

NOTICE

NOTICE is hereby given that the 49th Annual General Meeting of the members of Rollatainers Limited will be held on Thursday, i.e. 30th day of September, 2021 at 05:30 p.m. through Video Conferencing (VC)/ Other Audio Visual means (OAVM)

ORDINARY BUSINESS(ES):-

ITEM NO. 01 (a): TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020 TOGETHER WITH THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON.

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for Financial Year ended 31st March 2020 together with the Reports of Board of Directors and Auditors thereon laid before the meeting be and are hereby considered and adopted."

ITEM NO. 01 (b): TO RECEIVE, CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020 TOGETHER WITH THE REPORT OF AUDITORS THEREON.

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

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for Financial Year ended 31st March 2020 together with the Reports of Auditors thereon laid before the meeting be and are hereby considered and adopted."

ITEM NO. 02: APPROVAL FOR APPOINTMENT OF M/S SHUKLA GUPTA & ARORA, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), **M/s Shukla Gupta & Arora, Practising Chartered Accountants, (Firm Registration No.: 027335N)** be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation given by M/s. Raj Gupta & Co., Practising Chartered Accountants (FRN: 000203N) to hold office until the conclusion of the next Annual General Meeting.

RESOLVED FURTHER THAT any Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 3: APPROVAL FOR APPOINTMENT OF MRS. AARTI JAIN (DIN: 00143244) AS DIRECTOR, WHO IS LIABLE TO RETIRE BY ROTATION AND OFFERS HERSELF FOR RE-APPOINTMENT

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

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

SPECIAL BUSINESS(ES):

ITEM NO. 04: TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. BRAJINDAR MOHAN SINGH (DIN: 02143830) AS NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including

any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Brajindar Mohan Singh (DIN: 02143830)**, Non – Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for the second term of five consecutive years with effect from 01st April 2020 to 31st March 2025 and whose office shall not be liable to retire by rotation”

RESOLVED FURTHER THAT any Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 05: TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTION(S) ENTERED WITH THE COMPANY FOR THE FINANCIAL YEAR 2020-21

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of the Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the Company be and is hereby accorded to the Board of Directors, to enter into contracts / arrangements / transactions for the financial year 2020-21 with WLD Investments Private Limited (Holding Company), Boutonniere Hospitality Pvt Ltd & R T Packaging Ltd. (Subsidiary Companies), & Rollatainers Toyo Machine Private Limited (Associate/Joint Venture) and a ‘Related Party’ as defined under Section 2 (76) of the Companies Act, 2013, in manner and for the maximum amounts per annum, as mentioned below:

(Amount in Crores)

MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR FINANCIAL YEAR 2020-21						
	Transactions defined u/s 188(1) of Companies Act, 2013					
	Sale or Supply of any goods materials	Purchase or otherwise buying materials / property of any kind	Loan (With Interest)	Technical Consultancy Fees	Leasing of Property	Office or place of profit in the company
NAME OF RELATED PARTY						
Subsidiaries/Associates/Joint Ventures						
Boutonniere Hospitality Pvt Ltd (Formerly Known as Carnation Hospitality Pvt Ltd) - Subsidiary	100	100	100	100	100	100
R T Packaging Ltd. - Subsidiary	100	100	100	100	100	100
Rollatainers Toyo Machine Private Limited - (Associate / Joint Venture)	100	100	100	100	100	100
Holding Company						
WLD Investments Pvt. Ltd.	100	100	100	100	100	100

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

ITEM NO.6: TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. AMIT GUPTA (DIN: 07085538) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) hereinafter known as "Listing Regulations" , **Mr. Amit Gupta (DIN: 07085538)** was appointed as an Additional Non Executive Independent Director w.e.f. September 15th 2020 to hold office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible for appointment be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from September 15th, 2020 to September 14th, 2025 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO.7: TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. ANUPAM JAIN (DIN: 08968875) AS NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) hereinafter known as "Listing Regulations", **Mr. Anupam Jain (DIN: (DIN: 08968875)** was appointed as an Additional Non- Executive Independent Director w.e.f. November 23rd 2020 to hold office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible for appointment be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from November 23rd, 2020 to November 22nd, 2025 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 8: SERVICE DELIVERY OF DOCUMENTS OF THE COMPANY BY POST OR BY REGISTERED POST OR BY SPEED POST OR BY COURIER OR BY SUCH ELECTRONIC OR ANY OTHER MODE AS PRESCRIBED

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

"RESOLVED THAT pursuant to the provisions of Section 20 of Companies Act, 2013 and all other applicable provisions, if any, made therein, the consent of the members be and is hereby accorded for service delivery of document(s) to member(s) of the Company by post or by registered post or by speed post or by courier, or by such electronic or other mode as prescribed / may be prescribed under the Act, from time to time.

