



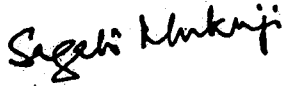
ROLLATAINERS

CIN No. L21014HR1968PLC004844

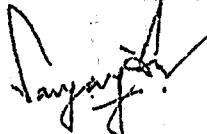
FORM A

COVERING LETTER OF THE ANNUAL AUDIT REPORT

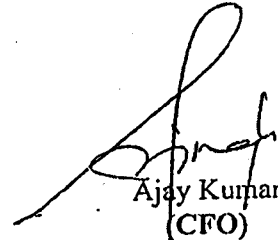
1.	Name of the Company	ROLLATAINERS LIMITED
2.	Annual Financial Statements for the year ended	30 th June, 2014
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.



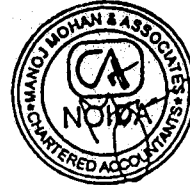
Sagato Mukerji
(Whole time Director)



Sanjay Tiku
(Chairman, Audit Committee)
DIN: 00300566



Ajay Kumar
(CFO)



M.K. Agarwal
(Auditor)
Membership No.: 76980

ROLLATAINERS LIMITED

Plot No. 73-74, Phase - III, Industrial Area, Dharuhera, Haryana - 123106
Tel. + 91-01274-243326, 242220, Web. www.rollatainers.com



ROLLATAINERS
EMERGING EVERYDAY

ROLLATAINERS LIMITED

43RD ANNUAL REPORT 2013 - 2014



ROLLAINERS

EMERGING EVERYDAY

ROLLAINERS LIMITED

CIN: L21014HR1968PLC004844

43RD ANNUAL REPORT 2013 - 2014

BOARD OF DIRECTORS

Ms. Aarti Jain	<i>Chairperson</i>
Mr. Sagato Mukerji	<i>Whole Time Director</i>
Mr. Aditya Malhotra	<i>Director</i>
Mr. Vinod Kumar Uppal	<i>Director</i>
Mr. Sanjay Tiku	<i>Director</i>
Mr. Pyush Gupta	<i>Director</i>
Mr. Vivek Kumar Agarwal	<i>Director</i>
Mr. Sanjiv Bhasin	<i>Director</i>

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.
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

NOTICE

Notice is hereby given that the **43rd ANNUAL GENERAL MEETING** of the members of **ROLLATAINERS LIMITED** will be held at the Registered Office of the Company at Plot No. 73-74, Industrial Area, Phase-III, Dharuhera, Distt. Rewari, Haryana 123106, on Friday, 26th December, 2014 at 09:30 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 30th June, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Report of the Directors and the Auditors thereon;
2. To appoint a Director in place of Ms. Aarti Jain (DIN: 00143244) who retires by rotation and being eligible, offers herself for re-appointment;
3. To appoint the Auditors of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s Manoj Mohan & Associates, Chartered Accountants (Firm Registration No. 009195C) be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Forty Sixth (46th) Annual General Meeting of the Company (subject to ratification of their appointment at every AGM), on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactments or amendments thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Pyush Gupta (DIN-03392865), Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director to hold office for five consecutive years from 26th December, 2014 upto 25th December, 2019, whose office shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactments or amendments thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Vivek Kumar Agarwal (DIN-01479902), Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 26th December, 2014 upto 25th December, 2019, whose office shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactments or amendments

thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Sanjiv Bhasin (DIN-01119788), Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 26th December, 2014 upto 25th December, 2019, whose office shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactments or amendments thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Sanjay Tiku (DIN-00300566), Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 26th December, 2014 upto 25th December, 2019, whose office shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 293(1)(d) of the Companies Act, 1956), (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee thereof) for the borrowing by the Board from time to time, subject to any restrictions imposed by the terms of the agreements as may have been entered into or may be entered into from time to time for grant of any assistance to the Company, of all moneys deemed by them to be requisite or proper for the purpose of carrying on business of the Company, so; however, that the total amount of such borrowing shall not exceed Rs. 5,000 Crore (Rupees Five Thousand Crore only) notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans, if any, obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up capital and free reserves of the Company or its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit."

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 293(1)(a) of the Companies Act, 1956) (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called "The Board" and which term shall be deemed to include any Committee, which the Board may have constituted or hereinafter constitute to exercise its powers including powers conferred by this resolution and with the power to delegate such authority to any person or persons) to mortgage or lease and/or create charge in addition to charge created/to be created by the Company, on all or any of the moveable and/or immoveable, tangible and/or intangible properties of the Company, wherever situate, both present and future, with such ranking as the Board may in its absolute discretion decide, on such terms and conditions and at such time or times or in such form and manner as it may deem fit, in favour of various financial institutions/Banks/Trustees for the Bond and/or Debenture holders etc. (hereinafter referred as "the lenders") to secure any Term Loans/Cash Credit Facilities/Debenture/Bonds or the like, obtained/to be

obtained from any of the aforesaid lenders not exceeding Rs. 5,000 Crore (Rupees Five Thousand Crore Only) together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment or on redemption, costs, charges, expenses and other moneys payable by the Company to the aforesaid lenders in term of loan agreement(s) and/or any other document(s) entered into/to be entered into between the Company and the lender(s)/agent(s)/trustee(s) in respect of the aforesaid financial facilities including bank guarantee facility.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalize with the lenders, terms and conditions, including the nature and ranking of charge and/or mortgage, documents for creation of mortgage and/or charge and to do all such acts, deeds, matters and things incidental thereto and to execute all such documents or writings as may be considered necessary for giving effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby further authorized to settle any issue relating to security/documentation etc., with the concerned lenders as may be considered appropriate by it.

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

Place : Dharuhera, Haryana
Date : 1st December, 2014

Sd/-
(Aarti Jain)
DIN: 00143244
Chairperson

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 4 to 9 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

An instrument appointing proxy, in order to be effective, must be received at the registered office of the Company not less than 48 hours before the commencement of the Annual General Meeting. Pursuant to Section 105 of the Companies Act, 2013 and Rules thereunder, a person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 22nd December, 2014 to Friday, 26th December, 2014 (both days inclusive) for the purpose of Annual General 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 upto the date of Annual General Meeting.
5. Members who hold shares in electronic mode are requested to quote their Client Id and DP Id number and those who hold shares in physical form are requested to write their Folio numbers in all correspondence with the Company/Registrar for facilitating quick disposal of the matters.
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 provided 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. M/s Beetal Financial & Computer Services (P) Ltd., are the Registrar and Share Transfer Agent (RTA) of the Company to handle transfers both in physical and electronic segments and other related matters. Shareholders are requested to address all their correspondence to the Registrar and Share Transfer Agent.
8. Members desirous of making a nomination in respect of their shareholding in the Company as under the Companies Act, 2013, are requested to send their requests in requisite form, which can be obtained from Registrar and Share Transfer Agent of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participants.
9. The Ministry of Corporate Affairs has undertaken a '**Green Initiative in Corporate Governance**' by allowing paperless compliances by the companies. In order to support the Green Initiative, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses.
10. Members may please note that Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) as the sole identification number for all persons transacting in the securities market, irrespective of the amount of such transactions. SEBI has also mandated that for securities market transaction and off/market private transaction involving transfer of shares in physical form, it shall be necessary for the transferee(s) to furnish a copy of PAN card to Company/Share Transfer Agent for registration of such transfer of shares.
11. 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.
12. This Notice is being sent to all the members through e-mail whose e-mail ids are registered with the Depository/Registrar and Transfer Agent and the physical copy through prescribed mode to all other members whose names appear in the Register of Member/Record of Depositories as on Friday, 28th November, 2014.
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to offer e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) to facilitate e-voting.
14. Members have an option to vote either through e-voting or in person at Annual General Meeting. If a Member has opted for e-voting, then he/she should not cast his/her vote personally at the Annual General Meeting also and vice-a-versa. However, in case, Members have cast their vote at the Annual General Meeting and also by e-voting, then voting done at the meeting shall prevail and e-voting shall be treated as invalid.
15. The Company has appointed Ms. Iqneet Kaur, Practicing Company Secretary (Membership No. 7669) to act as a Scrutinizer for conducting the e-voting process in a fair and transparent manner.
16. The Scrutinizer will submit her report addressed to the Chairman, within a period not exceeding three working days from the date of conclusion of e-voting period. The result of the voting on the Resolution shall be announced by the Chairman on Friday, 26th December, 2014. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's Website i.e. www.rollatainers.in and on the website of NSDL within two working days of the passing of resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchange.

17. INSTRUCTIONS FOR E-VOTING:

Kindly note that the new users will follow all the points mentioned below from 1 to 10 and the existing users will follow from point no. 2 to 10 except point no. 5

1. Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
2. Launch internet browser by typing the **URL <https://www.evoting.nsdl.com/>**
3. Click on "Shareholder - Login".
4. New Users - Put User ID and password as initial password noted in step (1) above and Click Login.
Existing Users - Put your existing User ID and password and Click Login.
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of Rollatainers Limited. Members can cast their vote online from Friday, 19th December, 2014 (10:00 a.m.) till Saturday, 20th December, 2014 (6:00 p.m.).
Note: e-Voting shall not be allowed beyond said time.
8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail (Scrutinizer mail ID) with a copy marked to evoting@nsdl.co.in.

Please further note that:

- o Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- o Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following Telephone No.: 022-2499 4600.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Mr. Pyush Gupta (DIN-03392865) has been the Non-Executive Director of the Company since 02nd December, 2010 and is considered as an Independent Director under Clause 49 of the Listing Agreement. As per the provisions of Section 149 of the Companies Act, 2013, which has come into force with effect from 1st April, 2014, an independent director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Pyush Gupta has given a declaration to the Board that he meets the criteria of independent director as provided under Section 149(6) of the Act. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company. Mr. Pyush Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In the opinion of the Board, Mr. Pyush Gupta fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is Independent of the management. The matter regarding appointment of Mr. Pyush Gupta as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director from 26th December, 2014 to 25th December, 2019. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Pyush Gupta as Independent Director is now being placed before the members in the Annual General meeting for their approval. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Pyush Gupta is appointed as an Independent Director. Brief resume of Mr. Pyush Gupta is being attached with the notice forming part of this Annual Report.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

Mr. Pyush Gupta is interested and concerned in the Resolution mentioned at Item No. 4 of the Notice. Other than Mr. Pyush Gupta, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

ITEM NO. 5

Mr. Vivek Kumar Agarwal (DIN: 01479902) has been the Non-Executive Director of the Company since 10th January, 2013 and is considered as an Independent Director under Clause 49 of the Listing Agreement. As per the provisions of Section 149 of the Companies Act, 2013, which has come into force with effect from 1st April, 2014, an independent director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Vivek Kumar Agarwal has given a declaration to the Board that he meets the criteria of independent director as provided under Section 149(6) of the Act. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company. Mr. Vivek Kumar Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. In the opinion of the Board, Mr. Vivek Kumar Agarwal fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is Independent of the management. The matter regarding appointment of Mr. Vivek Kumar Agarwal as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director from 26th December, 2014 to 25th December, 2019. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Vivek Kumar Agarwal as Independent Director is now being placed before the members in the Annual General meeting for their approval. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Vivek Kumar Agarwal is appointed as an Independent Director. Brief resume of Mr. Vivek Kumar Agarwal is being attached with the notice forming part of this Annual Report. The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

Mr. Vivek Kumar Agarwal is interested and concerned in the Resolution mentioned at Item No. 5 of the Notice. Other than Mr. Vivek Kumar Agarwal, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

ITEM NO. 6

Mr. Sanjiv Bhasin (DIN: 01119788) has been the Non-Executive Director of the Company since 10th September, 2013 and is considered as an Independent Director under Clause 49 of the Listing Agreement. As per the provisions of Section 149 of the Companies Act, 2013, which has come into force with effect from 1st April, 2014, an independent director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Sanjiv Bhasin has given a declaration to the Board that he meets the criteria of independent director as provided under Section 149(6) of the Act. Further, the Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company. Mr. Sanjiv Bhasin is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. In the opinion of the Board, Mr. Sanjiv Bhasin fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is Independent of the management. The matter regarding appointment of Mr. Sanjiv Bhasin as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director from 26th December, 2014 to 25th December, 2019. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Sanjiv Bhasin as Independent Director is now being placed before the members in the Annual General meeting for their approval. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Sanjiv Bhasin is appointed as an Independent Director. Brief resume of Mr. Sanjiv Bhasin is being attached with the notice forming part of this Annual Report. The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

Mr. Sanjiv Bhasin is interested and concerned in the Resolution mentioned at Item No. 6 of the Notice. Other than Mr. Sanjiv Bhasin, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

ITEM NO. 7

Mr. Sanjay Tiku (DIN: 00300566) has been the Non-Executive Director of the Company since 02nd December, 2010 and is considered as an Independent Director under Clause 49 of the Listing Agreement. As per the provisions of Section 149 of the Companies Act, 2013, which has come into force with effect from 1st April, 2014, an independent director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Sanjay Tiku has given a declaration to the Board that he meets the criteria of independent director as provided under Section 149(6) of the Act. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company. Mr. Sanjay Tiku is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. In the opinion of the Board, Mr. Sanjay Tiku fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is Independent of the management. The matter regarding appointment of Mr. Sanjay Tiku as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director from 26th December, 2014 to 25th December, 2019. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Sanjay Tiku as Independent Director is now being placed before the members in the Annual General meeting for their approval. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Sanjay Tiku is appointed as an Independent Director. Brief resume of Mr. Sanjay Tiku is being attached with the notice forming part of this Annual Report. The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

Mr. Sanjay Tiku is interested and concerned in the Resolution mentioned at Item No. 7 of the Notice. Other than Mr. Sanjay Tiku, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

ITEM NO. 8 & 9

Under the erstwhile Section 293(1)(d) & 293(1)(a) of the Companies Act, 1956, the Members had, by way of Ordinary Resolutions approved for:

- (i) borrowing monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the moneys to be borrowed together with the money's already borrowed not exceeding a sum of Rs. 5,000 Crore (Rupees Five Thousand Crore Only), at any point of time; and
- (ii) creation of a mortgage or charge for the said borrowings, as security by way of mortgage/hypothecation on the Company's assets in favour of financial institutions/bank/trustees for Bonds/Debenture holders etc for the amounts borrowed upto Rs. 5,000 Crore (Rupees Five Thousand Crore Only), including interest, charges, etc. payable thereon.

Under Section 180 of the Companies Act, 2013 the above powers of the Board are required to be exercised only with the consent of the company by a Special Resolution.

The approval of the members for the said borrowings and creation of a mortgage or charge for the said borrowing is therefore now being sought, by way of Special Resolutions, pursuant to Section 180(1)(c) and 180(1)(a) of the Act respectively.

The Directors recommend the Resolutions as Item No. 8 & 9 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions as Item No. 8 & 9.

