excise & Taxation Officer
TOTAL		**52.66**		

(x) Due to erosion of entire net worth, the company had been declared sick company in terms of Section 3(1)(o) of Sick Industrial Companies (Special Provisions) Act, 1985 (SICA) by the Board for Industrial and Financial Reconstruction (BIFR) on 27th July 2006 and a rehabilitation scheme was approved by Hon'ble BIFR wide its order dt. 15.05.2007. The Net Worth of the company, however, has become positive due to fresh allotment of Preference Share capital amounting to Rs. One Hundred (100) Crores, allotted on 14.08.2012.

The company, however, has incurred cash losses during the current Year as well as in the immediately preceding year.

(xi) The company is not availing any loan from financial institution, banks, or debenture-holders. Accordingly, paragraph 4(xi) of the order is not applicable.

(xii) According to the information and explanation given to us, the company has not granted any loans on the basis of security by way of pledge of shares, debentures and other securities.

(xiii) The company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of Clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the company.

(xiv) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the company.

(xv) According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from bank or financial institutions.

(xvi) To the best of our information and the explanations given to us and as per records verified by us, the company has neither received any term loan during the Year under report nor has any unutilised term loan at the beginning of the current financial Year. Hence, this clause is not applicable to the company.

(xvii) According to the information and explanations given to us and on an overall examination of the Financial Statements of the company, we report that the company has not availed any short term loan and therefore using the same for long term investment does not arise.

(xviii) According to the information and explanations given to us, the company, during the year under report, has made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.

(xix) According to the information and explanations given to us and the records examined by us, the Company has not issued any Secured Debentures during the Year.

(xx) The Company has not raised any money by public issue during the Year under report.

(xxi) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of fraud on or by the Company, noticed or reported during the Year, nor have we been informed of such case by the management.

For & On behalf of
Manoj Mohan & Associates
Chartered Accountants
Firm Regn No. 009195C

Place : New Delhi
Dated : 23rd November 2012

(M. K. Agarwal)
Partner
Membership No. - 76980

BALANCE SHEET AS AT 30TH SEPTEMBER, 2012

(Rs. '000)

	PARTICULARS	NOTE	AS AT 30.09.2012	AS AT 30.09.2011
I.	**EQUITIES AND LIABILITIES**			
	(1) Shareholder's Funds:			
	Share Capital	2	**214052**	114052
	Reserves & Surplus	3	**231030**	(627820)
	(2) Non-Current Liabilities			
	Long Term Borrowings	4	**713216**	1285501
	Other Long Term Liabilities	5	**10042**	10042
	Long Term Provisions	6	**16250**	14951
	(3) Current Liabilities			
	Trade Payables	7	**149590**	143233
	Other Current Liabilites	8	**373754**	383161
	Long Term Provisions	9	**1057**	580
	TOTAL		**1708991**	**1323700**
II.	**ASSETS**			
	(1) Non-Current Assets			
	Fixed Assets			
	– Tangible Assets	10	**250250**	223624
	– Capital Work in Progress	10	**8749**	21387
	Non-Current Investments	11	**20010**	20010
	Long Term Loans and Advances	12	**304028**	296674
	Deferred Tax Assets (Net)	13	**71900**	71900
	(2) Current Assets			
	Inventories	14	**68433**	81076
	Trade Receivables	15	**153686**	136176
	Cash & Bank Balance	16	**34843**	10935
	Short term Loans & Advances	17	**790708**	455793
	Other Current Assets	18	**6384**	6125
	TOTAL		**1708991**	**1323700**
III.	Significant Accounting policies and accompanying Notes forming part of financial statements.	1 to 44		

As per our report of even date attached
For and on behalf of the Board
FOR MANOJ MOHAN & ASSOCIATES
Firm Registration No. 009195C
Chartered Accountants

(M. K. AGARWAL)
Partner
(Membership No. 76980)

AAKANKSHA VARSHNEY
Company Secretary

AJAY KUMAR
DGM (Accounts)

Place : New Delhi
Dated : 23rd November, 2012

ASHISH PANDIT
Director

VINOD KUMAR
Wholetime Director

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 30th SEPTEMBER, 2012

(Rs. '000)

	PARTICULARS	NOTE	AS AT 30.09.2012	AS AT 30.09.2011
I.	**REVENUE**			
	Revenue from Operations (Gross)	19	**606886**	550605
	Less : Excise Duty		**58697**	48886
	Revenue from Operations (Net)		548189	501719
II.	Other Income	20	**2984**	1991
III.	**Total Revenue**		**551173**	**503710**
IV.	**EXPENSES**			
	Cost of Raw Material Consumed	21	**394339**	394392
	Cost of goods traded in	22	**1740**	3143
	Change in Inventories of Finished Goods, work in progress and stock in trade	23	**9165**	11769
	Employee Benefits expense	24	**77673**	89107
	Depreciation and Amortisation 19125			
	Less : Transferred from Revaluation Reserve 564		**18561**	23710
	Other Expense	25	**96321**	86143
	Total Expenses		**597799**	608264
V.	Profit/(Loss) before Exceptional & Extra-Ordinary items and tax		**(46626)**	(104554)
VI.	Exceptional items		**0**	0
	Profit/(Loss) before Extra-Ordinary items and tax		**(46626)**	(104554)
VII.	Extra Ordinary items	26	**6290**	(103369)
VII.	Profit/(Loss) for the year		**(40336)**	(207923)
VIII.	Earnings per Share (In Rs.)			
	Basic		**(4.07)**	(20.93)
	Diluted		**(4.07)**	(20.93)
	Significant Accounting policies and accompanying 1 to 44 **Notes forming part of financial statements.**			

As per our report of even date attached
For and on behalf of the Board
FOR MANOJ MOHAN & ASSOCIATES
Firm Registration No. 009195C
Chartered Accountants

(M. K. AGARWAL)
Partner
(Membership No. 76980)

AAKANKSHA VARSHNEY
Company Secretary

AJAY KUMAR
DGM (Accounts)

Place : New Delhi
Dated : 23rd November, 2012

ASHISH PANDIT
Director

VINOD KUMAR
Wholetime Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 30TH SEPTEMBER, 2012

(Rs. in '000)

