ROLLATAINERS

EMERGING EVERYDAY

ROLLATAINERS LIMITED

42ND ANNUAL REPORT 2012 - 2013

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42ND ANNUAL REPORT 2012 - 2013

BOARD OF DIRECTORS

Mrs. Aarti Jain	*Chairperson*
Mr. Sagato Mukerji	*Whole Time Director*
Mr. Aditya Malhotra	*Director*
Mr. Vivek Kumar Agarwal	*Director*
Mr. Vinod Kumar Uppal	*Director*
Mr. Sanjiv Bhasin	*Director*
Mr. Sanjay Tiku	*Director*
Mr. Pyush Gupta	Director

Company Secretary

Mr. Pankaj Mahendru

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Auditors

Manoj Mohan & Associates
Chartered Accountants

Registered Office

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

Registrar & Share Transfer Agent

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

NOTICE

Notice is hereby given that the **42nd 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, 30th December, 2013 at 09:30 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet for the financial period ended as at 30th June, 2013 together with the Statement of Profit and Loss for the period ended on that date, and the reports of the Directors and the Auditors thereon;

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

3. To appoint a Director in place of Mr. Vinod Kumar Uppal who retires by rotation and being eligible, offers himself for re-appointment;

4. 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."

SPECIAL BUSINESS

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

"Resolved that Mrs. Aarti Jain, Director who was appointed as an Additional Director in the meeting of the Board of Directors of the Company held on 10.01.2013 and who holds office as such upto the date of Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying the intention to propose Mrs. Aarti Jain, as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

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

"Resolved that Mr. Aditya Malhotra, Director who was appointed as an Additional Director in the meeting of the Board of Directors of the Company held on 10.01.2013 and who holds office as such upto the date of Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying the intention to propose Mr. Aditya Malhotra, as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

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

"Resolved that Mr. Vivek Kumar Agarwal, Director who was appointed as an Additional Director in the meeting of the Board of Directors of the Company held on 10.01.2013 and who holds office as such upto the date of Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying the intention to propose Mr. Vivek Kumar Agarwal, as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

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

"Resolved that Mr. Sagato Mukerji, Director who was appointed as an Additional Director in the meeting of the Board of Directors of the Company held on 10.01.2013 and who holds office as such upto the date of Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been

received from a member signifying the intention to propose Mr. Sagato Mukerji, as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

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

"Resolved that Mr. Sanjiv Bhasin, Director who was appointed as an Additional Director in the meeting of the Board of Directors held on 10.09.2013 and who holds office as such upto the date of Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying the intention to propose Mr. Sanjiv Bhasin, as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

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

Sd/-
(Aarti Jain)
Chairperson

Place : Dharuhera, Haryana
Date : 12th November, 2013

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and corresponding to Section 173(2) of the Companies Act, 1956 is annexed hereto.

2. **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.**

3. **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.**

4. 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.

5. The Register of Members and Share Transfer Books of the Company will remain closed from **25.12.2013 to 30.12.2013** (both days inclusive) for the purpose of Annual General Meeting.

6. Members are requested to : -

   (i) bring the enclosed attendance slip and deliver the same after filling in their folio number/Client ID and DP ID at the entrance of the meeting hall. Admission at the Annual General Meeting venue 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.

   (ii) bring their copies of Annual Report to the Meeting as the same will not be redistributed at the venue of Annual General Meeting.

   (iii) quote their Folios/Client ID & DP Id Nos. in all correspondence.

   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

7. 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 transactions and off/ market private transactions 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.

8. Members who hold shares in de-materialized form are requested to bring their Client ID and DP-ID number for the purpose of identification and attendance at the meeting

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. Electronic Clearing Services (ECS) facility

    With respect to payment of dividend, the Company provides ECS facility to all members, holding shares in electronic/physical forms. Members holding shares in the physical form who wish to avail ECS facility may furnish to the Company/Registrar & Share Transfer Agents, their ECS mandate in the prescribed form, which is available elsewhere in the Annual Report or can be obtained from the Registrar & Share Transfer Agents.

11. 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.

12. 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.

13. 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. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND CORRESPONDING TO SECTION 173 OF THE COMPANIES ACT, 1956

Item No.5

Mrs. Aarti Jain was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 10/01/2013, to hold the office upto the date of Annual General Meeting.

The Board of Directors of the Company is of the view that considering the qualifications, vast knowledge, ability, background and experience of Mrs. Aarti Jain, it would be in the interest of the Company to appoint her as Director of the Company.

Hence, the Board of Directors recommend this resolution.

None of the Directors of the Company except Mrs. Aarti Jain is interested in the resolution.

Item No.6

Mr. Aditya Malhotra was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 10/01/2013, to hold the office upto the date of Annual General Meeting.

The Board of Directors of the Company is of the view that considering the qualifications, vast knowledge, ability, background and experience of Mr. Aditya Malhotra, it would be in the interest of the Company to appoint him as Director of the Company.

Hence, the Board of Directors recommend this resolution.

None of the Directors of the Company except Mr. Aditya Malhotra is interested in the resolution.

Item No.7

Mr. Vivek Kumar Agarwal was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 10/01/2013, to hold the office upto the date of Annual General Meeting.

The Board of Directors of the Company is of the view that considering the qualifications, vast knowledge, ability, background and experience of Mr. Vivek Kumar Agarwal, it would be in the interest of the Company to appoint him as Director of the Company.

Hence, the Board of Directors recommend this resolution.

None of the Directors of the Company except Mr. Vivek Kumar Agarwal is interested in the resolution.

Item No.8

Mr. Sagato Mukerji was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 10/01/2013, to hold the office upto the date of Annual General Meeting.

The Board of Directors of the Company is of the view that considering the qualifications, vast knowledge, ability, background and experience of Mr. Sagato Mukerji, it would be in the interest of the Company to appoint him as Director of the Company.

Hence, the Board of Directors recommend this resolution.

None of the Directors of the Company except Mr. Sagato Mukerji is interested in the resolution.

Item No.9

Mr. Sanjiv Bhasin was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 10/09/2013, to hold the office upto the date of Annual General Meeting.

The Board of Directors of the Company is of the view that considering the qualifications, vast knowledge, ability, background and experience of Mr. Sanjiv Bhasin, it would be in the interest of the Company to appoint him as Director of the Company.

Hence, the Board of Directors recommend this resolution.

None of the Directors of the Company except Mr. Sanjiv Bhasin is interested in the resolution.

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

Name	:	**Mr. Sanjay Tiku**
Date of Birth	:	**27/01/1970**
Qualification	:	**B. Com & MBA (Finance)**
Expertise	:	**Administration & Accounts**
his Directorships in Indian Public Companies	:	**1. Symbios Personnel Advices And Services Limited** **2. Amtek Tekfor Automotive Limited** **3. Amtek Defence Technologies Limited** **4. Amtek Brake Systems Limited** **5. Aron Auto Limited** **6. OCL Iron And Steel Limited** **7. Karam Auto Components Limited** **8. JMT Auto Limited**

Name	:	**Mr. Vinod Kumar Uppal**
Date of Birth	:	**14/12/1962**
Qualification	:	**B. COM**
Expertise	:	**Finance & Operations**
his Directorships in Indian Public Companies	:	**1. ACIL Limited** **2. RT Packaging Limited** **3. Oriental Iron Casting Limited** **4. Aron Auto Limited** **5. OCL Iron and Steel Limited**

Name	:	**Mr. Vivek Kumar Agarwal**
Date of Birth	:	**15/06/1970**
Qualification	:	**Master of Finance and Control**
Expertise	:	**Finance and Accounts**
his Directorships in Indian Public Companies	:	**1. First Forge Limited** **2. Ahmednagar Forgings Limited** **3. Suyaan Transmissions Limited**

Name	:	**Mrs. Aarti Jain**
Date of Birth	:	**30/08/1972**
Qualification	:	**MBA (Marketing) from Manchester Business School** **Post Graduate Diploma in Garment Manufacturing Technology from NIFT**
Expertise	:	**Finance & Marketing**
her Directorships in Indian Public Companies	:	**None**

Name	:	**Mr. Sagato Mukerji**
Date of Birth	:	**12/04/1972**
Qualification	:	**PGDBM (Marketing) from XLRI, Jamshedpur** **B.Com (Hons.) from St. Xaviers College, Kolkata**
Expertise	:	**Packaging Industry Professional for more than 20 years**
his Directorships in Indian Public Companies	:	**None**

Name	:	**Mr. Sanjiv Bhasin**
Date of Birth	:	**31/08/1957**
Qualification	:	**Chartered Accountant**
Expertise	:	**Audit and Finance Expertise in Infrastructure Projects**
his Directorships in Indian Public Companies	:	**1. Ahmednagar Forgings Limited** **2. IDMA Laboratories Limited** **3. Adhbhut Infrastructure Limited**

Name	:	**Mr. Aditya Malhotra**
Date of Birth	:	**29/11/1982**
Qualification	:	**MBA (Finance)**
Expertise	:	**Project Implementation, Monitoring & Financial Matters**
his Directorships in Indian Public Companies	:	**1. OCL Iron And Steel Limited** **2. Gondwana Ispat Limited** **3. B S Ispat Limited** **4. Aron Auto Limited** **5. ARGL Limited**

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/-
(Aarti Jain)
Chairperson

Place : Dharuhera, Haryana
Date : 12th November, 2013

DIRECTORS' REPORT

Dear Members,

Your Directors are delighted to present the **42nd** Annual Report of your Company together with the Audited Accounts for the nine months period ended 30th June, 2013.

FINANCIAL RESULTS

The financial performance of your Company, for the nine months period ended 30th June, 2013 is summarized below:

(Rs. in '000)

PARTICULARS	Nine Months period ended 30-06-2013	Year ended 30-09-2012
Sales and Other Income	**2548979**	551173
Expenditures	**2446296**	572948
Gross Profit/(Loss) Before Depreciation	**102683**	(21775)
Depreciation	**12870**	18561
Profit/(Loss) before tax	**89813**	(40336)
Provision for tax	**-**	-
Profit/(loss) after tax	**89813**	(40336)
Provision for deferred tax	**-**	-
Profit/(loss) after deferred tax	**89813**	(40336)
Add : Accumulated Loss	**(951385)**	(911049)
Balance available for appropriation	**(861572)**	(951385)
Amount Transfer to Capital Reserve	**-**	-
Surplus Carried to Balance Sheet	**(861572)**	(951385)

COMPANY OVERVIEW

Rollatainers is one of the leading packaging companies of the country with a legacy of more than four decades of pioneering work in the field of packaging & engineering. The Company has the unique capability of manufacturing Folding Cartons, Flexible Packaging and Packaging Machinery. With a presence across the packaging spectrum, it is in a position to offer its customers product innovations, inter disciplinary and end-to-end packaging solutions.

The Company has a blue chip customer base which includes Hindustan Unilever, Britannia Industries, Tata Global Beverages, Pepsico, Nestle, Amul, Perfetti Vanmelle, BASF, P&G amongst many others.

The Company currently operates in following segments of packaging industry:

- **Carton Division** manufactures lined cartons, mono cartons and litho laminated/fluted cartons. The facility to manufacture litho laminated cartons was set up in the last twelve months. This being one of the fastest growing categories of the carton industry is expected to boost the Company's sales significantly in the near future. The Company has been continuously investing in modernizing the facility and adding capabilities which would allow it to offer innovative products with higher value adds. The facility is ISO 9001:2008 and FSC:COC certified. It is being geared up for ISO 22000 certification in the coming months.
- **Flexible Packaging Division (R.T. Packaging)** produces gravure printed laminates, wrap around labels and specialty pouches for food, beverages, detergents and industrial products. Flexible Packaging is the fastest growing segment of packaging industry and is expected to be a key growth driver for the Company in

coming years. A capacity expansion is currently underway at the plant to increase the capacity. The plant is ISO 9001:2008 certified.

- **Engineering Division** is involved in developing, designing, assembling & manufacturing various types of Packaging Machinery for the FMCG industry such as carton filling lines, FFS machines and vacuum packaging systems. This division has experienced significant growth in the recent past. This has encouraged Rollatainers to start Capital Equipment Division that will operate through this Engineering Division. The special purpose machines cater to automobile and engineering sectors.

PERFORMANCE REVIEW[1]

During the nine months ended June 30, 2013, the Company's total income increased to Rs. 254.90 crore from Rs. 55.12 crore as compared with previous year ended Sep 30, 2012. EBITDA for the period stood at Rs. 10.27 crore as compared to a loss of Rs. 2.18 crore in the previous year ended 2012. Profit for the nine months ended June 30, 2013, was Rs. 8.98 crore against a loss of Rs. 4.03 crore for previous year ended Sep 30, 2012.

DIVIDEND

During the period under review, your Directors have not recommended any dividend.

SHARE CAPITAL

During the period under review, the Authorized Share Capital of the Company was increased twice.

Firstly, the Authorized Share Capital of the Company was increased from Rs.25,00,00,000/- (Rupees Twenty Five Crores only) divided into 1,20,00,000 Equity Shares of Rs.10/- (Rupees Ten only) each and 13,00,000 Preference Shares of Rs.100/-(Rupees One Hundred only) each to Rs.40,00,00,000/- (Rupees Forty Crores only) divided into 2,70,00,000 Equity Shares of Rs.10/-(Rupees Ten only) and 13,00,000 Preference Shares of Rs.100/-(Rupees One Hundred only) each.