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	:	Ms. Aarti Jain (DIN: 00143244)
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
Date of Appointment	:	10.01.2013
Directorships in Indian Public Companies	:	1. Barista Coffee Company Limited
Shareholding in the Company	:	Nil

Name	:	Mr. Pyush Gupta (03392865)
Date of Birth	:	24/08/1972
Qualification	:	PGHRM, MBA and LLB
Expertise	:	Administration
Date of Appointment	:	02.12.2010
Directorships in Indian Public Companies	:	1. R T Packaging Ltd
Shareholding in the Company	:	Nil

Name	:	Mr. Vivek Kumar Agarwal (DIN: 01479902)
Date of Birth	:	15/06/1970
Qualification	:	Master of Finance and Control
Expertise	:	Finance and Accounts
Date of Appointment	:	10.01.2013
Directorships in Indian Public Companies	:	1. Suyaan Transmission Limited 2. Ahmednagar Forgings Limited 3. First Forge Limited
Shareholding in the Company	:	Nil

Name	:	Mr. Sanjiv Bhasin (DIN: 01119788)
Date of Birth	:	31/08/1957
Qualification	:	Chartered Accountant
Expertise	:	Audit and Finance Expertise in Infrastructure Projects
Date of Appointment	:	10.09.2013
Directorships in Indian Public Companies	:	1. IDMA Laboratories Limited. 2. Ahmednagar Forgings Limited 3. Barista Coffee Company Limited
Shareholding in the Company	:	Nil

Name	:	Mr. Sanjay Tiku (DIN: 00300566)
Date of Birth	:	27/01/1970
Qualification	:	B. Com & MBA (Finance)
Expertise	:	Administration & Accounts
Date of Appointment	:	02.12.2010
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. Newtime Infrastructure Limited 8. Karam Auto Components Limited 9. JMT Auto Limited
Shareholding in the Company	:	Nil

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**

Place : Dharuhera, Haryana
Date : 1st December, 2014

Sd/-
(Aarti Jain)
DIN: 00143244
Chairperson

DIRECTORS' REPORT

Dear Members,

Your Directors are delighted to present the 43rd Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 30th June, 2014.

FINANCIAL RESULTS

The financial performance of your Company for the financial year ended 30th June, 2014 is summarized below:

(Rs. in '000)

PARTICULARS	Year ended 30-06-2014	Nine Months Period ended 30-06-2013
Sales and Other Income	36,29,593	25,48,979
Expenditures	35,34,750	24,46,296
Gross Profit/(Loss) Before Depreciation	94,843	1,02,683
Depreciation	17,961	12,870
Profit/(Loss) before Exceptional & Extra-ordinary items & tax	76,882	89,813
Exceptional Items	-	-
Profit/(loss) before Extra-ordinary items & tax	76,882	89,813
Extra-ordinary items	1,69,695	-
Profit/(loss) for the year	2,46,577	89,813
Add : Accumulated Loss	(8,61,572)	(9,51,385)
Balance available for appropriation	(6,14,995)	(8,61,572)
Amount Transfer to Capital Reserve	-	-
Surplus Carried to Balance Sheet	(6,14,995)	(8,61,572)

PERFORMANCE REVIEW¹

During the year under review, the Company's total income increased to Rs. 362.96 crore from Rs. 254.90 crore as compared with previous nine months ended 30th June, 2013. EBITDA for the year stood at Rs. 9.48 crore as compared to Rs. 10.27 crore of the nine months period ended 30th June, 2013. Profit for the year ended 30th June, 2014, was Rs. 24.66 crore as against of Rs. 8.98 crore for the nine months ended 30th June, 2013.

DIVIDEND

During the year under review, the board of Directors have not recommended any dividend.

DIRECTORS

During the year under review, Ms. Aarti Jain (DIN: 00143244), Director of the Company retires at the ensuing Annual General Meeting in accordance with Section 152(6) of the Companies Act, 2013, and being eligible, offers herself for re-appointment.

Pursuant to the provisions of Companies Act, 2013, Mr. Pyush Gupta (DIN: 03392865), Mr. Vivek Kumar Agarwal (DIN: 01479902), Mr. Sanjiv Bhasin (DIN: 01119788) and Mr. Sanjay Tiku (DIN: 00300566), Directors proposed to be appointed as Independent Directors of the Company. The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchange.

Brief resume of the Directors proposed to be appointed/re-appointed as stipulated under Clause 49 of the Listing Agreements is provided in the notice forming part of the Annual Report. Further, the companies in which they

¹The financial performance is standalone financials for Rollatainers Ltd.

hold memberships/chairmanships of Board Committees, is provided in the Corporate Governance Section of this Annual Report.

MAJOR CORPORATE DEVELOPMENTS

● Share Purchase Agreement with Barista Coffee Company Limited

Rollatainers Limited has signed definitive agreements to acquire stake along with the management control in "Barista Coffee Company Limited" a subsidiary of Lavazza, through its wholly owned subsidiary i.e. Carnation Hospitality Pvt. Ltd. ("Carnation"). Barista operates the Second Largest Coffee Chain in India with a presence in the UAE, Sri Lanka, Nepal, Bangladesh and Myanmar. The entry into the coffee sector compliments Rollatainers' existing presence in the casual and fine dining restaurant sectors and food services sub-sector.

● Share Purchase Agreement with Wendy's Company

Rollatainers Limited has entered into a license agreement through Sierra Nevada Restaurants Private Limited, a Company in which Rollatainers Limited is having 50% Equity Stake, with the Wendy's Company to develop and operate the Wendy's brand across India. Rollatainers and International Market Management Ltd. ("IMM") each have a 50% Equity interest in Sierra Nevada Restaurants Private Limited. The Wendy's Company (NASDAQ:WEN) is the world's third largest quick-service hamburger restaurant chain.

SUBSIDIARIES

In accordance with the general circular dated 08/02/2011 read with circular dated 21/02/2011, issued by the Ministry of Corporate Affairs, Government of India, has granted exemption from attaching the Annual Accounts of the Subsidiary Companies with the Annual published accounts of the Company subject to fulfilment of conditions stipulated in the circulars. However the financial information of the Subsidiary Companies is disclosed in the Annual Report in compliance with the said circular. The Company will make available the Annual Accounts of the subsidiary companies and the related detailed information to any member of the holding and subsidiary Company seeking information at any point of time. The Annual Accounts of the subsidiary companies will also be kept open for inspection at the Registered Office of the Company and at the office of the respective Subsidiary Companies during business hours of the respective Companies. The Consolidated Financial Statements presented by the Company includes the financial results of its Subsidiary Companies.

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.

AUDITORS

M/s Manoj Mohan & Associates, Chartered Accountants, Statutory Auditors of the Company, retires at the ensuing Annual General Meeting of the Company and have expressed their willingness for reappointment as Statutory Auditors in accordance with the Companies Act, 2013 and confirmed that their reappointment, if made, will be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and they are not disqualified for reappointment within the meaning of Section 141 of the said Act.

AUDITORS' REPORT

The Auditor's Report is attached hereto and is self-explanatory requiring no elucidation.

COST AUDITORS

In terms of Section 148 of the Companies Act, 2013, M/s J.C. Khanna & Co., Cost Accountants having Firm Registration No. 101968, were appointed as Cost Auditor of the Company to give Compliance Report on the basis of Cost Records of the Company for the year ended 30th June, 2014. Compliance Report would be submitted within prescribed time.

PUBLIC DEPOSITS

During the year under review, the Company has not accepted any deposits from public.

DEMATERIALIZATION 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).

The Equity Shares of the Company are actively traded on Bombay Stock Exchange Limited (BSE).

STATUS OF DEMATERIALIZATION OF SHARES

As on 30th June 2014, 2,48,46,642 equity shares representing 99.33% of your Company's Paid up Equity Share Capital are in dematerialised form.

LISTING AT STOCK EXCHANGE

The Equity Shares of Company are listed on Bombay Stock Exchange Limited. The Company has paid annual listing fee to the Stock Exchange for FY 2014-15.

RECONCILIATION OF SHARE CAPITAL AUDIT

As per the directive of the Securities and Exchange Board of India ("SEBI"), M/s Iqneet Kaur & Co., Company Secretaries, New Delhi, undertakes the Share Capital Audit on a quarterly basis. The Purpose of the audit is to reconcile the total number of shares held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form with the admitted, issued and paid up capital of the Company.

The Share Capital Audit Reports as submitted by M/s Iqneet Kaur & Co., 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.

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.

CONSOLIDATED FINANCIAL STATEMENT

Consolidated Financial Statements in accordance with Accounting Standard-21 issued by The Institute of Chartered Accountants of India have been provided in the Annual Report. These Consolidated Financial Statements provide financial information about your Company and its subsidiaries as a single economic entity.

CORPORATE GOVERNANCE

A separate Section on Corporate Governance, Management Discussion and Analysis and the certificate from the CEO, CFO and Company's Statutory Auditors as required under Clause 49 of the Listing Agreement with stock exchange, is forming part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

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

1. that in the preparation of the annual accounts for the period ended on 30.06.2014 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 year under review;
3. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
4. that the annual accounts have been prepared on a going concern basis.

STATUTORY INFORMATION

- Particulars of Employees under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 - Nil
- Statutory details of Energy Conservation and Technology Absorption, R&D activities and Foreign Exchange. Earnings and Outgo, as required under Section 217(1)(e) of the Companies Act, 1956 and rules prescribed there under i.e. the Companies (Disclosure of Particulars in Report of Board of Directors) Rules, 1988 are given in the Annexure (A) and forms part of this Annual Report.

INDUSTRIAL RELATIONS

During the year under review, the relations between the Management and the workmen were highly cordial. Human resources initiatives such as skill upgradation, training, appropriate reward & recognition systems and productivity improvement were the key focus areas for development of the employees of the Company.

INVESTOR RELATIONS

Your Company always endeavors to promptly respond to shareholders' requests/grievances. Each and every issue raised by the shareholders is taken up with utmost priority and every effort is made to resolve the same at the earliest. The Stakeholders Relationship Committee of the Board periodically reviews the status of the redressal of investors' grievances.

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**

Place : Dharuhera, Haryana
Date : 1st December, 2014

Sd/-
(Aarti Jain)
DIN: 00143244
Chairperson

ANNEXURE (A) TO THE DIRECTORS' REPORT 2013 – 2014

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	As AT
		30.06.2014	30.06.2013
		<u> </u>	<u> </u>
Total foreign exchange used			
a)	Import of Capital Goods/Spares parts	13488	–
b)	Travelling	44	55
c)	Others	53	45

	As AT 30.06.2014	As AT 30.06.2013
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Total foreign exchange earned

a) FOB value of Exports	10901	6453
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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**

Place : Dharuhera, Haryana
Date : 1st December, 2014

Sd/-
(Aarti Jain)
DIN: 00143244
Chairperson

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.

As on 30th June 2014, 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 details of 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/ Chairmanship in Committees during the financial year 2013-2014 are as follows: -

Name of Director(s) & DIN	Designation	Category	No. of Board Meetings attended	Attendance at last AGM	No. of other Directorship held in other Public Companies*	No. of Committees positions held in other Public Companies as on 30.06.2014**	
						Membership	Chairmanship
Ms. Aarti Jain (DIN: 00143244)	Chairperson	Chairperson, Promoter & Non-Executive Director	3	Yes	–	–	–
Mr. Aditya Malhotra (DIN: 02191303)	Director	Promoter & Non Executive Director	1	No	5	1	–
Mr. Sagato Mukerji (DIN: 06465901)	Whole time Director	Executive (Whole time Director) and Professional Director	7	Yes	–	–	–
Mr. Vinod Kumar Uppal (DIN: 000897121)	Director	Non Executive and Non Independent Director	1	No	6	2	1
Mr. Sanjay Tiku (DIN: 00300566)	Director	Non-Executive and Independent Director	5	Yes	9	2	–
Mr. Pyush Gupta (DIN: 03392865)	Director	Non-Executive and Independent Director	1	No	1	1	–
Mr. Vivek Kumar Agarwal (DIN: 01479902)	Director	Non-Executive and Independent Director	1	No	3	1	–
Mr. Sanjiv Bhasin (DIN: 01119788)	Director	Non Executive & Independent Director	2	No	3	–	–

Notes:-

- (a) Nine (9) Board Meetings were held during the financial year 2013-14 on 2nd August, 2013, 26th August, 2013, 29th August, 2013, 30th August, 2013, 10th September, 2013, 12th November, 2013, 10th February, 2014, 10th May, 2014 and 24th May, 2014.
- (b) The Non-Executive Chairman has not desired an office at the Company's expense.
- (c) *Excludes Foreign Companies, Private Companies and Companies registered under Section 25 of the Companies Act, 1956.
- (d) **Includes only Memberships in Audit Committee & Stakeholders Relationship Committee.

B. PECUNIARY RELATIONSHIP

There is no pecuniary relationship or transaction of the non-executive/independent Directors vis-à-vis of the Company.

C. BOARD PROCEDURES

The Board meet at regular intervals at least four times a year. During the year, Nine meetings of the Board of Directors were held with maximum time gap of less than four months between any two meetings. All the members of the Board were provided requisite information as required as per Listing Agreement well before the Board Meeting. None of the Directors is disqualified for appointment as director.

The Board of Directors of your Company plays a pivotal role in ensuring good governance and functioning of the Company. The Board's role, functions, responsibility, and accountability are clearly defined. All relevant information (as mandated by the regulations) is placed before the Board. The Board reviews compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances.

I. COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE

The terms of reference of the Audit committee include those specified under 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

As on 30th June, 2014, the Audit Committee consists of **three** Non-Executive and Independent Directors.

Mr. Sanjay Tiku acts as Chairman of the Audit Committee. Other members of Audit Committee are Mr. Pyush Gupta and Mr. Vivek Kumar Agarwal.

The Company Secretary acts as Secretary of the Audit Committee.

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

Name of the Member(s) & DIN	Status	No. of Meetings Attended
Mr. Sanjay Tiku (DIN: 00300566)	Chairman	5
Mr. Pyush Gupta (DIN: 03392865)	Member	5
Mr. Vivek Kumar Agarwal (DIN: 01479902)	Member	5

B. NOMINATION AND REMUNERATION COMMITTEE

As on 30th June, 2014, the Remuneration Committee consists of three Non-Executive & Independent Directors. Mr. Sanjay Tiku is the Chairman of the Remuneration Committee. Other members of the Remuneration Committee are Mr. Pyush Gupta and Mr. Vivek Kumar Agarwal.

Pursuant to the provisions of the Companies Act, 2013, the Committee was re-named as the Nomination and Remuneration Committee.

During the year under review, no Committee meeting was held.

The Company Secretary acts as Secretary of the Nomination and Remuneration Committee.

The Broad Terms of Reference of the Nomination and 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 Nomination and Remuneration Committee to examine and recommend/approve.

