

FORM A

COVERING LETTER OF THE ANNUAL AUDIT REPORT

| | | |
|----|---|-----------------------------|
| 1. | Name of the Company | ROLL ATAINERS LIMITED |
| 2. | Annual Financial Results for the year ended | 30 th June, 2015 |
| 3. | Type of Audit Observation | Un-qualified |
| 4. | Frequency of Observation | N.A. |

Sagato Mukerji

Sagato Mukerji
(Whole time Director)

Sanjiv Bhasin

Sanjiv Bhasin
(Chairman, Audit Committee)

Ajay Kumar
Ajay Kumar
(CFO)



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



ROLLATAINERS

EMERGING EVERYDAY

ROLLATAINERS LIMITED

44TH ANNUAL REPORT 2014 - 2015



ROLLATAINERS

EMERGING EVERYDAY

ROLLATAINERS LIMITED

CIN: L21014HR1968PLC004844

44TH ANNUAL REPORT 2014 - 2015

BOARD OF DIRECTORS

| | |
|---------------------------|---|
| Ms. Aarti Jain | <i>Promoter & Non – Executive Chairperson</i> |
| Mr. Aditya Malhotra | <i>Promoter & Non-Executive Director</i> |
| Mr. Sagato Mukerji | <i>Whole Time Director</i> |
| Mr. Pyush Gupta | <i>Independent Director</i> |
| Mr. Vivek Kumar Agarwal | <i>Independent Director</i> |
| Mr. Sanjiv Bhasin | <i>Independent Director</i> |
| Mr. Brajinder Mohan Singh | <i>Independent Director</i> |

Chief Financial Officer

Mr. Ajay Kumar

Company Secretary & Compliance Officer

Mr. Pankaj Mahendru

Auditors

Manoj Mohan & Associates
Chartered Accountants, New Delhi

Company's Website

www.rollatainers.in

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

CONTENTS

| | |
|--|----|
| Notice | 3 |
| Directors' Report | 9 |
| Corporate Governance Report | 36 |
| Management Discussion & Analysis Report | 48 |
| Auditors' Report | 54 |
| Balance Sheet | 58 |
| Statement of Profit & Loss | 59 |
| Cash Flow Statement | 60 |
| Notes to Financial Statements | 82 |
| Consolidated Financial Statements | 91 |

NOTICE

NOTICE is hereby given that the 44th Annual General Meeting of the members of **ROLLATAINERS LIMITED** will be held on Saturday, 26th day of December, 2015 at 9.30 a.m. at the Registered Office of the Company at Plot No. 73-74 , Industrial Area-Phase III, Dharuhera, Distt. Rewari, Haryana 123106, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 30th June, 2015 and the Reports of the Board of Directors and the Auditors thereon; and
 - b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 30th June, 2015 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Aditya Malhotra (DIN: 02191303) who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of Appointment of Statutory Auditors.

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 of the Companies Act, 2013 and the Rules made there under, as amended from time to time the Company hereby ratifies the appointment of M/s. Manoj Mohan & Associates., Chartered Accountants (Firm Registration No. 009195C), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors."

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

Place : Dharuhera, Haryana
Date : 27th August, 2015

Sd/-
(Aarti Jain)
DIN: 00143244
Chairperson

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON POLL ONLY) INSTEAD OF HIMSELF/HERSELF AND SUCH 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 PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 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.

2. 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.
3. The Register of Members and Share Transfer books of the Company will remain closed from Sunday, 20th December, 2015 to Saturday, 26th December, 2015 (both days inclusive).

4. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during working days between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
5. M/s Beetal Financial & Computer Services (P) Ltd. having their office at Beetal House, 3rd Floor, 99, Madangir, Behind L.S.C., near dada Harsukh Das Mandir, New Delhi-110062 are the Registrar and Share Transfer Agent (RTA) of the Company and all transfers both in physical and electronic segments and other related matters are managed by them. Members are requested to address all their correspondence to the Registrar and Share Transfer Agent at the above address.
6. 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.
7. Members desirous of making a nomination in respect of their shareholding in the Company 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 is required to be lodged with the respective Depository Participants.
8. The Members/Proxies attending the Annual General Meeting are requested to bring the enclosed attendance slip and deliver the same after filling in their Folio number / Client Id at the entrance of the meeting hall. Admission to the Annual General Meeting venue will be allowed only after verification of the signature in the attendance slip.
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 the same with M/s Beetal Financial & Computer Services (P) Ltd, the Registrar and Share Transfer Agent of the Company.
10. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide to the members a facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 23rd December, 2015 (9:00 am) and ends on 25th December, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 19th December, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. IN CASE A MEMBER RECEIVES AN EMAIL FROM NSDL [FOR MEMBERS WHOSE EMAIL IDS ARE REGISTERED WITH THE COMPANY/DEPOSITORY PARTICIPANTS(S)]**
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Rolltainers Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are 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 to cs.sachinkhurana@gmail.com with a copy marked to evoting@nsdl.co.in.

B. IN CASE A MEMBER RECEIVES PHYSICAL COPY OF THE NOTICE OF AGM [FOR MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORY PARTICIPANTS(S) OR REQUESTING PHYSICAL COPY]

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
EVEN (Remote e-voting Event Number), USER ID, PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as of the cut-off date of 19th December, 2015.
- X. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th December, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or beetalrta@gmail.com
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as of the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- XIII. Mr. Sachin Khurana, Practicing Company Secretary, New Delhi has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.rollatainers.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited, where the equity shares of the Company are listed.

REQUISITE INFORMATION IN RESPECT OF DIRECTOR SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING:

| | |
|---|--|
| 1. Name of Director | : Mr. Aditya Malhotra |
| Date of Birth | : 29/11/1982 |
| Age | : 32 years |
| Qualification | : MBA(Finance) |
| Experience | : 8 Years |
| Expertise | : Project Implementation, Monitoring & Financial Matters |
| Date of Appointment | : 10.01.2013 |
| List of Other Companies in which Directorships held | : Aron Auto Limited Amtek Global technologies Private Limited Amtek Riken Casting Private Limited B S Ispat Limited Gateway Impex Private Limited Gateway Facility Management Private Limited Gondwana Ispat Limited JMT Auto Limited Kalinga Steel Tech Private Limited MPT Amtek Automotive (India) Limited Meltron Vincom Private Limited Krisum Mines & Minerals Private Limited OISL Auto Limited Orissa Steel Metaliks Private Limited Radhikapur (West) Coal Minning Private Limited Rose Fiscal Services Private Limited Terrasoft Infosystems Private Limited |

| | | |
|--|---|---------------------------------|
| Relationship with other Directors, Managers and KMPs | : | No Inter-se Relationship |
|--|---|---------------------------------|

| | | |
|--|---|------------------|
| No. of Meetings attended during the Year | : | 7 (Seven) |
|--|---|------------------|

| | | |
|---|---|----------------|
| Membership/Chairmanship in Committees of the Board of other Companies | : | 2 (Two) |
|---|---|----------------|

| | | |
|---|---|---|
| Terms and Conditions of appointment/Re-appointment along with details of Remuneration sought to be paid | : | As per the Nomination and Remuneration Policy of the Company |
|---|---|---|

| | | |
|-------------------------|---|------------|
| Remuneration last drawn | : | Nil |
|-------------------------|---|------------|

| | | |
|-----------------------------|---|------------|
| Shareholding in the Company | : | Nil |
|-----------------------------|---|------------|