Secondly, the Authorized Share Capital of the Company was increased from Rs.40,00,00,000/- (Rupees Forty Crores only) divided into 2,70,00,000 Equity Shares of Rs.10/-(Rupees Ten only) and 13,00,000 Preference Shares of Rs.100/-(Rupees One Hundred only) each to Rs. 65,00,00,000/- (Rupees Sixty Five Crores) divided into 4,70,00,000 Equity Shares of Rs.10/- each and 18,00,000/- Preference Shares of Rs. 100/- each.

ISSUE OF BONUS SHARES

During the period under review, 15007800 Bonus Equity Shares of face value Rs.10/- each were allotted in the proportion of 3:2 equity shares held by the member(s) as on record date 28.02.2013.

Consequently, the Issued, Subscribed & paid up Equity Share Capital stands increased to Rs. 25,01,30,000/- divided into 2,50,13,000 Equity Shares of Rs.10/- each.

MAJOR CORPORATE DEVELOPMENTS

1. **Change of Financial Year:** The Board of Directors of the Company at its meeting held on August 2, 2013, have decided to prepare Annual Financial Account of the Company for the Period of 9 (Nine) months instead of 12 (Twelve) months and accordingly Financial Year 2013 of the Company shall be from 1st October 2012 to 30th June 2013.
2. **Resignation/Appointment of Company Secretary:** Ms. Aakanksha Varshney has resigned from the Company as Company Secretary w.e.f.20th July 2013 and Mr. Pankaj Mahendru has been appointed as Company Secretary of the Company w.e.f. 26th August 2013. Henceforth Mr. Pankaj Mahendru will act as Compliance officer of the Company with immediate effect.
3. **Increased Stake in R T Packaging Ltd:** R T Packaging Ltd. has allotted 20,000,000 equity share of Rs. 10/- each to Rollatainers Ltd on preferential issue basis. Consequent to the above allotment of shares, R T Packaging Ltd. became subsidiary Company of Rollatainers Ltd.

[1]The financial performance is standalone financials for Rollatainers Ltd.

4. **Alteration of Object Clause:** With the consent of the Shareholders, the Object Clause of the Company has been altered. The Main Objects pertains to manufacturing of all kinds of packaging, auto parts components, steel, generation & distribution of power, deal in shares, stock etc., to engage in real estate promotion, development and project management association and to act as agents, brokers, stockist, distributor, supplier or otherwise to deal in machines, jigs fixtures, tooling etc., for automotive engineering and other industries.

5. **'Sick Company' Status Withdrawn:** The Honourable Board for Industrial and Financial Reconstruction (BIFR), on consideration of the submission made, material and facts on records, has noted that the Rollatainers has ceased to be 'Sick Industrial Company' within the meaning of Section 3(1)(o) of the Sick Industrial Companies Act, 1985 (SICA) as the net worth of the Company has turned positive. Accordingly, the Honourable BIFR has deregistered the Company from the purview of the provisions of SICA/BIFR.

SUBSIDIARIES / JOINT VENTURES (JV)

R. T. Packaging Ltd. (RTPL): R T Packaging has become a subsidiary Company of Rollatainers in June 2013, pursuant to an allotment of 2,00,00,000 equity share of Rs 10 each of R T Packaging to the Company on preferential issue basis. RTPL produces gravure printed laminates, wrap around labels and specialty pouches for food, beverages, detergents and industrial products.

During the nine months ended June 30, 2013, RTPL recorded revenue of Rs. 126.03 crore compared to Rs. 30.09 crore in the previous year ended Sept 30, 2012. During the period under review EBITDA stood at Rs. 9.62 crore compared to a loss of Rs. 1.57 crore in the previous year ended Sept 30, 2012. Profit for the nine months ended Jun 30, 2013, was Rs. 7.88 crore against a loss of Rs. 5.35 crore in the previous year ended Sep 30, 2012.

As per the provisions of Section 212 of the Companies Act 1956, the Company is required to attach the Directors' Report, Balance Sheet, Statement of Profit & Loss and other information of the Subsidiary Company(ies) to its Balance Sheet. However, the Ministry of Corporate Affairs, Government of India has vide its General Circular No. 2 and 3 dated 8th February, 2011 and 21st February, 2011, respectively, granted a general exemption from compliance with section 212(8) of the Companies Act, 1956 from attaching the Annual Accounts of subsidiary(ies) with the annual published accounts of the Company subject to fulfillment of conditions stipulated in the circulars. In compliance with the above circular, the Annual Accounts will be made available upon request by any member of the Company/ its Subsidiary. The Annual Accounts of the Subsidiary Company(ies) will also be kept for inspection by any investor at the Registered Office of the Company and at the office of the respective Subsidiary Companies during business hours of the respective Companies.

Further as per the provisions of Section 212 of the Act, a statement of the holding Company's interest in the Subsidiary Company is attached herewith and forms part of the Annual Report.

However, pursuant to Accounting Standard AS-21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company include the financial statements of its Subsidiary Company.

Joint Venture Agreement with Toyo Machine Manufacturing Co.: Rollatainers & Toyo Machine Manufacturing Co. have signed a Joint Venture (JV) agreement to develop, design, assemble, manufacture, produce industrial machines and spare parts for production packaging and printing machines for all kinds of consumer and industrial products in India and to market, sell and service the products throughout the territory.

This Joint Venture Company namely Rollatainers – Toyo Machine Private Limited is formed with investment of 50% by Rollatainers and 50% by Toyo Machine Manufacturing Co. The Joint Venture is to set up a state-of-the-art manufacturing and design facility near Delhi and will cater to the huge retail food and agricultural processing and pharmaceutical industries that are poised for a rapid growth in the near future.

DIRECTORS

In accordance with Section 255 read with Section 256 of Companies Act, 1956 and the Article of Association of the Company, Mr. Sanjay Tiku & Mr. Vinod Kumar Uppal, Directors of the Company retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

During the period under review, Mrs. Aarti Jain, Mr. Aditya Malhotra, Mr. Vivek Kumar Agarwal, & Mr. Sanjiv Bhasin were appointed as Additional Directors on the Board of the Company. Pursuant to Section 260 of the Companies

Act, 1956 their tenure as directors expire on the date of ensuing Annual General Meeting, notice signifying the intention to appoint them as Directors have been received from the members of the Company in terms of Section 257 of the Companies Act, 1956, accordingly respective resolutions to that effect have been provided in the notice of the Annual General Meeting as Special business.

Mr. Sagato Mukerji was appointed as Whole Time Director of the Company for a period of 5 years commencing from 10th January, 2013 to 09th January, 2018.

Mr. Arvind Dham was appointed as an additional Director on 11.05.2013.

Mr. Ashish Pandit and Mr. Prakash Chandra Lohumi, Directors resigned from the Board of Directors of the Company w.e.f. 29.08.2013. and Mr. Arvind Dham, Director resigned from the Board w.e.f. 10.09.2013.

Brief resume of the Directors proposed to be reappointed, nature of their industry expertise in specific functional areas and names of companies in which they hold directorships is provided in the notice forming part of the Annual Report. Further, the name of the companies in which they 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 VII 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 period ended 30.06.2013 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, Auditor of the Company, hold office until the conclusion of the ensuing Annual General Meeting and is eligible 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.

COST AUDITORS

Pursuant to the Companies (Cost Accounting Records) Rules, 2011 issued by the Ministry of Corporate Affairs, J.C. Khanna & Co., Cost Accountants having Firm Registration no. : 101968, was appointed as cost accountant of the Company to give Compliance Report on the basis of Cost Records of the Company for the period ended 30th June 2013. Compliance Report would be submitted within prescribed time.

LISTING AT STOCK EXCHANGE

The shares of Company are listed on Bombay Stock Exchange Limited. The Company has paid annual listing fee to the Stock Exchange for FY2013-14.

RECONCILIATION OF SHARE CAPITAL AUDIT

The Securities and Exchange Board of India has directed that all issuer Companies shall submit a certificate reconciling the total shares held in both the depositories, viz. NSDL and CDSL and in physical form with the total issued/ paid up capital. The said certificate, duly certified by a qualified Chartered Accountant/ Company Secretary is submitted to the stock exchanges where the securities of the Company are listed within 30 days of the end of each quarter and the certificate is also placed before the Board of Directors of the Company.

The Share Capital Audit Reports as submitted by M/s Iqneet Kaur & Company, Company Secretaries, New Delhi, on a quarterly basis were forwarded to the Bombay Stock Exchange Limited where 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 June 2013, 2,48,41,943 equity shares representing 99.32% 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 period 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 period under review, the employee relations with the management the Company continued to be cordial. The management has adopted various measures for enhancing efficiency, competency and skills of individual employees through training and motivation.

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. The Shareholders' and Investors' Grievance Committee of the Board meets periodically and review the status of the redressal of investors' grievances.

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 period ended on 30.06.2013 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 profit of the Company for the period 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 annual accounts have been prepared on a going concern basis.

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/-
(Aarti Jain)
Chairperson

Place : Dharuhera, Haryana
Date : 12th November, 2013

ANNEXURE (A) TO THE DIRECTORS' REPORT 2012 – 2013

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 '000)

		As AT 30.06.2013	As AT 30.09.2012
Total foreign exchange used			
a)	Import of Raw Materials	–	–
b)	Import of Capital Goods/Spares parts	**–**	16523
c)	Travelling	**55**	135
d)	Interest	**-**	–
e)	Others	**45**	32

		As AT 30.06.2013	As AT 30.09.2012
Total foreign exchange earned			
a)	FOB value of Exports	**6453**	8288
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/-
(Aarti Jain)
Chairperson

Place : Dharuhera, Haryana
Date : 12th November, 2013

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 half of the Directors being Independent Directors.

As on date, the Board of Directors of your Company comprise of Eight (8) Directors out of which Four (4) are Independent Directors and more than 50% are Non – Executive 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
Mrs. Aarti Jain*	Chairman Promoter & Non–Executive Director	5	N.A.	–	–	–
Mr. Aditya Malhotra*	Non Executive Director & Promoter	4	N.A.	5	1	–
Mr. Arvind Dham*#	Non Executive Director & Promoter	4	N.A.	6	1	-
Mr. Sagato Mukerji*	Executive (Whole time Director) and Professional Director	5	N.A.	–	–	–
Mr. Vinod Kumar Uppal	Non Executive and Non Independent Director	6	Yes	5	3	–
Mr. Sanjay Tiku	Non-Executive and Independent Director	4	—	8	2	–
Mr. Pyush Gupta	Non-Executive and Independent Director	4	Yes	1	–	–
Mr. Vivek Kumar Agarwal*	Non-Executive and Independent Director	4	N.A.	3	1	–
Mr. Sanjiv Bhasin*	Non Executive & Independent Director	–	-	3	–	–

Mr. Ashish Pandit#	Non Executive and Independent Director	4	Yes	12	–	–
Mr. Prakash Chandra Lohumi#	Non Executive and Independent Director (Nominee Director)	4	–	–	–	–

***Mrs. Aarti Jain, Mr. Vivek Kumar Agarwal, Mr. Sagato Mukerji, Mr. Aditya Malhotra were appointed as Additional Directors w.e.f.10.01.2013, Mr. Arvind Dham was appointed as Additional Director w.e.f. 11.05.2013 & Mr. Sanjiv Bhasin was appointed as additional Director w.e.f. 10.09.2013.**

#Mr. Ashish Pandit & Mr. P.C. Lohumi resigned from the Board w.e.f. 29.08.2013. & Mr. Arvind Dham resigned from the Board w.e.f. 10.09.2013

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

Six (6) Board Meetings were held during the financial period and the gap between two meetings did not exceed four months. The dates on which the meetings were held are:

23rd November, 2012, 10th January, 2013, 13th February, 2013, 18th February, 2013, 26th March, 2013 and 11th May, 2013.

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 information, 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 were the members of the Audit Committee. Mr. Ashish Pandit was appointed as the Chairman of the Audit Committee

Ms. Aakanksha Varshney acted as Secretary of the Audit Committee.

During the period 01.10.2012 to 30.06.2013, the committee met 3 times and the attendance of members at the meetings was as follow:

Name of the Member	Status	No. of Meetings Attended
Mr. Ashish Pandit	Chairman	3
Mr. Sanjay Tiku	Member	3
Mr. Pyush Gupta	Member	3

Mr. Ashish Pandit resigned from the Board of Directors and Chairmanship of the Audit Committee w.e.f. 29.08.2013 and the Audit Committee was reconstituted and Mr. Vivek Kumar Agarwal was appointed as one of the Members of Audit Committee of the Company.

The Audit Committee was re-constituted as follow:

Name of the Member	Status
Mr. Sanjay Tiku	Chairman
Mr. Pyush Gupta	Member
Mr. Vivek Kumar Agarwal	Member

Mr. Pankaj Mahendru was appointed as Secretary to the Audit Committee w.e.f. 26.08.2013.

B. REMUNERATION COMMITTEE

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

During the period under review, one Committee meeting was held.

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 Whole Time 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.

Mr. Ashish Pandit resigned from the Board of Directors and Chairmanship of the Remuneration Committee w.e.f. 29.08.2013 and the Remuneration Committee was reconstituted and Mr. Vivek Kumar Agarwal was appointed as one of the Members of Remuneration Committee of the Company.