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

I. The details of the remuneration paid to the Executive Director for the year ended 30th June, 2014 is as given below:-

Executive Director	Remuneration (Rs. In Lacs)	Service Contract
Mr. Sagato Mukerji (DIN: 06465901)	43.48 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.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

As on 30th June, 2014, the Shareholders'/Investors' Grievance Committee and Share Transfer Committee consist of three Non-Executive and Independent Directors. Mr. Sanjay Tiku is the Chairman of the Committee. Other member of the Committee are Mr. Pyush Gupta and Mr. Vivek Kumar Agarwal.

During the year under review, the Shareholders'/Investors' Grievance Committee had four (4) meetings and Share Transfer Committee had Fifteen (15) meetings.

During the year, Five(5) complaints were received and the same was replied to the satisfaction of the shareholders. As on 30th June, 2014, there were nil complaints pending with the Company.

With effect from, 1st December, 2014, both the Committees were clubbed together and re-constituted to form Stakeholders Relationship Committee, pursuant to the provisions of the Companies Act, 2013.

The Committee shall deal with the following matters:

- Consider and resolve grievances/complaints of security holders
- Transfer/transmission of shares;
- Issue of new share certificates/duplicate share certificate;
- Non-receipt of Balance Sheet;

- Review of de - materialisation of shares;
- All other matters relating to shares.

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. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

During the year, your directors have constituted the Corporate Social Responsibility Committee comprising Mr. Sanjay Tiku (DIN: 00300566) (Chairman), Mr. Pyush Gupta (DIN: 03392865) and Mr. Vivek Kumar Agarwal (DIN: 01479902). The Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount of expenditure to be incurred on the CSR activities.

IV. GENERAL BODY MEETINGS

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

Financial Year	Venue	Date	Time	Whether Special Resolution(s) were passed
2012-2013	Plot 73-74, Phase-III, Industrial Area, Dharuhera, Distt. Rewari, Haryana-123106	30.12.2013	9.30 A.M	No Special resolution was passed
2011-2012	Plot 73-74, Phase-III, Industrial Area, Dharuhera, Distt. Rewari, Haryana-123106	24.12.2012	9.30 A.M	No Special resolution was passed
2010-2011	Plot 73-74, Phase-III, Industrial Area, Dharuhera, Distt. Rewari, Haryana-123106	28.12.2011	9.30 A.M	No Special resolution was passed

During the year, no resolution was passed through Postal Ballot.

V. DISCLOSURES

(A) Basis of related Party Transaction

The details of all materially significant transactions with related parties are periodically placed before the audit committee. The Company has entered into related party transactions as set out in the Notes to Accounts, which are not likely to have conflict with the interest of the Company at large.

(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 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 establishing the Whistle Blower 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.in). All Board Members and Senior Management Personnel have confirmed compliance with the Code for the year ended 30th June, 2014. A declaration to this effect signed by the Whole time Director of the Company is provided in this Annual Report.

(D) Disclosure of Accounting Treatment

In the preparation of financial statements for the year ended on 30th June, 2014; there was no treatment different from that prescribed in an Accounting Standards 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 Public Issues, Right Issues, Preferential Issues etc.

During the year under review, there were no proceeds from Public issues, Rights issues or Preferential issues etc.

VI. 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.

VII. COMPLIANCE OFFICER

The Board has designated Mr. Pankaj Mahendru, Company Secretary as Compliance Officer of the Company.

VIII. MEANS OF COMMUNICATION

During the year under review, the Un-audited Financial Results for quarter ended 30th September, 2013, 31st December, 2013, 31st March, 2014 and Audited Results for the quarter and year ended 30th June, 2014 have been published in English and Hindi newspapers (viz The Statesman and Hari Bhoomi).

In addition, the Company uploads its financial results, shareholding pattern and other information on its website i.e. www.rollatainers.in

IX. GENERAL SHAREHOLDERS' INFORMATION
A) GENERAL INFORMATION

Registered Office	Plot No. 73-74, Phase-III, Industrial Area, Dharuhera, Distt. – Rewari, Haryana 123106
Plant Location	1. 14/5, Mathura Road, Faridabad, Haryana 2. Plot No. 73-74, Phase – III, Industrial Area, Dharuhera, Distt – Rewari-123106, Haryana
Annual General Meeting: Day/Date/Time/Venue:	Friday, the 26 th December, 2014 at 09.30 A.M. Plot No. 73-74, Phase-III, Industrial Area, Dharuhera, Distt. Rewari, Haryana 123106
Financial Year	1 st July to 30 th June
Book Closure	22 nd December, 2014 to 26 th December, 2014 (Both days Inclusive)
Equity Dividend payment date	N/A
Listing on Stock Exchanges	1. BOMBAY STOCK EXCHANGE LIMITED Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400001 The Company has paid the Listing fee for the year 2014-15 to BSE within the stipulated time.
ISIN CODE	INE 927A01024
Stock Code Equity Share: BSE	502448

B) Tentative Calender for the Financial Year 2014-2015 (subject to change)

PARTICULARS	DATES
First Quarter Results	Mid November, 2014
Second Quarter Results	Mid February, 2015
Third Quarter Results	Mid May, 2015
Fourth Quarter and the year ended Results	Upto end of August, 2015

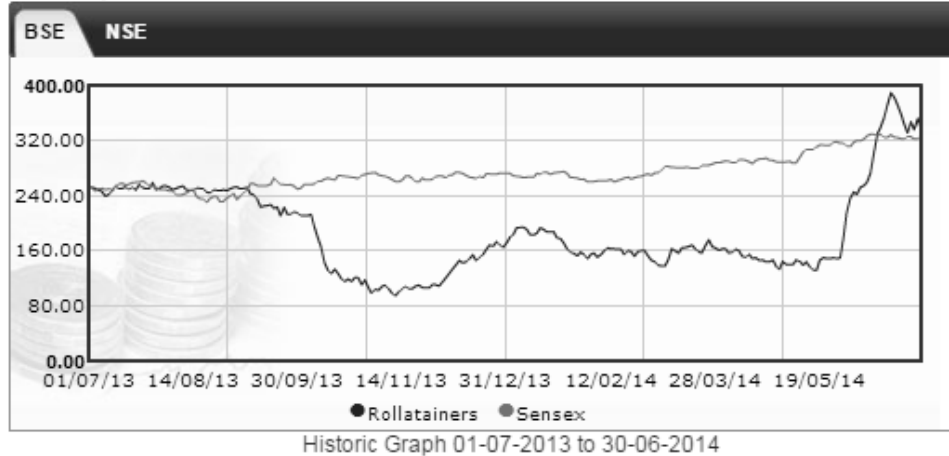
C) Market Price Data

Monthly high and low quotations of equity shares traded at Bombay Stock Exchange Limited for the year ended at 30th June, 2014

Months	High (Rs.)	Low (Rs.)
July, 2013	265.00	222.25
August, 2013	276.00	240.00
September, 2013	255.00	206.05
October, 2013	222.00	107.25
November, 2013	114.95	94.40
December, 2013	176.00	107.05
January, 2014	203.00	146.05
February, 2014	165.00	141.35
March, 2014	183.50	126.10
April, 2014	169.95	133.00
May, 2014	237.15	121.05
June, 2014	408.10	234.20

Bombay Stock Exchange

Historic Graphs



D) Registrar and Share Transfer Agent

M/s. Beetal Financial & Computer Services (P) Ltd.

Beetal House, 3rd Floor, 99, Madangir,
Behind L.S.C., Near Dada Harsukh Das Mandir,
New Delhi-110062
Phone No. 011-29961281-83
Fax No. 011-29961284

E) Share Transfer System

Presently, the share certificates which are received for transfer in physical form are processed and are returned within a period of 10 to 15 days from the date of receipt, subject to the documents being valid and complete in all respects. The transfer approved in the Stakeholder Relationship Committee which meets on a periodic basis.

F) Distribution of Shareholding as on 30th June, 2014

No. of Shares held (Rs. 10/- paid up)	Shareholders Number of	% of total	Total Number of Shares (in Rs.)	% of Total Shareholding
Upto - 5000	4341	95.18	3088120	1.23
5,001 - 10,000	82	1.80	586880	0.24
10,001 - 20,000	50	1.10	686620	0.27
20,001 - 30,000	17	0.37	439790	0.18
30,001 - 40,000	12	0.26	414530	0.17
40,001 - 50,000	08	0.18	356910	0.14
50,001 - 1,00,000	17	0.37	1258080	0.50
1,00,000 - & above	34	0.74	243299070	97.27
TOTAL	4561	100.00	250130000	100.00

G) Shareholding pattern as on 30th June, 2014

CATEGORY	NUMBER OF SHARES HELD	(%) PERCENTAGE OF SHAREHOLDING
Promoters	18746040	74.945
Financial Institutions/Banks	370	0.001
Foreign Institutional Investors	1691240	6.762
Bodies Corporate	3604584	14.411
Resident Individuals	895401	3.579
Non-Resident Individual	2523	0.010
Hindu Undivided Families (HUF)	70961	0.284
Clearing Members	1881	0.008
TOTAL	25013000	100

H) Dematerialization of Shares and Liquidity

The dematerialization facility exists with both NSDL and CDSL for the convenience of the Shareholders. As on 30th June, 2014, 24846642 Equity shares of the Company, forming 99.33% of total shareholding stand dematerialized.

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

I) 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.

J) Investors' Correspondence may be addressed to : -

Mr. Pankaj Mahendru

Company Secretary

Rollatainers Limited

Plot No. 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**

Place : Dharuhera, Haryana
Date : 1st December, 2014

Sd/-
(Aarti Jain)
DIN: 00143244
Chairperson

**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 Financial Year ended on 30th June, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

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 statements 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.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, We state that the Stakeholders Relationship Committee has maintained records to show the Investors Grievance and certify that as on 30th June, 2014, there were no investors grievance remaining unattended/pending for more than 30 days.

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

Place : New Delhi
Date : 1st December, 2014

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

**DECLARATION BY CEO UNDER CLAUSE 49 OF THE
LISTING AGREEMENT**

As required under Clause 49 of the Listing Agreement with Stock Exchange, it is hereby confirmed that for the year ended 30th June, 2014, 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 Code of Conduct as applicable to them.

Place : Dharuhera, Haryana
Date : 1st December, 2014

Sd/-
(Sagato Mukerji)
CEO

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 year ended 30th June, 2014 and to the best of our knowledge and belief:
 - i these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii these statements together, present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 30th June, 2014 which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the Auditors' and the Audit Committee and steps have been taken to rectify these deficiencies.
- d)
 - i There has not been any significant change in internal control over financial reporting during the year under reference;
 - ii There has not been any significant change in the accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - iii We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place : Dharuhera, Haryana
Date : 1st December, 2014

Sd/-
(Ajay Kumar)
CFO

Sd/-
(Sagato Mukerji)
CEO

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

IINDUSTRY STRUCTURE AND DEVELOPMENT

The packaging industry is an integral part of the overall Indian manufacturing sector and has consistently grown at a rate of 12-15%. Over the last decade, the Indian manufacturing industry has witnessed tremendous growth driven by rising domestic consumption and an increasing interest of multi-national firms in setting up manufacturing facilities in India to supply to global markets. This in turn has been supported by a liberalized economy, a burgeoning middle class, rising disposable incomes, growing aspirations and changing lifestyles. More recently, hygiene consciousness, thrust on the food processing sector and laws & regulations that push for product safety and protection of consumer interests, have augured well for the Indian packaging industry which is estimated at \$24.6 billion in size in the \$550 billion global packaging industry. With a per capita packaging consumption of \$15 against a global average of \$100, there is significant potential to be realized.

The Indian packaging industry can be divided into - based on the nature of the material used -Flexible Packaging (24% of the total packaging industry in size), Rigid Plastics (18%), Paper Board (17%), Glass (11%), Metal (7%), Closures & Labels (9%) and Others (14%).

The flexible packaging industry is the largest and also the fastest growing sub-segment of the industry at 18% per annum. It is the lightest and the cheapest form of packaging and also enables the packaging of products in smaller denominations thereby making packs more affordable. It is considered to be one of the most dynamic packaging markets finding utility across a range of different industries such as food and beverages, fast-moving consumer goods, pharmaceuticals, and industrial & agro products. In a country like India, flexible packaging has grown and also helped the FMCG industry to grow by increasing rural penetration and unlocking bottom of the pyramid consumption.

Over the last few years, the Indian packaging industry has undergone significant technological advancements, resulting in greater specialization and sophistication. The availability of local feedstock like polymer films, resins, paper board and tin has helped the industry grow and be globally competitive. This has enabled significant exports from India to the SAARC region and Middle East and Africa. Exports to Europe and America are also increasing and are considered to be the next big opportunity.

The Indian packaging machinery industry has made large strides in the last few years. Increasingly, Indian machines are being preferred to European and American machines owing to comparable technology and performance at competitive prices. Exports of these machines from India are also growing. Looking forward, the focus on food processing and the "Make in India" program of the Government is expected to give a big impetus to this sector, both in terms of demand growth and technology inflow through collaborations and joint ventures.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review, the Company's Consolidated Revenue from Operations was Rs. 559.76 crore compared to Rs. 256.06 crore during the nine months period ended 30th June, 2013. Consolidated EBITDA for the year stood at Rs. 14.96 crore as compared to Rs. 10.53 crore during the nine months period ended 30th June, 2013. Profit for the year ended 30th June, 2014, was Rs. 28.05 crore as against Rs. 9.15 crore in the nine months period ended 30th June, 2013. Profit for FY2014 included an exceptional income of Rs. 17.03 crore on account of profit on sale of fixed assets.

- **Engineering division:** The revenues for FY2014 for the division were Rs. 473.13 crore compared to Rs. 211.47 crore for the nine months period ended 30th June, 2013. The performance of the Engineering division benefitted from orders received for special purpose machines for the auto sector.
- **Packaging division:** The revenues for FY2014 for the division were Rs. 96.03 crore compared to Rs. 48.99 crore for the nine months period ended 30th June, 2013.

Liquidity

As of June 30, 2014, Rollatainers had consolidated debt of Rs. 147.22 crore. These are unsecured loans from body corporates and are interest free with no stipulation as to repayment thereof. The Company had cash and cash equivalents of Rs. 1.29 crore.