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

Place : Dharuhera, Haryana
Date : 27th August, 2015

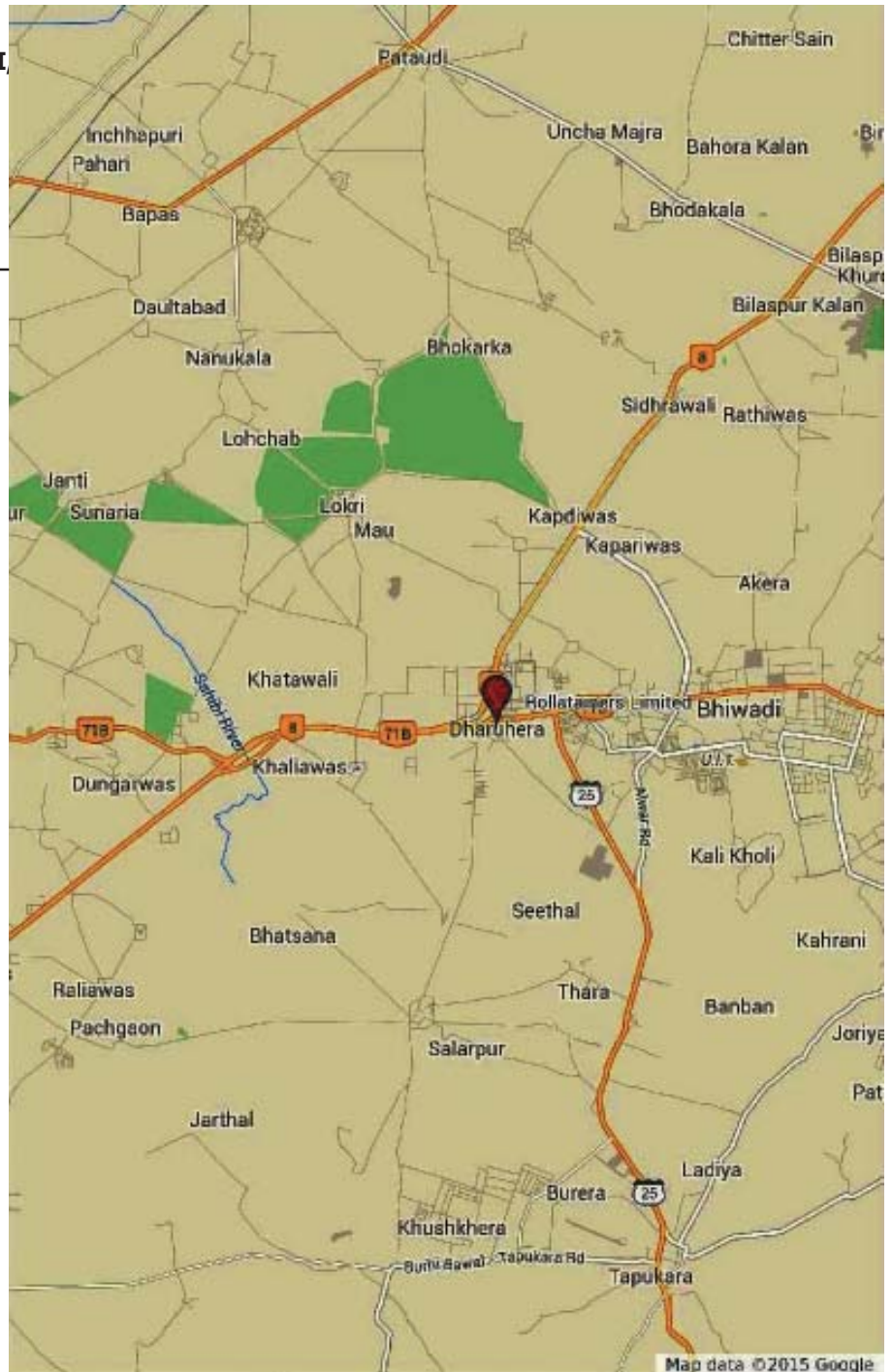
Sd/-
(Aarti Jain)
DIN: 00143244
Chairperson

Route Map to the Venue of 44th AGM of Rollatainers Limited

73-74, Industrial Area, Phase-III,
Dharuhera, Distt. Rewari,
Haryana 123106 India
rollatainers.in 01274-243326



Rollatainers Limited



DIRECTORS' REPORT

To
The Members,
ROLLATAINERS LIMITED

Your Directors are pleased to present the 44th Annual Report on the business and operations of your Company along with the Standalone and consolidated financial statements for the financial year ended 30th June, 2015.

FINANCIAL RESULTS (Standalone)

(Rupees in lacs)

| PARTICULARS | Year ended 30 th June, 2015 | Year ended 30 th June, 2014 |
|---|---|---|
| Sales | 17091 | 36290 |
| Less: Expenditures | 15945 | 35347 |
| Gross Profit/(Loss) Before Depreciation | 1146 | 943 |
| Less: Depreciation | 229 | 180 |
| Profit/(Loss) before Other income, Exceptional & Extra-ordinary items & tax | 917 | 763 |
| Add: Other Income | 48 | 6 |
| Profit/(Loss) before Exceptional & Extra-ordinary items & tax | 965 | 769 |
| Less: Exceptional Items | - | 1697 |
| Profit/(loss) before Extra-ordinary items & tax | 965 | 2466 |
| Extra-ordinary items | - | - |
| Profit/(loss) for the year before tax | 965 | 2466 |
| Less: Tax expense | 906 | - |
| Profit/(loss) for the year | 1871 | 2466 |
| Add : Accumulated Losses | (6150) | (8616) |
| Balance available for appropriation | (4279) | (6150) |
| Balance Carried to Balance Sheet | (4279) | (6150) |

PERFORMANCE REVIEW

During the year under review, the total income of the Company stood at Rs.17139 lacs as compared to Rs. 36296 lacs during the corresponding previous year ended on 30th June, 2014. EBITDA for the year stood at Rs. 1,194 lacs as compared to Rs. 949 lacs for the year ended 30th June, 2014. Profit for the year ended 30th June, 2015 was Rs. 1871 lacs as against Rs. 2466 lacs for the year ended 30th June, 2014.

DIVIDEND

The Board of Directors has not recommended any dividend for the financial year ended 30.06.2015.

SUBDIVISION OF EQUITY SHARES

Pursuant to a Special Resolution passed by the shareholders of the Company by way of Postal Ballot, each equity share of the Face Value of Rs. 10 each has been sub divided into 5 equity shares of Rs. 2 each effective from June 6, 2015 and Capital Clause of the Memorandum of Association has been accordingly altered.

Shareholders having equity shares in electronic form received direct credit of the sub-divided shares of Rs.2 each of the Company to their depository account and the shareholders holding shares in physical form were issued new share certificates of Rs.2 each in place of the old share certificates. Post aforesaid sub division, the equity shares of the Face Value of Rs. 2/- each were allotted a new ISIN i.e. INE927A01032.

Presently, the altered authorized share capital of the Company is Rs. 6,50,000,000 divided into 2,35,000,000 equity

shares of Rs 2/- each and 18,00,000 Redeemable Preference Shares of Rs. 100/- each and the Issued, Subscribed and Paid up share capital of the Company is Rs. 3,64,130,000 divided into 1,25,065,000 Equity Shares of Rs. 2/- each, 1,40,000, 10 % Non- Convertible Redeemable Preference Shares of Rs. 100/- each and 10,00,000, 2% Redeemable, Non Cumulative, Non Convertible Preference Shares of Rs.100/- each.

ACQUISITION AND CONSOLIDATION OF FOOD BUSINESS

The Company has a longstanding presence in the consumer packaging industry, particularly as a Supplier to the Fast Moving Consumer goods (FMCG) sector. During the year under review, the Company through its Wholly Owned Subsidiary "Carnation Hospitality Private Limited" ("Carnation") entered into various segments of food business which are as follows:

- Rollatainers and International Market Management Limited's 50:50 Joint Venture Company Sierra Nevada Restaurants Private Limited entered into a long term Franchise Agreement for setting up the Wendy's Restaurant Franchise in India. Wendy is the third largest Burger Chain in the World.
- Carnation and International Market Management Limited's 50:50 Joint Venture Company Dolomite Restaurants Private Limited entered into a long term Development Agreement with Jamie's Italian International Limited to operate Jamie's restaurants across India. Jamies is an Italian dining chain by celebrity chef Jamie Oliver.
- Carnation acquired Lavazza's Wholly Owned Subsidiary Barista Coffee Company Limited which operates the second largest coffee chain in India with a presence in UAE, Sri Lanka, Nepal, Bangladesh & Myanmar.
- Carnation also acquired the Kylin Restaurant chain and the Mapple Food Business. Kylin operates World Class casual dining chain for over 10 years. Mapple's all day multi-cuisine restaurant operates across the Mapple Hotels including banqueting services.

The Company's entry into the food business is a natural extension into the attractive consumer food segment and also leverages its existing expansion of working with International Brands. All the stakeholders of the Company are expected to benefit from the value created by successfully participating in the restaurant and food services sector.