		As at 30.09.2012	As at 30.09.2011
A.	**CASH FLOWS FROM OPERATING ACTIVITIES**		
	NET PROFIT/(LOSS) BEFORE TAX & EXTRA ORDINARY ITEMS	**(40336)**	(207923)
	ADJUSTMENTS FOR :		
	DEPRECIATION	**18561**	23710
	INTEREST & DIVIDEND EARNED	**(545)**	(1180)
	LOSS / (PROFIT) ON SALE OF INVESTMENT	**0**	69992
	LOSS / (PROFIT) ON SALE OF FIXED ASSETS	**(6290)**	33377
	OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGE	**(28610)**	**(82023)**
	ADJUSTMENT FOR		
	TRADE & OTHER RECEIVABLE	**(353977)**	(82674)
	INVENTORIES	**12643**	29848
	TRADE PAYABLE	**(321)**	338901
	CASH FLOW FROM OPERATIONS	**(370265)**	**204052**
	NET CASH FROM OPERATING ACTIVITIES	**(370265)**	**204052**
B	CASH FLOW FROM INVESTMENTS ACTIVITIES		
	PURCHASES OF FIXED ASSETS	**(48508)**	(21179)
	SALE OF FIXED ASSETS	**15625**	9547
	INTEREST RECEIVED	**545**	1180
	NET CASH GENERATED/(USED) IN INVESTING ACTIVITIES	**(32338)**	**(10453)**
C	CASH FLOW FROM FINANCIAL ACTIVITIES		
	REPAYMENT OF SECURED LOANS	**0**	(1605)
	REDEMPTION OF PREFERENCE SHARES	**(5000)**	0
	PREFERENCE SHARE CAPITAL ISSUED	**1004750**	0
	REPAYMENT OF UNSECURED LOANS	**(573239)**	(197157)
	NET CASH FROM FINANCIAL ACTIVITIES	**426511**	(198762)
	NET INCREASE IN CASH AND CASH EQUIVALENTS	**23908**	(5164)
	CASH & CASH EQUIVALENTS (OPENING)	**10935**	16098
	CASH & CASH EQUIVALENTS (CLOSING)	**34843**	10935

Notes :

1. Purchase of fixed assets is shown net of subsidy, advance against land and after considering increase/decrease in capital work in progress.
2. Impact of unrealised foreign exchange gain / (loss) has been considered in the respect heads only.

FOR MANOJ MOHAN & ASSOCIATES

Firm Registration No. 009195C

Chartered Accountants

(M. K. AGARWAL)
Partner
(Membership No. 76980)

AAKANKSHA VARSHNEY
Company Secretary

AJAY KUMAR
DGM (Accounts)

Place : New Delhi
Dated : 23rd November, 2012

ASHISH PANDIT
Director

VINOD KUMAR
Wholetime Director

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 30th SEPTEMBER 2012

1. SIGNIFICANT ACCOUNTING POLICIES

a) ACCOUNTING CONCEPTS:

The financial statements have been prepared to comply in all material respects in respects with the Notified accounting standards by Companies Accounting Standards Rules, 2006 and the relevant provisions of the Companies Act, 1956. The Company follows the Mercantile System of Accounting and recognises Income and Expenditure on accrual basis except given below. The accounts are prepared on historical cost basis, as a going concern, and are consistent with generally accepted accounting principles. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous Year.

Dividend, Interest on National Saving Certificates and other claims including insurance claims, are accounted for on cash basis.

b) USE OF ESTIMATES:

The preparation of financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reportable amount of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and the reportable amount of revenue and expenses during the reporting year end. Differences between the actual results and estimates are recognised in the year in which the results are known / materialised.

C) FIXED ASSETS AND DEPRECIATION

i) Fixed assets are stated at their original cost of acquisition including taxes, duties, freight and other incidental expenses related to acquisition and installation of the relevant assets. Technical know-how fees, interest on borrowed funds attributable to acquisition/construction of fixed assets and related pre-operative expenses up to the date of commencement of commercial production, net of sales of trial production, are also capitalised wherever considered appropriate. Cenvat and VAT availed has been deducted from the cost of respective assets.

ii) Projects under Commissioning and other Capital Works-in-Progress are carried at cost, comprising direct cost, related incidental expenses and Interest on borrowings to the extent attributed to them.

iii) Depreciation on Fixed Assets except patents is provided on straight-line method at the rates specified in Schedule XIV (as amended) to the Companies Act, 1956. Depreciation on the assets costing up to Rs.5000/- is provided in full in the year of acquisition. Depreciation on adjustment to fixed assets due to fluctuation in foreign currency is amortised over the residual life of the assets.

iv) Depreciation on revaluation part is transferred from Revaluation Reserve to Profit & Loss account for the year.

v) Leased Assets:

a) Assets given on operating lease are capitalised in the manner stated in 2 (i) above.

b) Initial direct cost are charged off to the profit & loss account

c) The lease rentals in respect of assets given or taken on operating Lease are accounted for on accrual basis, which has been arrived at on the basis of contracts entered with the lessee or lessor as the case may be.

D) IMPAIRMENT OF ASSETS

The carrying amounts of fixed assets are reviewed at each balance sheet date, if there is any indication of impairment based on internal / external factors.

An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount and the same is recognized as an expense in the statement of Profit & Loss and Carrying amount of the asset is reduced to recoverable amount.

Reversal of impairment losses recognized in prior periods is recorded when there is an indication that the impairment losses recognized for the assets no longer exists or have decreased.

E) RESEARCH AND DEVELOPMENT

Revenue Expenditure is charged to Profit & Loss Account of the year in which they are incurred. Capital Expenditure is capitalised.

F) REVENUE RECOGNITION

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Sales of goods

Gross Turnover as reported is inclusive of Excise Duty recovered from Customers but net of rejection and rebates.

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

G) INVENTORIES

Valuation of stocks is done as mentioned below:

Raw Material, Stores & Spares and Packing Material	at lower of cost or net realisable value
Plates & Dies, Production Scrap	at estimated realisable value
Work-in-Process	at lower of estimated cost or net realisable value
Finished Goods	at lower of cost or net realisable value

a) Cost is arrived at using monthly weighted average method.
b) Cost of Finished Goods is inclusive of Excise Duty.

H) INVESTMENTS

i) Investments are classified as Long Term Investments and Current Investments. Long Term Investments are stated at cost less permanent diminution in value, if any. Current Investment are stated at lower of cost of net realisable value.

ii) Investment in subsidiaries are valued at cost less provision for impairment. Investment are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

I) FOREIGN EXCHANGE TRANSACTIONS

In accordance with the revised Accounting Standard 11 'Effects of the Changes in Foreign Exchange Rates' read together with subsequent clarification issued by the Institute of Chartered Accountants of India:

i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of Transaction. All the monetary assets and liabilities remaining unsettled at the year-end are restated at the year-end rates.

ii) All long term foreign currency monetary items consisting of loans which relate to acquisition of depreciable capital assets at the end of the year have been restated at the rate prevailing at the balance sheet date. The difference arising as a result has been added to or deducted from the cost of assets as per the notification issued by the ministry of corporate affairs dated March 31, 2009. Exchange rate difference on other long term foreign currency loans is carried to 'Foreign Currency Monetary Item Translation Difference Account' to be amortised upto the period of loan or upto March 31, 2020, whichever is earlier.

iii) Any income or expenses on account of exchange difference either on settlement or on translation other than as mentioned in (ii) above is recognised and is reflected separately in the Profit & Loss account.

iv) Non-monetary foreign currency items are carried at cost.