Strengths

- **Established Track Record:** Rollatainers is one of the pioneers of the Indian packaging industry with strong brand equity. With over 40 years of track record of success, the Company is highly regarded amongst both its customers and peers. It is also one of the few publicly listed companies in the packaging industry.
- **Diversified Products:** Rollatainers is one of the very few packaging companies present in paper board based packaging, flexible packaging and also packaging machinery. This makes it a one stop shop for the FMCG industry and other users of packaging. This also allows the Company to provide integrated and customized packaging solutions.
- **Reputed Customer Base:** Rollatainers caters to the packaging needs of leading FMCG companies such as Hindustan Unilever, Britannia, Nestle, Tata Global Beverages, Conagra Foods and Amul, amongst others. These customers have shown tremendous confidence in the Company over the years.
- **Focus on Innovation:** Rollatainers has a strong track record of new product development. The ability to integrate materials and machines is a strength which enables the Company to deliver new and innovative products which are customized to users' requirements. Over the years, Rollatainers has won reward and recognition for its focus on innovation.
- **Experienced Management Team:** The core strength of the Company is a strong and experienced senior management team. The management has a successful track record of delivering quality products with focus on innovation.

THREATS AND CHALLENGES

- **Fragmented Structure:** One of the key challenges hindering the growth of this industry is its highly fragmented nature. The numerous vendors present in the market compete with each other on pricing and sustainability, to increase their market share at the cost of overall industry profitability.
- **Lack of Negotiating Power:** The industry also suffers from a vast buyer and supplier community which substantially weakens the power to negotiate.
- **Low Entry Barriers:** Weak barriers to entry lead to companies with much lower investments and infrastructure quality competing with bigger companies in the industry. This limits the ability to charge a premium even for higher quality products.
- **Unorganised Sector:** Although efforts are being undertaken by the Indian Government and industry associations to bring the unorganised sector under the purview of industry, the unorganised sector still constitutes a significant portion of the total revenues of the industry. It is expected that growing awareness for hygiene and health consciousness will support the growth of the organised sector. The Company has undertaken various initiatives such as working towards greater efficiency, better quality products and product innovation to mitigate the risks.
- **Regulatory Changes:** The industry is vulnerable to changes in laws relating to environment, waste disposal and food & product safety. These changes can lead to a need for upgradation of technology, increase in product costs, loss of markets and discontinuation of product lines.

OPPORTUNITIES

- **Socio-economic Factors:** The demand for packaging is expected to grow primarily on account of rising personal disposable incomes and a changing demographic profile, tastes and preferences of the consumer. The change in preferences and aspirations for better quality products have resulted in emergence of convenience and retail stores. All these factors are expected to result in increased demand for packaging.
- **Need for Convenient and Eco-friendly Packaging:** Amidst growing global environmental concerns and the dire need to arrest the increase in pollution levels, the demand for sustainable and eco-friendly packaging has increased. One of the main beneficiaries of this trend is the 'convenience packaging' industry. Consumers are increasingly looking for products which are easy to open, consume, store, carry, and dispose of, which has led to an increase in the demand for flexible packaging as it is convenient to use.

- **The Boom in E-commerce Industry:** Over the last couple of years, the online shopping industry has witnessed significant growth. Consumers, lured by discounts and the convenience of shopping from home, have started to order not just white goods but also everyday items online. This has led to an increase in demand for packaging, especially lined cartons which the Company manufactures in large numbers. The Company also has substantial capacity to manufacture lined cartons.
- **FMCG Sector:** India ranks among one of the top producers of food, vegetables and fruits. The introduction of FDI in the retail sector is expected to continue to provide significant growth opportunity to the Indian retail market. Growth in consumer spend, growing rural demand, changing demographics, emergence of a fast growing market for convenience goods, retail trade and quest for quality products is expected to result in increase in demand for packaging in the medium to long term.
- **Low Rural Penetration:** The current demand for packaged products is still primarily driven by the urban population. The rural population is gradually realizing the importance of packaged products in terms of hygiene and quality (particularly food items) due to increased social awareness in these areas. As a result, the FMCG companies have started to launch smaller and lower sized versions of their products for the rural areas. This has offered a new avenue of growth for the packaging industry.
- **The 'Make in India' Campaign:** The 'Make in India' campaign launched by the new government is expected to give a major impetus to the manufacturing industry which is likely to boost the demand for packaging in India.

Rollatainers is well placed to capitalize on the opportunities arising from these trends. The Company has invested in significant capacity expansions, especially in the flexible packaging segment to be able to take advantage of the growth in the FMCG industry and increasing rural penetration. The Company has certifications such as FSC COC which is testament to our focus on sustainability and environment protection. The SEDEX certification is a symbol of our reliance on ethics in business. We are also undergoing the BRC IOP certification which relates to food safety for global markets including Europe. These certifications not only help us bid for orders from large multinational firms but also reinforce our commitment to excellence.

RISK & CONCERNS

Rollatainers aims to proactively identify, evaluate and mitigate against the following risks:

- **Raw Material Prices:** Increases in raw material costs can impact the Company's profitability. Rollatainers continues to proactively take initiatives to improve efficiency and reduce wastages. The Company has also continued to manage its terms with customers to reduce the time lag to pass through the increase in cost.
- **Changes in Government Policies:** The increased environmental concern and the need to reduce pollution has led to more emphasis being placed on the sustainability of the environment, the use of recyclable materials, especially plastic, in packaging and the use of resins that are derived from renewable resources. This has resulted in changes in regulations and government policies. 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 regulations 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. Rollatainers is up to date on all such rules and regulations.
- **Macro-economic Factors:** The performance of the Company is dependent on the economic factors such as consumer spending and unemployment levels. 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 may impact the financial performance of the Company.
- **Unforeseen Circumstances:** Rollatainers feels that factors beyond the control of the Company such as natural disasters, fuel shortages, epidemics and labour strikes may have an adverse impact on the performance of the Company.

OUTLOOK

The Indian packaging industry has been growing at a steady pace over the last decade. The market for packaging in India still provides a significant untapped potential with expected growth for the industry. Currently, Indian packaging industry is growing at 13-15% annually and is expected to deliver a turnover of \$32 billion by 2025.

Rising disposable income and a booming manufacturing sector are expected to be the key growth drivers of the Indian packaging industry. With a growing emphasis on hygiene, especially in rural areas, and an increasing demand for convenience and sustainable packaging, branded packs are likely to be needed for a lot of the items now sold 'loose'. Furthermore, changing lifestyles and better affordability are expected to drive the expenditure towards packaged products. The changing preferences of rural population are anticipated to result in increased demand for smaller packages.

The flexible packaging industry has grown relatively faster at 18%. Marketers in India have built large brands around single use sachets which use flexible packaging, both lighter and cheaper. Growing rural demand, the retail boom, planned investments by large MNCs and strong fundamentals of the Indian economy support the view that FMCG and consequent growth for flexible packaging would remain strong.

The retail market will continue to be one of the key drivers of demand for flexible packaging. Robust growth is expected for food packaging with the fastest gains in weight saving pouches for beverages and confectionary, and those designed to extend the shelf life of dairy products.

The packaging machines industry also continues to experience strong demand. The capability of packing high volumes in a shorter time with optimum utilization of resources has marked a clear shift from manual packing to automation over the last decade. In today's day and age, when retail and FMCG companies are making heavy investments in supply chains and logistics to be more competitive and efficient, the need for standardization in packaging is understated. Increased standardization will stimulate further demand for automation using advanced technologies in packaging. Furthermore, quality of packaging is critical for the safety and storage of the product, which can be achieved through use of sophisticated technologies.

With its vast experience, technical expertise and a longstanding global customer base, Rollatainers is well placed to take advantage of the growth in all its business segments. The Company, with expanded capacities and key global certifications to its name remains well placed to capture a share of incremental demand in the industry. As the new government embarks on a series of reforms to give a boost to the manufacturing and infrastructure sectors, the Company remains, well poised to capitalise on opportunities in all its business segments within the confines of business prudence.

ACQUISITION/EXPANSION PLANS

In July 2014, Rollatainers entered into the food business through its wholly owned subsidiary Carnation Hospitality Pvt Ltd ("Carnation"). Carnation has since then acquired the existing F&B businesses such as Barista, the coffee chain; the Mapple foods business, which supplies food to the Mapple hotels as well as to the Railways, and has substantial operations in the banqueting space, and; the Kylin chain of casual and fine dining restaurants. It is also in the process of introducing global restaurant chains in India such as the Wendy's, the third largest burger chain in the world, and; Jamie's Italian, the Italian restaurant brand of the world class celebrity chef Jamie Oliver.

Carnation has acquired the Barista Coffee Company Ltd, a wholly owned subsidiary of Lavazza. Carnation now fully owns the Barista brand in India with no ongoing franchise or licensing obligations to Lavazza. Barista operates the second largest coffee chain in India with around 200 stores and a presence in the UAE, Sri Lanka, Nepal, Bangladesh and Myanmar. The outlets in India are predominantly company owned and operated in the standard espresso bar format. International outlets are all operated through franchise or joint venture agreements.

Rollatainers, in joint venture with International Market Management (IMM), entered into a long term license agreement with The Wendy's Company to develop and operate the Wendy's brand across India.

The Wendy's Company (NASDAQ: WEN) is the world's third largest quick-service hamburger restaurant chain. It includes more than 6,500 franchised and directly operated restaurants in the US and 29 other countries and US territories worldwide.

Carnation has entered into a 50:50 joint venture agreement with International IMM for setting up the Jamie's Italian restaurant franchise in India. Jamie's Italian is a chain of Italian casual dining restaurants founded by Jamie Oliver. The first Jamie's Italian restaurant was opened in 2008 in Oxford, England. As a British celebrity chef, restaurateur, media personality, he is known for his food-focused television shows, cookbooks and more recently his global campaign for better food education. There are 35 Jamie's Italian outlets across the UK, as well as 9 international restaurants from Sydney to Dublin.

IMM, the joint venture partner for the Wendy's and Jamie's brands, establishes and manages global consumer brands in India and Asia. As a local franchise or joint venture partner, IMM initially sets up brands and then operates these businesses in selected markets. IMM also manages projects for international brands through an end-to-end market entry process.

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 Company has in place internal control systems and a structured internal audit process charged with the task of safeguarding the assets of the Company and ensuring reliability and accuracy of the accounting and other operational data. The internal control system is supported by qualified personnel and a continuous program of internal audit. The internal audit department reports to the Audit Committee of the Board of Directors.

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 Audit Committee, the Statutory Auditors, Internal Auditors and the top management are regularly apprised of the internal audit findings. The Company encourages and recognizes improvements in work practices. The management duly considers and takes appropriate action on the recommendations made by the Audit Committee, Statutory Auditors and Internal Auditors.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Rollatainers' employees are its most valuable assets. During the year, we were focused on building a robust and diverse talent pipeline, enhancing individual and organizational capabilities for future readiness, driving greater employee engagement and strengthening employee relations further through progressive people practices. We encourage passion, commitment, innovation and meritocracy, and this has enabled the Company to sustain its strong position in the packaging sector. Management is focused not only on attracting, but also retaining talented individuals across the Company's business units through:

- Structured on-boarding, followed by nominating Buddies for new appointees
- Focus on role clarity
- Regular interaction through Open Forums
- Cross Functional Teams (CFTs) for working on identified improvement projects
- Identifying top performers based on consistent high performance and rewarding them with competitive remuneration & stretched responsibilities to enhance their career horizon

Proper exchange of ideas and thoughts promotes human development and harmony. There are formal channels for internal communications for employees to share their views and opinions with the management. The Company reflects on this feedback and incorporates relevant changes into the existing policies, systems and processes. The Directors would like to acknowledge and appreciate the contribution of all employees towards the performance of the Company.

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 what may be indicated by such statements.

By Order of the Board
For ROLLATAINERS LIMITED

Place: Dharuhera, Haryana
Date : 1st December, 2014

Sd/-
(Aarti Jain)
DIN: 00143244
Chairperson

INDEPENDENT AUDITORS' REPORT

To Members of
ROLLATAINERS LIMITED

Report on the financial Statements

We have audited the accompanying financial statements of **Rollatainers Limited** ('the Company'), which comprise the Balance Sheet as at 30th June 2014, the statement of Profit and Loss and the Cash Flow statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 ('the Act') read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made By the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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

- i. In the case of the Balance Sheet, of the State of affairs of the Company as at 30th June 2014;
- ii. In the case of the Statement of Profit and Loss Account, of the Profit of the company for the year ended on that date; and
- iii. In the case of the cash flow statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

2. As required by Section 227(3) of the Act, we report that:
- (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 account as required by law have been kept by the company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, Statement of Profit & Loss, and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act 2013; and
 - (e) On the basis of written representations received from the directors as on 30th June 2014, taken on record by the board or Directors, none of the directors is disqualified as on 30th June 2014 from being appointed as a director in terms of clause Section 274(1)(g) of the Companies Act, 1956.

For Manoj Mohan & Associates

Chartered Accountants
Firm Regn No. 0091913

Sd/-

M. K. Aggarwal

(Partner)

Membership No. - 76980

Place : New Delhi
Dated : 28th August 2014

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Legal and Regulatory Requirements' section of our report of even date)

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

The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.
- (ii) a) We have been explained that the inventory has been physically verified by the management at regular intervals during the year. In our opinion, the frequency of physical verification is reasonable.
- b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable in relation to the size of the company and the nature of its business.
- c) The company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of account.
- (iii) According to the information and explanations given to us, the company has not granted/taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Therefore, provisions of clauses 4 (iii) (b), (c), (d), (e) and (f) of the Companies (Auditor's Report) Order 2003 (as amended) are not applicable to the Company.