CONSOLIDATED FINANCIAL STATEMENT

In accordance with Section 129 of the Companies Act, 2013, Consolidated Financial Statements are attached and form part of the Annual Report and the same shall be laid before the ensuing Annual General Meeting along with the Financial Statements of the Company.

STATE OF COMPANY'S AFFAIRS

The state of affairs of the Company is presented as part of the Management Discussion and Analysis Report forming part of the Annual Report.

CORPORATE GOVERNANCE

Your Company has taken adequate steps to ensure compliance with Clause 49 of the Listing Agreement executed with BSE Limited. The report on Management Discussion and Analysis, the Report on Corporate Governance and the requisite Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance are provided in a separate section which forms part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions contained in Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

- a) in the preparation of the annual accounts for the year ended 30th June, 2015, the applicable Accounting Standards have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 30th June, 2015 and of the profit of the Company for that period;

- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the Annual Accounts on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

SUBSIDIARIES AND JOINT VENTURES

In accordance with proviso to sub-section (3) of Section 129 of the Companies Act 2013, a statement containing salient features of the financial statements of the Company's Subsidiaries and Joint Ventures and the report on their performance and financial position in Form AOC-1 is annexed to the financial statements and forms part of the Annual Report. **(Annexure-I)**

In accordance with third proviso to Section 136(1) of the Companies Act, 2013, the Annual Report of your Company, containing therein its audited standalone and the consolidated financial statements has been placed on the website of the Company. Further, audited financial statements together with related information and other reports of each of the subsidiary companies, have also been placed on the website of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Ajay Kumar was appointed as the Chief Financial Officer of the Company effective from August 28, 2014 in accordance with the provisions of Section 203 of the Companies Act, 2013.

Mr. Brajinder Mohan Singh was co-opted on the Board as an Additional Director effective from March 31, 2015. Further, the Shareholders of the Company by an Ordinary Resolution passed through Postal Ballot, the results of which were announced on May 22, 2015, approved the appointment of Mr. Brajinder Mohan Singh as an Independent Director for a term of 5 years effective from March 31, 2015.

During the year under review, Mr. Sanjay Tiku and Mr. Vinod Kumar Uppal, Directors of the Company, stepped down from the Board on 1st June, 2015. The Board wishes to place on record its deep sense of appreciation for the valuable contributions made by them to the Board and the Company during their tenure as Directors.

Mr. Aditya Malhotra, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends his re-appointment. A Brief Resume of Mr. Aditya Malhotra as required under Clause 49 of the Listing Agreement and Companies Act 2013, forms part of the notice convening Annual General Meeting.

FAMILIARIZATION PROGRAMME

Details of the familiarization programme of the Independent Directors are available on the website of the Company (URL: <http://www.rollatainers.in/investors.php>)

INDEPENDENT DIRECTORS DECLARATION

The Company has received the necessary declaration from each Independent Director in accordance with Section 149 (7) of the Companies Act, 2013, that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with Clause 49 of the Listing Agreement.

BOARD MEETINGS HELD DURING THE YEAR

Ten (10) meetings of the board were held during the year, the details of which are provided in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement.

BOARD EVALUATION

The Board evaluated the effectiveness of its functioning and that of the committees and of individual Directors by seeking their inputs on various aspects of Board/Committee governance such as the Board composition and structure, effectiveness of board processes, active participation and contribution of directors in the Board/Committee meetings and the fulfilment of Directors obligation and their fiduciary responsibilities.

Further, the Independent Directors at their meeting, reviewed the performance of the Board, Chairman of the Board and of Non Executive Directors. The meeting also reviewed the co-ordination between the Company management and the Board which is required for the Board to effectively and reasonably perform their duties.

INTERNAL FINANCIAL CONTROLS

The Board has laid down internal financial Controls to be followed by the Company commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the internal audit function reports to the chairman of the Audit Committee and all significant audit observations and corrective actions are presented to the Committee.

STATUTORY AUDITORS AND AUDITORS REPORT

M/s Manoj Mohan & Associates, Chartered Accountants, (Firm Regd. No: 009195C) were appointed Statutory Auditors of the Company to hold office up to the conclusion of 46th Annual General Meeting of the Company subject to the ratification of their appointment at every Annual General Meeting. M/s Manoj Mohan & Associates, Chartered Accountants have confirmed their eligibility and willingness to accept office, if their appointment is ratified at the ensuing Annual General Meeting. The proposal for the ratification of their appointment is included in the notice for Annual General Meeting sent herewith.

The Company has received a consent letter from the statutory auditors for their appointment, and a certificate from them that their appointment, if ratified, shall be in accordance with the conditions as prescribed under the Companies Act, 2013 and that they are not disqualified for appointment.

The Auditor's Report does not contain any qualifications, reservations or adverse remarks. The Report is attached hereto and is self-explanatory requiring no further elucidation.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/S S. Khurana & Associates, Company Secretaries, New Delhi to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit in Form MR 3 for the Financial Year ended 30th June, 2015 is annexed as **Annexure II** to the Report. There are no qualifications, reservations or adverse remarks made by Secretarial Auditor in their report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are provided in the accompanying Financial Statements.

RELATED PARTY TRANSACTIONS

In accordance with Section 134(3) (h) of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rules, 2014, the particulars of contracts or arrangements with related parties, referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2 are attached as **Annexure III** to this Report.

EXTRACT OF ANNUAL RETURN

As provided under Section 92(3) of the Companies Act, 2013, the extract of the annual return is provided in **Annexure IV** in the prescribed Form MGT-9, which forms part of this report.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The details on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure V** to this Report.

COMMITTEES OF THE BOARD

The Company's Board has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee

The details of the membership and attendance at the meetings of the above Committees of the Board are provided in the Corporate Governance section of the Annual Report.

POLICY ON APPOINTMENT AND REMUNERATION

Pursuant to Section 178(3) of the Companies Act 2013, the Nomination and Remuneration Committee of the Board has framed a policy for selection and appointment of Directors and senior management personnel, which *inter alia* includes the criteria for determining qualifications, positive attributes and independence of Director(s)/ Key managerial personnel and their remuneration.

CORPORATE SOCIAL RESPONSIBILITY

A brief outline of the Corporate Social Responsibility Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure VI** of this report as per the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The composition of CSR committee and other related details are provided in the Corporate Governance section, forming part of this Report. The policy is available on the website of the Company.

AUDIT COMMITTEE

The Board has constituted an Audit Committee, which comprises of Mr. Sanjiv Bhasin, Independent Director as the Chairman, Mr. Pyush Gupta and Mr. Vivek Kumar Agarwal, Independent Directors as the Members. The Board of Directors have accepted all the recommendation of the Audit Committee.

VIGIL MECHANISM

The Company has in place a vigil mechanism in the form of Whistle Blower Policy. It aims at providing avenues for employees to raise complaints and to receive feedback on any action taken and seeks to reassure the employees that they will be protected against victimization and for any whistle blowing conducted by them in good faith. The policy is intended to encourage and enable the employees of the Company to raise serious concerns within the organization rather than overlooking a problem or handling it externally.

The Company is committed to the highest possible standard of openness, probity and accountability. It contains safeguards to protect any person who uses the Vigil Mechanism by raising any concern in good faith. The Company protects the identity of the whistle blower if the whistle blower so desires, however the whistle blower needs to attend any disciplinary hearing or proceedings as may be required for investigation of the complaint. The mechanism provides for a detailed complaint and investigation process.

If circumstances so require, the employee can make a complaint directly to the Chairman of the Audit Committee. The Company also provides a platform to its employees for having direct access to the Whole Time Director. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.

RISK MANAGEMENT

The Company has developed and implemented a Risk Management Policy. The details of elements of risk are provided in the Management Discussion and Analysis section of the Annual Report.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to provide a healthy environment and thus does not tolerate any discrimination and/or harassment in any form. The Company has in place an Anti Sexual Harassment Policy in line with the

requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All women employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2014-15, no complaints were received by the committee.

PARTICULARS OF EMPLOYEES

The details as required in terms of the provisions of Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached as **Annexure – VII** to this Report.

The particulars of employees as required in terms of the provisions of Section 197 read with Rule 5 (2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is Nil.