J) RETIREMENT BENEFITS AND LEAVE ENCASHMENT

i) The company has a LIC Policy taken through its Gratuity Trust to cover the gratuity liability of its employees. Similarly, in respect of manager and above grade, liability towards Superannuation is also considered based on the LIC policy taken for that purpose. The Liability is accounted for on the basis of actuarial valuation made at the end of financial year and charged to profit and loss account.

ii) The un-availed leaves, to the credit of employees are accounted for on the basis of actuarial valuation made at the end of the each financial year and are charged to Profit & Loss Account.

K) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

L) BORROWING COST:

a. Borrowing cost on working capital requirement is charged off to revenue in the year in which they are incurred.

b. Borrowing Cost, which is directly attributable to the acquisition, construction of Fixed Assets is capitalised as part of the assets.

M) EXPORT BENEFITS

Export benefits against the Duty paid imported materials are recognised to the extent of exports made during the year.

N) INCOME TAXES

Tax expense comprises of current, and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income tax reflects the impact of current period timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realised. If the Company has unabsorbed depreciation or carry forward tax losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realised against future taxable profits.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the period in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT credit amount of MAT credit Entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

O) SEGMENT REPORTING POLICIES

Identification of segments

The analysis of business segments is based on the nature of products and services provided. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

The Company operates in two business segment viz carton manufacturing and machine manufacturing.

P) EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit and loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

Q) CAPITAL ISSUE EXPENSES

Expenses on issue of Share Capital, Debentures and GDRs are being adjusted against Securities Premium Account as permitted by section 78 of the Companies Act.

2 : SHARE CAPITAL (Rs. in '000)

PARTICULARS	As at 30.09.2012	As at 30.09.2011
Authorised		
i) Equity Shares		
1,20,00,000 Equity shares of Rs.10 each Previous year 1,20,00,000 Equity share of Rs.10 each)	**120000**	120000
ii) Preference Shares		
13,00,000 Redeemable Cumulative Preference Shares of Rs.100 each. (Previous year 8,00,000 Redeemable Cumulative Preference Shares of Rs.100 each)	**130000**	80000
	250000	**200000**
Issued, subscribed and fully paid		
Equity Shares		
1,00,05,200 Equity Shares of Rs.10 each [Previous year 1,00,05,200 Equity shares of Rs.10 each]	**100052**	100052
Preference Shares		
i) 50,000, 15.50% Redeemable Cumulative Preference Shares Fourth Series of Rs.100 each Privately placed with Oriental Insurance Company Ltd. (Due for redemption since 15.07.2000)	**0**	5000
iia) 50,000, 10.00%, Non-Convertible Redeemable Cumulative Preference Shares of Rs. 100 each Preferentially placed with WLD Investments Pvt Ltd (Redeemable in 10 Yrs.)	**5000**	0
iib) 40,000, 10.00%, Non-Convertible Redeemable Cumulative Preference Shares of Rs. 100 each Preferentially placed with WLD Investments Pvt Ltd (Redeemable in 10 Yrs.)	**4000**	4000
iii) 50,000, 14.50% Redeemable Cumulative Preference Shares eventh Series of Rs.100 each privately placed with National Insurance Company Ltd. (Redeemed on 17-10-2012)	**5000**	5000
iv) 10,00,000, 2% Redeemable, Non Cumulative, Non Convertible Preference shares of Rs.100/- each, preferentially placed with WLD Investments Pvt Ltd, redeemable not before five years and not later than twelve years	**100000**	0
	214052	**114052**

a. Reconciliation of No. of Equity Shares		
No. of Share Outstanding at the Beginning of the year	**10005200**	10005200
Add: Shares issued during the year	**0**	0
Less: Shares forfeited during the year	**0**	0
No. of Share Outstanding at the end of the year	**10005200**	**10005200**

b. Reconciliation of No. of Preference Shares

i) 15.5% Redeemable Cumulative Preference Share (Fourth Series)		
No. of Share Outstanding at the Beginning of the year	**50000**	50000
Add: Shares issued during the year	**0**	0
Less: Shares forfeited during the year	**50000**	0
No. of Share Outstanding at the end of the year	**0**	50000
ii) 10% Non-Convertoble Redeemable Cumulative Preference Share		
No. of Share Outstanding at the Beginning of the year	**40000**	0
Add: Shares issued during the year	**50000**	40000
Less: Shares forfeited during the year	**0**	0
No. of Share Outstanding at the end of the year	**90000**	**40000**
iii) 14.5% Redeemable Cumulative Preference Share (Seventh Series)		
No. of Share Outstanding at the Beginning of the year	**50000**	50000
Add: Shares issued during the year	**0**	0
Less: Shares forfeited during the year	**0**	0
No. of Share Outstanding at the end of the year	**50000**	**50000**
iv) 2% Redeemable, Non Cumulative, Non Convertible Preference shares		
No. of Share Outstanding at the Beginning of the year	**0**	0
Add: Shares issued during the year	**1000000**	0
Less: Shares forfeited during the year	**0**	0
No. of Share Outstanding at the end of the year	**1000000**	**0**

c. i) Equity Shares held by Holding Company

7498416 Equity shares (Previous Year 7498416) are held by WLD Investments Pvt Ltd., the holding company.

ii) Preference Shares held by Holding Company

a) 10% Non-Convertoble Redeemable Cumulative Preference Share
90,000 Preference shares (Previous year 40000) are held by WLD Investments Pvt Ltd., the holding company.

b) 2% Redeemable, Non Cumulative, Non Convertible Preference shares
10,00,000 Preference shares (Previous year nil) are held by WLD Investments Pvt Ltd., the holding company.

d. i) Terms/right attached to Equity Shares

The company has only one class of equity shares having a par value of Rs 10/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

ii) Terms/right attatched to Preference Shares

The Preference Shareholders enjoy a preferential right in the payment of dividend during the life time of the company. The claim of Preference shareholders is prior to the claim of equity shareholders. The dividend rate is fixed for the preference shareholders, whether the company makes profit or not. In the event of winding up of the company, the redemption of preference shares shall have priority over equity shareholders.