- (iv) On the basis of our evaluation of internal control system and according to the information and explanation given to us, having regard to the explanation that some of the item purchased are of a standard product and alternative source do not exist for obtaining quotations thereof, or items subject to Government price control where no comparison is possible, it appears that there are reasonable internal control procedures commensurate with the size of the company and nature of its business, for the purchase of inventory and fixed assets and for sale of goods and services. Further, on the basis of our examination and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) a) As per information and explanations given to us, all the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 that need to be entered in to the register maintained under that section are being so entered.
- b) In our opinion and according to the information & explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies act, 1956 in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) The Company, during the year under report, has not accepted any deposits from the public under Section 58A and 58AA of the Companies Act, 1956.
- (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 broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that, prima facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (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:*

	Nature of Dues	Amount (Rs. In lacs)	Period to which amount relates	Due Date
Employee Provident 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	Sales Tax	15.57	2010-11	Excise & Taxation Officer

Central Excise Tax Act, 1944	Excise Duty	33.74		Commissioner
Total		73.84		

- (x) Company has accumulated losses as at 30th June 2014, which are not more than fifty percent of its net worth.
The company, however, has not incurred cash losses during the current Year as well as in the immediately preceding year.
- (xi) The company is not availing any loan from financial institution, banks, or debenture-holders. Accordingly, paragraph 4(xi) of the order is not applicable.
- (xii) According to the information and explanation given to us, the company has not granted any loans on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of Clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the company.
- (xiv) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the company.
- (xv) According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from bank or financial institutions.
- (xvi) To the best of our information and the explanations given to us and as per records verified by us, the company has neither received any term loan during the year under report nor has any unutilised term loan at the beginning of the current financial year. Hence, this clause is not applicable to the company.
- (xvii) According to the information and explanations given to us and on an overall examination of the Financial Statements of the company, we report that the company has not availed any short term loan and therefore using the same for long term investment does not arise.
- (xviii) According to the information and explanations given to us, the company, during the year under report, has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- (xix) According to the information and explanations given to us and the records examined by us, the Company has not issued any Secured Debentures during the year.
- (xx) The Company has not raised any money by public issue during the year under report.
- (xxi) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For Manoj Mohan & Associates
Chartered Accountants
Firm Regn No. 0091913

Sd/-

M. K. Aggarwal
(Partner)

Membership No. - 76980

Place : New Delhi
Dated : 28th August 2014

BALANCE SHEET AS AT 30TH JUNE, 2014

(Rs. '000)

PARTICULARS	NOTE	AS AT 30.06.2014	AS AT 30.06.2013
I. EQUITIES AND LIABILITIES			
(1) Shareholder's Funds:			
Share Capital	2	364130	364130
Reserves & Surplus	3	414218	168200
Share application Money		0	3050000
(2) Non-Current Liabilities			
Long Term Borrowings	4	1347497	1508768
Other Long Term Liabilities	5	10042	10042
Long Term Provisions	6	17882	16855
(3) Current Liabilities			
Trade Payables	7	121278	90903
Other Current Liabilities	8	24283	364350
Short Term Provisions	9	1032	1032
TOTAL		2300362	5574280
II. ASSETS			
(1) Non-Current Assets			
Fixed Assets			
– Tangible Assets	10	211216	241945
– Capital Work in Progress	10	4454	21610
Non-Current Investments	11	220010	220010
Long Term Loans and Advances	12	10705	331642
Deferred Tax Assets (Net)	13	71900	71900
(2) Current Assets			
Inventories	14	107353	80825
Trade Receivables	15	1216574	185911
Cash & Bank Balance	16	7307	8898
Short term Loans & Advances	17	440868	4409029
Other Current Assets	18	9975	2510
TOTAL		2300362	5574280

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)

Place : New Delhi
Dated : 28th August, 2014

Sd/-
VINOD UPPAL
Director

Sd/-
SAGATO MUKERJI
Director

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 30TH JUNE, 2014

(Rs. '000)

PARTICULARS	NOTE	AS AT 30.06.2014	AS AT 30.06.2013
I REVENUE			
Revenue from Operations (Gross)	19	3696160	2548619
Less : Excise Duty		67153	48007
Revenue from Operations (Net)		3629007	2500612
II Other Income	20	586	48367
III Total Revenue		3629593	2548979
IV EXPENSES			
Cost of Raw Material Consumed	21	3358439	2328288
Change in Inventories of Finished Goods			
Work in progress and stock in trade	22	(2240)	(7151)
Employee Benefits expense	23	88742	60270
Depreciation and Amortisation	18520		
Less : Transferred from Revaluation Reserve	<u>559</u>	17961	12870
Other Expense	24	89809	64889
Total Expenses		3552711	2459166
V Profit/(Loss) before Exceptional & Extra-Ordinary items and tax		76882	89813
VI Exceptional items		0	0
Profit/(Loss) before Extra-Ordinary items and tax		76882	89813
VII Extra Ordinary items	25	169695	0
VII Profit/(Loss) for the year		246577	89813
VIII Earnings per Share (In Rs.)			
Basic		9.86	5.37
Diluted		9.86	5.37

**Significant Accounting policies and accompanying 1 TO 42
Notes forming part of financial statements.**

As per our report of even date attached

**For and on behalf of the Board
FOR MANOJ MOHAN & ASSOCIATES**

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
Director

Place : New Delhi

Dated : 28th August, 2014

CASH FLOW STATEMENT FOR THE YEAR ENDED 30TH JUNE, 2014

(Rs. in '000)

	Current Year	Previous Period
A. CASH FLOWS FROM OPERATING ACTIVITIES		
NET PROFIT/(LOSS) BEFORE TAX & EXTRA ORDINARY ITEMS	246577	89813
ADJUSTMENTS FOR :		
DEPRECIATION	17961	12870
INTEREST & DIVIDEND EARNED	(564)	(443)
LOSS / (PROFIT) ON SALE OF FIXED ASSETS	(169695)	0
OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGE	94278	102240
ADJUSTMENT FOR		
TRADE & OTHER RECEIVABLE	3250969	(3645060)
INVENTORIES	(26527)	(12393)
TRADE PAYABLE	(308666)	(67511)
CASH FLOW FROM OPERATIONS	3010055	(3622724)
NET CASH FROM OPERATING ACTIVITIES		
B CASH FLOW FROM INVESTMENTS ACTIVITIES		
PURCHASES OF FIXED ASSETS	(116652)	(19523)
CAPITAL ADVANCES	0	(29225)
SALE OF FIXED ASSETS	315712	(1674)
INVESTMENT IN OTHER COMPANIES	(0)	(200000)
INTEREST RECEIVED	564	443
NET CASH GENERATED/(USED) IN INVESTING ACTIVITIES	199624	(246631)
C CASH FLOW FROM FINANCIAL ACTIVITIES		
EXPENSES OF PREFERENCE SHARE ISSUED	0	(2143)
SHARE APPLICATION MONEY	(3050000)	3050000
REPAYMENT OF UNSECURED LOANS	(161271)	795553
NET CASH FROM FINANCIAL ACTIVITIES	(3211271)	3843410
NET INCREASE IN CASH AND CASH EQUIVALENTS	(1592)	(25946)
CASH & CASH EQUIVALENTS (OPENING)	8898	34843
CASH & CASH EQUIVALENTS (CLOSING)	7307	8898

Notes :

- Purchase of fixed assets is shown net of subsidy, advance against land and after considering increase/decrease in capital work in progress.
- 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/-
PANKAJ MAHENDRU
Company Secretary

Sd/-
AJAY KUMAR
DGM (Accounts)

Place : New Delhi
Dated : 28th August, 2014

Sd/-
VINOD UPPAL
Director

Sd/-
SAGATO MUKERJI
Director

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 30th June 2014**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 year end. Differences between the actual results and estimates are recognised in the year in which the results are known / materialised.

c) FIXED ASSETS AND DEPRECIATION

- i) Fixed assets are stated at their original cost of acquisition including taxes, duties, freight and other incidental expenses related to acquisition and installation of the relevant assets. Technical know-how fees, interest on borrowed funds attributable to acquisition/construction of fixed assets and related pre-operative expenses up to the date of commencement of commercial production, net of sales of trial production, are also capitalised wherever considered appropriate. Cenvat and VAT availed has been deducted from the cost of respective assets.
- ii) Projects under Commissioning and other Capital Works-in-Progress are carried at cost, comprising direct cost, related incidental expenses and Interest on borrowings to the extent attributed to them.
- iii) Depreciation on Fixed Assets except patents is provided on straight-line method at the rates specified in Schedule XIV (as amended) to the Companies Act, 1956. Depreciation on the assets costing up to Rs.5000/- is provided in full in the year of acquisition. Depreciation on adjustment to fixed assets due to fluctuation in foreign currency is amortised over the residual life of the assets.
- iv) Depreciation on revaluation part is transferred from Revaluation Reserve to Profit & Loss account for the year.
- v) Leased Assets:
 - a) Assets given on operating lease are capitalised in the manner stated in 2 (i) above.
 - b) Initial direct cost are charged off to the profit & loss account
 - c) The lease rentals in respect of assets given or taken on operating Lease are accounted for on accrual basis, which has been arrived at on the basis of contracts entered with the lessee or lessor as the case may be.

D) IMPAIRMENT OF ASSETS

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

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

Reversal of impairment losses recognized in prior years 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 year 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 year 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 year 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 year.

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 30.06.2014	As at 30.06.2013
Authorised		
i) Equity Shares		
4,70,00,000 Equity shares of Rs.10 each	470000	470000
Previous year 4,70,00,000 Equity share of Rs.10 each)		
ii) Preference Shares		
18,00,000 Redeemable Preference Shares of Rs.100 each. (Previous year 18,00,000 Redeemable Preference Shares of Rs.100 each)	180000	180000
	650000	650000
Issued, subscribed and fully paid		
Equity Shares		
2,50,13,000 Equity Shares of Rs.10 each	250130	250130
[Previous year 2,50,13,000 Equity shares of Rs.10 each]		
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	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	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	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	100000
	364130	364130
a. Reconciliation of No. of Equity Shares		
No. of Share Outstanding at the Beginning of the year	25013000	10005200
Add: Shares issued during the year	0	15007800
Less: Shares forfeited during the year	0	0
No. of Share Outstanding at the end of the year	25013000	25013000
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	140000	90000

Add: Shares issued during the year	0	50000
Less: Shares forfeited during the year	0	0
No. of Share Outstanding at the end of the year	<u>140000</u>	<u>140000</u>

ii) 2% Redeemable, Non Cumulative, Non Convertible Preference shares		
No. of Share Outstanding at the Beginning of the year	1000000	1000000
Add: Shares issued during the year	0	0
Less: Shares forfeited during the year	0	0
No. of Share Outstanding at the end of the year	<u>1000000</u>	<u>1000000</u>

c. i) **Equity Shares held by Holding Company**
18746040 Equity shares (Previous Year 18746040) 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 1,40,000) 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.

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 attached 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 30-06-2014		As At 30-06-2013	
		No. of Shares Held	% age	No. of Shares Held	%age
1	WLD Investments Pvt Ltd (Holding Company)	18746040	74.95%	18746040	74.95%

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

S.No.	Name of Share Holder	As At 30-06-2014		As At 30-06-2013	
		No. of Shares Held	% age	No. of Shares Held	%age
i) 10% Non-Convertible Redeemable Cumulative Preference Share					
	WLD Investments Pvt Ltd (Holding Company)	140000	100%	140000	100.00%

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

WLD Investments Pvt Ltd (Holding Company)	1000000	100.00%	1000000	100.00%
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f) Bonus Shares issued in the last Five Years:

Year/Period Ended	30th June 2014	30th June 2013	30th Sept. 2012	30th Sept. 2011	30th Sept. 2010
No. of Shares	Nil	15007800	Nil	Nil	Nil
Ratio	Nil	3.2	Nil	Nil	Nil

3 : RESERVES AND SURPLUS

(Rs. in '000)

PARTICULARS		As at 30.06.2014		As at 30.06.2013
Capital Reserve				
Balance as per Last Balance Sheet	11969	11969	11969	
Additions/Transfers during the Year	0		0	11969
Capital Redemption Reserve				
Balance as per Last Balance Sheet	21001	21001	21001	
Additions/Transfers during the Year	0		0	21001
Revaluation Reserve				
Balance as per Last Balance Sheet	28312	27753	28735	
Additions/Transfers during the Year	(559)		(423)	28312
Share Premium				
Balance as per Last Balance Sheet	816268		968489	
Additions/Transfers during the Year	0		0	
	816268		968489	
Less : Bonus shares issued	0		150078	
Less : Expense on issue of Preference shares	0	816268	2143	816268
General Reserve				
Balance as per Last Balance Sheet	152222	152222	152222	
Additions/Transfers during the Year	0		0	152222
Loss in statement of Profit and Loss Account Brought forward from previous year	(861572)		(951385)	
Add: Profit/(Loss) for the Year	246577	(614995)	89813	(861572)
Total		414218		168200

4 : LONG-TERM BORROWINGS

(Rs. in '000)

PARTICULARS	As at 30.06.2014	As at 30.06.2013
Unsecured Loans from Corporates*	1347497	1508768
Total	1347497	1508768

*Unsecured Loans from body corporates are interest free and there is no stipulation as to repayment thereof.

5 : OTHER LONG TERM LIABILITIES

(Rs. in '000)

PARTICULARS	As at 30.06.2014	As at 30.06.2013
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 30.06.2014	As at 30.06.2013
i) Wealth tax Provision	13	13
ii) Employee Benefit Provisions (Refer Note 34)	17869	16842
Total	17882	16855

7 : TRADE PAYABLES

(Rs. in '000)

PARTICULARS	As at 30.06.2014	As at 30.06.2013
Total Outstanding Due to :		
– Micro, Small and Medium Enterprises	2954	2699
– Others	118324	88204
Total	121278	90903

- (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, Easy Pack India, Industrial Bearing, Hemsons Fastners, Durga Trading Co. K.K. Industries, Kalkaji Tools 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 30.06.2014	As at 30.06.2013
i) Advances From Customers	8172	347561
ii) Other Liabilities	13537	14094
iii) Fixed Deposits	2574	2695
Total	24283	364350

9 : SHORT TERM PROVISIONS

(Rs. in '000)

PARTICULARS	As at 30.06.2014	As at 30.06.2013
i) Employee Benefit Provisions (Refer Note 34)	1032	1032
Total	1032	1032

10 : FIXED ASSETS

(Rs. '000)

Description of Assets	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As at 01.07.2013	Addi- tions	Sales/ Adj. 30.6.2014	As at 01.07.2013	For the Year	Adjust- ment	As at 30.6.2014	As at 30.6.2014	As at 30.6.2013
TANGIBLE ASSETS :									
Lease Hold Land	28096		25701	3967	284	4089	162	2233	24129
Free Hold Land	20883		1689	19194 \$				19194	20883
Building & Roads	35623		1629	33994 \$	22006	829	1104	21731	13617
Plant & Machinery	435625	15290	19063	431852	255022	16398	14862 **	256558	175294
Office Equipments	6442	528		6970	4192	942	5134	1836	2250
Furniture & Fixtures	2224			2224	2007	11	2018	206	217
Vehicles	2042			2042	1796	56	1852	190	246
Sub Total	530935	15818	48082	498671	288990	18520	20055	287455	211216
Capital Work in Progress	21610	100834	117,990	4454	-		-	-	4454
TOTAL	552545	116652	166072	503125	288990	18520	20055	287455	215670
Previous Year	536045	19523	3023	552545	277046	13293	1349	288990	263555

Notes :

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

** includes amount of Rs. 14620 (Gross Block) and Rs.10874 (Depreciation reserve) adjusted on account of conversion into inventories.

11 : NON-CURRENT INVESTMENTS

(Rs. in '000)

PARTICULARS	As at 30.06.2014	As at 30.06.2013
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)*	200000	200000
iii) 200000, 11% Redeemable Cumulative Preference Shares of Rs.100 each in RT Packaging Ltd.	20000	20000
	220010	220010

*The Company 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 30.06.2014	As at 30.06.2013
Unsecured Considered Good		
Deposit with Govt. Deptt. & Others	10705	8750
Capital Advances	0	38587
Considered Doubtful		
Loans/Receivable from the Erstwhile Subsidiary Company	0	284305
	10705	331642

13 : DEFERRED TAX ASSETS (NET)

[Rs.' 000]

PARTICULARS	Opening As at 01.07.2013	Charge/(Credit) during the Year	Closing As at 30.06.2014
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 prevailing uncertainties, the management has preferred not to provide for Defrred Tax Assets/Liabilities.