PUBLIC DEPOSITS

During the year under review, the Company has not accepted any fixed deposits from public, shareholders or employees under the Companies Act, 2013.

SIGNIFICANT AND MATERIAL ORDERS

No significant and material orders have been passed by any regulators or courts or tribunals impacting the going concern status and Company's operations in future.

DEMATERIALIZATION OF SHARES

The Company has admitted its Equity Shares to the depository system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialisation of shares. As on 30th June 2015, 1,24,275,135 Equity Shares representing 99.37 % of the Equity Share Capital of the Company are in dematerialized form. The Equity Shares of the Company are compulsorily traded in dematerialized form as mandated by the Securities and Exchange Board of India (SEBI). The International Securities Identification Number (ISIN) allotted to the Company with respect to its Equity Shares is INE927A01032

LISTING AT STOCK EXCHANGE

The Equity Shares of Company are listed on BSE Limited and are actively traded. The Company has paid the annual listing fee to the concerned Stock Exchange for the year 2015-16. During the Year under review, the Company has applied for listing of its equity shares at National Stock Exchange of India Limited (NSE), which is in process.

RECONCILIATION OF SHARE CAPITAL AUDIT

As per the directives of the Securities & Exchange Board of India, the Reconciliation of Share Capital Audit was carried out on a quarterly basis by a Company Secretary in whole-time practice. The purpose of the audit was 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 respect to admitted, issued and paid up capital of the Company. The aforesaid Reports on Reconciliation of Share Capital were duly submitted to the BSE Limited where the Equity Shares of the Company are listed.

INDUSTRIAL RELATIONS

During the year under review, the relations between the Management and the workmen were highly cordial. Human resources initiatives such as skill up gradation, 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 endeavours 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 employee of the Company. Your Directors also take this opportunity to offer their sincere thanks to the Financial Institutions, Banks and other Government Agencies, valued customers and the investors for their continued support, co-operation and assistance.

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

Place : Dharuhera, Haryana
Date : 27st August, 2015

Sd/-
(Aarti Jain)
DIN: 00143244
Chairperson

ANNEXURE -I

Form AOC-1

Statement containing salient features of the financial statement of Subsidiaries/ Associate Companies

(Pursuant to the first proviso to Sub-Section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

PART "A": SUBSIDIARIES

Amount (in Lakhs)

| S.No | 1 | 2 |
|-----------------------------|---------------------------------------|-----------------------|
| Name of Subsidiary | Carnation Hospitality Private Limited | R T Packaging Limited |
| Reporting Period 30.06.2015 | 30.06.2015 | |
| Reporting Currency | INR | INR |
| Share Capital | 2391.00 | 2500.00 |
| Reserves & Surplus | (398.00) | 538.00 |
| Total Assets | 2034.00 | 6392.00 |
| Total Liabilities | 2034.00 | 6392.00 |
| Investments | 1121.00 | – |
| Turnover | – | 25059.00 |
| Profit before tax | (398.00) | 684.00 |
| Provision for Tax | 0 | (658.00) |
| Profit after Tax | (398.03) | 1342.00 |
| Proposed Dividend | – | – |
| % of Shareholding | 100% | 90% |

Part "B": Joint Ventures**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Joint Venture Companies**

Amount (in Lakhs)

| Name of Joint Ventures | Sierra Nevada Restaurants Private Limited | Rollatainers-Toyo Machine Private Limited |
|--|--|--|
| Latest audited Balance Sheet Date | 31.03.2015 | 31.03.2015 |
| Shares of Associate/Joint Ventures held by the company on the year end | | |
| No. | 1,09,10,000 | 10,00,000 |
| Amount of Investment in Joint Venture | 1,091.00 | 100.00 |
| Extent of Holding% | 50% | 50% |
| Description of how there is significant influence | By Shareholding | By Shareholding |
| Reason why the associate/joint venture is not consolidated | N.A. | N.A. |
| Net worth attributable to shareholding as per latest audited Balance Sheet | 545.00 | 61.62 |
| 6. Profit / (Loss) for the year | (546.65) | (38.38) |

For and on behalf of the Board

Sd/-
Sagato Mukerji
 Whole time Director

Sd/-
Aarti Jain
 Chairperson

Sd/-
Ajay Kumar
 Chief Financial Officer

Sd/-
Pankaj Mahendru
 Company Secretary

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 30th June, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Rollatainers Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Rollatainers Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Rollatainers Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 30th June, 2015 generally complied with the statutory provisions listed here under and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by Rollatainers Limited for the financial year ended on 30th June, 2015 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contract (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with BSE Limited.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has generally complied with the provisions of the Acts, Rules, Regulations and Guidelines as mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that

took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For S. Khurana & Associates
Company Secretaries

Sd/-

Sachin Khurana
Membership No.: A35297
CP No.: 13212

Place : New Delhi
Date : 27th August, 2015

FORM NO. AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Sub-Section(1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis – NIL
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts/arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - (e) Justification for entering into such contracts or arrangements or transactions
 - (f) Date(s) of approval by the Board
 - (g) Amount paid as advances, if any:
 - (h) Date on which the special resolution was passed in the General Meeting as required under the first proviso to Section 188

2. Details of material contracts or arrangements or transactions at arm's length basis – NIL
 - (a) Name(s) of the related party and nature of relationship:
 - (b) Nature of contracts/arrangements/transactions:
 - (c) Duration of the contracts/arrangements/transactions:
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
 - (e) Date(s) of approval by the Board, if any:
 - (f) Amount paid as advances, if any:

Sd/-
Aarti Jain
DIN:00143244
(Chairperson)

Place : Dharuhera, Haryana
Date : 27th August, 2015

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 30.06.2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN** : L21014HR1968PLC004844
- ii) Registration Date** : February 25,1968
- iii) Name of the Company** : ROLLATAINERS LIMITED
- iv) Category / Sub-Category of the Company** : Public Company
- v) Address of the registered office and contact details:** : Plot No. 73-74,Phase –III, Industrial Area Dharuhera, District-Rewari, Haryana-123106
Tel: 01274 243326
- vi) Email:**
- vii) Website:** : www.rollatainers.in
- viii) Whether listed company Yes / No:** : Yes
- ix) Name, Address and Contact details of Registrar and Transfer Agent, if any:** : Beetal Financial & Computer Services Pvt. Ltd.
Beetal House 3rd Floor,99, Madangir,
B/H L.S.C., New Delhi-110062
Contact: 011 29961281
Email: beetalrta@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

| S.No | Name and Description of main products/services | NIC Code of the Product/ service | % to total turnover of the company |
|------|--|----------------------------------|------------------------------------|
| 1. | Cartoons/ Laminates | 74950 | 69.31% |
| 2. | Machines | 29195 | 30.69% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| S.No | NAME AND ADDRESS OF THE COMPANY | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % of shares held | Applicable Section |
|------|--|-----------------------|--------------------------------|------------------|--------------------|
| 1. | WLD Investments Pvt. Ltd A-212 1 ST Floor, Shivalik, New Delhi, Delhi-110017 | U65993DL1996PTC082102 | Holding | 74.95% | 2(46) |
| 2. | Carnation Hospitality Private Limited 910, 9 th Floor, Ansal Bhawan, Kasturba Gandhi Marg, New Delhi, Delhi-110001 | U55101DL2009PTC194654 | Subsidiary | 100% | 2(87) |
| 3. | R T Packaging Ltd. Plot No. 73-74, Phase III, Industrial Area, Dharuhera, Rewari, Haryana-123106 | U74999HR1993PLC032169 | Subsidiary | 90% | 2(87) |
| 4. | Sierra Nevada Restaurants Pvt. Ltd. Unit No. 236B & 236C, South Court, DLF, Saket New Delhi-110017 | U55101DL2014PTC266988 | Associate (Joint Venture) | 50% | 2(6) |
| 5. | Rollatainers Toyo Machine Private Limited Plot No. 73-74, Industrial Area Phase-III, Dharuhera-123106 | U29253HR2013PTC050626 | Associate (Joint Venture) | 50% | 2(6) |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year i.e. 01.07.2014 | | | | No. of Shares held at the end of the year i.e. 30.06.2015 | | | | % Change during the year |
|--|---|-----------|-----------------|-------------------|---|------------|-----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of total shares | Demat | Physical | Total | % of total shares | |
| A. PROMOTERS | | | | | | | | | |
| (1) INDIAN | | | | | | | | | |
| a) Individual/HUF | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) State Govt (s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Bodies Corp. | 18746040 | 0 | 18746040 | 74.95 | 93730200 | 0 | 93730200 | 74.95 | 0 |
| e) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Any Other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (A) (1):- | 18746040 | 0 | 18746040 | 74.95 | 93730200 | 0 | 93730200 | 74.95 | 0 |
| (2) Foreign | | | | | | | | | |
| a) NRIs – Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Other – Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Banks/FI e) | | | | | | | | | |
| e) Any Other... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (A) (2) | 18746040 | 0 | 18746040 | 74.95 | 93730200 | 0 | 93730200 | 74.95 | 0 |
| (2) Total shareholding of Promoter (A) = (A)(1)+(A)(2) | 18746040 | 0 | 18746040 | 74.95 | 93730200 | 0 | 93730200 | 74.95 | 0 |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Banks / FI | 350 | 20 | 370 | 0 | 1750 | 100 | 1850 | 0 | 0 |
| c) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| g) FIIs | 1691240 | 0 | 1691240 | 6.761 | 8056200 | 0 | 8056200 | 6.44 | (0.321) |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | | 00 | 0 | 0 | 0 |
| i) Others (specify) | | | | | | | | | |
| Sub-total (B)(1):- | 1691590 | 20 | 1691610 | 6.763 | 8057950 | 100 | 8058050 | 6.44 | (0.323) |