e. i) Shareholders holding more than 5 percent of the Equity share Capital

S. No.	Name of Share Holder	As At 30-09-2012		As At 30-09-2011	
		No. of Shares Held	% age	No. of Shares Held	%age
1	WLD Investments Pvt Ltd (Holding Company)	7498416	74.95%	7498416	74.95%

ii) Shareholders holding more than 5 percent of the Preference share Capital

S. No.	Name of Share Holder	As At 30-09-2012		As At 30-09-2011	
		No. of Shares Held	% age	No. of Shares Held	%age
i)	**15.5% Redeemable Cumulative Preference Share (Fourth Series)**				
	Oriental Insurance Company Ltd.	0	0.00%	50000	100.00%
ii)	**10% Non-Convertoble Redeemable Cumulative Preference Share**				
	WLD Investments Pvt Ltd (Holding Company)	90000	100.00%	40000	100.00%
iii)	**14.5% Redeemable Cumulative Preference Share (Seventh Series)**				
	National Insurance Company Ltd.	50000	100.00%	50000	100.00%
iv)	**2% Redeemable, Non Cumulative, Non Convertible Preference shares**				
	WLD Investments Pvt Ltd (Holding Company)	1000000	100.00%	0	0.00%

3 : RESERVES AND SURPLUS (Rs. in '000)

PARTICULARS	As at 30.09.2012		As at 30.09.2011	
Capital Reserve				
Balance as per Last Balance Sheet	11969		11969	
Additions/Transfers during the Period	0	**11969**	0	**11969**
Capital Redemption Reserve				
Balance as per Last Balance Sheet	21001		21001	
Additions/Transfers during the Period	0	**21001**	0	**21001**
Revaluation Reserve				
Balance as per Last Balance Sheet	29299		29863	
Additions/Transfers during the Period	(564)	**28735**	(564)	**29299**
Share Premium				
Balance as per Last Balance Sheet	68739			
Additions/Transfers during the Period*	900000			
	968739		68739	
Less : Expense on issue of Preference shares	(250)	**968489**	0	**68739**

General Reserve				
Balance as per Last Balance Sheet	152222		152222	
Additions/Transfers during the Period	0	**152222**	0	**152222**
Loss in statement of Profit and Loss Account				
Brought forward from previous year	(911050)		(703127)	
Add: Loss for the Period	(40336)	(951386)	(207923)	(911050)
Total		**231030**		**(627820)**

**Being premium on issue of preference shares during the period.*

4 : LONG-TERM BORROWINGS (Rs. in '000)

PARTICULARS	**As at 30.09.2012**	As at 30.09.2011
Unsecured Loans from Corporates	**713216**	1285501
Total	**713216**	**1285501**

Unsecured Loans from body corporates are interest free and there is no stipulation as to repayment thereof. Out of the above, a sum of Rs 5898 is due to WLD Investments Pvt Ltd., the holding company.

5 : OTHER LONG TERM LIABILITIES (Rs. in '000)

PARTICULARS	**As at 30.09.2012**	As at 30.09.2011
Security deposit from Customers/Contractors	**10042**	**10042**

Security deposit from customers against Leased machines are payable after return of machine from the lessees'.

6 : LONG TERM PROVISIONS (Rs. in '000)

PARTICULARS	**As at 30.09.2012**	As at 30.09.2011
i) Wealth tax Provision	**13**	13
ii) Employee Benefit Provisions (Refer Note 36)	**16237**	14938
Total	**16250**	**14951**

7 : TRADE PAYABLES (Rs. in '000)

PARTICULARS	**As at 30.09.2012**	As at 30.09.2011
Total Outstanding Due to :		
– Micro, Small and Medium Enterprises	**1630**	1565
– Others	**147960**	141668
Total	**149590**	**143233**

(a) The List of SMEs to whom company owes a sum exceeding Rs.1,00,000 and which is outstanding for more than 30 days is as under:-

Bhatia Machine tools, S.A. Industries, M.A. Enterprises, SAP Enginerring works, etc.

(b) The Payments to SMEs are being made as per stipulated terms.

(c) The above information has been compiled in respect of parties to the extent to which they could be identified as SMEs on the basis of information available with the company.

8 : OTHER CURRENT LIABILITIES

(Rs. in '000)

PARTICULARS	As at 30.09.2012	As at 30.09.2011
i) Advances From Customers	**357455**	367772
ii) Other Liabiliites	**13604**	11741
iii) Fixed Deposits*	**2695**	3648
Total	**373754**	**383161**

*In respect of outstanding fixed deposits and interest thereon, the company has been sanctioned re-schedulement by the Hon'ble company Law Board through its order passed on 24th Nov. 2004, which inter-alia prescribes repayment of principle in 8 half yearly instalments and payment of interest @ 3.5% p.a. from the date of maturity of respective Fixed Deposits till the date of actual repayment. The above scheme was effective from 1st Jan 2005 and company is following up the repayment schedule.

9 : SHORT TERM PROVISIONS

(Rs. in '000)

PARTICULARS	As at 30.09.2012	As at 30.09.2011
i) Employee Benefit Provisions (Refer Note 36)	**1057**	580
Total	**1057**	**580**

10 : FIXED ASSETS

(Rs. '000)

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
Description of Assets	As at 01.10.2011	**Addi-tions**	**Sales/ Adj.**	**As at 30.9.2012**	As at 01.10.2011	**For the Year**	**Adjust-ment**	**As at 30.9.2012**	**As at 30.9.2012**	As at 30.9.2011
TANGIBLE ASSETS :										
Lease Hold Land	28096			**28096**	3470	284		**3754**	**24342**	24626
Free Hold Land	20883			**20883** $					**20883**	20883
Building & Roads	35623			**35623** $	19990	1367		**21357**	**14266**	15633
Plant & Machinery	411869	48075	27756	**432188**	252982	16576	24999 **	**244559**	**187629**	158887
Office Equipments	5904	347		**6251**	2854	796		**3650**	**2601**	3050
Furniture & Fixtures	2127	86		**2213**	1886	69		**1955**	**258**	241
Vehicles	2042			**2042**	1738	33		**1771**	**271**	304
Sub Total	506544	48508	27756	**527296**	282920	19125	24999	**277046**	**250250**	223624
Capital Work in Progress	21387		12,638	**8749**		–	–	**–**	**8749**	21387
TOTAL	**527931**	**48508**	**40394**	**536045**	**282920**	**19125**	**24999**	**277046**	258999	245011
Previous Year	725046	21179	218294	527931	434016	24274	175370	282920	245011	291030

Notes :

$ Gross Block includes the amount of revaluation of Rs. 38850 (Previous Year Rs.38850).