RESOLVED FURTHER THAT upon request of member(s) for delivery of any document(s) through a particular mode of delivery, the Company do serve / deliver document(s) to such member(s) through that particular mode and / or charge such fees which shall not be more than the amount charged to the Company by the Department of Post or the Service Provider(s) including related handling charges, if any, to deliver the documents in a particular mode and that the fees so charged shall be paid by the member to the Company in ten days advance.

RESOLVED FURTHER THAT any Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

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

**Place : New Delhi
Date : 23rd November, 2020**

**Aarti Jain
DIN: 00143244
(Chairperson)**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special business(es) under Item Nos. 4, 5, 6,7 and 8 and the relevant details of the Statutory Auditors appointed under Item No. 2 pursuant to SEBI(LODR), 2015 is annexed hereto.
2. Considering the present COVID -19 pandemic the Ministry of Corporate Affairs (MCA) vide its Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 33/2020 dated April 08, 2020 and Circular No. 02/2021 dated January 13th, 2021and SEBI vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 (hereinafter, collectively referred to as the 'the Circulars'). Permitted the holding of the Annual General Meeting ("AGM") of the Company through Video Conferencing (VC) or Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Circulars as mentioned above, the 49th AGM of the Company is being held through VC / OAVM.
3. In compliance with the aforesaid MCA Circulars, Notice of the 49th AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website at <https://www.rollatainers.in/investors.php> and on websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The 49th AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
4. **Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.** The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of AGM.
5. **THE AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
6. Pursuant to Section 113 of the Act, Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting, to the Company email ID or upload it on the e-voting portal.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding),

Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. The Notice of the Annual General Meeting is also uploaded on the website of the Company (<https://www.rollatainers.in/investors.php>). The Annual General Meeting Notice is being sent to all the members; whose names appear in the Register of Members as on **03rd September 2021**.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agents, M/s. Beetal Financial & Computer Services Private Limited. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and M/s. Beetal Financial & Computer Services Private Limited.
11. In case you are holding Company's Shares in physical form, please inform Company's RTA viz, M/s. Beetal Financial & Computer Services Private Limited at Beetal House, 3rd Floor, 99, Madangir, Behind, LSC, New Delhi-110062 by enclosing a photocopy of blank cancelled cheque of your bank account.
12. The Register of Members and Share Transfer Books of the Company shall remain closed during the book closure period i.e **from Friday, 24th September, 2021 to Thursday, 30th September, 2021 (both days inclusive)**.
13. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
14. In accordance with the Companies Act, 2013 read with the Rules and in support of the 'Green Initiative in Corporate Governance' the Annual Reports are sent by electronic mode to those members whose shareholding is in dematerialised format and whose email ids are registered with the Depository for communication purposes. The members holding shares in physical form and who have not registered their email ID are requested to register their email ID addresses with the Company's Registrars and Share Transfer Agents (RTA) i.e., M/s Beetal Financial & Computer Services Private Limited.
15. The members who wish to vote on the day of the Meeting can do the same through e-voting on the day of the Meeting by logging in through CDSL Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. **SEBI VIDE ITS CIRCULAR, WITH A VIEW TO PROTECT THE INTEREST OF THE SHAREHOLDERS, HAS MANDATED TO ALL THE MEMBERS WHO HOLD SECURITIES OF THE COMPANY IN PHYSICAL FORM, TO FURNISH TO THE COMPANY / ITS REGISTRAR AND TRANSFER AGENT, THE DETAILS OF THEIR VALID PERMANENT ACCOUNT NUMBER (PAN) AND BANK ACCOUNT. TO SUPPORT THE SEBI'S INITIATIVE, THE MEMBERS ARE REQUESTED TO FURNISH THE DETAILS OF PAN AND BANK ACCOUNT TO THE COMPANY OR RTA. MEMBERS ARE REQUESTED TO SEND COPY OF PAN CARD OF ALL THE HOLDERS; AND ORIGINAL CANCELLED CHEQUE LEAF WITH NAMES OF SHAREHOLDERS OR BANK PASSBOOK SHOWING NAMES OF MEMBERS, DULY ATTESTED BY AN AUTHORISED BANK OFFICIAL.**
17. **TO BE NOTIFIED BY SEBI, SECURITIES OF LISTED COMPANIES WOULD BE TRANSFERRED IN DEMATERIALISED FORM ONLY, FROM A CUT-OFF DATE. IN VIEW OF THE SAME MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONSIDER CONVERTING THEIR HOLDINGS TO**