| | | | | | | | | | |
|---|-----------------|---------------|-----------------|---------------|------------------|---------------|------------------|--------------|----------------|
| 2. Non Institutions | | | | | | | | | |
| a) Bodies Corp. | 3599169 | 5415 | 3604584 | 14.411 | 19510354 | 27075 | 19537429 | 15.62 | 1.209 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 384983 | 160916 | 545899 | 2.182 | 1722675 | 762655 | 2485330 | 1.99 | (0.192) |
| ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh | 349502 | 0 | 349502 | 1.397 | 935425 | 0 | 935425 | 0.75 | (0.647) |
| c) Others (specify) | | | | | | | | | |
| c-i) NRI | 2516 | 7 | 2523 | 0.010 | 88820 | 35 | 88855 | 0.07 | 0.06 |
| c-ii) Clearing Member | 1881 | 0 | 1881 | 0.008 | 17616 | 0 | 17616 | 0.01 | 0.002 |
| c-iii) HUF | 70961 | 0 | 70961 | 0.284 | 212095 | 0 | 212095 | 0.17 | 0.114 |
| Sub-total (B)(2):- | 4409012 | 166338 | 4575350 | 18.292 | 22486985 | 789765 | 23276750 | 18.61 | 0.318 |
| Total Public Shareholding (B)= (B)(1)+ (B)(2) | 6100602 | 166358 | 6266960 | 25.055 | 30544935 | 789865 | 31334800 | 25.05 | (0.005) |
| TOTAL (A)+(B) | 24846642 | 166358 | 25013000 | 100 | 124275135 | 789865 | 125065000 | 100 | 0 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand Total (A+B+C) | 24846642 | 166358 | 25013000 | 100 | 124275135 | 789865 | 125065000 | 100 | 0 |

(ii) Shareholding of Promoters

| S.No | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the End of the year | | | % change in share holding during the year |
|------|------------------------------|---|----------------------------------|---|-------------------------------------|--------------------------------|---|---|
| | | No. of shares | % of total Shares of the company | % of Shars Pledgd/ encubered tototal shares | No. of shares | % of total Shaes of the compay | % of Shares Pledged/ encumbered to total shares | |
| 1. | W.L.D. Investments Pvt. Ltd. | 18746040 | 74.95 | 0 | 93730200 | 74.95 | 0 | 0 |

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

| S.No | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|------|---|--|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total Shares of the company | No. of shares | % of total Shares of the company |
| | At the beginning of the year | 18746040 | 74.95 | | |
| | Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.e. allotment/transfer/ bonus/sweat equity etc.): | Change in the No. of Shares is due to Sub Division of Equity shares, having face value of Rs. 10/-each into 5 Equity Shares of the face Value of Rs. 2/-each effective from June 6, 2015. | | | |
| | At the End of the year | | | 93730200 | 74.95 |

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| S.No | Top Ten shareholders | Shareholding at the beginning of the year 01.07.2014 | | Cumulative Shareholding at the year ended 30.06.2015 | |
|------|---|--|----------------------------------|--|----------------------------------|
| | | No. of shares | % of total Shares of the company | No. of shares | % of total Shares of the company |
| 1. | Adhbhut Realtors Private Limited | 1250000 | 4.9974 | 6250000 | 4.9974 |
| 2. | Olympia Builders Private Limited | 1176830 | 4.7049 | 4550800 | 3.6387 |
| 3. | Elara India Opportunities Fund Limited | 854366 | 3.4157 | 4271830 | 3.4157 |
| 4. | Albula Investment Fund Limited | 737892 | 2.95 | 3689460 | 2.95 |
| 5. | Primus Real Estates Private Limited | 184637 | 0.7382 | 923185 | 0.7382 |
| 6. | Integrated Master Securities (P) Limited* | 164409 | 0.6573 | 285000 | 0.2279 |
| 7. | Aryahi Buildwell Private Limited | 158526 | 0.6338 | 792530 | 0.6337 |
| 8. | Aarken Advisors Private Limited | 128142 | 0.5123 | 733765 | 0.5867 |
| 9. | Atambhu Buildwell Private Limited | 93750 | 0.3748 | 1045875 | 0.8363 |
| 10. | Destiny Gems & Jewellers Private Limited | 10309 | 0.0412 | 840415 | 0.672 |
| 11. | Global Fincap Limited** | 1000 | 0.004 | 580250 | 0.464 |

*During the year Integrated Master Securities (P) Limited ceased to be among top ten shareholders of the Company.

**During the year Global Fincap Limited was included in the top ten shareholders of the Company.

v) Shareholding of Directors and Key Managerial Personnel:

| S.No | Name of Directors | Shareholding at the beginning year | | Cumulative Shareholding during the year | |
|------|-------------------|------------------------------------|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Sanjiv Bhasin | 112500 | 0.4498 | 313795 | 0.2538 |

V) INDEBTEDNESS

**Indebtedness of the Company including interest outstanding/accrued but not due for payment
(Rupees in Lacs)**

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|--------------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | – | 13474.97 | 25.56 | 13500.53 |
| ii) Interest due but not paid | – | – | – | – |
| iii) Interest accrued but not due | – | – | – | – |
| Total (i+ii+iii) | – | 13474.97 | 25.56 | 13500.53 |
| Change in Indebtedness during the financial year | | | | |
| ● Addition | – | – | – | – |
| ● Reduction | – | 10644.97 | | 10644.97 |
| Net Change | – | 10644.97 | | 10644.97 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | – | 2830.00 | 25.56 | 2855.56 |
| ii) Interest due but not paid | – | – | – | – |
| iii) Interest accrued but not due | – | – | – | – |
| Total (i+ii+iii) | – | 2830.00 | 25.56 | 2855.56 |

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(`Rs.in lakh)

| Sl. No | Particulars of Remuneration | Name of MD/WTD/Manager | Total Amount |
|--------|---|---|--------------|
| | | Mr. Sagato Mukerji Whole-Time Director | |
| 1. | Gross salary | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 20.40 | 20.40 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | — | — |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | 26.05 | 26.05 |
| 2. | Stock Option | — | — |
| 3. | Sweat Equity | — | — |
| 4. | Commission | | |
| | - as % of profit | — | — |
| | - others, specify | — | — |
| 5. | Others, please specify | — | — |
| | Total (A) | 46.45 | 46.45 |
| | Ceiling as per the Act | 48.25 | 48.25 |

B. Remuneration to other directors:

(Rs. In Lacs)

| Sl. No | Particulars of Remuneration | Non-Executive Director | Total Amount |
|--------|--|------------------------|--------------|
| 1. | Independent Directors <ul style="list-style-type: none"> • Fee for attending board / committee meetings • Commission • Others, please specify | — | — |
| | Total (1) | — | — |
| 2. | Other Non-Executive Directors <ul style="list-style-type: none"> • Fee for attending board committee meetings • Commission • Others, please specify | — | — |
| | Total (2) | — | — |
| | Total (B)=(1+2) | — | — |
| | Total Managerial Remuneration | — | — |
| | Overall Ceiling as per the Act | — | — |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Rs. In Lacs)

| Sl. No | Particulars of Remuneration | Key Managerial Personnel | | | |
|--------|---|--------------------------|-------------------|--------------|--------------|
| | | CEO | Company Secretary | CFO | Total |
| 1. | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | N.A. | 2.04 | 4.39 | 6.43 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | | | | |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | | 2.06 | 7.33 | 9.39 |
| 2. | Stock Option | — | — | — | — |
| 3. | Sweat Equity | — | — | — | — |
| 4. | Commission - as % of profit - others, specify... | — | — | — | — |
| 5. | Others, please specify | | | | |
| | TOTAL | — | 4.10 | 11.72 | 15.82 |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended June 30, 2015.