** includes amount of Rs. 5456 (Gross Block) and Rs.3153 (Depreciation reserve) adjusted on account of conversion into inventories.

11 : NON-CURRENT INVESTMENTS

(Rs. in '000)

PARTICULARS	As at 30.09.2012	As at 30.09.2011
LONG TERM, UNQUOTED		
A. NON TRADE, AT COST		
Investment in Govt Securities		
i) 5 year National Saving Certificates (lodged with Sales Tax Deptt)	**10**	10
Investment in Associate Companies		
ii) 2499900 Equity Shares of Rs 10/- each in RT Packaging Ltd. (Previous Year 2499900 Equity Shares of Rs 10/- each received at NIL Value)*	**0**	0
iii) 200000, 11% Redeemable Cumulative Preference Shares of Rs.100 each in RT Packaging Ltd.	**20000**	20000
	20010	**20010**

*2499900 Equity Shares having face value of Rs. 10/- each (previous year 2499900 equity shares) of RT Packaging Ltd. received at NIL value in pursuance to the Reworked Restructuring package dt. 21-07-2005 approved by CDR Cell.

12 : LONG TERM LOANS AND ADVANCES

(Rs. in '000)

PARTICULARS	As at 30.09.2012	As at 30.09.2011
Unsecured Considered Good		
Deposit with Govt. Deptt. & Others	**10362**	12369
Capital Advances	**9361**	0
Considered Doubtful		
Loans/Receivable from the Erstwhile Subsidiary company	**284305**	284305
	304028	**296674**

13 : DEFERRED TAX ASSETS (NET)

[Rs.' 000]

PARTICULARS	Opening As at 01.10.2011	Charge/(Credit) during the Period	Closing As at 30.09.2012
Fixed Assets	70000	22200	47800
Deferred Tax Liabilities: (A)	**70000**	**22200**	**47800**
Unabsorbed Depreciation #	68600	(25100)	93700
Unabsorbed Business Losses #	73300	47300	26000
Deferred Tax Assets: (B)	**141900**	**22200**	**119700**
NET DEFERRED TAX ASSETS (B-A)	**71900**	**0**	**71900**

#The management takes a view at each Balance Sheet date as regards virtual certainty for making provision for deferred Tax Assets/Liabilities and in view of continuous losses in the company and prevailling uncertainties, the management has preferred not to provide for Defrred Tax Assets/Liabilities.

14 : INVENTORIES [Rs.' 000]

PARTICULARS	As at 30.09.2012	As at 30.09.2011
(As per inventory taken, valued and certified by the management)		
Raw Material	**38563**	40628
Stores & Spares	**1545**	3713
Packing Material	**2277**	2848
Plates & Dies	**3035**	1510
Work-in-Process	**18867**	21337
Finished Goods	**3024**	9733
Production Scrap	**213**	199
Trading Stock	**909**	1108
	68433	81076

15 : TRADE RECEIVABLES [Rs.' 000]

PARTICULARS	As at 30.09.2012	As at 30.09.2011
(Unsecured, considered good unless stated otherwise)		
– Debts due for a period exceeding 6 months	**12171**	39656
– Other debts	**141515**	96520
	153686	**136176**

16 : CASH AND BANK BALANCE [Rs.' 000]

PARTICULARS	As at 30.09.2012	As at 30.09.2011
Cash in hand	**579**	319
Balance with Scheduled Banks		
– Current Accounts	**29677**	5829
– Fixed Deposits held as margin against Bank Guarantees	**4587**	4787
	34843	**10935**

17 : SHORT TERM LOANS AND ADVANCES (Unsecured considered good unless stated otherwise) [Rs.' 000]

PARTICULARS	As at 30.09.2012	As at 30.09.2011
Advances (recoverable in cash or in kind or for value to be received)	**785705**	452016
Pre-Paid Expense	**603**	18
Loans to employees	**78**	78
Balance with Excise Authorities	**1801**	1532
Tax deducted at source	**2521**	2149
	790708	**455793**

18 : OTHER CURRENT ASSETS [Rs.' 000]

PARTICULARS	As at 30.09.2012	As at 30.09.2011
Considered Good		
Insurance Claims	**95**	383
Sales Tax Refunds	**6289**	5742
	6384	**6125**

Sales Tax Refunds will be adjusted on the submission of C-Forms to Sales Tax Deptt.

19 : REVENUE FROM OPERATIONS [Rs.' 000]

PARTICULARS		As at 30.09.2012		As at 30.09.2011	
a)	Sale of Product				
	Sale Local	580666		524924	
	Sale Export	9781	**590447**	7718	532642
b)	Sale of Services				
	Machine Hire Charges		**2870**		3309
c)	Sale of Goods Traded in				
	Sale Local	3842		5010	
	Sale Export	670	**4512**	101	5111
d)	Sale of Scrap		**9057**		9543
			606886		**550605**
	Sale of Product				
–	Sale of Cartons		**555635**		496623
–	Sale of Packaging Machines		**34812**		36019
			590447		**532642**

20 : OTHER INCOME [Rs.' 000]

PARTICULARS	As at 30.09.2012	As at 30.09.2011
Interest Income		
On Margin Money	**545**	1180
Rent	**2439**	811
	2984	**1991**

21 : COST OF RAW MATERIAL CONSUMED [Rs.' 000]

PARTICULARS	As at 30.09.2012	As at 30.09.2011
Stock at the beginning of the year	**40628**	54710
Purchases	**392274**	380310
	432902	**435020**
Less: Stock at the end of the year	**38563**	40628
	394339	**394392**

a : Material and Components Consumed [Rs.'000]

PARTICULARS	As at 30.09.2012	As at 30.09.2011
i) Duplex Board	**200437**	194318
ii) Inks, Coating, Adhesive & Printing Material	**24712**	22919
iii) Liner material	**126226**	157564
iv) Chemicals, Machine Components & others*	**42964**	19591
Total	**394339**	**394392**

b : Value of Imported and indegeneous Raw Materials consumed [Rs.'000]

PARTICULARS	As at 30.09.2012		As at 30.09.2011	
Raw Material:				
Imported	**0**	0.00%	**0**	0.00%
Indigeneous	**394339**	100.00%	**394392**	100.00%
	394339	100.00%	**394392**	100.00%

22 : Value of Goods Traded in : [Rs.'000]

PARTICULARS	As at 30.09.2012	As at 30.09.2011
Opening Stock of Machine Components	**1108**	944
Purchase of Machine Components	**1541**	3307
	2649	4251
Closing Stock of Machine Components	**909**	1108
	1740	3143