The Remuneration Committee was re-constituted as follow:

Name of the Member	Status
Mr. Sanjay Tiku	Chairman
Mr. Pyush Gupta	Member
Mr. Vivek Kumar Agarwal	Member

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 period ended 30th June, 2013 is as given below: -

Executive Director	Remuneration (Rs. In Lacs)	Commission	Total	Service Contract
Mr. Sagato Mukerji	15.79 P.A.	-	15.79 P.A.	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 paid to the Non-Executive Directors provided as per accounts for the period ended 30th June, 2013 are given below: -

Non-Executive Director	Sitting Fee (In Rs.)	Commission	Total (Rs.)	Shareholding
Mr. Sanjay Tiku	11000	–	11000	NIL
Mr. Ashish Pandit	11000	–	11000	NIL
Mr. Pyush Gupta	11000	–	11000	NIL
Mr. Prakash Chandra Lohumi	4000	–	4000	NIL
Mr. Vivek Kumar Agarwal	4000	–	4000	NIL

C. SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE

Shareholders'/Investors' Grievance Committee consist of three Non-Executive Directors and all are independent. Mr. Ashish Pandit was 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 period under review, the committee met three (3) 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 period ended 30.06.2013 were 5. As on 30th June, 2013, there were nil complaints pending with the Company.

Mr. Ashish Pandit resigned from the Board of Directors and chairmanship of the Shareholders'/Investors' Grievance Committee w.e.f. 29.08.2013 and the Shareholders'/Investors' Grievance Committee was reconstituted and Mr. Vivek Kumar Agarwal was appointed as one of the Members of Shareholders'/Investors' Grievance Committee of the Company.

The Shareholders'/Investors' Grievance Committee was re-constituted as follow:

Name of the Member	Status
Mr. Sanjay Tiku	Chairman
Mr. Pyush Gupta	Member
Mr. Vivek Kumar Agarwal	Member

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 was 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 the Shares to Share Transfer Committee. The Committee held nine (9) meetings during the year and approved transfer of the shares lodged with the Company.

Mr. Ashish Pandit resigned from the Board of Directors and Chairmanship of the Share Transfer Committee w.e.f. 29.08.2013 and the Share Transfer Committee was reconstituted and Mr. Vivek Kumar Agarwal was appointed as one of the Members of Share Transfer Committee of the Company.

The Share Transfer Committee was re-constituted as follow:

Name of the Member	Status
Mr. Sanjay Tiku	Chairman
Mr. Pyush Gupta	Member
Mr. Vivek Kumar Agarwal	Member

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

i. General Meeting:

a. Annual General Meeting

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

Financial Year	Venue	Date	Time	Special Resolutions passed
2011-2012	73-74, Phase-III, Industrial Area, Dharuhera, Haryana-123106	24.12.2012	9.30 A.M	None
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

b. Extraordinary General Meeting:

One Extraordinary General Meeting of the Members was held on 07.05.2013 during the financial period under review:-

Year	Venue	Date	Time	Special Resolutions passed
2012-2013	73-74, Phase-III, Industrial Area, Dharuhera, Haryana-123106	07.05.2013	9.30 A.M	• Increasing limit of FII Investment in the Company to 74% of paid up Equity Share Capital • A Issue of Equity Shares/Warrants or instruments convertible into Equity Shares whether optionally or otherwise/ADR/GDR/FCCB's upto US$100 Million • Amendment to Article of Association of the Company • As Per Section 372 A, Investment in shares/securities upto Rs. 500 Crores only.

ii. POSTAL BALLOT

During the period under review, the members of the Company passed 9 (Nine) 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 Business Standard (English & Hindi Language).

The summary of the result is as follows:

Particulars	Details/Dates
Board Meeting	10-01-2013
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	14-01-2013
Last Date of receipt of duly filled Postal Ballot Form	13-02-2013
Date of submission of Scrutinizer's report to the Chairman	14-02-2013
Date of declaration of Result	15-02-2013
Ordinary/ Special Resolutions Passed	1. Ordinary Resolution to increase the Authorised Share Capital of the Company 2. Ordinary Resolution to alter the Memorandum of Association of the Company 3. Special Resolution to alter the Articles of Association of the Company 4. Special Resolution to alter the Object Clause of Memorandum of Association of the Company 5. Ordinary Resolution to Issue Bonus Shares to the Shareholders of the Company in the proportion of 3:2

6. Ordinary Resolution to increase in Borrowing power u/s 293(1)(d) of the Companies Act, 1956
7. Ordinary Resolution u/s 293(1)(a) of the Companies Act, 1956 for mortgage and/or charge of movable and immovable properties of the Company
8. Special resolution to make investments under Section 372 A of the Companies Act, 1956 (Limit raised to Rs.5000 Crores only)
9. Ordinary Resolution to appoint Mr. Sagato Mukerji as Whole Time Director of the Company

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
8272060 (100%)	8214836 (99.31%)	57224 (0.69%)

Ms. Iqneet Kaur, Practising Company Secretary, New Delhi who was appointed as Scrutiniser by the Board of Directors for conducting the Postal Ballot had submitted her report on 14th February, 2013 based on which the result was declared by the Company on 15th February, 2013 at the Registered Office of the Company.

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 behaviour 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.rollatainers.com). All Board Members and Senior Management Personnel have confirmed compliance with the Code for the period ended 30th June, 2013. 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 period ended on 30th June, 2013; 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 period under review, Preferential Allotment was done by the Company.

VII. SUBSIDIARY MONITORING FRAMEWORK

The Company has nominated its representative on the Board of Subsidiary Company and also monitors its performance by the following means:

a) Financial Statements, in particular the investments made by the unlisted Subsidiary Company, are reviewed quarterly by the Audit Committee of the Company.

b) All minutes of the meetings of the unlisted Subsidiary Company are placed before the Company's Board regularly.

c) A statement containing all significant transactions and arrangements entered into by the unlisted Subsidiary Company is placed before the Company's Board.

VIII. MEANS OF COMMUNICATION

Results for quarter ended 31st December 2012, 31st March 2013 and 30th June 2013 have been published in English and Hindi newspapers (viz The Statesman and Hari Bhoomi).

The Company also uploads its financial results, shareholding pattern and other information on the website of the Company i.e. www.rollatainers.com

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.

IX. GENERAL INFORMATION FOR SHAREHOLDERS

i. Annual General Meeting

Date	:	December 30th, 2013
Day	:	Monday
Time	:	09:30 A.M.
Place	:	Plot No. 73-74, Phase-III, Industrial Area, Dharuhera, Distt. – Rewari, Haryana 123106

ii. Financial Calendar
(tentative & subject to change)

Financial year 2013-2014	:	1st July 2013 to 30th June 2014
First quarter Results	:	Mid November, 2013
Second quarter Results	:	Mid February, 2014
Third quarter Results	:	Mid May, 2014
Fourth quarter Results	:	Mid August, 2014

iii. Date of Book Closure **:** 25th December , 2013 to 30th December, 2013 (Both days inclusive)

iv. Dividend Payment Date

No dividend has been recommended by the Board of Directors.

v. Listing on Stock Exchange

Equity Shares of the Company are listed at the Bombay Stock Exchange Limited. Listing fees for the financial year 2013-2014 has been paid to the Stock Exchange within 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 Bombay Stock Exchange Limited for the period ended at 30.06.2013

Months	High (Rs.)	Low (Rs.)
October, 2012	122.25	98.30
November, 2012	318.20	125.00
December, 2012	353.75	300.20
January, 2013	489.55	346.00
February, 2013	455.00	164.90
March, 2013	237.40	160.00
April, 2013	278.95	190.35
May, 2013	299.85	258.05
June, 2013	274.80	245.50

Bombay Stock Exchange

Historic Graph 01-10-2012 to 30-06-2013

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 June, 2013

No. of Shares held (Rs. 10/- paid up)	Shareholders Number	% of total	Total (in Rs.)	% of Total Shareholding
Upto - 5000	4452	94.40	3297370	1.32
5,001 - 10,000	91	1.93	649980	0.26
10,001 - 20,000	53	1.12	732310	0.29
20,001 - 30,000	24	0.51	593730	0.24
30,001 - 40,000	14	0.30	497460	0.20
40.001 - 50,000	13	0.28	583980	0.23
50,001 - 1,00,000	23	0.49	1632280	0.65
1,00,000 - & above	46	0.98	242142890	96.81
TOTAL	**4716**	**100.00**	**250130000**	**100.00**

xi. The Shareholding pattern as on 30th June, 2013

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	18746040	74.945
(d)	Financial Institutions/ Banks	0	0	0
(e)	Any Other (Specify)	0	0	0
	Sub-Total (A)(1)	**1**	**18746040**	**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	18746040	74.945

(B)	**Public shareholding**			
(1)	**Institutions**			
(a)	Mutual Funds/UTI	0	0	0
(b)	Financial Institutions/ Banks	3	370	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	5	1065567	4.260
(g)	Foreign Venture Capital Investors	0	0	0
(h)	Any Other (Specify)	0	0	0
	Sub-Total (B)(1)	**8**	**1065937**	**4.262**
(2)	**Non-institutions**			
(a)	Bodies Corporate	150	3934862	15.731
(b)	Individuals			
	i Individual shareholders holding nominal share capital up to Rs. 1 lakh	4448	579622	2.317
	ii Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	19	550676	2.202
(c)	Any Other (Specify)			
	(I) Trusts	0	0	0
	(i) Clearing Member	10	65531	0.262
	(ii) Non-resident Indian/(OCBs)	15	2489	0.010
	(iii) HUF	65	67843	0.271
	(iv) Foreign Corporate Bodies	0	0	0.000
	Sub-Total (B)(2)	**4707**	**5201023**	**20.793**
	Total Public shareholding (B) = (B)(1)+(B)(2)	**4715**	6266960	25.055
	TOTAL (A)+(B)	**4716**	**25013000**	**100.00**
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0
	GRAND TOTAL (A)+(B)+(C)	**4716**	**25013000**	**100.00**

xii. Dematerialization of Shares and Liquidity

The dematerialization facility exists with both NSDL and CDSL for the convenience of the Shareholders. As on June 30, 2013, 24841943 Equity shares of the Company, forming 99.32% 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 : -

Pankaj Mahendru
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/-
(Aarti Jain)
Chairperson

Place : Dharuhera, Haryana
Date : 12th November, 2013

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 period ended on 30th June, 2013, 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 : 12th November, 2013

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 period ended 30th June, 2013, 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/-
(Sagato Mukerji)
CEO

Place : Dharuhera, Haryana
Date : 12th November, 2013

CEO AND CFO CERTIFICATION

We, Sagato Mukerji (CEO) and Mr. Ajay Kumar (CFO) responsible for the finance function certify that:

a) We have reviewed financial statements and the Cash Flow Statement for the period ended 30th June, 2013 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 period 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 period 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)**	**(Sagato Mukerji)**
Date : 12th November, 2013	CFO	CEO

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

FORWARD LOOKING STATEMENT

This report contains Management's perception of business activities of the Company and also analysis of financial condition, performance and operation of the Company describing its objectives, expectations and predictions which may be forward looking within the meaning of applicable laws and regulations. Forward-looking statements are based on certain assumptions and expectations of future events.

Important factors that could influence the Company's operations include various internal as well as external factors such as government's policy changes which may not be in the hands of the Management and Company. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position and financial results, are forward-looking statements. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements, could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events.

INDUSTRY STRUCTURE AND DEVELOPMENTS[2]

The Indian packaging industry is one of the fastest growing industries spread across almost every industry segment. The utility of packaging spans across all sectors ranging from packaging of food and beverages, fruits and vegetables, drugs and medicines, to highly dangerous products. Over the last couple of years, the packaging industry has undergone significant technological advancements, resulting in greater specialisation and sophistication.

Currently, the Indian Packaging industry command 11th position across the world and is valued at ~$13 billion. The industry is highly fragmented and is expected to reach $16.5 billion by 2015. Efforts are being undertaken to bring the unregistered segment under the scope of the packaging industry, which will enable a streamlined operations and better quality control on the packaging products.

The Indian Government is working on formulating effective policies and guidelines in consultation with industry associations to improve the potential of the packaging industry. This initiative will also help the companies to foray into international markets. These industry associations will serve as an effective platform for buyers and manufactures and will help to promote Indian packaging industry at a global scale.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE[3]

During the nine months ended June 30, 2013, the Company's total income increased to Rs. 254.90 crore from Rs. 55.12 crore as compared with previous year ended Sep 30, 2012. EBITDA for the period stood at Rs. 10.27 crore as compared to a loss of Rs. 2.18 crore in the previous year ended 2012. Profit for the nine months ended June 30, 2013, was Rs. 8.98 crore against a loss of Rs. 4.03 crore for previous year ended Sep 30, 2012. This overall improvement in performance was primarily driven by better performance of machining division. The improvement in performance of Machining division was driven by special orders received during the period.

- **Carton Division:** The revenues for the nine months ended June 30, 2013 for the division were Rs. 42.65 crore compared to Rs. 57.00 crore for twelve months ended Sep 30, 2012.
- **Engineering Division:** The performance of machining division benefitted from special orders received during the period. The revenues for the nine months ended Jun 30, 2013 were Rs. 211.47 crore compared to Rs. 3.93 crore for the full year FY2012.

OPPORTUNITIES

Socio-economic Factors: The demand for packaging is expected to grow primarily on account of rising personal disposable incomes, changing demographic profile and, tastes and preferences of the consumer. The change in preferences and aspirations for better quality products have resulted in an emergence of convenience and retail stores. All these factors are expected to result in increased demand for packaging.

[2] Packaging Industry Association of India
[3] The financial performance is standalone financials for Rollatainers Ltd.

FMCG Sector: The FMCG sector has continued to grow steadily despite difficult economic scenario and is expected to continue its growth trajectory. The growth of the sector is anticipated to result in an increased demand for the packaging products. Furthermore, food industry provides a large untapped potential for growth, given India is ranked among the top three producers of food, vegetables and fruits. The introduction of FDI in retail sector is expected to provide significant growth opportunity to Indian retail market. It is anticipated to reach $1.3 trillion by 2020, which will in-turn help in the growth of packaging industry

Flexible Packaging: Over the past decade flexible packaging has been the fastest growing sector in the packaging industry. In India, the increasing penetration of organised retail and increasing preference for branded products has resulted in increased demand for flexible packaging solutions.