Annexure V

DISCLOSURE OF PARTICULARS UNDER SECTION 134(3)(m) READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED 30TH JUNE, 2015:

A. CONSERVATION OF ENERGY

| | |
|--|---|
| Steps taken for Conservation of Energy. | Installation of Energy Efficient Equipments |
| Steps taken for utilizing alternate sources of energy. | The Company does not have any alternate sources of energy. |
| Capital Investment on Energy Conservation Equipments | Investment is considered from time to time whenever it is deemed necessary, in order to reduce Consumption of energy. |

B. 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 |

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

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

(Rs. in Lacs)

| Total foreign exchange used | As at 30.06.2015 | As at 30.06.2014 |
|---|------------------|------------------|
| a) Import of Capital Goods/Spares parts | 134.88 | 134.88 |
| b) Travelling | 0.44 | 0.55 |
| c) Others | 0.53 | 0.45 |

| Total foreign exchange earned | As at 30.06.2015 | As at 30.06.2014 |
|-------------------------------|------------------|------------------|
| FOB value of Exports | 109.01 | 109.01 |

D. RESEARCH & DEVELOPMENT (R & D)

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

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR Policy:

Rollatainers Limited (RTL) strongly believes in "looking beyond business" and strives to create a positive impact on the communities it serves and on the environment. The Company is committed not just to profits, but also towards leaving a deeper imprint on the society as a whole. RTL understand that there is a need to strike a balance between the overall objectives of achieving corporate excellence vis-à-vis the company's responsibilities towards the community. Thus RTL endeavors to improve the quality of life of communities living in the areas it operates. To achieve this, RTL deploys its resources to the extent it can reasonably afford, to improve the Infrastructure, education, health, water, sanitation, environment, etc in the area it operates in. It entails having business policies that are ethical, equitable, environmentally conscious, gender sensitive, and sensitive towards the differently-abled.

Accordingly, the company has CSR Policy ("the Policy") duly approved by the Board of Directors with a view to provide a mechanism for meeting its social responsibility in an effective manner and to provide optimum benefits to various deserving sections of the society.

The web-link to the CSR policy and projects or programs is: <http://www.rollatainers.in/csr.php>

2. Composition of the CSR Committee:

The composition of the CSR Committee is as follows:

| | | |
|---|---|----------|
| Mr. Sanjiv Bhasin (DIN: 01119788) | – | Chairman |
| Mr. Pyush Gupta (DIN: 03392865) | – | Member |
| Mr. Vivek Kumar Agarwal (DIN: 01479902) | – | Member |

3. Average net profit of the Company for the last three financial years:

| Financial Year | Net Profit (in Lacs) |
|---------------------------|-----------------------------|
| 11-12 | (403.36) |
| 12-13 | 898.13 |
| 13-14 | 768.82 |
| Total | 1263.59 |
| Average Net Profit | 421.20 |

4. Prescribed CSR Expenditure: 2% of Average Net Profit (2% * 421.20 Lacs) = Rs. 8.42 Lacs

5. Details of CSR spent during the financial year:

- Total amount to be spent for the financial year: Rs. 8.42 Lacs
- Amount unspent: Rs. 8.42 Lacs
- Manner in which the amount spent during the financial year – N.A.

6. As per the provisions of the Companies Act, 2013, the Company was required to spend Rs. 8.42 Lacs on CSR activities during the financial year 2014-2015. However, this amount remained unspent during the year. The Company, as per its CSR policy, is in the process of finalising the agency and has already earmarked the CSR activities on which CSR spend would be made in the near future.

7. **Responsibility Statement by the CSR Committee:**

We, hereby affirm that the CSR policy as approved by the Board, has been implemented and the CSR Committee monitors the implementation of the CSR projects and activities in compliance with our CSR objectives.

Sd/-
Mr. Sagato Mukerji
Whole time Director

Sd/-
Mr. Sanjiv Bhasin
Chairperson
CSR Committee

PARTICULARS OF EMPLOYEES

- a. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year ended 30th June, 2015:**

| Non-Executive Directors | Ratio to Median Remuneration |
|--------------------------------|-------------------------------------|
| Ms. Aarti Jain | NIL |
| Mr. Sanjiv Bhasin | NIL |
| Mr. Brajinder Mohan singh | NIL |
| Mr. Aditya Malhotra | NIL |
| Mr. Pyush Gupta | NIL |
| Mr. Vivek Kumar Aggarwal | NIL |

| Executive Director(s) | Ratio to Median Remuneration |
|------------------------------|-------------------------------------|
| Mr. Sagato Mukerji | 1381% |

- b. **The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year:**

| Directors, Chief Financial Officer and Company Secretary | % Increase in Remuneration in the Financial Year |
|---|---|
| Ms. Aarti Jain | NA |
| Mr. Sanjiv Bhasin | NA |
| Mr. Vivek Kumar Agarwal | NA |
| Mr. Brajinder Mohan Singh | NA |
| Mr. Aditya Malhotra | NA |
| Mr. Pyush Gupta | NA |
| Mr. Sagato Mukerji | 6.48% |
| Mr. Ajay Kumar (Chief Financial Officer) | 9.49% |
| Mr. Pankaj Mahendru (Company Secretary) | 10.00% |

- c. **The percentage increase in the median remuneration of employees in the financial year:** 10%
- d. **The number of permanent employees on the rolls of Company:** 117
- e. **The explanation on the relationship between average increase in remuneration and Company performance:** The increase in salary is more than the increase in financial performance of the Company. The Company follows standard increment of 10%.

f. Comparison of the remuneration of the key managerial personnel against the performance of the Company:

| | |
|--|----------|
| Aggregate remuneration of Key Managerial Personnel (KMP) in FY15 (in Lacs) | 59.83 |
| Revenue Rs Lacs) | 17757.29 |
| Remuneration of KMPs (as % of revenue) | 0.34% |
| Profit before Tax (PBT) (in Lacs) | 964.92 |
| Remuneration of KMP (as % of PBT) | 6.20% |

g. Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

(Amount in Lakhs)

| Particulars | June 30, 2015 | June 30, 2014 | % Change |
|-----------------------|---------------|---------------|----------|
| Market Capitalisation | 74913.94 | 83743.52 | (10.54)% |
| Price Earnings Ratio | 39.93 times | 169.95 times | (76.50)% |

*Closing price as on 30.06.2014 is Rs.334.80 (BSE) per share

*Closing price as on 30.06.2015 is Rs.59.90 (BSE) per share

h. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

| Particulars | June 30, 2015 | Date of Last Public Offer | % Change |
|--------------------|---------------|---------------------------|----------|
| Market Price (BSE) | - | NA | NA |
| Market Price (NSE) | - | NA | NA |

i. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

There is no difference in the percentile increase in salary of employees other than salary of managerial personnel and salary of managerial cadre.

j. Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:

| | Mr. Sagato Mukerjii, Whole-Time Director | Mr. Ajay Kumar, Chief Financial Officer | Mr. Pankaj Mahendru Company Secretary |
|--------------------------------|---|--|--|
| Remuneration in FY15 (in Lacs) | 46.45 | 11.72 | 4.10 |
| Revenue (in Lacs) | 17757.29 | | |
| Remuneration as a % of revenue | 0.26% | 0.07% | 0.02 |

| | | | |
|-----------------------------------|--------|------|-------|
| Profit before Tax (PBT) (in Lacs) | 964.92 | | |
| Remuneration (as % of PBT) | 4.81% | 1.21 | 0.42% |

k. The key parameters for any variable component of remuneration availed by the Directors: NA

l. The ratio of the remuneration of the highest paid director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:

Nil

m. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms remuneration is as per the remuneration policy of the Company.