DEMATERIALIZED FORM TO ELIMINATE ALL RISKS ASSOCIATED WITH PHYSICAL SHARES AND FOR EASE OF PORTFOLIO MANAGEMENT. MEMBERS CAN CONTACT THE COMPANY'S RTA FOR ASSISTANCE IN THIS REGARD.

- 18.** The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
- 19.** The revised SS-1 and SS-2 shall be applicable to all the companies (except the exempted class of companies) w.e.f. 1st October, 2017 and accordingly all Board Meetings (including meetings of committees of Board) and General Meetings in respect of which Notices are issued on or after 1st October, 2017 need to comply with the revised SS-1 and SS-2. The existing SS-1 and SS-2 will be applicable to the Board Meetings and General Meetings held on or before 30th September, 2017.
- 20.** The Company has appointed **M/s S. Khurana & Associates, Practicing Company Secretary (COP-13212)** to act as the Scrutinizer for conducting the e-voting process/ ballot process in a fair and transparent manner.
- 21.** The Scrutinizer, after scrutinising the votes cast at the meeting through remote e-voting and during AGM will, with two(2) working days from the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.rollatainers.in/investors.php. and on the website of CDSL www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
- 22.** The voting result will be announced by the Chairman or any other person authorized by him within two working days of the AGM.
- 23.** Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM. The details of the Directors seeking re-appointment at the Annual General Meeting are provided in **Annexure-I** of this Notice. The Company has received the necessary consents/declarations for the Appointment/re-appointment under the Companies Act, 2013 and the rules thereunder.
- 24.** The Statutory Auditors of the Company, M/s Raj Gupta & Co., Practising Chartered Accountants (Firm Registration No. 000203N), gave their resignation with effect from 14th August 2020 and to fill the casual vacancy caused due to resignation of M/s Raj Gupta & Co, Chartered Accountants (Firm Registration No.: 000203N) , **M/s Shukla Gupta & Arora, Practising Chartered Accountants, (Firm Registration No. : 027335N)** was appointed as Statutory Auditor of the Company with effect from 15th September 2020 to hold office until the conclusion of the next Annual General Meeting.
- 25.** In case of any queries, members may write to cs.rollatainers@gmail.com to receive an email response.
- 26.** Members are eligible to cast vote electronically only if they are holding shares as on **23rd September, 2021, being the cut-off date.**
- 27.** Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the **e-voting period commences on Monday, 27th September, 2021 (9:00 a.m. IST) and ends on Wednesday, 29th September, 2021 (5:00 p.m. IST).** During this period, members holding shares either in physical or dematerialized form, as on the cut-off date, i.e. **September 23rd, 2021** may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. **23rd September, 2021.** E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
- 28. Voting through electronic means (e-voting):** Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the

Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their right to vote electronically through electronic voting (e-voting) service facility provided/made available by the Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper will also be made available at the venue of the Annual General Meeting (AGM) and the members who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the said AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be allowed to vote again. The instructions for e-voting are annexed to the Notice. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote. Since the resolutions set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on show of hands at the AGM in terms of Section 107 of the Companies Act, 2013.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on **Monday, September 27th 2021 (9:00 a.m. IST) and will end on Wednesday, September 29th 2021 (5:00 p.m. IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Thursday, 19th August 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote on the date of meeting.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest at https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option

	<p>for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are

required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs.rolltainers@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting can send their queries/suggestions on Company e-mailid (i.e. cs.rollatainers@gmail.com). These queries will be replied to by the company suitably by email.
8. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