CHALLENGES

Unorganised Sector: The Indian Packaging industry is very fragmented and unorganised sector constitutes a significant portion of the total revenues of the industry. However, efforts are being undertaken by the Indian Government and industry associations to bring the unorganised sector under the purview of industry. This will enable a streamlined operation and better quality control on the packaging products. Moreover, growing awareness for hygiene and health consciousness is expected to support the growth of organised sector.

Competition: The competition from domestic and international players may lead to reduced prices and lower volumes. This may impact the profitability of the Company significantly. However, the Company has undertaken various initiatives such as better efficiency, improvement of productivity and product innovation to mitigate the risk.

RISK & CONCERNS

Rollatainers has been proactively focused on identification, assessment, mitigation and monitoring of risks to its business objectives. The key risks that the Company perceives are:

- **Raw Material Prices:** The rise in cost of raw materials can impact Company's profitability. Rollatainers proactively continues its initiatives to improve efficiency and reduce wastages to reduce its input cost. The Company is also focused on managing its terms with customers to reduce the time lag to pass through the increase in cost.
- **Changes in Government Policies:** The changes in government policies and environmental regulations may impact the performance of the Company. Rollatainers has pioneered many eco-friendly packaging solutions in the realm of flexible packaging, semi-rigid packaging etc. The Company not only focuses on product quality and customer service but is also committed to ensure green operational practices.
- **Legal and Compliance Risk:** The Company is subject to 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.
- **Macro-economic Factors:** The performance of the Company is dependent on the economic factors such as consumer spending, unemployment levels, etc. Any unfavourable change in such factors may have an impact on the performance of the Company.
- **Changes in Tax, Tariff or Fiscal Policies:** Any unfavourable changes in taxation rules and policies related to export subsidies, etc. may impact the financial performance of the Company.
- **Unforeseen Circumstances:** Rollatainers feels that factors beyond the control of the Company such as natural disaster, fuel shortages, epidemics and labour strikes may have an adverse impact on the performance of the Company.

OPPORTUNITIES / STRENGTHS

- **Cost Effectiveness:** India has abundant supply of cheap labour and raw materials, which enables the Company to have a competitive edge over other global peers.
- **Untapped Potential:** Currently, the usage of packaging products is very low in India compared to other developing economies. With the recent emergence of growing demand for retail sector, there is huge opportunities expected to arise.

- **Export Opportunity:** The packaging products consumers globally are looking for better quality products at lower price to reduce their cost. This change is expected increase exports of packaging products from India.
- **Global Standards:** The Indian packaging industry has been able to meet the growing demand domestically from multinational companies entering Indian markets. The industry is well equipped with the technologies to meet global standards.
- **Domestic Feedstock Industry:** The Indian packaging industry is insulated against any supply crisis due to availability of abundant feedstock in India. This also prevents the industry from global price fluctuation to a large extent.
- **Low Penetration:** The current demand for packaged products is primarily driven by urban population. Rural population is also now gradually realizing the importance of packaged products in terms of hygiene and quality (particularly food items) due to increased social awareness in these areas. There is tremendous opportunity for growth of packaging products in India for foods packaging. India's per capita consumption of packaging is only US$9 against a global average of US$75, which is a clear indicator of huge prevailing potential for the packaging industry.

OUTLOOK

The Indian packaging industry has been growing steadily over the last decade and is currently valued at US$13 billion. The current scale is relatively very low and provides a huge untapped potential in the industry. The emerging Indian economy, rising middle class population and higher per capita income is expected to drive the demand for the packaging industry at a stronger rate of more than ~15% in the coming years.

The changing demographic profile coupled with increasing penetration of organized retails sector are expected to be the key growth drivers of Indian packaging sector. With the increasing social awareness and emphasis on factors such as hygiene and convenience, the demand is expected to shift from 'loose' items to branded packs (primarily for food items). Furthermore, the rising disposable income is also expected to change lifestyles and drive the expenditure towards packaged products. The changing preferences of rural population are anticipated to result in increased demand for smaller packages due to the lower purchasing power.

Moreover, the changing consumer trends have forced the companies to focus on innovative packaging to maintain a competitive edge. Organized retail and liberalization have also increased the competition in the industrial goods sector. The companies are slowly but steadily changing their packaging design even in industrial segments like paints, chemicals and lubricants.

The flexible packaging industry has experienced a relatively faster growth and is expected to continue this growth trajectory. Marketers in India have built huge brands around the single use sachets which the weaker sections of society can also afford as flexible packaging is lighter and cheaper. Capital investments in the industry are required to ensure recyclability of flexible packaging products.

The packaging machines industry is also experiencing a boom in the sector. The capability of packing high volumes in the relatively shorter time with the optimum utilization of resources, has marked a clear shift from the manual packing to automation. The emergence and increasing acceptance of single and multi-brand retail sector in India is expected to enhance standardization of products. Increased standardization shall stimulate demand for packaging products and advanced technology adoption in the industry. Longer supply chain for products results in increase cost of warehousing and transportation along with the higher gestation period. Quality of packaging is critical for the safety and storage of the product, which can be achieved through use of sophisticated technologies.

The engineering division is expected to be benefitted from the shifting trend towards automation in packaging. Associated advantages of this automation include increase in production, improvement in quality, consistency and lower dependence on labour.

Rollatainers is present in Flexible Packaging, Paper Board based Folding cartons and the Packaging Machines segment. With its experience, technical prowess and loyal customer base, the Company is well placed to take advantage of the growth and opportunities arising in these segments. Also, the Company's recently started engineering division that caters primarily to auto and engineering sectors, is expected to benefit from the growth opportunities in these sectors.

INTERNAL CONTROL SYSTEM AND OTHER ADEQUACY

The Company maintains a system of well-established policies and procedures for internal control of operations and activities, and these are continually reviewed for effectiveness. The internal control system is supported by qualified personnel and a continuous program of internal audit. The prime objective of such audits is to test the adequacy and effectiveness of all internal control systems laid down by the management and to suggest improvements.

We believe that the Company's overall system of internal control is adequate, given the size and nature of operations and effective implementation of internal control self-assessment procedures and ensure compliance to policies, plans and statutory requirements.

The Company encourages and recognizes improvements in work practices. The management duly considers and takes appropriate action on the recommendations made by the statutory auditors and internal auditors.

HUMAN RESOURCES / INDUSTRIAL RELATIONS

During the period under review, the Company had undertaken extensive steps in optimizing the manpower at our all plants, corporate office and field locations. Human relations were cordial throughout the period. Measures for safety of the employees, training and development continued to receive top priorities.

STATUTORY COMPLIANCE

The Company Secretary, as Compliance Officer, ensures compliance of the SEBI regulations and provisions of the Listing Agreement. Compliance Certificates are obtained from various departments of the Company and the Board is informed of the same at every Board Meeting.

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/-
(Aarti Jain)
Chairperson

Place : Dharuhera, Haryana
Date : 12th November, 2013

AUDITORS' REPORT

To
The Members
Rollatainers Limited
Dharuhera

We have audited the attached Balance Sheet of **Rollatainers Limited** ('the Company') as at 30th June 2013 and the statement of Profit and Loss Account and Cash Flow of the Company for the Nine Month period 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 June 2013 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 June 2013;

   ii. In case of Statement of Profit and Loss Account, of the Profit of the Company for the Nine Month period ended on that date; and

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

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

Place : New Delhi
Dated : 29th August 2013

(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 Nine Month period ended 30th June 2013)

(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 period, 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 period. 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 period have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.

(vi) The Company, during the period 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 period 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 period concerned for a period 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	2.05	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	29.02	2008-09 to 2009-10	Excise & Taxation Officer
Central Sales Tax Act, 1957	Excise Duty Service Tax	70.10 6.48		Commissioner Central Excise
TOTAL		**130.13**		

(x) Company has accumulated losses as on 30th June 2013, which are not more than fifty percent of its net worth.

The Company, however, has not incurred cash losses during the current Period but has incurred cash losses 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 Period under report nor has any unutilised term loan at the beginning of the current financial Period. 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 period 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 Period.

(xx) The Company has not raised any money by public issue during the Period 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 Period, 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 : 29th August 2013

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

BALANCE SHEET AS AT 30TH JUNE, 2013

(Rs. '000)

	PARTICULARS	NOTE	AS AT 30.06.2013	AS AT 30.09.2012
I.	**EQUITIES AND LIABILITIES**			
	(1) Shareholder's Funds:			
	Share Capital	2	**364130**	214052
	Reserves & Surplus	3	**168200**	231031
	Share application Money		**3050000**	0
	(2) Non-Current Liabilities			
	Long Term Borrowings	4	**1508768**	713215
	Other Long Term Liabilities	5	**10042**	10042
	Long Term Provisions	6	**16855**	16250
	(3) Current Liabilities			
	Trade Payables	7	**90903**	149590
	Other Current Liabilites	8	**364350**	373754
	Long Term Provisions	9	**1032**	1057
	TOTAL		**5574280**	1708991
II.	**ASSETS**			
	(1) Non-Current Assets			
	Fixed Assets			
	– Tangible Assets	10	**241945**	250250
	– Capital Work in Progress	10	**21610**	8749
	Non-Current Investments	11	**220010**	20010
	Long Term Loans and Advances	12	**331642**	304028
	Deferred Tax Assets (Net)	13	**71900**	71900
	(2) Current Assets			
	Inventories	14	**80825**	68433
	Trade Receivables	15	**185911**	153686
	Cash & Bank Balance	16	**8898**	34843
	Short term Loans & Advances	17	**4409029**	790708
	Other Current Assets	18	**2510**	6384
	TOTAL		**5574280**	1708991
III.	Significant Accounting policies and accompanying Notes forming part of financial statements.	1 to 42		

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

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

Sd/-
PANKAJ MAHENDRU
Company Secretary

Sd/-
AJAY KUMAR
DGM (Accounts)

Sd/-
VINOD UPPAL
Director

Sd/-
SAGATO MUKERJI
Wholetime Director

Place : New Delhi
Dated : 29th August, 2013

STATEMENT OF PROFIT & LOSS FOR THE NINE MONTH PERIOD ENDED 30TH JUNE, 2013

(Rs. '000)

	PARTICULARS	NOTE	AS AT 30.06.2013	AS AT 30.09.2012
I	**REVENUE**			
	Revenue from Operations (Gross)	19	**2548619**	606886
	Less : Excise Duty		**48007**	58696
	Revenue from Operations (Net)		**2500612**	548190
II	Other Income	20	**48367**	2984
III	**Total Revenue**		**2548979**	**551174**
IV	**EXPENSES**			
	Cost of Raw Material Consumed	21	**2328288**	396079
	Change in Inventories of Finished Goods			
	Work in progress and stock in trade	22	**(7151)**	9165
	Employee Benefits expense	23	**60270**	77673
	Depreciation and Amortisation 13293			
	Less : Transferred from Revaluation Reserve 423		**12870**	18561
	Other Expense	24	**64889**	96321
	Total Expenses		**2459166**	597799
V	Profit/(Loss) before Exceptional & Extra-Ordinary items and tax		**89813**	(46626)
VI	Exceptional items		**0**	0
	Profit/(Loss) before Extra-Ordinary items and tax		**89813**	(46626)
VII	Extra Ordinary items	25	**0**	6290
VII	Profit/(Loss) for the year		**89813**	(40336)
VIII	**Earnings per Share (In Rs.)**			
	Basic		**5.37**	(4.07)
	Diluted		**5.37**	(4.07)
	Significant Accounting policies and accompanying Notes forming part of financial statements.	1 TO 42		

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

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

Sd/-
PANKAJ MAHENDRU
Company Secretary

Sd/-
AJAY KUMAR
DGM (Accounts)

Sd/-
VINOD UPPAL
Director

Sd/-
SAGATO MUKERJI
Wholetime Director

Place : New Delhi
Dated : 29th August, 2013

CASH FLOW STATEMENT FOR THE NINE MONTH PERIOD ENDED 30TH JUNE, 2013

(Rs. in '000)

		Current Period	Previous Year
A.	CASH FLOWS FROM OPERATING ACTIVITIES		
	NET PROFIT/(LOSS) BEFORE TAX & EXTRA ORDINARY ITEMS	89813	(40336)
	ADJUSTMENTS FOR :		
	DEPRECIATION	12870	18561
	INTEREST & DIVIDEND EARNED	(443)	(545)
	LOSS / (PROFIT) ON SALE OF FIXED ASSETS	0	(6290)
	OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGE	**102239**	**(28610)**
	ADJUSTMENT FOR		
	TRADE & OTHER RECEIVABLE	(3645060)	(344616)
	INVENTORIES	(12393)	12643
	TRADE PAYABLE	(67511)	(321)
	CASH FLOW FROM OPERATIONS	**(3622724)**	**(360904)**
	NET CASH FROM OPERATING ACTIVITIES	(3622724)	(360904)
B	**CASH FLOW FROM INVESTMENTS ACTIVITIES**		
	PURCHASES OF FIXED ASSETS	(19523)	(48508)
	CAPITAL ADVANCES	(29225)	(9361)
	SALE OF FIXED ASSETS	1674	15625
	INTEREST RECEIVED	443	545
	NET CASH GENERATED/(USED) IN INVESTING ACTIVITIES	(246631)	(41699)
C	**CASH FLOW FROM FINANCIAL ACTIVITIES**		
	REDEMPTION OF PREFERENCE SHARES	0	(5000)
	PREFERENCE SHARE CAPITAL ISSUED	(2143)	1004750
	SHARE APPLICATION MONEY	3050000	0
	REPAYMENT OF UNSECURED LOANS	795553	(573239)
	NET CASH FROM FINANCIAL ACTIVITIES	3843410	426511
	NET INCREASE IN CASH AND CASH EQUIVALENTS	**(25946)**	**23908**
	CASH & CASH EQUIVALENTS (OPENING)	**34843**	**10935**
	CASH & CASH EQUIVALENTS (CLOSING)	**8898**	**34843**