CORPORATE GOVERNANCE REPORT

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is the implementation of best corporate practices, which enhances shareholder's value in the long run, while 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 Board of Directors believes that good governance is voluntary and self-disciplining, with the strongest impetus coming from Directors and the management itself, and ultimately leads to enhancement of value for all stakeholders. The Board of the Company is in conformity with 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 affairs of the Company. The Non-Executive Directors are eminent professionals, having experience in business, industry and finance.

A. Composition of Board of Directors

The Board of Directors has an optimum combination of Executive and Non-Executive Directors having rich knowledge and experience in the industry for providing strategic guidance and direction to the Company. As on 30th June, 2015, the Board of Directors of your Company comprises of Seven (7) Directors out of which Four (4) are Independent Directors. Ms. Aarti Jain is a Non Executive, promoter Director and is the Chairperson of the Company. The details of the Directors with regard to their Directorships in other companies, Committee positions as well as attendance at last Annual General Meeting and Board Meetings during the year are as follows:

| Name of Director(s) & DIN | Designation | Category | No. of Board Meetings attended | Attendance at last AGM held on 26.12.2014 | No. of other Directorships as on 30.06.2015 | No. of Committees positions held in other Public Companies as on 30.06.2015** | |
|--|---------------------|------------------------|--------------------------------|---|---|---|--------------|
| | | | | | | Membership | Chairmanship |
| Ms. Aarti Jain (DIN: 00143244) | Chairperson | Promoter Non-Executive | 3 | No | 19 | Nil | Nil |
| Mr. Aditya Malhotra (DIN: 02191303) | Director | Promoter Non Executive | 7 | No | 17 | 2 | - |
| Mr. Sagato Mukerji (DIN: 06465901) | Whole time Director | Executive | 8 | Yes | - | Nil | Nil |
| Mr. Pyush Gupta (DIN: 03392865) | Director | Independent | 5 | Yes | 17 | 1 | Nil |
| Mr. Vivek Kumar Agarwal (DIN: 01479902) | Director | Independent | 1 | No | 3 | 1 | Nil |
| Mr. Sanjiv Bhasin (DIN: 01119788) | Director | Independent | 5 | No | 11 | 2 | Nil |
| Mr. Brajinder Mohan Singh*** (DIN: 02143830) | Director | Independent | 1 | No | 6 | 6 | 1 |

| | | | | | | | |
|--|----------|---------------|---|-----|----|---|-----|
| Mr. Vinod Kumar Uppal* (DIN: 000897121) | Director | Non Executive | 7 | No | 19 | 4 | Nil |
| Mr. Sanjay Tikur* (DIN: 00300566) | Director | Independent | 5 | Yes | 19 | 4 | 1 |

Notes:-

- (1) *Mr.Vinod Kumar Uppal and Mr. Sanjay Tikur resigned from directorships w.e.f. June 1, 2015.
- (2) **Includes only Chairmanship/membership in Audit Committee and Stakeholders' Relationship Committee
- (3) *** Mr. Brajinder Mohan Singh was appointed as a Director w.e.f. March 31, 2015.

None of the Non Executive Director serves as Independent Director in more than seven listed companies and none of the Executive Director serves as Independent Director on any listed company. As required by Clause 49 of the Listing Agreement, the Company has issued formal letters of appointment to the Independent Directors. The terms and conditions of appointment of Independent Directors are available on the Company's website.

B. BOARD PROCEDURES AND MEETINGS

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 well defined. 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, if any.

The Board meets at regular intervals and during the year, ten meetings of the Board of Directors were held on 28th August,2014, 13thNovember,2014, 1stDecember,2014, 19thDecember,2014, 12thFebruary,2015, 31st March,2015, 16th April 2015, 13th May 2015, 26th May 2015 and 1st June,2015. The gap between no two board meetings exceeded one hundred and twenty days. All the members of the Board were provided requisite information as required as per Listing Agreement well before the Board Meeting. The Directors of the Company are not related inter-se.

C. Independent Directors Meeting

During the year under review the Independent Directors had one meeting without the presence of Non-Independent Directors and members of the Management. At this meeting, the Independent Directors *inter alia* evaluated the performance of the Non-Independent Directors and the Board of Directors as a whole, evaluated the performance of the Chairman of the Board and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, the Management and the Board.

D. PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS

The Performance of independent Directors was evaluated by Board of Directors on the basis of policy as laid down by the Nomination and Remuneration Committee.

E. REMUNERATION OF DIRECTORS

The remuneration of Executive Directors is fixed by the Board of Directors upon the recommendation of Nomination and Remuneration committee and approved by the shareholders of the Company. The Non-Executive Directors are paid sitting fees for attending the Board Meetings besides reimbursement of out of pocket expenses. Details of remuneration and sitting fees paid to the Directors during the year ended 30th June, 2015 are given below:

Executive Director

| Executive Director | Salary* (Rs. in Lacs) | Commission | Total (Rs. in Lacs) |
|--------------------|-----------------------|------------|---------------------|
| Mr. Sagato Mukerji | 46.45 | – | 46.45 |

*Salary includes basic salary, perquisites and allowances, contribution to provident fund etc.

Non Executive Directors

(Amount in Rs.)

| S. No. | Name of directors | Commission | Sitting fees |
|--------|---------------------------|------------|--------------|
| 1. | Ms.Aarti Jain | — | |
| 2. | Mr. Aditya Malhotra | — | — |
| 3. | Mr. Pyush Gupta | — | — |
| 4. | Mr. Vivek Kumar Agarwal | — | — |
| 5. | Mr. Sanjiv Bhasin | — | — |
| 6. | Mr. Brajinder Mohan Singh | | |

III. COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE

The Board of Directors has duly constituted an Audit Committee. As at 30th June, 2015, the Audit Committee comprises of 3(three) members. The constitution of the Audit Committee meets the requirement of Section 177 of the Companies Act, 2013 and guidelines set out in the Listing Agreement. All the members of the Committee were provided requisite information as required in the Listing Agreement. The Company Secretary of the Company acts as the Secretary of the 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 177 of the Companies Act, 2013 which *inter-alia* include:

- to oversee the Company's financial reporting process and disclosure of its financial information.
- to recommend appointment, remuneration and terms of appointment of the Auditors of the Company.
- to review and monitor the Auditor's independence and performance, and effectiveness of audit process.
- to review quarterly 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 approve or subsequently modify the transactions of the Company with the related parties.
- to scrutinize the inter-corporate loans and investments.
- to assess the value of undertakings or assets of the Company, whenever it is necessary.
- to review and discuss with Auditors about internal control system, major accounting policies & practices reviewing Companies financial and Risk management policies in compliance with the listing agreement and legal requirements concerning financial statements.
- to monitor the end use of funds raised through public offers and related matters and
- to carry out any other functions as is mentioned in terms of reference to the Audit Committee.

The committee met 4 times during the year under review. The Company Secretary of the Company acts as the Secretary of the Audit Committee The Composition of the committee and the attendance of members at the meetings was as follows:

| Name of Member | Status | No. of Meetings attended |
|-------------------------|-------------|--------------------------|
| Mr. Sanjiv Bhasin* | Chairperson | NIL |
| Mr. Sanjay Tiku** | Chairperson | 4 |
| Mr. Pyush Gupta | Member | 4 |
| Mr. Vivek Kumar Agarwal | Member | 4 |

*Mr. Sanjiv Bhasin was appointed as a member & Chairperson of the Audit Committee w.e.f June 1, 2015.

**Mr. Sanjay Tiku ceased to be a member & Chairperson of the Audit Committee w.e.f June 1, 2015

B) NOMINATION AND REMUNERATION COMMITTEE

In terms of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has constituted the Nomination and Remuneration Committee. The Committee *inter alia* reviews and approves the Annual salaries, commission, service agreement and other employment conditions for the Executive Directors and senior management. 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. The Committee comprises of one non executive and two independent non-executive Directors.