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

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

EXPLANATORY STATEMENT

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

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the special business mentioned under Item No. 4, 5, 6,7 & 8 and the relevant details of the Statutory Auditors appointed under Item No. 2 pursuant to SEBI(LODR),2015 of the accompanying Notice:

Item No. 2: Approval for appointment of M/s Shukla Gupta & Arora, Chartered Accountants as Statutory Auditors of the Company

M/s. Raj Gupta & Co., Practising Chartered Accountants, (FRN: 000203N) were appointed as Statutory Auditors of the Company by the shareholders in the 46th Annual General Meeting(AGM) of the Company held on September 27th, 2017 for a period of five years commencing from the conclusion of 46th AGM till the conclusion of the 51st AGM of the Company.

However, due to its preoccupation engagements M/s Raj Gupta & Co., Practising Chartered Accountants, (FRN: 000203N) have resigned as of the Statutory Auditors of the Company with effect from 14th August 2020. This has resulted into Casual Vacancy in the office of Statutory Auditors of the Company as stipulated by section 139(8) of Companies Act 2013 ("The Act"). The Casual Vacancy caused by the resignation of the Auditors needs to be filled by the Board subject to the approval of the members of the Company.

In View of the above, on the recommendation of Audit Committee, subject to the approval of members of the company, Board of Directors of the Company have appointed **M/s. Shukla Gupta & Arora, Practising Chartered Accountants (FRN : 027335N)** as the Statutory Auditors of the Company subject to the approval of members.

M/s. Shukla Gupta & Arora, Practising Chartered Accountants (FRN: 027335N) have conveyed their consent to be appointed as Statutory Auditor of the Company along with a confirmation that their appointment, if made, would be within the limits prescribed under Companies Act 2013.

M/s. Shukla Gupta & Arora, Practising Chartered Accountants (FRN: 027335N) would be appointed as Statutory Auditor of the Company and shall hold office as the Statutory Auditor of the Company until the conclusion of the next Annual General Meeting.

Relevant details of where the statutory auditor(s) is/are proposed to be appointed/re-appointed as required by Regulation 36(5) of SEBI (LODR) Regulations, 2015 are provided here under:

- (a) Proposed fees payable to the statutory auditor(s): Annual Statutory Fees of Rs. 3,00,000/- (excluding Goods and Service Tax as applicable and other pocket expenses).
- (b) Terms of appointment: **M/s. Shukla Gupta & Arora, Practising Chartered Accountants (having Firm Registration No.: 027335N)** appointed to hold office from the conclusion of this Annual General Meeting ('AGM') until the conclusion of the next AGM.
- (c) In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: There is no material change in the fees payable to the new auditor from that paid to the outgoing auditor
- (d) Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed: **M/s. Shukla Gupta & Arora**, a Chartered Accountants firm, based in India is rendering professional services since year 2008 and having an expertise in providing Auditing, finance, legal, taxation, assurance & regulatory services focusing on business excellence. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 2 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.2 of the Notice.

Item No. 4: Approval for re-appointment of Mr. Brajindar Mohan Singh (DIN: 02143830) as Non-Executive Independent Director of the Company

Based on the recommendation of Nomination and Remuneration Committee, The Board of Directors proposed to reappoint **Mr. Brajindar Mohan Singh (DIN: 02143830)** as Non- Executive Independent Director of the Company,

not liable to retire by rotation for a second term of five consecutive years, subject to the approval of the members.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders of the Company.

The Company has also received declaration from **Mr. Brajindar Mohan Singh (DIN: 02143830)** that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5: To consider and approve for Related Party Transaction(s) entered with the Company for the Financial Year 2020-21.

The provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, governs the related party transactions, requiring a Company to obtain prior approval of the Board of Directors and in case the sum of transaction exceeds the limits as prescribed in Rule 15 of the Companies (Meetings of Board and its Powers) Amendment Rules 2015, the prior approval of members by way of a Ordinary Resolution is required.

All the prescribed disclosures required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of the Board and its Power) Rules, 2014 are set out at Item No. 5 for the kind perusal of members.