23 : CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE

[Rs.' 000]

PARTICULARS	As at 30.09.2012	As at 30.09.2011
CLOSING STOCK AS ON 30-09-2012		
Work-in-Process/Semi Finished Goods	**18867**	21337
Finished Goods	**3024**	9733
Production Scrap	**213**	199
	22104	**31269**
OPENING STOCK AS ON 01-10-2011		
Work-in-Process/Semi Finished Goods	**21337**	29729
Finished Goods	**9733**	13190
Production Scrap	**199**	119
	31269	**43038**
NET (-) INCREASE/ DECREASE	**9165**	**11769**

24 : EMPLOYEES BENEFIT EXPENSES

[Rs.' 000]

PARTICULARS	As at 30.09.2012	As at 30.09.2011
Salary, Wages and Bonus	**67071**	78741
Contribution to Provident Fund and other funds	**5502**	5792
Employee Welfare Expenses	**5100**	4574
	77673	**89107**

25 : OTHER EXPENSES

[Rs.' 000]

PARTICULARS	As at 30.09.2012	As at 30.09.2011
Stores & Spares Consumed	**16465**	17106
Packing Material Consumed	**14491**	13400
Processing Charges	**4733**	2130
Power & Fuel	**17515**	15362
Donation	**2**	30
Freight	**1112**	722
Rent	**9863**	11101
Rates & Taxes	**1791**	158
Repairs & Maintenance:		
Plant & Machinery	**2111**	1059
Building	**444**	388
Others	**864**	1121
Insurance	**218**	1066
Legal & Professional	**7248**	8720
Travelling & Conveyance	**5734**	5959

Miscellaneous Expenses	**7759**	10444
Auditors' Remuneration	**275**	250
Cash Discount	**31**	56
Miscellaneous Balances written off	**3606**	(5294)
Bank Charges	**82**	111
Foreign Exchange Fluctuation	**85**	(75)
Security Charges	**1892**	2329
Total	**96321**	**86143**

a : Value of Imported and indegeneous Stores, Spares Parts & Components consumed

[Rs.'000]

PARTICULARS	**As at 30.09.2012**			As at 30.09.2011
Stores, Spares Parts & Components				
Imported	891	5.41%	0	0.00%
Indigeneous	15574	94.59%	17106	100.00%
	16465	**100.00%**	**17106**	**100.00%**

26 : EXTRA ORDINARY ITEMS [Rs.' 000]

PARTICULARS	**As at 30.09.2012**	As at 30.09.2011
Profit/(Loss) on Sale of Fixed Assets	**6290**	(33377)
Profit/(Loss) on sale of Investments	**0**	(69992)
Total	**6290**	**(103369)**

27. Contingent Liabilities in respect of :

(a) Bank Guarantee issued Rs 34.41 Lacs (Previous Year 34.41 Lacs).

(b) Excise matters: Rs. 3.24 lacs (previous year Rs 3.24 lacs).

(c) Sales Tax Matters : RS. 54.40 Lacs (Previous year Rs 54.40 Lacs)

(D) Unexpired Capital Commitments Rs. 843.75 Lacs (Previous year Rs Nil)

28. Company had accepted Preference Share application money of Rs. 100 Crore from unsecured lenders by converting their outstanding unsecured loans. The company has allotted 10,00,000 (Ten Lacs) 2% Non-Cumulative, Non-Convertible Redeemable Preference Shares of Rs 100/- at a premium of Rs 900/- each to the promoters of the company on preferential basis on 14-08-2012.

29. Preference share capital issued to Oriental Insurance Company Limited in earlier years has been redeemed out of the proceeds of fresh issue of Non-Convertible Redeemable Cumulative Preference shares.

Company has also redeemed Preference Shares issued to National Insurance Company on October 17, 2012 after the Balance Sheet date.

30. In the opinion of the Board of Directors, the current assets and loans & advances, if realized in the ordinary course of business, would be realized at least equal to the amounts at which these have been stated in the balance sheet. Further, provision for all known liabilities has been made in the books of accounts.

31. Maximum amount outstanding at any time during the year due from / due to directors is Rs. Nil. (Previous Year Rs. Nil).

32. Rs. 0.85 Lacs being net Loss (Previous year Gain of Rs. 0.75 Lacs) on account of exchange difference have been debited and shown separately in the Profit and Loss account.

33. Assets given on lease:

a) Detail of assets given on operating lease:

(Rs.'000)

Class of assets	Gross carrying amount	Depreciation charged during the year	Accumulated depreciation as on 30.09.12
Packing & filling Machines	81805	3238	41929

b) A general description of the lessor's significant leasing arrangements:

Company is leasing out self manufactured fully automatic lined carton packing machines under the operating lease agreements. The main lessees are Hindustan Lever Limited and Dabur India Limited.

34. Earning per share:

"Earning per share" is calculated in accordance with Accounting Standard-20, issued by the Institute of Chartered Accountants of India:

a) Basic and Diluted: (Rs. In '000)

Particular	Current Year	Previous year
Profit / (-) Loss for the year (Rs.)	**(40336)**	(207923)
Less : Dividend on cummulative Preference Shares (Rs.)	**362**	1500
Profit / (-) Loss attributable to equity share for the period	**(40698)**	**(209423)**
Weighted average number of shares outstanding during the period	10005200	10005200
Basic EPS (Rs.)	**(4.07)**	(20.93)
Nominal value per equity share	**10**	10

The effect of conversion of potential Equity Shares into Equity Shares being anti-diluted (reduces loss per shares), the same has not been considered in computing the diluted earnings per shares.

35. Auditors' Remuneration

(Rs. In '000)

Particular	Current Year	Previous year
PAYMENT TO AUDITORS (INCLUDED IN MISC. EXPENSES):		
Audit Fees	150	150
Tax Audit Fee	125	100

36. RETIREMENT BENEFITS

The Company has various Schemes of retirement benefits schemes such as Provident Fund, Gratuity and Earned Leaves.

Post Employment Benefit Plans:

Effective from financial year 2007-08, the company has implemented Accounting Standard (AS)-15 (Revised - 2005) dealing with Employees Benefits, issued by the Institute of Chartered Accountants of India. AS-15

(Revised-2005) deals with recognition, measurement and disclosure of short term, post employment, termination and other long term employee benefits provided by the company.

Payments to defined contribution retirement benefit schemes is charged as an expense as they fall due.

The cost of providing defined benefits is determined using Projected Unit Credit Method and accordingly, actuarial valuation has been carried out at the Balance Sheet date. Actuarial gain & losses are recognized in full in the profit & loss account for the period in which they occur. Past service cost is recognised to the extent the benefits are already vested, and otherwise is amortised on a Straight line Method over the average period until the benefits become vested.