14 : INVENTORIES

[Rs.' 000]

PARTICULARS	As at 30.06.2014	As at 30.06.2013
(As per inventory taken, valued and certified by the management)		
Raw Material	45317	41489
Stores & Spares	5406	4803
Packing Material	2435	2692
Plates & Dies	1606	1606
Work-in-Process	28747	24020
Finished Goods	2430	4916
Production Scrap	318	319
Trading Stock	21094	980
	107353	80825

15 : TRADE RECEIVABLES

[Rs.' 000]

PARTICULARS	As at 30.06.2014	As at 30.06.2013
(Unsecured, considered good unless stated otherwise)		
– Debts due for a period exceeding 6 months	18098	15908
– Other debts	1198476	170003
	1216574	185911

16 : CASH AND BANK BALANCE

[Rs.' 000]

PARTICULARS	As at 30.06.2014	As at 30.06.2013
Cash in hand	624	607
Balance with Scheduled Banks		
– Current Accounts	6011	7583
– Fixed Deposits held as margin against Bank Guarantees	672	708
	7307	8898

Cash and cash Equivalents as on June 30, 2014 and June 30, 2013 include restricted cash balance of Rs 6.72 Lacs and Rs 7.08 Lacs, respectively deposited with bank against Margin Money for issuance of Bank Guarantee.

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

[Rs.' 000]

PARTICULARS	As at 30.06.2014	As at 30.06.2013
Advances (recoverable in cash or in kind or for value to be received)	434850	4402767
Pre-Paid Expense	408	826
Loans to employees	1644	2025
Balance with Excise Authorities	1093	925
Tax deducted at source	2873	2486
	440868	4409029

18 : OTHER CURRENT ASSETS

[Rs.' 000]

PARTICULARS	As at 30.06.2014	As at 30.06.2013
Considered Good		
Insurance Claims	0	10
Sales Tax Refunds	9975	2500
	9975	2510

19 : REVENUE FROM OPERATIONS

[Rs.' 000]

PARTICULARS	As at		As at
	30.06.2014		30.06.2013
a) Sale of Product			
Sale Local	3669284		2526038
Sale Export	15349	3684633	15252
			2541290
b) Sale of Services			
Machine Hire Charges		2172	1788
d) Sale of Scrap		9355	5541
		3696160	2548619
*Sale of Product includes sales of trading goods also.			
Sale of Product			
– Sale of Cartons		597563	426547
– Sale of Packaging Machines		3087070	2114743
		3684633	2541290

20 : OTHER INCOME

[Rs.' 000]

PARTICULARS	As at		As at
	30.06.2014		30.06.2013
- Interest Income			
On Fixed Deposit		564	443
- Miscellaneous Balances Written Back		22	47974
- Rent		0	(50)
		586	48367

21 : COST OF RAW MATERIAL CONSUMED*

[Rs.' 000]

PARTICULARS	As at		As at
	30.06.2014		30.06.2013
Stock at the beginning of the year		41489	38563
Purchases		3362267	2331214
		3403756	2369777
Less: Stock at the end of the year		45317	41489
		3358439	2328288

a : Material and Components Consumed

[Rs.'000]

PARTICULARS	As at 30.06.2014	As at 30.06.2013
i) Duplex Board	212838	155675
ii) Inks, Coating, Adhesive & Printing Material	33513	32307
iii) Liner material	150940	104241
iv) Chemicals, Machine Components & others*	2961148	2036065
Total	3358439	2328288

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

b : Value of Imported and indigeneous Raw Materials consumed

[Rs.'000]

PARTICULARS	As at 30.06.2014		As at 30.06.2013	
Raw Material:				
Imported	0	0.00%	0	0.00%
Indigeneous	3358439	100.00%	2328288	100%
	3358439	100.00%	2328288	100.00

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

[Rs.'000]

PARTICULARS	As at 30.06.2014	As at 30.06.2013
CLOSING STOCK AS ON 30-06-2014		
Work-in-Process/Semi Finished Goods	28747	24020
Finished Goods	2430	4916
Production Scrap	318	319
	31495	29255
OPENING STOCK AS ON 01-07-2013		
Work-in-Process/Semi Finished Goods	24020	18867
Finished Goods	4916	3024
Production Scrap	319	213
	29255	22104
NET (-) INCREASE/ DECREASE	(2240)	(7151)

23 : EMPLOYEES BENEFIT EXPENSES

[Rs.' 000]

PARTICULARS	As at 30.06.2014	As at 30.06.2013
Salary, Wages and Bonus	78164	52665
Contribution to Provident Fund and other funds	4271	3517
Employee Welfare Expenses	6307	4088
	88742	60270

24 : OTHER EXPENSES

[Rs.' 000]

PARTICULARS	As at 30.06.2014	As at 30.06.2013
Stores & Spares Consumed	17801	12758
Packing Material Consumed	14015	10416
Processing Charges	2139	1710
Power & Fuel	15869	9558
Donation	8	11
Freight	955	(1854)
Rent	9987	7142
Rates & Taxes	112	403
Repairs & Maintenance:		
Plant & Machinery	2237	1378
Building	422	193
Others	964	1017
Insurance	1205	332
Legal & Professional	2609	2687
Travelling & Conveyance	7494	5231
Miscellaneous Expenses	11048	12503
Auditors' Remuneration	300	225
Cash Discount	107	114
Bank Charges	205	35
Foreign Exchange Fluctuation	143	0
Security Charges	2189	1030
Total	89809	64889

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

[Rs.'000]

PARTICULARS	As at 30.06.2014		As at 30.06.2013	
Stores, Spares Parts & Components				
Imported	0	0.00%	0	0.00%
Indigeneous	17801	100.00%	12758	100.00%
	17801	100.00%	12758	100.00%

25 : EXTRA ORDINARY ITEMS

[Rs.' 000]

PARTICULARS	As at 30.06.2014	As at 30.06.2013
Profit/(Loss) on Sale of Fixed Assets	169695*	0
Total	169695	0

*Includes Rs. 166451 being Profit on sale of Bangalore and Hosur Land.

26. Contingent Liabilities in respect of :

- (a) Bank Guarantee issued Rs 6.32 Lacs (Previous Year 4.33 Lacs).
- (b) Excise & Service Tax matters: Rs. 33.74 lacs (previous year Rs 76.58 lacs).
- (c) Sales Tax Matters : RS. 15.57 Lacs (Previous year Rs 53.55 Lacs).
- (d) Unexpired Capital Commitments Rs. Nil (Previous year Rs 369 Lacs).

27. As per Accounting Standard-21 on "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India, the Company has presented consolidated financial statements separately in this annual report.

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 year due from / due to directors is Rs. Nil. (Previous Year Rs. Nil).

30. Rs. 1.43 being loss (Previous year Rs. nil) 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 30.06.14
Packing & filling Machines	73966	3689	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 attributable to equity share for the year	246577	89813
Weighted average number of shares outstanding during the year	25013000	16711980
Basic EPS (Rs.)	9.86	5.37
Diluted EPS (Rs.)	9.86	5.37
Nominal value per equity share	10	10

33.

(Rs. In '000)

Particular	Current Year	Previous Period
(a) PAYMENT TO AUDITORS (INCLUDED IN MISC. EXPENSES):		
Audit Fees	150	112.5
Tax Audit Fee	150	112.5
(b) REMUNERATION TO WHOLE TIME DIRECTOR:		
Salary	1848	742
Allowance perquisites & other benefits	2278	748
Contribution of P.F. and other funds	222	89

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 year 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 year 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 01.07.2013	97.79	27.92
B Present Service Cost	12.32	6.23
C Past Service cost	–	8.22
D Interest Cost	07.53	2.15
E Actuarial (Gain)/Loss	(16.32)	(5.32)
F Benefits Paid	(2.81)	(1.73)
G Present Value of Obligations as on 30 th June 2014 (A+B+C+D+E)	98.51	37.47

ii. Change in Fair Value of Plan Assets:

(Rs. In Lacs)

<i>Particulars</i>	<i>Gratuity Plan Unfunded</i>	<i>Leave Encashment Plan Unfunded</i>
A Fair Value of plan assets as on 01.07.2013	–	–
B Expected Return on plan assets	–	–
C Employer's Contributions	–	–
D Benefits Paid	–	–
E Actuarial Gain	–	–
F Fair Value of Plan assets as on 30 th June, 2014 (A+B+C+D+E)	–	–

iii. Actuarial Gain / (Loss) Recognised

(Rs. In Lacs)

<i>Particulars</i>	<i>Gratuity Plan Unfunded</i>	<i>Leave Encashment Plan Unfunded</i>
A Actuarial Gain / (Loss) for the year – Obligation	16.32	(5.32)
B Actuarial (Gain) / Loss for the year – Plan Assets	–	–
C Total (Gain) / Loss for the year	(16.32)	(5.32)
D Actuarial (Gain) / Loss recognised in the year	(16.32)	(5.32)
E Unrecognised Actuarial (Gains)/ Losses at the end of the year	–	–

iv. Expenses Recognised in the Statement of Profit & Loss

(Rs. In Lacs)

<i>Particulars</i>	<i>Gratuity Plan Unfunded</i>	<i>Leave Encashment Plan Unfunded</i>
A Current Service Cost	12.32	6.23
B Past Service cost	–	8.22
C Interest Cost	7.53	2.15
D Expected Return on plan assets	–	–
E Net Actuarial (Gain)/ Loss recognized in the year	(16.32)	(5.32)
F Expenses recognised in the Statement of Profit & Loss as on 30 th June, 2014 (A+B+C+D)	03.53	11.28

v. Amount Recognised in Balance Sheet

(Rs. In Lacs)

<i>Particulars</i>	<i>Gratuity Plan Unfunded</i>	<i>Leave Encashment Plan Unfunded</i>
A Present Value of Obligation as at the end of the year	98.50	37.47
B Fair Value of Plan Assets as at the end of the year	–	–
C Funded Status	(98.50)	(37.47)
D Unrecognised Actuarial (Gain) / Losses	–	–
E Net Assets/ (Liability) Recognised in the Balance Sheet	98.50	(37.47)

vi. Principle Actual Assumptions

<i>Particulars</i>	<i>Gratuity Plan Rate</i>	<i>Leave Encashment Plan Rate</i>
A Discount Rate	8.80%	8.80%
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	17.81	17.81

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 Year			Previous Period		
	External Sales	Other Income (Excluding Interest Income)	Total Current Year	External Sales	Other Income (Excluding Interest Income)	Total Previous Period
REVENUE :						
Carton Mfg. Division	597563	9942	607505	426,547	53,316	479,863
Machine Mfg. Division	3087070	2172	3089242	2,114,743	1,788	2,116,531
Unallocated			0			-
Total	3684633	12114	3696747	2,541,290	55,104	2,596,393
RESULTS :						
Segment Profit / -Loss						
Carton Mfg. Division			-32751			29,699
Machine Mfg. Division			109068			59,671
Unallocated			0			-
Total			76318			89,370
Profit on sale of Land/Fixed Assets			169695			-
Interest Income			564			443
Profit / -Loss before Tax			246577			89,813
Income Tax			0			-
Profit / -Loss after Tax			246577			89,813
OTHER INFORMATION :						
Segment Assets						
Carton Mfg. Division			646604			600,785
Machine Mfg. Division			1149692			99,920
Unallocated			504066			4,873,575
			2300362			5,574,280
Segment Liabilities						
Carton Mfg. Division			148011			118,726
Machine Mfg. Division			26506			29,456
Unallocated			1347498			1,843,768
			1522015			1,991,949
Capital Expenditure						
Carton Mfg. Division			15818			19,523
Machine Mfg. Division			0			-
Unallocated			0			-
			15818			19,523
Depreciation						
Carton Mfg. Division			16735			11,890
Machine Mfg. Division			1378			982
Unallocated			407			421
			18520			13,293

b) Note : Figures in bracket represents previous period amounts.

The following is the distribution of the Company's consolidation sales by geographical market, regardless of where the goods were produced:

Revenue - Domestic Market	3681398	2582804
Revenue - Overseas Market	15349	13589

Total **3696747** **2596393**

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 2014 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 Sagato Mukerji
3	Subsidiary	RT Packaging Ltd

b) Transactions with Related Parties

(Rs. '000)

S. No.	Transactions	Holding Company	Key Managerial Persons	Subsidiary
1	Purchase Of Goods (Finished/ Unfinished)			211,680.00 (145,179.00)
2	Sale Of Goods (Finished/ Unfinished)#			182.00 (2,270.00)
3	Rent Paid	- -		2,697.00 (2,022.00)
4	Remuneration		4,348.00 (1,579.00)	- -
5	Transfer Of Expenses			15,866.00 (9,491.00)
6	Business Advance Given	25,000.00 -		- -
Outstanding as on 30.06.2014:				
	a) Amount Receivable	25,000.00 -		- -
	b) Amount Payable	- -		30,786.00 (3,830.00)

Note : Figures in bracket represents previous year amounts.

37 Foreign currency outgo: [Rs.'000]

PARTICULARS	As at 30.06.2014	As at 30.06.2013
Travelling	44	55
Others	53	45

38 Earnings in foreign Exchange [Rs.'000]

PARTICULARS	As at 30.06.2014	As at 30.06.2013
FOB value of exports	10901	6453

39 CIF Value of Imports [Rs.'000]

PARTICULARS	As at 30.06.2014	As at 30.06.2013
On CIF basis (direct imports): Plant & Machinery incl advance for machine	13488	0

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 30.06.2014	As at 30.06.2013
Future Minimum lease payments obligation on non-cancellable operating leases		
Not later than one year	10441	9240
Later than one year but not later than five years	32	40
Later than five years	0	0
Lease payments recognised in statement of Profit and Loss	9987	7011

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 30.06.2014	As at 30.06.2013
Future Minimum lease payments obligation on non-cancellable operating leases		
Not later than one year	648	1961
Later than one year but not later than five years	1080	1404
Later than five years	0	0
Lease income recognised in statement of Profit and Loss	1698	1788

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 year ended 30-06-2014 are not comparable with previous period figures which are for nine months.
- b) Previous period figures have been re-grouped and/or Re-arranged, where-ever cosidered necessary.
- c) 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. 076980)

Sd/-

PANKAJ MAHENDRU

Company Secretary

Sd/-

AJAY KUMAR

DGM (Accounts)

Sd/-

VINOD UPPAL

Director

Sd/-

SAGATO MUKERJI

Director

Place : New Delhi

Dated : 28th August, 2014

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	:	30.06.2014
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 year	:	Rs 376.37 Lacs
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	:	Nil
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	:	Nil

Financial Summary Relating to Subsidiary Companies As At 30th June 2014

[Rs.' 000]

S. No.	Name of Subsidiary Company	Reporting Currency	Exchange Rate	Capital	Reserves	Total Assets	Total Liabilities	Investments	Turnover	Profit before Tax	Provision for Tax	Profit after Tax	Proposed Dividend
1	RT Packaging Ltd	INR	NA	280,007.00	(79,803.00)	731,300.00	731,300.00	-	2,207,343.00	37,637.00	-	37,637.00	0%

Note: The Balance Sheet , Profit & Loss Account, 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)

Place : New Delhi

Dated : 28th August, 2014

Sd/-

PANKAJ MAHENDRU

Company Secretary

Sd/-

AJAY KUMAR

DGM (Accounts)

Sd/-

VINOD UPPAL

Director

Sd/-

ASHISH PANDIT

Wholetime Director

AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

The Member of
Rollatainers Limited,
Dharuhera

Report on Consolidated Financial Statements

We have Audited the accompanying Consolidated Financial Statements of Rollatainers Limited and its Subsidiary viz. RT Packaging Ltd as at 30th June 2014, the Consolidated Profit and Loss Account and the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Rollatainers Group in accordance with Accounting Standards notified under the Companies Act, 1956 ("the Act")(which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Rollatainers Group's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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 and 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 2014;
- ii. In case of Consolidated Profit and Loss Account, of the consolidated results of operations of Rollatainers Group for the year 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 year ended on that date.