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

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

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

Item No. 6: To Consider and Approve the appointment of Mr. Amit Gupta (DIN: 07085538) as Non-Executive Independent director of the Company

Mr. Amit Gupta (DIN: 07085538) was appointed as an Additional Director in the category of Independent Director by the Board on September 15th, 2020, based on the recommendation of Nomination and Remuneration Committee, pursuant to the provisions of Section 161 of the Companies Act, 2013, who shall hold the office up to this Annual General Meeting. The appointment was made for a period of 5 years, subject to approval of the shareholders at the Annual General Meeting.

Mr. Amit Gupta is a member of the Institute of Chartered Accountants of India (ICAI) and B. Com (H) from Delhi University. He is having post-qualification experience of over 19 years in handling Tax & Regulatory matters with a unique combination of working in three of the four large consulting firms as well as in multinational IT Company.

In the opinion of the Board, Mr. Amit Gupta fulfils the conditions specified in the Act and the Rules made thereunder

for appointment as Independent Director and he is independent from the management.

Your Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment of Mr. Amit Gupta as an Independent Director of the Company.

The Company has also received a declaration from Mr. Amit Gupta confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Company has received a declaration in prescribed Form DIR-8 stating that he is eligible for appointment as a director of the Company and has not been disqualified pursuant to the provision of Section 164(2) of the Companies Act, 2013.

The Company has received consent from Mr. Amit Gupta to act as Director of the Company in Form DIR-2, pursuant to Section 152(2) and Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and obtained a declaration confirming independence under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Amit Gupta fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations.

Except Mr. Amit Gupta, None of Directors and Key Managerial Personnel or the relatives of the Directors or Key Managerial Personnel is any way concerned or interested in the said resolution.

Your directors therefore, recommended the passing of the resolution proposed at the Agenda No. 06 of the Notice.

Item No. 7: To Consider and Approve the appointment of Mr. Anupam Jain (DIN: 08968875) as Non-Executive Independent director of the Company

Mr. Anupam Jain (DIN: 08968875) was appointed as an Additional Director in the category of Independent Director by the Board on November 23rd, 2020, based on the recommendation of Nomination and Remuneration Committee, pursuant to the provisions of Section 161 of the Companies Act, 2013, who shall hold the office up to this Annual General Meeting. The appointment was made for a period of 5 years, subject to approval of the shareholders at the Annual General Meeting.

Mr. Anupam Jain is a member of the Institute of Chartered Accountants of India (ICAI) and also possesses the professional qualification of LLB. He is having post-qualification experience of over 18 years, with specialization in corporate tax (International & Domestic), managing other facets of compliance, litigation and advisory to clients across various sectors with a unique combination of working in all the Big Four Accounting firms (like EY, PwC, KPMG). He has short international exposure with GT Canada as well.

In the opinion of the Board, Mr. Anupam Jain fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is independent from the management.

Your Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment of Mr. Anupam Jain as an Independent Director of the Company.

The Company has also received a declaration from Mr. Anupam Jain confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Company has received a declaration in prescribed Form DIR-8 stating that he is eligible for appointment as a director of the Company and has not been disqualified pursuant to the provision of Section 164(2) of the Companies Act, 2013.

The Company has received consent from Mr. Anupam Jain to act as Director of the Company in Form DIR-2, pursuant to Section 152(2) and Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and obtained a declaration confirming independence under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Anupam Jain fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations.

Except Mr. Anupam Jain, None of Directors and Key Managerial Personnel or the relatives of the Directors or Key Managerial Personnel is any way concerned or interested in the said resolution.

Your directors therefore, recommended the passing of the resolution proposed at the Agenda No. 07 of the Notice.

Item No. 8 Service delivery of documents of the company by post or by registered post or by speed post or by courier or by such electronic or any other mode as prescribed

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting.

Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting; the Board accordingly recommends the Ordinary Resolution set out at Item No. 8 of the accompanying notice, for the approval by the members of the Company.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the resolution.