The retirement benefit obligations recognised in the Balance Sheet represent the present value of the defined benefit obligations as adjusted for unrecognised past service cost, and as reduced by the fair value of available refunds and reductions in future contributions to the scheme.

a) Defined Benefit plan:

Gratuity Plan & Leave Encashment Plan

The company, in accordance with AS-15 (Revised) has made the provision for Gratuity and Leave Encashment on projected unit credit method.

Disclosure in respect of "Employees Benefit plans"

i. Change in Present Value of obligations: (Rs. In Lacs)

	Particulars	*Gratuity Plan Unfunded*	*Leave Encashment Plan Unfunded*
A	Present Value of Obligation as on 01.10.2011	78.89	23.25
B	Present Service Cost	11.45	4.26
C	Past Service cost	–	–
D	Interest Cost	06.54	1.93
E	Actuarial (Gain)/Loss	2.96	(1.77)
F	Benefits Paid	(5.39)	(2.23)
G	Present Value of Obligations as on 30th Sep, 2012 (A+B+C+D+E)	94.46	25.44

ii. Change in Fair Value of Plan Assets: (Rs. In Lacs)

	Particulars	*Gratuity Plan Unfunded*	*Leave Encashment Plan Unfunded*
A	Fair Value of plan assets as on 01.10.2011	—	—
B	Expected Return on plan assets	—	—
C	Employer's Contributions	—	—
D	Benefits Paid	—	—
E	Actuarial Gain	—	—
F	Fair Value of Plan assets as on 30th Sep, 2012 (A+B+C+D+E)	—	—

iii. Actuarial Gain/ (Loss) Recognised

(Rs. In Lacs)

	Particulars	Gratuity Plan Unfunded	Leave Encashment Plan Unfunded
A	Actuarial Gain / (Loss) for the year – Obligation	(2.96)	1.77
B	Actuarial (Gain) / Loss for the year – Plan Assets	—	—
C	Total (Gain) / Loss for the year	2.96	(1.77)
D	Actuarial (Gain) / Loss recognised in the year	2.96	(1.77)
E	Unrecognised Actuarial (Gains)/ Losses at the end of the year	—	—

iv. Expenses Recognised in the Statement of Profit & Loss

(Rs. In Lacs)

	Particulars	Gratuity Plan Unfunded	Leave Encashment Plan Unfunded
A	Current Service Cost	11.45	4.26
B	Past Service cost	–	–
C	Interest Cost	6.55	1.93
D	Expected Return on plan assets	–	–
E	Net Actuarial (Gain)/ Loss recognized in the year	2.96	1.77
F	Expenses recognised in the Statement of Profit & Loss as on 30th Sep, 2012 (A+B+C+D)	20.96	4.42

v. Amount Recognised in Balance Sheet

(Rs. In Lacs)

	Particulars	Gratuity Plan Unfunded	Leave Encashment Plan Unfunded
A	Present Value of Obligation as at the end of the year	94.46	25.44
B	Fair Value of Plan Assets as at the end of the year	—	—
C	Funded Status	(94.46)	(25.44)
D	Unrecognised Actuarial (Gain) / Losses	—	—
E	Net Assets/ (Liability) Recognised in the Balance Sheet	(94.46)	(25.44)

vi. Principle Actual Assumptions

	Particulars	Gratuity Plan Rate	Leave Encashment Plan Rate
A	Discount Rate	8.30%	8.30%
B	Salary Escalation Rate	8.00%	8.00%
C	Expected Rate of return on plan assets	0.00%	0.00%
D	Expected Average Remaining Working Lives of Employees	17.42	17.42

37. SEGMENT REPORTING

The Company has disclosed business segment as the primary segment. The segment have been identified taking into account the nature of the products, the differing risks and returns, the organisation structure and internal reporting system.

The company's operation predominantly relate to manufacturing of carton packaging product. Other business segment reported is Manufacturing of Packaging machines.

The Company has treated the geographical segment as secondary segment between the domestic and export sale. Segment revenue, segment results, segment assets and segment liabilities includes the respective amounts identifiable to each of the segment as also amounts allocated on a reasonable basis.

The expenses, which are not directly attributable to the business segment, are shown as unallocated corporate cost.

Assets and liabilities that can not be allocated between the segments are shown as a part of the unallocated corporate assets and liabilities respectively.

a) Primary Segment Reporting (By Business Segment)

Segment Revenue, Results & Other Information (Rs.'000)

Particulars	Current Year			Previous Period		
	External Sales	Other Income (Excluding Interest Income)	Total Current Period	External Sales	Other Income (Excluding Interest Income)	Total Previous Period
REVENUE :						
Carton Mfg. Division	558504	11496	570000	499,933	15,722	515,655
Machine Mfg. Division	39325	0	39325	41,130	-	41,130
Unallocated			0			-
Total	**597829**	**11496**	**609325**	**541,063**	**15,722**	**556,785**
RESULTS :						
Segment Profit / – Loss						
Carton Mfg. Division			(12381)			(89,922
Machine Mfg. Division			(22210)			(15,812)
Unallocated			0			–
Total			**(34591)**			**(105,734)**
Profit on sale of Fixed Assets and Investments			(6290)			103,369
Interest Income			545			1,180
Profit / -Loss before Tax			**(40336)**			**(207,923)**
Income tax			0			–
Profit / -Loss after Tax			**(40336)**		**–**	**207,923**
OTHER INFORMATION :						
Segment Assets						
Carton Mfg. Division			274258			763,025
Machine Mfg. Division			37454			37,464
Unallocated			1397278			523,212
			1708991			**1,323,701**
Segment Liabilities						
Carton Mfg. Division			183564			1,185,588
Machine Mfg. Division			47894			45,189
Unallocated			1032450			606,690
			1263908			**1,837,467**
Capital Expenditure						
Carton Mfg. Division			48508			21,179
Machine Mfg. Division			5512			1,717
Unallocated			0			–
			54020			**22,896**
Depreciation						
Carton Mfg. Division			17067			21,817
Machine Mfg. Division			1517			1,474
Unallocated			541			983
			19125			**24,274**

b) Secondary Segment Reporting (By Geographical Segment)

The followig is the distribution of the Company's consolidation sales by geographical market, regardless of where the goods.

Revenue - Domestic Market	598873	548966
Revenue - Overseas Market	10452	7819
Total	**609325**	**556785**

The Company has common fixed assets for producing goods for Domestic Market and Overseas Markets. Hence, separate figures for assets / additions to fixed assets cannot be furnished.