Other Matters

We have also audited the financial statements of Group's only subsidiary viz. R T Packaging Ltd.

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

Place : New Delhi
Date : 28th August, 2014

Sd/-
(Manoj Kr. Agrawal)
Partner
(Member Ship No. 76980)

CONSOLIDATED BALANCE SHEET AS AT 30th JUNE, 2014

[Rs.' 000]

PARTICULARS	NOTES	As At 30.6.2014	AS AT 30.6.2013
I EQUITIES AND LIABILITIES			
(1) Shareholder's Funds:			
Share Capital	2	374130	374130
Reserves & Surplus	3	367401	87510
Share application Money		0	3050000
(2) Non-Current Liabilities			
Long Term Borrowings	4	1472189	1977834
Other Long Term Liabilities	5	14042	14042
Long Term Provisions	6	23863	21965
Minority Interest		17026	13261
(3) Current Liabilities			
Trade Payables	7	211658	163985
Other Current Liabilities	8	297901	383550
Short Term Provisions	9	1032	1032
TOTAL		2779242	6087309
II ASSETS			
(1) Non-Current Assets			
Fixed Assets			
-Tangible Assets	10	530209	471865
-Capital Work in Progress	10	4454	21610
Non-Current Investments	11	10	10
Long Term Loans and Advances	12	15140	341166
Deferred Tax Assets (Net)	13	71900	71900
(2) Current Assets			
Inventories	14	168977	129558
Trade Receivables	15	1498472	337748
Cash & Bank Balance	16	12899	177664
Short term Loans & Advances	17	467206	4533278
Other Current Assets	18	9975	2510
TOTAL		2779242	6087309
III Significant Accounting policies and accompanying Notes forming part of financial statements.	1 TO 38		

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

Director

Place : New Delhi

Dated : 28th August, 2014

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 30th JUNE, 2014

[Rs.' 000]

PARTICULARS	NOTES	As At 30.6.2014	AS AT 30.6.2013
I REVENUE			
Revenue from Operations (Gross)	19	5703119	2612509
Less : Excise Duty		105513	51958
Revenue from Operations (Net)		5597606	2560551
II Other Income	20	3509	48453
III Total Revenue		5601115	2609004
IV EXPENSES			
Cost of Raw Material Consumed	21	5192919	2379330
Change in Inventories of Finished Goods, work in progress and stock in trade	22	(12005)	(6921)
Employee Benefits expense	23	127245	62812
Depreciation and Amortisation	36264		
Less : Transferred from Revaluation Reserve	559	35705	13775
Other Expense	24	143354	68506
Total Expenses		5487218	2517502
V Profit/(Loss) before Exceptional & Extra-Ordinary items and tax		113897	91502
VI Exceptional items		0	0
Profit/(Loss) before Extra-Ordinary items and tax		113897	91502
VII Extra Ordinary items	25	170319	0
VII Profit/(Loss) for the year		284216	91502
Less : Minority Interest		3765	169
VIII Profit/(Loss) for the year Carried to Consolidated Balance Sheet		280451	91333
VIII Earnings per Share (In Rs.)			
Basic		11.36	5.48
Diluted		11.36	5.48

Significant Accounting policies and accompanying 1 TO 38
Notes forming part of financial statements.

As per our report of even date attached

**For and on behalf of the Board
FOR MANOJ MOHAN & ASSOCIATES**

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

Director

Place : New Delhi

Dated : 28th August, 2014

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 30th JUNE, 2014

[Rs.' 000]

PARTICULARS	As At 30.6.2014	AS AT 30.6.2013
A CASH FLOWS FROM OPERATING ACTIVITIES		
NET PROFIT/(LOSS) BEFORE TAX & EXTRA ORDINARY ITEMS	284216	91502
ADJUSTMENTS FOR :		
DEPRECIATION	35705	13776
INTEREST & DIVIDEND EARNED	(3509)	(480)
RENT RECEIVED	0	(187)
LOSS/(PROFIT) ON SALE OF FIXED ASSETS	(170319)	0
OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGE	146093	104611
ADJUSTMENT FOR		
TRADE & OTHER RECEIVABLE	3223908	(3809791)
INVENTORIES	(39419)	(15915)
TRADE PAYABLE	(36078)	(91565)
CASH FLOW FROM OPERATIONS	3294505	(3812660)
NET CASH FROM OPERATING ACTIVITIES	3294505	(3812660)
B CASH FLOW FROM INVESTMENTS ACTIVITIES		
PURCHASES OF FIXED ASSETS	(224822)	(19605)
CAPITAL ADVANCES	0	(29226)
SALE OF FIXED ASSETS	317688	1674
INVESTMENT IN OTHER COMPANIES	0	2000
INTEREST RECEIVED	3509	480
RENT RECEIVED	0	187
NET CASH GENERATED/(USED) IN INVESTING ACTIVITIES	96375	(26491)
C CASH FLOW FROM FINANCIAL ACTIVITIES		
EQUITY SHARE CAPITAL ISSUED	0	200000
SHARE CAPITAL ISSUE EXPENSE	0	(3143)
SHARE APPLICATION MONEY	(3050000)	3050000
UNSECURED LOANS	(505645)	707715
NET CASH FROM FINANCIAL ACTIVITIES	(3555645)	3954572
NET INCREASE IN CASH AND CASH EQUIVALENTS	(164765)	115422
CASH & CASH EQUIVALENTS (OPENING)	177664	62242
CASH & CASH EQUIVALENTS (CLOSING)	12899	177664

Notes :

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

We have examined the above Consolidated Cash Flow of Rollatainers Ltd for the year ended 30th June 2014 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

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 : 28th August, 2014

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

- iii) The latest audited financial statements of the subsidiary company i.e RT Packaging Limited are available in respect of year ended on 30th June 2014.

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.

**ROLLATAINERS LIMITED & SUBSIDIARY
CONSOLIDATED FINANCIAL STATEMENTS**



2 SHARE CAPITAL		[Rs.' 000]	
PARTICULARS	At at 30.06.2014	At at 30.06.2013	
Authorised			
I. Equity Shares			
4,70,00,000 Equity shares of Rs.10 each Previous year 4,70,00,000 Equity share of Rs.10 each)	470000	470000	
II. Preference Shares			
18,00,000 Redeemable Preference Shares of Rs.100 each. (Previous year 18,00,000 Redeemable Preference Shares of Rs.100 each)	180000	180000	
	650000	650000	
Issued, subscribed and fully paid			
I. Equity Shares			
2,50,13,000 Equity Shares of Rs.10 each [Previous year 2,50,13,000 Equity shares of Rs.10 each]	250130	250130	
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	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	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	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	100000	
iii) 100000 1% Optionally Convertible Non-Cummulative Preference Shares of Rs.100 each placed with WLD Investments Pvt Ltd.	10000	10000	
	374130	374130	
a Reconciliation of No. of Equity Shares			
No. of Share Outstanding at the Beginning of the year	25013000	10005200	
Add: Shares issued during the year	0	15007800	
Less: Shares forfeited during the year	0	0	
No. of Share Outstanding at the end of the year	25013000	25013000	

b Reconciliation of No. of Preference Shares

i)	10% Non-Convertible Redeemable Preference Share		
	No. of Share Outstanding at the Beginning of the year	140000	90000
	Add: Shares issued during the year	0	50000
	Less: Shares forfeited during the year	0	0
		<hr/>	<hr/>
	No. of Share Outstanding at the end of the year	140000	140000
ii)	2% Redeemable, Non Cumulative, Non Convertible Preference shares		
	No. of Share Outstanding at the Beginning of the year	1000000	1000000
	Add: Shares issued during the year	0	0
	Less: Shares forfeited during the year	0	0
		<hr/>	<hr/>
	No. of Share Outstanding at the end of the year	1000000	1000000
iii)	1% Optionally convertible, Non Cumulative, Preference shares		
	No. of Share Outstanding at the Beginning of the year	1000000	1000000
	Add: Shares issued during the year	0	0
	Less: Shares forfeited during the year	0	0
		<hr/>	<hr/>
	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 18746040) are held by WLD Investments Pvt Ltd., the holding Company.

ii) Preference Shares held by Holding Company

- a) 10% Non-Convertible Redeemable Preference Share 1,40,000 Preference shares (Previous year 140000) 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 attached 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 30-06-2014		As At 30-06-2013	
		No. of Shares Held	%age	No. of Shares Held	%age
1	WLD Investments Pvt Ltd (Holding Company)	18746040	74.95%	18746040	74.95%

**ROLLATAINERS LIMITED & SUBSIDIARY
CONSOLIDATED FINANCIAL STATEMENTS**



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

S. No.	Name of Share Holder	As At 30-06-2014		As At 30-06-2013	
		No. of Shares Held	%age	No. of Shares Held	%age
i)	10% Non-Convertible Redeemable Cumulative Preference Share				
	WLD Investments Pvt Ltd (Holding Company)	114000	100.00%	114000	100.00%
ii)	2% Redeemable, Non Cumulative, Non Convertible Preference shares				
	WLD Investments Pvt Ltd (Holding Company)	1000000	100.00%	1000000	100.00%
iii)	1% Optionally convertible, Non Cumulative, Preference shares				
	WLD Investments Pvt Ltd (Holding Company)	1000000	100.00%	1000000	100.00%

f Bonus Shares issued in the last Five Years:

Year/Period Ended	30th June 2014	30th June 2013	30th Sep 2012	30th Sep 2011	30th Sep 2010
No. of Shares	Nil	15007800	Nil	Nil	Nil
Ratio	Nil	3:2	Nil	Nil	Nil

3 RESERVES AND SURPLUS

[Rs.' 000]

PARTICULARS	At at 30.06.2014		At at 30.06.2013	
i) Capital Reserve				
Balance Including Subsidiary	11969		11969	
Additions/Transfers during the Year	0	11969	0	11969
ii) Capital Reserve (In persuance to Consolidation)		24999		24999
iii) Capital Redemption Reserve				
Balance	21001		21001	
Additions/Transfers during the Year	0	21001	0	21001
iv) Revaluation Reserve				
Balance	28312		28735	
Additions/Transfers during the Year	(559)	27753	(423)	28312
v) Share Premium				
Balance Excluding Minority Interest	946764		1099985	
Less : Bonus shares issued	0		150078	
Less : Expense on issue of Preference & Bonus shares	0	946764	3143	946764
vi) General Reserve				
Balance as per Last Balance Sheet	162033		162033	
Additions/Transfers during the Year	0	162033	0	162033
vii) Loss in statement of Profit and Loss Account				
Brought forward from previous year	(1107568)		(1198901)	
Add: Profit/(Loss) for the Year	280451	(827117)	91333	(1107568)
Total		367401		87510

4 LONG-TERM BORROWINGS [Rs.' 000]

PARTICULARS	At at 30.06.2014	At at 30.06.2013
Unsecured Loans from Corporates	1472189	1977834
Total	1472189	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 30.06.2014	At at 30.06.2013
Security deposit from Customers/Contractors	14042	10042

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 30.06.2014	At at 30.06.2013
i) Wealth tax Provision	13	13
ii) Employee Benefit Provisions	23851	21952
Total	23863	21965

7 TRADE PAYABLES [Rs.' 000]

PARTICULARS	At at 30.06.2014	At at 30.06.2013
Total Outstanding Due to :		
- Micro, Small and Medium Enterprises	3222	3030
- Others	208436	160955
Total	211658	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, Easypack india, Industrial Bearing, Hemsons fastners, Durga Trading Co, KK Industries, Kalkaji Tools, Anandmohan Polymers, Singhal Pack 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.

**ROLLATAINERS LIMITED & SUBSIDIARY
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8 OTHER CURRENT LIABILITIES

[Rs.' 000]

PARTICULARS	At at 30.06.2014	At at 30.06.2013
i) Advances From Customers	250898	347745
ii) Other Liabilities	44428	33110
iii) Fixed Deposits	2575	2695
Total	297901	383550

9 SHORT TERM PROVISIONS

[Rs.' 000]

PARTICULARS	At at 30.06.2014	At at 30.06.2013
i) Employee Benefit Provisions	1032	1032
Total	1032	1032

10 FIXED ASSETS

[Rs.' 000]

Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.07.2013	Addi- tions*	Sales/ Adj.	As at 30.6.2014	As at 01.07.2013	For the Year	Sales/ Adj.	As at 30.6.2014	As at 30.06.2014	As at 30.6.2013
TANGIBLE ASSETS :										
Lease Hold Land A	28096		25701	2395	3967	284	4089	162	2233	24129
Free Hold Land B	31175		1689	29486 \$					29486	31175
Building & Roads C	176600	4989	1629	179960 \$	44211	5687	1104	48794	131166	132389
Plant & Machinery E	671284	118435	36106	753613	395257	28712	30553 **	393416	360197	276027
Office Equipments F	8903	564		9467	6262	1010		7272	2195	2641
Furniture & Fixtures G	8183			8183	3345	435		3780	4403	4838
Vehicles H	2748			2748	2082	137		2219	529	666
Sub Total	926989	123988	65125	985852	455124	36265	35746	455643	530209	471865
Capital Work in Progress	21610	100834	117990	4454	-	-	-	-	4454	21610
TOTAL	948599	224822	183115	990306	455124	36265	35746	455643	534663	493475
Previous Year	527931	48508	40394	536045	282920	19125	24999	277046	258999	245011

Notes :

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

** includes amount of Rs.14620 (Gross Block) and Rs. 10874 (Depreciation reserve) adjusted on account of conversion into inventories.