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

**Place : New Delhi
Date : 23rd November, 2020**

**Aarti Jain
DIN: 00143244
(Chairperson)**

Annexure-I

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

1. Name of Director	Mrs. Aarti Jain
2. Date of Birth	30-08-1972
3. Date of Appointment	10-01-2013
4. Terms & Conditions of Appointment	Appointed as Non Executive Director of the Company and liable to retire by rotation
5. Directors Identification Number	00143244
6. Age	48 years
7. Qualification	MBA (Marketing) from Manchester Business School, Post Graduate Diploma in Garment Manufacturing Technology from NIFT
8. Expertise	Finance & Marketing
9. Experience	25 years
10. No. of Listed Companies in which Directorships held including this listed entity	1 (One) ● Rollatainers Limited
11. Chairpersonship / Membership of Committees of other Listed Companies	Nil
12. Number of shares held in the Company (as at March 31, 2020)	Nil
13. Relationship Between Directors inter-se/Managers and KMPs Manager and KMPs.	No Relation
1. Name of Director	
Mr. Brajindar Mohan Singh	
2. Date of Birth	26-10-1947
3. Date of Appointment	31-03-2015
4. Terms & Conditions of Appointment	Re-appointed as Non- Executive Independent Director of the Company for a period of 5 years (Second term) and not liable to retire by rotation
5. Directors Identification Number	02143830
6. Age	73 years
7. Qualification	M.A.
8. Expertise	Taxation (Retired as Chairman of CBDT)
9. Experience	37 years

10. No. of Listed Companies in which Directorships held including this listed entity	4 (Four) <ul style="list-style-type: none"> ● Rollatainers Limited ● Anant Raj Limited ● Metalyst Forgings Limited ● Castex Technologies Limited
11. Chairpersonship / Membership of Committees of other Listed Companies	<p>Anant Raj Limited</p> <ul style="list-style-type: none"> – Audit Committee- Member – Nomination and Remuneration Committee - Member – Corporate Social Responsibility Committee - Chairperson <p>Metalyst Forgings Limited.</p> <ul style="list-style-type: none"> – Nomination and Remuneration Committee- Chairperson – Stakeholder Relationship Committee - Member – Risk Management Committee - Member – Corporate Social Responsibility Committee - Chairperson <p>Castex Technologies Limited</p> <ul style="list-style-type: none"> – Nomination and Remuneration Committee - Chairperson – Risk Management Committee - Member
12. Number of shares held in the Company (as at March 31, 2020)	Nil
13. Relationship Between Directors inter-se/Managers and KMPs Manager and KMPs.	No Relation
1. Name of Director	
1. Name of Director	Mr. Amit Gupta
2. Date of Birth	06-12-1978
3. Date of Appointment	15-09-2020
4. Terms & Conditions of Appointment	Appointed as Non- Executive Independent Director of the Company for a period of 5 years and not liable to retire by rotation
5. Directors Identification Number	07085538
6. Age	42 Years
7. Qualification	Chartered Accountants and B. Com (H) from DelhiUniversity
8. Expertise	Tax & Regulatory matters
9. Experience	19 years
10. No. of Listed Companies in which Directorships held including this listed entity	2 (Two) <ul style="list-style-type: none"> ● Rollatainers Limited ● Alliance Integrated Metaliks Limited
11. Chairpersonship / Membership of Committees of other Listed Companies	<p>Alliance Integrated Metaliks Limited.</p> <ul style="list-style-type: none"> – Audit Committee- Chairperson

	<ul style="list-style-type: none"> - Nomination and Remuneration Committee - Chairperson - Stakeholder Relationship Committee - Chairperson - Corporate Social Responsibility Committee - Chairperson
12. Number of shares held in the Company (as at March 31, 2020)	Nil
13. Relationship Between Directors inter-se/Managers and KMPs Manager and KMPs.	No Relation
1. Name of Director	
	Mr. Anupam Jain
2. Date of Birth	25-07-1977
3. Date of Appointment	23-11-2020
4. Terms & Conditions of Appointment	Appointed as Non- Executive Independent Director of the Company for a period of 5 years and not liable to retire by rotation
5. Directors Identification Number	08968875
6. Age	43 Years
7. Qualification	Chartered Accountants and LLB
8. Expertise	Corporate tax (International & Domestic), Compliance, litigation and advisory to clients across various sectors. International exposure with GT Canada as well.
9. Experience	18 years
10. No. of Listed Companies in which Directorships held including this listed entity	1 (One) ● Rollatainers Limited
11. Chairpersonship / Membership of Committees of other Listed Companies	Nil
12. Number of shares held in the Company (as at March 31, 2020)	Nil
13. Relationship Between Directors inter-se/Managers and KMPs Manager and KMPs.	No Relation