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 and on behalf of the Board
FOR MANOJ MOHAN & ASSOCIATES
Chartered Accountants
Firm Registration No. 009195C

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

Sd/-
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DGM (Accounts)

Sd/-
VINOD UPPAL
Director

Sd/-
SAGATO MUKERJI
Wholetime Director

Place : New Delhi
Dated : 29th August, 2012

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30TH JUNE 2013

NOTE 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 period 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 30.06.2013	As at 30.09.2012
Authorised		
i) Equity Shares 4,70,00,000 Equity shares of Rs.10 each Previous year 1,20,00,000 Equity share of Rs.10 each)	**470000**	120000
ii) Preference Shares 18,00,000 Redeemable Preference Shares of Rs.100 each. (Previous year 13,00,000 Redeemable Preference Shares of Rs.100 each)	**180000**	130000
	650000	**250000**
Issued, subscribed and fully paid		
Equity Shares 2,50,13,000 Equity Shares of Rs.10 each [Previous year 1,00,05,200 Equity shares of Rs.10 each]	**250130**	100052
Preference Shares		
i) a) 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**	5000
b) 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
c) 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
ii) 50,000, 14.50% Redeemable Cumulative Preference Shares Seventh Series of Rs. 100 each privately placed with National Insurance Company Ltd. (Redeemed on 17-10-2012)	**0**	5000
iii) 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**	100000
	364130	**214052**
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	**15007800**	0
Less: Shares forfeited during the year	**0**	0
No. of Share Outstanding at the end of the year	**25013000**	10005200

b. Reconciliation of No. of Preference Shares

i) 10% Non-Convertible Redeemable Cumulative Preference Share		
No. of Share Outstanding at the Beginning of the year	**90000**	40000
Add: Shares issued during the year	**50000**	50000
Less: Shares forfeited during the year	**0**	0
No. of Share Outstanding at the end of the year	**140000**	**90000**
ii) 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 redeemed during the year	**50000**	0
No. of Share Outstanding at the end of the year	**0**	**50000**
iii) 2% Redeemable, Non Cumulative, Non Convertible Preference shares		
No. of Share Outstanding at the Beginning of the year	**1000000**	0
Add: Shares issued during the year	**0**	1000000
Less: Shares forfeited during the year	**0**	0
No. of Share Outstanding at the end of the year	**1000000**	**1000000**

c. i) Equity Shares held by Holding Company

18746040 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
1,40,000 Preference shares (Previous year 90000) 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 30-06-2013		As At 30-09-2012	
		No. of Shares Held	% age	No. of Shares Held	%age
1	WLD Investments Pvt Ltd (Holding Company)	18746040	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 30-06-2013		As At 30-09-2012	
		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%	0	0.00%
ii)	**10% Non-Convertible Redeemable Cumulative Preference Share**				
	WLD Investments Pvt Ltd (Holding Company)	140000	100.00%	90000	100.00%
iii)	**14.5% Redeemable Cumulative Preference Share (Seventh Series)**				
	National Insurance Company Ltd.	0	0.00%	50000	100.00%
iv)	**2% Redeemable, Non Cumulative, Non Convertible Preference shares**				
	WLD Investments Pvt Ltd (Holding Company)	1000000	100.00%	1000000	100.00%

f) During the year, The Company has issued 15007800 Shares as Bonus Shares to the existing shareholders in the ratio of 3:2. However the Company has not issued bonus shares in last five years.

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

PARTICULARS		As at 30.06.2012	As at 30.09.2012	
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	28735		29299	
Additions/Transfers during the Period	(423)	**28312**	(564)	**28735**
Share Premium				
Balance as per Last Balance Sheet	968489		68739	
Additions/Transfers during the Period*	0		900000*	
	968489		968739	
Less : Bonus shares issued	150078			
Less : Expense on issue of Preference shares	2143	**816268**	(250)	**968489**
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	(951385)		(911049)	
Add: Loss for the Period	89813	**(861572)**	(40336)	(951385)
Total		**168200**		**231031**

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

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

PARTICULARS	As at 30.06.2013	As at 30.09.2012
Unsecured Loans from Corporates	**1508768**	**713215**
Total	**1508768**	**713215**

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. NIL (Previous year Rs. 5898) is due to WLD Investments Pvt Ltd., the holding Company.

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

PARTICULARS	As at 30.06.2013	As at 30.09.2012
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 30.06.2013	As at 30.09.2012
i) Wealth tax Provision	**13**	13
ii) Employee Benefit Provisions (Refer Note 34)	**16842**	16237
Total	**16855**	**16250**

7 : TRADE PAYABLES (Rs. in '000)

PARTICULARS	As at 30.06.2013	As at 30.09.2012
Total Outstanding Due to :		
– Micro, Small and Medium Enterprises	**2699**	1630
– Others	**88204**	147960
Total	**90903**	**149590**

(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:-

Amit Electricals, Bhatia Machine tools, S.A. Industries, M.A. Enterprises, B.B. Machine tools, Durga Trading Co. 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 30.06.2013	As at 30.09.2012
i)	Advances From Customers	**347561**	357455
ii)	Other Liabiliites	**14094**	13604
iii)	Fixed Deposits*	**2695**	2695
	Total	**364350**	**373754**

*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 30.06.2013	As at 30.09.2012
i)	Employee Benefit Provisions (Refer Note 34)	**1032**	1057
	Total	**1032**	**1057**

10 : FIXED ASSETS

(Rs. '000)

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
Description of Assets	As at 01.10.2012	**Addi-tions**	**Sales/ Adj.**	**As at 30.6.2013**	As at 01.10.2012	**For the Year**	**Adjust-ment**	**As at 30.6.2013**	**As at 30.6.2013**	As at 30.9.2012
TANGIBLE ASSETS :										
Lease Hold Land	28096			**28096**	3754	213		**3967**	**24129**	24392
Free Hold Land	20883			**20883** $					**20883**	20883
Building & Roads	35623			**35623** $	21357	649		**22006**	**13617**	14266
Plant & Machinery	432188	6460	3023	**435625**	244559	11812	1349 **	**255022**	**180603**	187629
Office Equipments	6251	191		**6442**	3650	542		**4192**	**2250**	2601
Furniture & Fixtures	2213	11		**2224**	1955	52		**2007**	**217**	258
Vehicles	2042			**2042**	1771	25		**1796**	**246**	271
Sub Total	527296	6662	3023	**530935**	277046	13293	1349	**288990**	**241945**	250250
Capital Work in Progress	8749	12861		**21610**		–	–	**–**	**21610**	8749
TOTAL	**536045**	**19523**	**3023**	**552545**	**277046**	**13293**	**1349**	**288990**	**263555**	258999
Previous Year	527931	48508	40394	536045	282920	24999	24999	277046	258999	245011

Notes :
$ Gross Block includes the amount of revaluation of Rs. 38850 (Previous Year Rs.38850).
** includes amount of Rs. 2898 (Gross Block) and Rs.1254 (Depreciation reserve) adjusted on account of conversion into inventories.

11 : NON-CURRENT INVESTMENTS (Rs. in '000)

PARTICULARS	As at 30.06.2013	As at 30.09.2012
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) 22499900 Equity Shares of Rs 10/- each in RT Packaging Ltd. (Previous Year 2499900 Equity Shares of Rs 10/- each received at NIL Value)*	**200000**	0
iii) 200000, 11% Redeemable Cumulative Preference Shares of Rs.100 each in RT Packaging Ltd.	**20000**	20000
	220010	**20010**

*The Company, during the year has made an investement of 20000000 equity shares of Rs 10/- each in RT Packaging Ltd. The Company now holds 22499900 Equity Shares having face value of Rs. 10/- each (previous year 2499900 equity shares) of RT Packaging Ltd., Out of which 2499900 equity shares 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 30.06.2013	As at 30.09.2012
Unsecured Considered Good		
Deposit with Govt. Deptt. & Others	**8750**	10362
Capital Advances	**38587**	9361
Considered Doubtful		
Loans/Receivable from the Erstwhile Subsidiary Company	**284305**	284305
	331642	**304028**

13 : DEFERRED TAX ASSETS (NET) [Rs.' 000]

PARTICULARS	Opening As at 01.10.2012	Charge/(Credit) during the Period	Closing As at 30.06.2012
Fixed Assets	47800	0	47800
Deferred Tax Liabilities: (A)	**47800**	**0**	**47800**
Unabsorbed Depreciation #	93700	0	93700
Unabsorbed Business Losses #	26000	0	26000
Deferred Tax Assets: (B)	**119700**	**0**	**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 30.06.2013	As at 30.09.2012
(As per inventory taken, valued and certified by the management)		
Raw Material	**41489**	38563
Stores & Spares	**4803**	1545
Packing Material	**2692**	2277
Plates & Dies	**1606**	3035
Work-in-Process	**24020**	18867
Finished Goods	**4916**	3024
Production Scrap	**319**	213
Trading Stock	**980**	909
	80825	**68433**

15 : TRADE RECEIVABLES [Rs.' 000]

PARTICULARS	As at 30.06.2013	As at 30.09.2012
(Unsecured, considered good unless stated otherwise)		
– Debts due for a period exceeding 6 months	**15908**	12171
– Other debts	**170003**	141515
	185911	**153686**

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

PARTICULARS	As at 30.06.2013	As at 30.09.2012
Cash in hand	**607**	579
Balance with Scheduled Banks		
– Current Accounts	**7583**	29677
– Fixed Deposits held as margin against Bank Guarantees	**708**	4587
	8898	**34843**

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

PARTICULARS	As at 30.06.2013	As at 30.09.2012
Advances (recoverable in cash or in kind or for value to be received)	**4402767**	785705
Pre-Paid Expense	**826**	603
Loans to employees	**2025**	78
Balance with Excise Authorities	**925**	1801
Tax deducted at source	**2486**	2521
	4409029	**790708**

18 : OTHER CURRENT ASSETS

[Rs.' 000]

PARTICULARS	As at 30.06.2013	As at 30.09.2012
Considered Good		
Insurance Claims	**10**	95
Sales Tax Refunds	**2500**	6289
	2510	6384

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 30.06.2013		As at 30.09.2012
a) Sale of Product				
Sale Local	2526038		584507	
Sale Export	15252	**2541290**	10452	594959
b) Sale of Services				
Machine Hire Charges		**1788**		2870
d) Sale of Scrap		**5541**		9057
		2548619		**606886**

*Sale of Product includes sales of trading goods also.

Sale of Product			
– Sale of Cartons	**453278**		555635
– Sale of Packaging Machines	**2088012**		39324
	2541290		**594959**

20 : OTHER INCOME

[Rs.' 000]

PARTICULARS	As at 30.06.2013	As at 30.09.2012
- Interest Income		
On Fixed Deposit	**443**	545
- Miscellaneous Balances Written Back	**47974**	**0**
- Rent	**(50)**	**2439**
	48367	**2984**

21 : COST OF RAW MATERIAL CONSUMED

[Rs.' 000]

PARTICULARS	As at 30.06.2013	As at 30.09.2012
Stock at the beginning of the year	**38563**	40628
Purchases	**2331214**	394014
	2369777	434642
Less: Stock at the end of the year	**41489**	38563
	2328288	**396079**

a : Material and Components Consumed

[Rs.'000]

PARTICULARS	As at 30.06.2013	As at 30.09.2012
i) Duplex Board	**155675**	200437
ii) Inks, Coating, Adhesive & Printing Material	**32307**	24712
iii) Liner material	**104241**	126226
iv) Chemicals, Machine Components & others*	**2036065**	44704
Total	**2328288**	**396079**

*Cost of Raw Material Consumed Includes cost of goods traded-in

b : Value of Imported and indegeneous Raw Materials consumed

[Rs.'000]

PARTICULARS	As at 30.06.2013		As at 30.09.2012	
Raw Material:				
Imported	**0**	0.00%	**0**	0.00%
Indigeneous	**2328288**	100%	**396079**	100.00%
	2328288	100.00	**396079**	100.00%

22 : CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADED

[Rs.'000]

PARTICULARS	As at 30.06.2013	As at 30.09.2012
CLOSING STOCK AS ON 30-06-2013		
Work-in-Process/Semi Finished Goods	**24020**	**18867**
Finished Goods	**4916**	**3024**
Production Scrap	**319**	**213**
	29255	**22104**
OPENING STOCK AS ON 01-10-2012		
Work-in-Process/Semi Finished Goods	**18867**	**21337**
Finished Goods	**3024**	**9733**
Production Scrap	**213**	**199**
	22104	**31269**
NET (-) INCREASE/ DECREASE	**(7151)**	**9165**

23 : EMPLOYEES BENEFIT EXPENSES

[Rs.' 000]

PARTICULARS	As at 30.06.2013	As at 30.09.2012
Salary, Wages and Bonus	**52665**	67071
Contribution to Provident Fund and other funds	**3517**	5502
Employee Welfare Expenses	**4088**	5100
	60270	**77673**

24 : OTHER EXPENSES

[Rs.' 000]

PARTICULARS	As at 30.06.2013	As at 30.09.2012
Stores & Spares Consumed	**12758**	16465
Packing Material Consumed	**10416**	14491
Processing Charges	**1710**	4733
Power & Fuel	**9558**	17515
Donation	**11**	2
Freight	**(1854)**	1112
Rent	**7142**	9863
Rates & Taxes	**403**	1791
Repairs & Maintenance:		
Plant & Machinery	**1378**	2111
Building	**193**	444
Others	**1017**	864
Insurance	**332**	218
Legal & Professional	**2687**	7248
Travelling & Conveyance	**5231**	5734
Miscellaneous Expenses	**12503**	7759
Auditors' Remuneration	**225**	275
Cash Discount	**114**	31
Miscellaneous Balances written off	**0**	3606
Bank Charges	**35**	82
Foreign Exchange Fluctuation	**0**	85
Security Charges	**1030**	1892
Total	**64889**	**96321**

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

[Rs.'000]

PARTICULARS	As at 30.06.2013		As at 30.09.2012	
Stores, Spares Parts & Components				
Imported	**0**	0.00%	**891**	5.41%
Indigeneous	**12758**	100.00%	**15574**	94.59%
	12758	100.00%	**16465**	100.00%

25 : EXTRA ORDINARY ITEMS [Rs.' 000]

PARTICULARS	As at 30.06.2013	As at 30.09.2012
Profit/(Loss) on Sale of Fixed Assets	**0**	**6290**
Profit/(Loss) on sale of Investments	**0**	**0**
Total	**0**	**6290**

26 Contingent Liabilities in respect of :

(a) Bank Guarantee issued Rs 4.33 Lacs (Previous Year 34.41 Lacs).