11 NON-CURRENT INVESTMENTS

[Rs.' 000]

PARTICULARS	At at 30.06.2014	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
	10	10

12 LONG TERM LOANS AND ADVANCES

[Rs.' 000]

PARTICULARS	At at 30.06.2014	At at 30.06.2013
Unsecured Considered Good		
Deposit with Govt. Deptt. & Others	14292	12003
Capital Advances	848	44858
Considered Doubtful		
Loans/Receivable from the Erstwhile Subsidiary Company	0	284305
	15140	341166

13 DEFERRED TAX ASSETS (NET)

[Rs.' 000]

PARTICULARS	Opening At At 01.07.2013	Charge/(Credit) during the Year	Closing As At 30.06.2014
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 prevailing uncertainties, the management has preferred not to provide for Defrred Tax Assets/Liabilities.

14 INVENTORIES

[Rs.' 000]

PARTICULARS	At at 30.06.2014	At at 30.06.2013
(As per inventory taken, valued and certified by the management)		
Raw Material	78124	72467
Stores & Spares	6899	6588
Packing Materia	2435	2693
Plates & Dies	8056	6466
Work-in-Process	49621	35129
Finished Goods	2430	4916
Production Scrap	318	319
Trading Stock	21094	980
	168977	129558

**ROLLATAINERS LIMITED & SUBSIDIARY
CONSOLIDATED FINANCIAL STATEMENTS**



15 TRADE RECEIVABLES

[Rs.' 000]

PARTICULARS	At at 30.06.2014	At at 30.06.2013
(Unsecured, considered good unless stated otherwise)		
- Debts due for a period exceeding 6 months	19909	15908
- Other debts	1478563	321840
	1498472	337748

16 CASH AND BANK BALANCE

[Rs.' 000]

PARTICULARS	At at 30.06.2014	At at 30.06.2013
Cash in hand	737	856
Balance with Scheduled Banks		
- Current Accounts	9016	173967
- Fixed Deposits held as margin against Bank Guarantees	3146	2841
	12899	177664

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

[Rs.' 000]

PARTICULARS	At at 30.06.2014	At at 30.06.2013
Advances (recoverable in cash or in kind or for value to be received)	442171	4516223
Pre-Paid Expense	944	1350
Loans to employees	1644	2025
Balance with Excise Authorities	16993	9354
Tax deducted at source	5454	4326
	467206	4533278

18 OTHER CURRENT ASSETS

[Rs.' 000]

PARTICULARS	At at 30.06.2014	At at 30.06.2013
A Considered Good		
Insurance Claims	0	10
Sales Tax Refunds	9975	2500
	9975	2510

19 REVENUE FROM OPERATIONS

[Rs.' 000]

PARTICULARS	At at		At at	
	30.06.2014		30.06.2013	
a) Sale of Product*				
Sale Local	5676243		2589247	
Sale Export	15349	5691592	15252	2604499
b) Sale of Services				
Machine Hire Charges		2172		1788
c) Sale of Scrap		9355		6222
		5703119		2612509
*Sale of Product includes sale of trading goods also.				
Sale of Product				
– Sale of Cartons		960292		489886
– Sale of Machines		4731300		2114613
		5691592		2604499

20 OTHER INCOME

[Rs.' 000]

PARTICULARS	At at		At at	
	30.06.2014		30.06.2013	
- Interest Income				
On Fixed Deposit		3509		480
- Miscellaneous Balances Written Back		0		47973
		3509		48453

21 COST OF RAW MATERIAL CONSUMED*

[Rs.' 000]

PARTICULARS	At at		At at	
	30.06.2014		30.06.2013	
Stock at the beginning of the year		72467		65552
Purchases		5198575		2386245
		5271042		2451797
Less: Stock at the end of the year		78124		72467
		5192918		2379330

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

a Value of Imported and indigeneous Raw Materials consumed

PARTICULARS	At at 30.06.2014		At at 30.06.2013	
Raw Material:				
Imported	10229	0.20%	0	0.00%
Indigeneous	5182689	99.80%	2379330	100.00%
	5192918	100.00%	2379330	100.00%

22 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE [Rs.' 000]

PARTICULARS	At at 30.06.2014	At at 30.06.2013
CLOSING STOCK AS ON 30-06-2014		
Work-in-Process/Semi Finished Goods	49621	35129
Finished Goods	2430	4916
Production Scrap	318	319
	<u>52369</u>	<u>40364</u>
OPENING STOCK AS ON 01-07-2013		
Work-in-Process/Semi Finished Goods	35129	30206
Finished Goods	4916	3024
Production Scrap	319	213
	<u>40364</u>	<u>33443</u>
NET (-) INCREASE/ DECREASE	(12005)	(6921)

23 EMPLOYEES BENEFIT EXPENSES [Rs.' 000]

PARTICULARS	At at 30.06.2014	At at 30.06.2013
Salary, Wages and Bonus	111525	54956
Contribution to Provident Fund and other funds	6439	3713
Employee Welfare Expenses	9281	4143
	<u>127245</u>	<u>62812</u>

24 OTHER EXPENSES [Rs.' 000]

PARTICULARS	At at 30.06.2014	At at 30.06.2013
Stores & Spares Consumed	22557	13070
Packing Material Consumed	19566	10791
Processing Charges	3148	1710
Power & Fuel	44343	11954
Donation	8	11
Freight	2479	(1687)
Rent	8189	7041
Rates & Taxes	180	410
Repairs & Maintenance:		
Plant & Machinery	5434	1574
Building	896	193
Others	1129	1017
Insurance	1891	390
Legal & Professional	3043	2687
Travelling & Conveyance	8159	5285

Miscellaneous Expenses	18080	12611
Auditors' Remuneration	750	225
Cash Discount	107	114
Miscellaneous Balances written off	0	0
Bank Charges	491	35
Foreign Exchange Fluctuation	(16)	0
Security Charges	2921	1075
Total	143354	68506

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

PARTICULARS	At at 30.06.2014		At at 30.06.2013	
Stores, Spares Parts & Components				
Imported	0	0.00%	0	0.00%
Indigeneous	22557	100%	13070	100.00%
	22557	100%	13070	100.00%

25 EXTRA ORDINARY ITEMS

PARTICULARS	At at 30.06.2014	At at 30.06.2013
Profit/(Loss) on Sale of Fixed Assets	170319*	0
Total	170319	0

*Includes Rs. 166451 being Profit on sale of Bangalore and Hosur Land.

26. Contingent Liabilities:

- i) a) Outstanding Bank Guarantee Rs. 6.32 Lacs (Previous Period Rs. 25.18 Lacs)
b) **Excise matters:** Rs. 33.74 Lacs (Previous Period Rs. 144.05 Lacs)
c) **Sales Tax Matters:** Rs. 15.57 Lacs (Previous Period Rs. 91.87 Lacs)
d) Un expired Capital Commitments : Rs. Nil (Previous Period Rs. 369 Lacs)

27. 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.

28. 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 30.06.14
Packing & filling Machines	73966	3689	43181

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

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

29. 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)

PARTICULARS	Current Year	Current Period
Profit / (-) Loss for the year (Rs.)	284215	91502
Profit /(-) Loss attributable to equity share for the year (A)	284215	91502
Weighted average number of shares outstanding during the year (B)	25013	16711.98
Basic EPS (Rs.) (A/B)	11.36	5.48
Diluted EPS (Rs.)	11.36	5.48
Nominal value per equity share	10	10

b) Diluted:

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. As a result the diluted earnings per shares is the same as the basic earning per share.

30. (Rs. In `000)

	Current Year	Previous Period
[a] PAYMENT TO AUDITORS (INCLUDED IN MISC. EXPENSES)		
Audit Fees	225	187.5
Tax Audit Fee	225	187.5
[b] REMUNERATION TO EXECUTIVE DIRECTOR:		
Salary	1848	742
Allowance perquisites & other benefits	2278	748
Contribution to P.F. and other funds	222	89

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

31 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

Particulars	Current Year			Previous Period		
	External Sales	Other Income (Excluding Interest Income)	Total Current Year	External Sales	Other Income (Excluding Interest Income)	Total Previous Period
REVENUE :						
Carton and Flexibles Mfg. Division	960292	12864	973156	489,756	54,195	543951
Machine Mfg. Division	4731300	2172	4733472	2,114,743	1,788	2116531
Unallocated			0			0
Total	5691592	15037	5706629	2604499	55983	2660482
RESULTS :						
Segment Profit / -Loss						
Carton and Flexibles Mfg. Division			-55936			31,352
Machine Mfg. Division			166323			59,671
Unallocated			0			-
Total			110387			91023
Profit on sale of Fixed Assets and Land			170319			-
Interest Income			3509			480
Profit / -Loss before Tax			284215			91503
Income Tax			0			-
Profit / -Loss after Tax			284215			91503
OTHER INFORMATION :						
Segment Assets						
Carton Mfg. Division			1125484			1,113,812
Machine Mfg. Division			1149692			99,920
Unallocated			504066			4,873,575
			2779242			6,087,307
Segment Liabilities						
Carton Mfg. Division			663708			689,185
Machine Mfg. Division			26506			29,456
Unallocated			1347498			1,843,768
			2037711			2,562,409
Capital Expenditure						
Carton Mfg. Division			224822			515,577
Machine Mfg. Division			0			-
Unallocated			0			-
			224822			515,577
Depreciation						
Carton Mfg. Division			34862			12,796
Machine Mfg. Division			982			982
Unallocated			421			421
			36265			14,199
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			5693040			2646894
Revenue - Overseas Market			13589			13589
Total			5706629			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.

32. Related Party Disclosures for the year ended 30th June 2014 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. SAGATO MUKERJI	
b) Transactions with Related Parties			(Rs. '000)
S. No.	Transactions	Holding Company	Key Managerial
1	Business Advance Given	25,000.00 —	
2.	Remuneration		4,348.00 (1,579.00)
Outstanding as on 30.06.2014:			
a)	Amount Receivable/Payable	25,000.00	—

33 Foreign currency outgo:

PARTICULARS	At at 30.06.2014	At at 30.06.2013
Capital Expenditure	78148	0
Others	97	100

34 Earnings in foreign Exchange

PARTICULARS	At at 30.06.2014	As at 30.06.2013
FOB value of exports	10901	6453

35 CIF Value of Imports

PARTICULARS	At at 30.06.2014	As at 30.06.2013
On CIF basis (direct imports):		
Spare Parts	0	0
Plant & Machinery incl advance for machine	102081	0

36 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 30-06-2014	As at 30-06-2013
Future Minimum lease payments obligation on non-cancellable operating leases		
Not later than one year	10891	9578
Later than one year but not later than five years	2607	490
Later than five years	2125	0
Lease paymets recognised in statement of Profit and Loss	10614	7461

- B** 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 30-06-2014	As at 30-06-2013
Future Minimum lease payments obligation on non-cancellable operating leases		
Not later than one year	3048	2400
Later than one year but not later than five years	5880	7200
Later than five years	0	0
Lease income recognised in statement of Profit and Loss	4098	2400

37 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.

- 38 a)** Previous period figures figures have been re-grouped and/or Re-arranged, where-ever cosidered necessary.
- b)** The financial statements for the year ended 30-06-2014 are not comparable with previous period figures which are for nine months.
- 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 38 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/-
(M. K. AGARWAL)
Partner
(Membership No. 76980)

Sd/-
PANKAJ MAHENDRU
Company Secretary

Sd/-
AJAY KUMAR
DGM (Accounts)

Place : New Delhi
Dated : 28th August, 2014

Sd/-
VINOD UPPAL
Director

Sd/-
SAGATO MUKERJI
Director



ROLLAINERS
EMERGING EVERYDAY

ROLLAINERS LIMITED

Registered Office: Plot No. 73-74, Phase-III, Industrial Area, Dharuhera, District Rewari, Haryana-123106
Tel. : 01274-243326, 242220 E-Mail: www.rollainers.in
CIN: L21014HR1968PLC004844

ATTENDANCE SLIP

Name of the Shareholder/Proxy*

DP ID**
Client ID**

Folio No.
No. of Shares held

I/We hereby record my/our presence at the 43rd Annual General Meeting of the Company held at Plot No. 73-74, Phase-III, Industrial Area, Dharuhera, District Rewari, Haryana-123106 on Friday, the 26th day of December, 2014 at 09.30 a.m.

SIGNATURE OF THE SHAREHOLDER/PROXY*

* Strike out whichever is not applicable.

**Applicable for investors holding shares in electronic form.

Note: Please handover the slip at the entrance of the Meeting venue.

ROLLAINERS LIMITED

Registered Office: Plot No. 73-74, Phase-III, Industrial Area, Dharuhera, District Rewari, Haryana-123106
Tel. : 01274-243326, 242220 E-Mail: www.rollainers.in
CIN: L21014HR1968PLC004844

PROXY FORM-MGT-11

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

CIN: L21014HR1968PLC004844

Name of the Company: ROLLAINERS LIMITED

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

Name of the member(s):

Registered address:

E-mail Id:

Folio No/Client Id:

DP ID:

I/We, being the member(s) of Shares of the above named Company, hereby appoint

- Name:
Address:
E-mail Id:
Signature:, or failing him
- Name:
Address:
E-mail Id:
Signature:, or failing him
- Name:
Address:
E-mail Id:
Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting of the Company, to be held on, 26th day of December, 2014 at 09.30 a.m. at the Registered Office of the Company and at any adjournment thereof, in respect of such resolution set out in the Notice convening the meeting, as are indicated below:

Resolution No. 1: Adoption of Annual Audited Financial Statement, Report of Auditor's and Directors' for the financial year ended 30th June, 2014

Resolution No. 2: Re-appointment of Ms. Aarti Jain (DIN: 00143244), who retires by rotation

Resolution No. 3: Appointment of M/s Manoj Mohan & Associates as Statutory Auditors of the Company and to fix their remuneration

Resolution No. 4: Appointment of Mr. Pyush Gupta as an Independent Director of the Company

Resolution No. 5: Appointment of Mr. Vivek Kumar Agarwal as an Independent Director of the Company

Resolution No. 6: Appointment of Mr. Sanjiv Bhasin as an Independent Director of the Company

Resolution No. 7: Appointment of Mr. Sanjay Tiku as an Independent Director of the Company

Resolution No. 8: Borrowings by the Company upto Rs. 5000 Crore(Rupees Five Thousand Crore Only)

Resolution No. 9:Charging/Mortgaging the Assets/Properties of the Company upto Rs. 5000 Crore (Rupees Five Thousand Crore Only)

Affix
revenue
stamp

Signed thisday of, 2014

Signature of Shareholder

Signature of Proxy Holder (s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

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BOOK POST/U.P.C.

(Printed Matter)

If undelivered, please return to :

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Dharuhera, Distt. - Rewari,
Haryana - 123106