38. Related Party Disclosures for the year ended 30th September, 2012 in accordance with AS-18 issued by the ICAI.

a) List of related parties & relationships, where control exists:

S. No.	Nature of Relationship	Name of Party
1	Holding Company	WLD INVESTMENT PVT. LTD.
2	Key Management Personnel & their Relatives	Mr. VINOD KUMAR Mr. SANJAY TIKU Mr. ASHISH PANDIT Mr. PRAKASH CHANDRA LOHUMI Mr. PYUSH GUPTA
3.	Associates	RT PACKAGING LTD.

b) Transactions with Related Parties: (Rs. '000)

S.No.	Transactions	Holding Company	Associates
1	Share issued Including Share Premium	1,000,000.00 –	–
2	Purchase Of Goods (Finished / Unfinished)		189,122.00 (216,739.00)
3	Sale Of Goods (Finished / Unfinished)#		1,291.00 (979.00)
4	Rent Paid	– –	2,676.00 (3,670.00)
5	Purchase of Fixed Assets		17,818.00 –
6	Transfer Of Expenses		15,787.00 (13,787.00)
7	Loan taken / – received back	5,000.00 –	– –
8	Business Advance Given	– –	39,156.00 (51,249.00)
	Outstanding as on 30.09.2012:		
	a) Amount Receivable	– –	39,156.00 (51,249.00)
	b) Amount Payable	5,894.00 (894.00)	–

Note : Figures in bracket represents previous period amounts.

39 : FOREIGN CURRENCY OUTGO [Rs.'000]

PARTICULARS	As at 30.09.2012	As at 30.09.2011
Travelling	**135**	116
Others	**32**	0

40 : EARNINGS IN FOREIGN EXCHANGE [Rs.'000]

PARTICULARS	As at 30.09.2012	As at 30.09.2011
FOB value of exports	**8288**	8501

41 : CIF VALUE OF IMPORTS [Rs.'000]

PARTICULARS	As at 30.09.2012	As at 30.09.2011
On CIF basis (direct imports):		
Spare Parts	**891**	0
Plant & Machinery incl advance for machine	**15632**	15500

42 : Lease Rent

A. Rent Expense includes lease rental payments towards office and factory premises as well as other facilities. Such leases are generally for a period of 11 to 60 months with the option of renewal against increased rent.

The Particulars of such leases are as follows : [Rs.'000]

PARTICULARS	As at 30.09.2012	As at 30.09.2011
Future Minimum lease payments obligation on non-cancellable operating leases		
Not later than one year	**9348**	7224
Later than one year but not later than five years	**64**	88
Later than five years	**0**	0
Lease paymets recognised in statement of Profit and Loss	**9671**	9628

B. Rent income includes lease rental received towards Packaging Machines. Such operating Lease is generally for Five years with the option of renewable with mutual consent and premature termination of agreement through agreed notice period.

The particular of these leases are as follows: [Rs.'000]

PARTICULARS	As at 30.09.2012	As at 30.09.2011
Future Minimum lease payments obligation on non-cancellable operating leases		
Not later than one year	**1961**	1961
Later than one year but not later than five years	**1404**	3365
Later than five years	**0**	0
Lease income recognised in statement of Profit and Loss	**2870**	3309

C. Rent income also includes Lease Rental received towards factory Building. Such operating lease is generally for 36 Months.

The particular of these leases are as follows: [Rs.'000]

PARTICULARS	As at 30.09.2012	As at 30.09.2011
Future Minimum lease payments obligation on non-cancellable operating leases		
Not later than one year	**300**	300
Later than one year but not later than five years	**0**	0
Later than five years	**0**	0
Lease income recognised in statement of Profit and Loss	**2439**	811

43 : Impairment of Fixed Assets:

In accordance with Accounting Standard (AS-28) on 'Impairment of Assets' notified by Companies (Accounting Standards) rules 2006, the Company has reassessed its fixed assets and is of the view that no further impairment/ reversal is considered to be necessary in view of its expected realisable value.

44 : a) The financial statements for the year ended 30.09.2011 were prepared as per the then applicable Schedule VI to the Companies Act, 1956. Consequent to the notification of Revised Schedule VI under the Companies Act, 1956, the financial statements for the year ended 30.09.2012 are prepared as per Revised Schedule VI. Accordingly, the Previous Year's figures have been regrouped/reclassified/rearranged wherever necessary to conform to the current year's classification. The adoption of revised schedule VI for previous year figures does not impact recognition and measurement principles followed for preparation of financial statements.

b) All figures or amount, including those in the notes to accounts have been rounded upto the nearest thousand, except wherever specifically mentioned.

Signature to notes 1 to 44 inclusive

As per our report of the even date attached.
FOR MANOJ MOHAN & ASSOCIATES
Firm Registration No. 009195C
Chartered Accountants

(M. K. AGARWAL)
Partner
(Membership No. 76980)

AAKANKSHA VARSHNEY
Company Secretary

AJAY KUMAR
DGM (Accounts)

Place : New Delhi
Dated : 23rd November, 2012

ASHISH PANDIT
Director

VINOD KUMAR
Wholetime Director

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ROLLATAINERS LIMITED

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

PROXY FORM

Client ID No. : _____
Folio No. : _____

I/We _____

of _____ in the district of _____ being a member/members of the above-named Company hereby appoint _____ of _____ in the district of _____ or failing him/her _____ of _____ in the district of _____ as my/our Proxy to vote for me/us on my/our behalf at the 41st Annual General Meeting of the Company to be held on Monday the 24th day of December, 2012 and at any adjournment thereof.

Signed this _____ day of _____ 2012.

Affix 1 Re revenue stamp

Note : The Proxy form should be deposited at the Registered Office of the Company at Dharuhera, (Haryana) forty-eight hours before the meeting.

Signature(s)

Place : _____

Date : _____

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

Client ID No. : _____
Folio No. : _____

(To be filled in by the Shareholder(s)

CHANGE OF ADDRESS

Dear Sirs,

Kindly take on record my new address for your future communications

Name and new Address _____

Signature(s) _____

ROLLATAINERS LIMITED

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

ATTENDANCE SLIP

Shareholders attending the meeting in persons or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 41st ANNUAL GENERAL MEETING at the Registered Office of the Company on Monday the 24th day of December, 2012.

Full Name of the Shareholders _____
(In Block Letters)

Folio N0. / Client ID No. _____

Full name of Proxy _____
(in Block letters)

Signature of Members/Proxy holder (to be signed at the time of handling over this slip

BOOK POST/U.P.C.

(Printed Matter)

If undelivered, please return to :

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