(b) Excise & Service Tax matters: Rs. 76.58 lacs (previous year Rs 3.24 lacs).

(c) Sales Tax Matters : RS. 53.55 Lacs (Previous year Rs 54.40 Lacs).

(d) Unexpired Capital Commitments Rs. 369 Lacs (Previous year Rs 843.75.

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

28. 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.

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

30. Rs. Nil (Previous year Gain of Rs. 0.75 Lacs) on account of exchange difference have been debited/credited and shown separately in the Profit and Loss account.

31. Assets given on lease:

a) Detail of assets given on operating lease:

Class of assets	Gross carrying amount	Depreciation charged during the year	Accumulated depreciation as on 30.06.13
Packing & filling Machines	78907	2507	43181

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.

32. Earning per share:

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

Particular	Current Year	Previous year
Profit / (-) Loss for the year (Rs.)	**89813**	(40336)
Less : Dividend on cummulative Preference Shares (Rs.)	**0**	362
Profit / (-) Loss attributable to equity share for the period	**89813**	(40698)
Weighted average number of shares outstanding during the period	16711980	10005200
Basic EPS (Rs.)	**5.37**	(4.07)
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.

33. Auditors' Remuneration (Rs. In '000)

Particular		Current Year	Previous year
(a)	**PAYMENT TO AUDITORS (INCLUDED IN MISC. EXPENSES):**		
	Audit Fees	**112.5**	150
	Tax Audit Fee	**112.5**	125
(b)	**REMUNERATION TO WHOLE TIME DIRECTOR:**		
	Salary	**742**	0
	Allowance perquisites & other benefits	**748**	0
	Contribution of P.F. and other funds	**89**	0

34. 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 01.10.2012	94.46	25.44
B	Present Service Cost	08.53	2.75
C	Past Service cost	–	–
D	Interest Cost	05.88	1.58
E	Actuarial (Gain) /Loss	(5.13)	(0.80)
F	Benefits Paid	(5.96)	(2.66)
G	Present Value of Obligations as on 30th June 2013 (A+B+C+D+E)	97.79	27.92

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 01.10.2012	–	–
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 June, 2013 (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 period – Obligation	5.13	(0.80)
B	Actuarial (Gain) / Loss for the period – Plan Assets	**–**	**–**
C	Total (Gain) / Loss for the period	(5.13)	0.80
D	Actuarial (Gain) / Loss recognised in the period	(5.13)	0.80
E	Unrecognised Actuarial (Gains)/ Losses at the end of the period	**–**	**–**

iv. Expenses Recognised in the Statement of Profit & Loss (Rs. In Lacs)

	Particulars	*Gratuity Plan Unfunded*	*Leave Encashment Plan Unfunded*
A	Current Service Cost	8.53	2.75
B	Interest Cost	–	–
C	Past Service cost	5.88	1.58
D	Expected Return on plan assets	–	–
E	Net Actuarial (Gain)/ Loss recognized in the period	(5.13)	0.80
F	Expenses recognised in the Statement of Profit & Loss as on 30th June, 2013 (A+B+C+D)	09.28	05.13

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 period	97.79	27.92
B	Fair Value of Plan Assets as at the end of the period	–	–
C	Funded Status	(97.79)	(27.92)
D	Unrecognised Actuarial (Gain) / Losses	–	–
E	Net Assets/ (Liability) Recognised in the Balance Sheet	97.79	(27.92)

vi. Principle Actual Assumptions

	Particulars	*Gratuity Plan Rate*	*Leave Encashment Plan Rate*
A	Discount Rate	7.70%	7.70%
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	17.40	17.40

35 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 Period			Previous Year		
	External Sales	Other Income (Excluding Interest Income)	Total Current Period	External Sales	Other Income (Excluding Interest Income)	Total Previous Period
REVENUE :						
Carton Mfg. Division	426547	53316	479863	558,504	11,496	570,000
Machine Mfg. Division	2114743	1788	2116531	39,325	–	39,325
Unallocated			0			–
Total	**2541290**	**55104**	**2596394**	**597,829**	**11,496**	**609,325**
RESULTS :						
Segment Profit / -Loss						
Carton Mfg. Division			29699		–	12,381
Machine Mfg. Division			59671		–	22,210
Unallocated			0			–
Total			**89370**		**–**	**34,591**
Profit on sale of Fixed Assets and Investments			0		–	6,290
Interest Income			443			545
Profit / -Loss before Tax			**89813**		**–**	**40,336**
Income Tax			0			–
Profit / -Loss after Tax			**89813**		**–**	**40,336**
OTHER INFORMATION :						
Segment Assets						
Carton Mfg. Division			600785			274,258
Machine Mfg. Division			99920			37,454
Unallocated			4873575			1,397,278
			5574280			**1,708,991**
Segment Liabilities						
Carton Mfg. Division			118726			183,564
Machine Mfg. Division			29456			47,894
Unallocated			1843768			1,032,450
			1991949			**1,263,908**
Capital Expenditure						
Carton Mfg. Division			19523			48,508
Machine Mfg. Division			0			5,512
Unallocated			0			–
			19523			**54,020**
Depreciation						
Carton Mfg. Division			11890			17,067
Machine Mfg. Division			982			1,517
Unallocated			421			541
			13293			**19,125**

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 were produced:

Revenue - Domestic Market	2582804	598873
Revenue - Overseas Market	13589	10452
Total	**2596393**	**609325**

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.

36. Related Party Disclosures for the year ended 30th June 2013 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 INVESTMENTS PVT LTD	
2	Key Management Personnel & their Relatives	Mr. VINOD UPPAL, Ms AARTI JAIN, Mr. PYUSH GUPTA,	Mr. SANJAY TIKU Mr. ADITYA MALHOTRA Mr. VIVEK AGGARWAL Mr. SANJIV BHASIN
3	Subsidiary	RT PACKAGING LTD	

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

S. No.	Transactions	Holding Company	Key Managerial Persons	Subsidiary
1	Share issued Including Share Premium	– (1,000,000.00)		
2	Purchase Of Goods (Finished/ Unfinished)			145,179.00 (189,122.00)
3	Sale Of Goods (Finished/ Unfinished)#			2,270.00 (1,291.00)
4	Rent Paid	- -		2,022.00 (2,676.00)
5	Purchase of Fixed Assets			**–** (17,818.00)
6	Transfer Of Expenses			9,491.00 (15,787.00)
7	Loan taken / - received back	– (5,000.00)		– –
8	Directors' Sitting Fee	– –	41,000.00 –	– –
9	Business Advance Given	– –		– (39,156.00)
	Outstanding as on 30.06.2013:			
	a) Amount Receivable	– –	– –	– (39,156.00)
	b) Amount Payable	– (5,894.00)	– –	3,830.00 –

Note : Figures in bracket represents previous year amounts.

37 Foreign currency outgo: [Rs.'000]

PARTICULARS	As at 30.06.2013	As at 30.09.2012
Travelling	**55**	**135**
Others	**45**	**32**

38 Earnings in foreign Exchange [Rs.'000]

PARTICULARS	As at 30.06.2013	As at 30.09.2012
FOB value of exports	**6453**	**8288**

39 CIF Value of Imports [Rs.'000]

PARTICULARS	As at 30.06.2013	As at 30.09.2012
On CIF basis (direct imports):		
Spare Parts	**0**	**891**
Plant & Machinery incl advance for machine	**0**	**15632**

40 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 30.06.2013	As at 30.09.2012
Future Minimum lease payments obligation on non-cancellable operating leases		
Not later than one year	**9240**	9348
Later than one year but not later than five years	**40**	64
Later than five years	**0**	0
Lease paymets recognised in statement of Profit and Loss	**7011**	9671

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 30.06.2013	As at 30.09.2012
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**	1404
Later than five years	**0**	0
Lease income recognised in statement of Profit and Loss	**1788**	2870

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 30.06.2013	As at 30.09.2012
Future Minimum lease payments obligation on non-cancellable operating leases		
Not later than one year	**0**	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	**0**	2439

41 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.

42 a) The financial statements for the period ended 30.06.2013 has been prepared for Nine months. So the previous year figures which are for twelve months are not comparable.

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 42 inclusive

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

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

Sd/-
PANKAJ MAHENDRU
Company Secretary

Sd/-
AJAY KUMAR
DGM (Accounts)

Sd/-
VINOD UPPAL
Director

Sd/-
SAGATO MUKERJI
Director

Place : New Delhi
Dated : 29th August, 2013

CONSOLIDATED FINANCIAL STATEMENTS
of
ROLLATAINERS LIMITED
and its
SUBSIDIARY

STATEMENT PURSUANT TO SECTION 212 OF COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANIES

1	Name of Subsidiary	:	RT Packaging Limited
2	Date from which it became Subsidiary	:	03rd June, 2013
3	Financial year of the Subsidiary ended on	:	30.06.2013
4	Shares of the Subsidiary Held by Rollatainers Limited paid up	:	22499900 Equity Shares of Rs.10/- each fully
	a Extent of Holding	:	90%
5	Net Aggregate Profit/loss for the current period	:	Rs 16.89 Lacs Since 03rd June 2013
6	Net Aggregate profit or losses for the previous Financial years since becoming Subsidiary so far as it concerns the Members of the holding Company dealt with or provided for the holding Company	:	Since it is the first year of becoming subsdiary, therefore, this clause is not applicable
7	Net Aggregate amount received as dividends for previous financial years since becoming subsidiary dealt with in account of Holding Company in the Financial year	:	Not Applicable Since it is the first year of becoming subsidiary

Financial Summary Relating to Subsidiary Companies As At 30th June 2013

[Rs.' 000]

S. No.	Name of Subsidiary Company	Reporting Currency	Exchange Rate	Capital	Reserves	Total Assets	Total Liabilities	Invest-ments	Turnover	Profit before Tax	Provision for Tax	Profit after Tax	Proposed Dividend
1	RT Packaging Ltd	INR	NA	280,007.00	(117,441.00)	738,326.00	738,326.00	–	1,295,829.00	78,846.00	–	78,846.00	0%

Note: The Balance Sheet , Profit & Loss Acccount, Directors' Report and Auditors' Report of the subsidiaries are not being attached in view of exemption granted by Ministry of Companys' Affairs, Govt. of India, New Delhi vide its approval letter No.47 /575/2010 CL-III Dated 26-08-2010. The said annual accounts of the subsidiaries companies and the related detailed information will be made available to the holding & subsidiary Company's investors seeking such information at any point of time (during the business hours).The annual accounts of the subsidiary companies will also be kept for inspection by any investor at the corporate office of the Company/ subsidiary Company.
In terms of our report of even date attached

For and on behalf of the Board
For Manoj Mohan & Associates
Chartered Accountants
Firm Registration No. 009195C

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

Sd/-
PANKAJ MAHENDRU
Company Secretary

Sd/-
AJAY KUMAR
DGM (Accounts)

Sd/-
VINOD UPPAL
Director

Sd/-
SAGATO MUKERJI
Wholetime Director

Place : New Delhi
Dated : 29th August, 2013

Auditors' Report on Consolidated Financial Statements

The Member of
Rollatainers Limited,
Dharuhera

1. We have Audited the attached Consolidated Balance Sheet of Rollatainers Limited and its Subsidiary viz. RT Packaging Ltd as at 30th June 2013, the Consolidated Profit and Loss Account and the Consolidated Cash Flow Statement for the Nine month period 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.

2. We conducted aforesaid audits in accordance with auditing standards generally accepted in India. 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.

3. We report that consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard (AS) 21), on consolidated financial statements, issued by the Institute of Chartered Accountants of India.

4. In our opinion and to the best of our information and according to the explanations given to us, the said consolidated financial statements give a true & fair view in conformity with the accounting principles generally accepted in India:
   i. In the case of Consolidated Balance Sheet, of the State of affairs of the Rollatainers Group as at 30th June 2013;
   ii. In case of Consolidated Profit and Loss Account, of the consolidated results of operations of Rollatainers Group for the Nine month Period ended on that date; and
   iii. In the case of Consolidated Cash Flow Statement, of the consolidated cash flows of the Rollatainers Group for the Nine month period ended on that date.

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

Place : New Delhi
Dated : 29th August, 2013

(Manoj Kr. Agarwal)
Partner
Membership No. - 76980

CONSOLIDATED BALANCE SHEET AS AT 30th JUNE, 2013

[Rs.' 000]

	PARTICULARS	NOTES	AS AT 30.6.2013
I	**EQUITIES AND LIABILITIES**		
	(1) Shareholder's Funds:		
	Share Capital	2	**374130**
	Reserves & Surplus	3	**87510**
	Share application Money		**3050000**
	(2) Non-Current Liabilities		
	Long Term Borrowings	4	**1977834**
	Other Long Term Liabilities	5	**14042**
	Long Term Provisions	6	**21965**
	Minority Interest		**13261**
	(3) Current Liabilities		
	Trade Payables	7	**163985**
	Other Current Liabilites	8	**383550**
	Short Term Provisions	9	**1032**
	TOTAL		**6087309**
II	**ASSETS**		
	(1) Non-Current Assets		
	Fixed Assets		
	-Tangible Assets	10	**471865**
	-Capital Work in Progress	10	**21610**
	Non-Current Investments	11	**10**
	Long Term Loans and Advances	12	**341166**
	Deferred Tax Assets (Net)	13	**71900**
	(2) Current Assets		
	Inventories	14	**129558**
	Trade Receivables	15	**337748**
	Cash & Bank Balance	16	**177664**
	Short term Loans & Advances	17	**4533278**
	Other Current Assets	18	**2510**
	TOTAL		**6087309**
III	Significant Accounting policies and accompanying Notes forming part of financial statements.	1 TO 39	

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

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

Sd/-
PANKAJ MAHENDRU
Company Secretary

Sd/-
AJAY KUMAR
DGM (Accounts)

Sd/-
VINOD UPPAL
Director

Sd/-
SAGATO MUKERJI
Wholetime Director

Place : New Delhi
Dated : 29th August, 2013

STATEMENT OF PROFIT & LOSS FOR THE NINE MONTH PERIOD ENDED 30th JUNE, 2013

[Rs.' 000]

	PARTICULARS	NOTES		AS AT 30.6.2013
I	**REVENUE**			
	Revenue from Operations (Gross)		19	**2612509**
	Less : Excise Duty			**51958**
	Revenue from Operations (Net)			**2560551**
II	Other Income		20	**48453**
III	**Total Revenue**			**2609004**
IV	**EXPENSES**			
	Cost of Raw Material Consumed		21	**2379330**
	Change in Inventories of Finished Goods, work in progress and stock in trade		22	**(6921)**
	Employee Benefits expense		23	**62812**
	Depreciation and Amortisation	14199		
	Less : Transferred from Revaluation Reserve	423		**13776**
	Other Expense		24	**68505**
	Total Expenses			**2517502**
V	Profit/(Loss) before Exceptional & Extra-Ordinary items and tax			**91502**
VI	Exceptional items			**0**
	Profit/(Loss) before Extra-Ordinary items and tax			**91502**
VII	Extra Ordinary items		25	**0**
VII	Profit/(Loss) for the year			**91502**
	Less : Minority Interest			**169**
VIII	**Profit/(Loss) for the year Carried to Consolidated Balance Sheet**			**91333**
VIII	**Earnings per Share (In Rs.)**			
	Basic			**5.48**
	Diluted			**5.48**
	Significant Accounting policies and accompanying Notes forming part of financial statements.		1 TO 39	

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

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

Sd/-
PANKAJ MAHENDRU
Company Secretary

Sd/-
AJAY KUMAR
DGM (Accounts)

Sd/-
VINOD UPPAL
Director

Sd/-
SAGATO MUKERJI
Wholetime Director

Place : New Delhi
Dated : 29th August, 2013

CONSOLIDATED CASH FLOW STATEMENT FOR THE NINE MONTH PERIOD ENDED 30th JUNE, 2013

		Current Period
A	**CASH FLOWS FROM OPERATING ACTIVITIES**	
	NET PROFIT/(LOSS) BEFORE TAX & EXTRA ORDINARY ITEMS	91502
	ADJUSTMENTS FOR :	
	DEPRECIATION	13776
	INTEREST & DIVIDEND EARNED	(480)
	RENT RECEIVED	(187)
	OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGE	**104611**
	ADJUSTMENT FOR	
	TRADE & OTHER RECEIVABLE	(3809791)
	INVENTORIES	(15915)
	TRADE PAYABLE	(91565)
	CASH FLOW FROM OPERATIONS	**(3812660)**
	NET CASH FROM OPERATING ACTIVITIES	(3812660)
B	**CASH FLOW FROM INVESTMENTS ACTIVITIES**	
	PURCHASES OF FIXED ASSETS	(19605)
	CAPITAL ADVANCES	(29226)
	SALE OF FIXED ASSETS	1674
	INTEREST RECEIVED	480
	RENT RECEIVED	187
	DIVIDEND RECD FROM SUBSIDIARY	
	NET CASH GENERATED/(USED) IN INVESTING ACTIVITIES	(26491)
C	**CASH FLOW FROM FINANCIAL ACTIVITIES**	
	EQUITY SHARE CAPITAL ISSUED	200000
	SHARE CAPITAL ISSUE EXPENSE	(3143)
	SHARE APPLICATION MONEY	3050000
	UNSECURED LOANS	707715
	NET CASH FROM FINANCIAL ACTIVITIES	3954572
	NET INCREASE IN CASH AND CASH EQUIVALENTS	**115422**
	CASH & CASH EQUIVALENTS (OPENING)	**62242**
	CASH & CASH EQUIVALENTS (CLOSING)	**177664**

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.

3 Since this is the first year of Consolidation, Previous Year Figures has not been given

We have examined the above Consolidated Cash Flow of Rollatainers Ltd for the nine month period ended 30th June 2013 and verify that it has been derived from the audited accounts (and underlying records) of the Company reported on by us as per our report.

FOR MANOJ MOHAN & ASSOCIATES
Firm Registration No. 009195C
Chartered Accountants

MANOJ KR. AGRAWAL
(Partner)
M. No. 076980

Place : New Delhi
Date : 29th August 2013

(Vinod Uppal)
Director

(Ashish Pandit)
Director

Note 1:

CONSOLIDATED ACCOUNTING POLICIES & PRACTICES AND NOTES TO ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES & PRACTICES:

1. CONSOLIDATION OF ACCOUNTS:

a. Basis of preparation of Financial Statement:

i) The Consolidated Financial Statements are prepared in accordance with the requirements of Accounting Standard-21 on 'Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India. The Consolidated Financial Statements comprise the financial statement of the Rollatainers Limited and its Subsidiary. Reference in these notes to the 'Company' or 'Rollatainers Limited' shall mean to include Rollatainers limited or its Subsidiary consolidated in these financial statements.

ii) List of Subsidiary Companies which are included in the consolidation and the Parent Company's holding therein are as under:

	Name of the Company	Percentage of Holding	Place of Incorporation
	RT Packaging Limited	90.00% Subsidiary of Rollatainers Ltd.	India

b. Principles of Consolidation:

i) The financial statements of the Parent Company and its subsidiary compays are combined on a line-to-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting unrealised profits or losses in accordance with Accounting Standard (AS) 21- 'Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India.

ii) The financial statements of the Parent Company and its Subsidiaries have been consolidated using uniform accounting policies for like transactions and other events in similar circumstances.

iii) The excess of the share of the equity in the respective Subsidiary over and above the cost to the Parent Company of its investments in each of the Subsidiaries on the acquisition date, is recognised in the financial statements as capital reserve and carried forward in the accounts.

iv) Minority interest is presented separately from the liabilities or assets and the Equity of the Parent Shareholders in the Consolidated balance Sheet. Minority interest in the Income or Loss of the group is separately presented.

2 SHARE CAPITAL [Rs.' 000]

PARTICULARS	At at 30.06.2013
Authorised	
I. Equity Shares	
4,70,00,000 Equity shares of Rs.10 each	**470000**
Previous year 1,20,00,000 Equity share of Rs.10 each)	
II. Preference Shares	
18,00,000 Redeemable Preference Shares of	**180000**
Rs.100 each. (Previous year 13,00,000 Redeemable	
Preference Shares of Rs.100 each)	**650000**
Issued, subscribed and fully paid	
I. Equity Shares	
2,50,13,000 Equity Shares of Rs.10 each	**250130**
[Previous year 1,00,05,200 Equity shares of Rs.10 each]	
II. Preference Shares	
i a) 50,000, 10.00%, Non-Convertible Redeemable Preference Shares of Rs. 100 each Preferentially placed with WLD Investments Pvt Ltd (Redeemable in 10 Yrs.)	**5000**
b) 40,000, 10.00%, Non-Convertible Redeemable Preference Shares of Rs. 100 each Preferentially placed with WLD Investments Pvt Ltd (Redeemable in 10 Yrs.)	**4000**
c) 50,000, 10.00%, Non-Convertible Redeemable Preference Shares of Rs. 100 each Preferentially placed with WLD Investments Pvt Ltd (Redeemable in 10 Yrs.)	**5000**
ii) 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**
iii) 100000 1% Optionally Convertible Non-Cummulative Preference Shares of Rs.100 each placed with WLD Investments Pvt Ltd.	**10000**
	374130
a Reconciliation of No. of Equity Shares	
No. of Share Outstanding at the Beginning of the year	**10005200**
Add: Shares issued during the year	**15007800**
Less: Shares forfeited during the year	**0**
No. of Share Outstanding at the end of the year	**25013000**
b Reconciliation of No. of Preference Shares	
i) 10% Non-Convertoble Redeemable Preference Share No. of Share Outstanding at the Beginning of the year	**90000**

	Add: Shares issued during the year	**50000**
	Less: Shares forfeited during the year	**0**
	No. of Share Outstanding at the end of the year	**140000**

ii) 2% Redeemable, Non Cumulative, Non Convertible Preference shares

No. of Share Outstanding at the Beginning of the year	**1000000**
Add: Shares issued during the year	**0**
Less: Shares forfeited during the year	**0**
No. of Share Outstanding at the end of the year	**1000000**

iii) 1% Optionally convertible, Non Cumulative, Preference shares

No. of Share Outstanding at the Beginning of the year	**100000**
Add: Shares issued during the year	**0**
Less: Shares forfeited during the year	**0**
No. of Share Outstanding at the end of the year	**100000**

c i) Equity Shares held by Holding Company

18746040 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-Convertible Redeemable Cumulative Preference Share 1,40,000 Preference shares (Previous year 90000) 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 10,00,000 are held by WLD Investments Pvt Ltd., the holding Company.

c) 1% Optionally convertible, Non Cumulative, Preference shares 1,00,000 Preference shares (Previous year 1,00,000 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 30-06-2013**	
		No. of Shares Held	%age
1	WLD Investments Pvt Ltd (Holding Company)	18746040	74.95%

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

S. No.	Name of Share Holder	As At 30-06-2013	
		No. of Shares Held	% age
i)	**10% Non-Convertible Redeemable Cumulative Preference Share**		
	WLD Investments Pvt Ltd (Holding Company)	140000	100.00%
ii)	**2% Redeemable, Non Cumulative, Non Convertible Preference shares**		
	WLD Investments Pvt Ltd (Holding Company)	1000000	100.00%
iii)	**1% Optionally convertible, Non Cumulative, Preference shares**		
	WLD Investments Pvt Ltd (Holding Company)	100000	100.00%

f During the period, The Company has issued 15007800 Shares as Bonus Shares to the existing shareholders in the ratio of 3:2. However the Company has not issued any bonus shares in last five years.

3 RESERVES AND SURPLUS [Rs.' 000]

	PARTICULARS		At at 30.06.2013
i)	**Capital Reserve**		
	Balance Including Subsidiary	11969	
	Additions/Transfers during the Period	0	**11969**
ii)	**Capital Reserve (In persuance to Consolidation)**		**24999**
iii)	**Capital Redemption Reserve**		
	Balance	21001	
	Additions/Transfers during the Period	0	**21001**
iv)	**Revaluation Reserve**		
	Balance	28735	
	Additions/Transfers during the Period	(423)	**28312**
v)	**Share Premium**		
	Balance Excluding Miniority Interest	1099985	
	Less : Bonus shares issued	150078	
	Less : Expense on issue of Preference & Bonus shares	3143	**946764**
vi)	**General Reserve**		
	Balance as per Last Balance Sheet	162033	
	Additions/Transfers during the Period	0	**162033**
vii)	**Loss in statement of Profit and Loss Account**		
	Brought forward from previous year	(1198901)	
	Add: Profit/(Loss) for the Period	91333	**(1107568)**
	Total		**87510**

4 LONG-TERM BORROWINGS

[Rs.' 000]

PARTICULARS	At at 30.06.2013
Unsecured Loans from Corporates	**1977834**
Total	**1977834**

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 Nil (Previous year Rs 5898) is due to WLD Investments Pvt Ltd., the holding Company.

5 OTHER LONG TERM LIABILITIES

[Rs.' 000]

PARTICULARS	At at 30.06.2013
Security deposit from Customers/Contractors	**14042**

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

6 LONG TERM PROVISIONS

[Rs.' 000]

PARTICULARS	At at 30.06.2013
i) Wealth tax Provision	**13**
ii) Employee Benefit Provisions	**21952**
Total	**21965**

7 TRADE PAYABLES

[Rs.' 000]

PARTICULARS	At at 30.06.2013
Total Outstanding Due to :	
- Micro, Small and Medium Enterprises	**3030**
- Others	**160955**
Total	**163985**

(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:-
Amit Electricals, Bhatia Machine tools, S.A. Industries, M.A. Enterprises, Anandmohan Polymers, 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.' 000]

PARTICULARS		At at 30.06.2013
i)	Advances From Customers	**347745**
ii)	Other Liabiliites	**33110**
iii)	Fixed Deposits*	**2695**
	Total	**383550**

*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.' 000]

PARTICULARS		At at 30.06.2013
i)	Employee Benefit Provisions	**1032**
	Total	**1032**

10 FIXED ASSETS

[Rs.' 000]

	GROSS BLOCK				DEPRECIATION				NET BLOCK
Description of Assets	As at 01.10.2012	**Additions***	**Sales/ Adj.**	**As at 30.6.2013**	As at 01.10.2012	**For the Year**	**Sales/ Adj.**	**As at 30.6.2013**	As at 30.06.2013
TANGIBLE ASSETS :									
Lease Hold Land A	28096			**28096**	3754	213		**3967**	**24129**
Free Hold Land B	20883	10292		**31174.5** $					**31175**
Building & Roads C	35623	140977		**176600** $	21357	1011	21843	**44211**	**132389**
Plant & Machinery E	432188	242119	3023	**671284**	244559	12316	138382 **	**395257**	**276027**
Office Equipments F	6251	2652		**8903**	3650	547	2065	**6262**	**2641**
Furniture & Fixtures G	2213	5970		**8183**	1955	81	1309	**3345**	**4838**
Vehicles H	2042	706		**2748**	1771	31	280	**2082**	**666**
Sub Total	527296	402716	3023	**926989**	277046	14199	163879	**455124**	**471865**
Capital Work in Progress	8749	12861		**21610**	–	–	–	–	**21610**
TOTAL	**536045**	**415577**	**3023**	**948599**	**277046**	**14199**	**163879**	**455124**	**493475**

Notes :
* Additions in Gross Block and Depreciation Sales/Adj also includes Opening Balance of Subsidiary Company as on 03-06-2013
$ Gross Block includes the amount of revaluation of Rs. 38850
** includes amount of Rs.2898 (Gross Block) and Rs.1254 (Depreciation reserve) adjusted on account of conversion into inventories.

11 NON-CURRENT INVESTMENTS

[Rs.' 000]

PARTICULARS	At at 30.06.2013
LONG TERM, UNQUOTED	
A. NON TRADE, AT COST	
Investment in Govt Securities	
5 year National Saving Certificates (lodged with Sales Tax Deptt)	**10**
	10

12 LONG TERM LOANS AND ADVANCES

[Rs.' 000]

PARTICULARS	At at 30.06.2013
Unsecured Considered Good	
Deposit with Govt. Deptt. & Others	**12003**
Capital Advances	**44858**
Considered Doubtful	
Loans/Receivable from the Erstwhile Subsidiary Company	**284305**
	341166

13 DEFERRED TAX ASSETS (NET)

[Rs.' 000]

PARTICULARS	Opening At At 01.10.2012	Charge/(Credit) during the Period	Closing As At 30.06.2013
Fixed Assets	47800	0	47800
Deferred Tax Liabilities: (A)	**47800**	**0**	**47800**
Unabsorbed Depreciation#	93700	0	93700
Unabsorbed Business Losses$	26000	0	26000
Deferred Tax Assets: (B)	**119700**	**0**	**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	At at 30.06.2013
(As per inventory taken, valued and certified by the management)	
Raw Material	**72467**
Stores & Spares	**6588**
Packing Materia	**2693**
Plates & Dies	**6466**
Work-in-Process	**35129**
Finished Goods	**4916**
Production Scrap	**319**
Trading Stock	**980**
	129558

15 TRADE RECEIVABLES

[Rs.' 000]

PARTICULARS	At at 30.06.2013
(Unsecured, considered good unless stated otherwise)	
- Debts due for a period exceeding 6 months	**15908**
- Other debts	**321840**
	337748

16 CASH AND BANK BALANCE

[Rs.' 000]

PARTICULARS	At at 30.06.2013
Cash in hand	**856**
Balance with Scheduled Banks	
- Current Accounts	**173967**
- Fixed Deposits held as margin against Bank Guarantees	**2841**
	177664

17 SHORT TERM LOANS AND ADVANCES (Unsecured considered good unless stated otherwise)

[Rs.' 000]

PARTICULARS	At at 30.06.2013
Advances (recoverable in cash or in kind or for value to be received)	**4516223**
Pre-Paid Expense	**1350**
Loans to employees	**2025**
Balance with Excise Authorities	**9354**
Tax deducted at source	**4326**
	4533278

18 OTHER CURRENT ASSETS

[Rs.' 000]

PARTICULARS	At at 30.06.2013
A Considered Good	
Insurance Claims	**10**
Sales Tax Refunds	**2500**
	2510

19 REVENUE FROM OPERATIONS

[Rs.' 000]

PARTICULARS		At at 30.06.2013
a) Sale of Product*		
Sale Local	2589247	
Sale Export	15252	**2604499**
b) Sale of Services		
Machine Hire Charges		**1788**
c) Sale of Scrap		**6222**
		2612509

*Sale of Product includes sale of trading goods also.

Sale of Product	
- Sale of Cartons	**489886**
- Sale of Machines	**2114613**
	2604499

20 OTHER INCOME

[Rs.' 000]

PARTICULARS	At at 30.06.2013
- Interest Income	
On Fixed Deposit	**480**
- Miscellaneous Balances Written Back	**47973**
	48453

21 COST OF RAW MATERIAL CONSUMED*

[Rs.' 000]

PARTICULARS	At at 30.06.2013
Stock at the beginning of the year	**65552**
Purchases	**2386245**
	2451797
Less: Stock at the end of the year	**72467**
	2379330

a	Material and Components Consumed	
i)	Duplex Board	**155675**
ii)	Inks, Coating, Adhesive & Printing Material	**32307**
iii)	Liner material	**104241**
iv)	Chemicals,Machine Components & others *	**2087107**
	Total	**2379330**

*Cost of Raw Material Consumed Includes cost of goods traded-in

b	Value of Imported and indegeneous Raw Materials consumed		**As At 30-06-2013**
	Raw Material:		
	Imported	**0**	0.00%
	Indigeneous	**2379330**	100.00%
		2379330	100.00%

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

[Rs.' 000]

PARTICULARS	**At at 30.06.2013**
CLOSING STOCK AS ON 30-06-2013	
Work-in-Process/Semi Finished Goods	**35129**
Finished Goods	**4916**
Production Scrap	**319**
	40364
OPENING STOCK AS ON 01-10-2012	
Work-in-Process/Semi Finished Goods	**30206**
Finished Goods	**3024**
Production Scrap	**213**
	33443
NET (-) INCREASE/ DECREASE	**(6921)**

23 EMPLOYEES BENEFIT EXPENSES

[Rs.' 000]

PARTICULARS	**At at 30.06.2013**
Salary, Wages and Bonus	**54956**
Contribution to Provident Fund and other funds	**3713**
Employee Welfare Expenses	**4143**
	62812

24 OTHER EXPENSES

[Rs.' 000]

PARTICULARS	At at 30.06.2013
Stores & Spares Consumed	**13070**
Packing Material Consumed	**10791**
Processing Charges	**1710**
Power & Fuel	**11954**
Donation	**11**
Freight	**(1688)**
Rent	**7041**
Rates & Taxes	**410**
Repairs & Maintenance:	
Plant & Machinery	**1574**
Building	**193**
Others	**1017**
Insurance	**390**
Legal & Professional	**2687**
Travelling & Conveyance	**5285**
Miscellaneous Expenses	**12611**
Auditors' Remuneration	**225**
Cash Discount	**114**
Bank Charges	**35**
Security Charges	**1075**
Total	**68505**

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

		As At 30-06-2013
Stores, Spares Parts & Components		
Imported	0	0.00%
Indigeneous	13070	100.00%
	13070	100.00%

25 EXTRA ORDINARY ITEMS

PARTICULARS	At at 30.06.2013
Profit/(Loss) on Sale of Fixed Assets	**0**
Profit/(Loss) on sale of Investments	**0**
Total	**0**

NOTES TO ACCOUNTS:

26. Contingent Liabilities:

i) a) Outstanding Bank Guarantee Rs. 25.18 Lacs

b) Excise matters: Rs. 144.05 Lacs

c) Sales Tax Matters: Rs. 91.87 Lacs.

d) Un expired Capital Commitments : Rs. 369 Lacs

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

28. 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.

29. Assets given on lease:

a) Detail of assets given on lease : (Rs. '000)

Class of assets	Gross carrying amount	Depreciation charged during the Year	Accumulated depreciation as at 30.06.13
Packing & filling Machines	78907	2507	43181

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

Rollatainers Limited has leased out Fully Automatic Packaging Machines under the operating lease agreements. The main lessees are Hindustan Lever Limited and Dabur India Limited.

30. Earning per share:

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

a) Basic: (Rs. In '000)

Profit/ (-) Loss for the year (Rs.)		**91502**
Profit/ (-) Loss attributable to equity share for the year	**(A)**	**91502**
Weighted average number of shares outstanding during the year	(B)	16711.98
Basic EPS (Rs.)	(A/B)	5.48
Diluted EPS (Rs.)		5.48
Nominal value per equity share		10

31. Payment to Auditors (Rs. In '000)

	Current Year
[a] **PAYMENT TO AUDITORS (INCLUDED IN MISC. EXPENSES)**	
Audit Fees	187.5
Tax Audit Fee	187.5
[b] **REMUNERATION TO EXECUTIVE DIRECTOR:**	
Salary	742
Allowance perquisites & other benefits	748
Contribution to P.F. and other funds	89

Note: As no commission has been paid to the Executive Director during the period, computation under Section 349 has not been made.

32 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 and Flexible 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

	Current Period		
Particulars	**External Sales (Excluding Interest Income)**	**Other Income Period**	**Total Current**
REVENUE :			
Carton and Flexibles Mfg. Division	489756	54195	543951
Machine Mfg. Division	2114743	1788	2116531
Unallocated			0
Total	**2604499**	**55984**	**2660483**
RESULTS :			
Segment Profit /-Loss			
Carton Mfg. Division			31352
Machine Mfg. Division			59671
Unallocated			0
Total			**91023**
Profit on sale of Fixed Assets and Investments			0
Interest Income			480
Profit / -Loss before Tax			**91502**
Income Tax			0
Profit / -Loss after Tax			**91502**
OTHER INFORMATION :			
Segment Assets			
Carton Mfg. Division			1113812
Machine Mfg. Division			99920
Unallocated			4873575
			6087306
Segment Liabilities			
Carton Mfg. Division			689185
Machine Mfg. Division			29456
Unallocated			1843768
			2562409
Capital Expenditure			
Carton Mfg. Division			415577
Machine Mfg. Division			0
Unallocated			0
			415577
Depreciation			
Carton Mfg. Division			12796
Machine Mfg. Division			982
Unallocated			421
			14199

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 were produced:

Revenue - Domestic Market	2646894
Revenue - Overseas Market	13589
Total	**2660483**

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.

33. Related Party Disclosures for the year ended 30th June 2013 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 INVESTMENTS PVT LTD	
2	Key Management Personnel & their Relatives	Mr. VINOD UPPAL,	Mr. SANJAY TIKU
		Ms AARTI JAIN,	Mr. ADITYA MALHOTRA
		Mr. PYUSH GUPTA,	Mr. VIVEK AGGARWAL
		Mr. SANJIV BHASIN	

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

S. No.	Transactions	Holding Company	Key Managerial
1	Director Sitting Fee		41,000.00
	Outstanding as on 30.06.2013:		
	a) Amount Receivable/Payable	–	–

34 Foreign currency outgo:

PARTICULARS	At at 30.06.2013
Travelling	**55**
Others	**45**

35 Earnings in foreign Exchange

PARTICULARS	At at 30.06.2013
FOB value of exports	**6453**

36 CIF Value of Imports

PARTICULARS	At at 30.06.2013
On CIF basis (direct imports):	
Spare Parts	**0**
Plant & Machinery incl advance for machine	**0**

37 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 :

	As at 30-06-2013
Future Minimum lease payments obligation on non-cancellable operating leases	
Not later than one year	**9578**
Later than one year but not later than five years	**490**
Later than five years	**0**
Lease paymets recognised in statement of Profit and Loss	**7461**

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:

	As at 30-06-2013
Future Minimum lease payments obligation on non-cancellable operating leases	
Not later than one year	**1961**
Later than one year but not later than five years	**1404**
Later than five years	**0**
Lease income recognised in statement of Profit and Loss	**1788**

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:

	As at 30-06-2013
Future Minimum lease payments obligation on non-cancellable operating leases	
Not later than one year	**2400**
Later than one year but not later than five years	**7200**
Later than five years	**0**
Lease income recognised in statement of Profit and Loss	**2400**

38 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.

39 **a)** RT Packaging Ltd has become subsidiary of Rollatainers Ltd on 03.06.2013. Since it is first year of Consolidation, previous year figures have not been given.

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 39 inclusive

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

Sd/-	Sd/-	Sd/-
(M. K. AGARWAL)	**PANKAJ MAHENDRU**	**AJAY KUMAR**
Partner	Company Secretary	DGM (Accounts)
(Membership No. 76980)		
	Sd/-	Sd/-
Place : New Delhi	**VINOD UPPAL**	**SAGATO MUKERJI**
Dated : 29th August, 2013	Director	Wholetime Director

ROLLATAINERS
EMERGING EVERYDAY

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 42nd Annual General Meeting of the Company to be held on Monday the 30th day of December, 2013 at 9.30 a.m. and at any adjournment thereof.

Signed this _____ day of _____ 2013.

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) _____

- - - -

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