The committee met twice during the year. The Composition and the attendance of members at the meetings was as follows:

| Name of Member | Status | No. of Meetings attended |
|-------------------------|-------------|--------------------------|
| Mr. Aditya Malhotra* | Chairperson | NIL |
| Mr. Sanjay Tiku** | Chairperson | 2 |
| Mr. Pyush Gupta | Member | 2 |
| Mr. Vivek Kumar Agarwal | Member | 2 |

* Mr. Aditya Malhotra was appointed as the Chairperson of the Committee w.e.f June 1, 2015.

**Mr. Sanjay Tiku ceased to be the Chairperson and member of the Committee w.e.f. June 1, 2015.

C) STAKEHOLDERS' RELATIONSHIP COMMITTEE

In terms of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has constituted the Stakeholders' Relationship Committee. The Committee *inter alia* looks into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend / notices / annual reports. During the year, the committee met fifteen (15) times.

The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

| Name of Member | Status | No. of Meetings attended |
|-------------------------|-------------|--------------------------|
| Mr. Aditya Malhotra* | Chairperson | Nil |
| Mr. Sanjay Tiku** | Chairperson | 15 |
| Mr. Pyush Gupta | Member | 15 |
| Mr. Vivek Kumar Agarwal | Member | 15 |

* Mr. Aditya Malhotra was appointed as the Chairperson of the Committee w.e.f June 1, 2015.

**Mr. Sanjay Tiku ceased to be the Chairperson and member of the Committee w.e.f. June 1, 2015.

During the year, (15) complaints were received and the same were replied to the satisfaction of shareholders. As on 30th June, 2015, there were nil complaints pending with the Company.

The Company Secretary of the Company acts as the Secretary to the Stakeholders' Relationship Committee.

D) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

During the year under review, the Board in terms of Section 135 of the Companies Act, 2013 and the Listing Agreement has constituted a Corporate Social Responsibility Committee. The Committee comprises of three directors including Two Independent Director. 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.

The composition of the Corporate Social Responsibility Committee and the details of meetings attended by its members are given below:

| Name of Member | Status | No. of Meetings attended |
|-------------------------|-------------|--------------------------|
| Mr. Aditya Malhotra* | Chairperson | 1 |
| Mr. Sanjay Tiku** | Chairperson | 1 |
| Mr. Pyush Gupta | Member | 1 |
| Mr. Vivek Kumar Agarwal | Member | 1 |

* Mr. Aditya Malhotra was appointed as the Chairperson of the Committee w.e.f June 1, 2015.

**Mr. Sanjay Tiku ceased to be the Chairperson and member of the Committee w.e.f. June 1, 2015.

IV. SUBSIDIARY MONITORING FRAMEWORK

In terms of Clause 49(V) of the Listing Agreement the Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website (URL:<http://www.rolltainers.in/investors.php>). The Company has nominated its representative on the Board of material Subsidiary Company and it also monitors its performance inter alia, by the following means:

- Financial Statements, in particular the investments made by the unlisted Subsidiary Companies, are reviewed by the Audit Committee of the Company.
- Minutes of the meetings of the unlisted Subsidiary Companies are placed before the Company's Board.
- A statement containing significant transactions and arrangements entered into by the unlisted Subsidiary Companies is placed before the Company's Board.

V. COMPLIANCE OFFICER

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

VI. 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 |
|----------------|--|------------|-----------|---|
| 2013-2014 | Plot No. 73-74, Phase-III, Industrial Area, Dharuhera, Distt. Rewari, Haryana-123106 | 26.12.2014 | 9:30 A.M. | Two Special resolutions were passed |
| 2012-2013 | Plot No. 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 No. 73-74, Phase-III, Industrial Area, Dharuhera, Distt. Rewari, Haryana-123106 | 24.12.2012 | 9:30 A.M. | No Special resolution was passed |

Postal Ballot held during the Financial Year 2014-15

During the year under review, the members of the Company passed 3 (Three) Special Resolutions through Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration Rules), 2014. Approval of the members of the Company was sought vide Notice dated April 16, 2015 through Postal Ballot including e-voting.

The Company had appointed Ms. Iqneet Kaur, Practicing Company Secretary, New Delhi, as the Scrutinizer for the aforesaid postal ballot process. The Special resolutions were passed by the requisite majority and based on

the report submitted by the Scrutinizer; the Chairman announced the results of the Postal Ballots on Friday, May 22, 2015. The said result was also posted on the website of the Company, besides being communicated to the BSE where the equity shares of the Company are listed. The result(s) of the Postal Ballot were also published in the newspapers.

Details of Special Resolutions passed on May 22, 2015 and the result of voting is as follows:-

1. For Adoption of new Articles of Association in conformity with the Companies Act, 2013

| Description | Special Resolution under Section 14 of the Companies Act, 2013 |
|--|--|
| No. of valid votes polled (% age) | 18960021 (100%) |
| Votes cast in favour of the Resolution (% age) | 18959727 (99.9984%) |
| Votes cast against the Resolution (% age) | 294 (0.0016%) |

2. For Adoption of new Memorandum of Association as per Table A to Schedule –I of the Companies Act, 2013

| Description | Special Resolution under Section 4 and 13 of the Companies Act, 2013 |
|--|--|
| No. of valid votes polled (% age) | 18960021 (100%) |
| Votes cast in favour of the Resolution (% age) | 18959727 (99.9984%) |
| Votes cast against the Resolution (% age) | 294 (0.0016%) |

3. For Alteration of Capital Clause of Memorandum of Association

| Description | Section 13 and 61 of the Companies Act, 2013 |
|--|--|
| No. of valid votes polled (% age) | 18960021 (100%) |
| Votes cast in favour of the Resolution (% age) | 18959727 (99.9984%) |
| Votes cast against the Resolution (% age) | 294 (0.0016%) |

The Company may seek to pass Special Resolution(s) in Financial Year 2015-2016 through Postal Ballot, as and when required subject to applicable laws.

VII. DISCLOSURES

(A) Basis of related Party Transaction

The details of all related parties transactions are placed before the audit committee for its approval. The Company has entered into related party transactions the details of which are provided in the Notes to Accounts. These transactions are not likely to have conflict with the interest of the Company at large. Policy on dealing with related party transactions is available on the website of the Company (URL: <http://www.rollatainers.in/investors.php>).

(B) Vigil Mechanism / Whistle Blower Policy

The Company encourages an open door policy where its employees have access to the Head of the business/function. In terms of the Whistle Blower Policy of the Company, any instance of non adherence to the policy, employee misconduct, illegality or any other observed unethical behavior are to be brought to the attention of the immediate reporting authority, who is required to report the same to the Head of Corporate Human Resources. Further, the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provides adequate safeguards against victimization of Whistle Blower who avail of such mechanism. Under the Policy, every Director and employee has been provided direct access to the Chairman of the Audit Committee.

(C) Details of non-compliance by the Company

There were no instances of non-compliance by the Company and no penalties, or strictures were 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.

(D) Code of Business Conduct and Ethics for Directors and Managerial Personnel

The Board has framed a Code of Conduct for all Board members and senior management of the Company. The Code has been posted on the website of the Company (www.rolltainers.in). All Board members and senior management personnel have confirmed compliance with the Code for the financial year 2014-2015. A declaration to this effect signed by the Managing Director of the Company forms part of this Annual Report.

(E) Disclosure of Accounting Treatment

In the preparation of financial statements for the year ended on 30th June, 2015; there was no treatment different from that prescribed in an Accounting Standards that had been followed.

(F) Risk Management

The Company has framed a Risk Management Policy 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. The Company's Risk Management Policy focuses on ensuring that risks are identified and addressed on a timely basis. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

(G) Proceeds from Public Issues, Right Issues, and Preferential Issues etc.

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

(H) Details of Compliance with Mandatory Requirements and adoption of Non Mandatory Requirements

Mandatory requirements

The Company is fully compliant with the applicable mandatory requirements of Clause 49 of the Listing Agreement.

Non Mandatory Requirements

Details of non-mandatory requirements of clause 49 to the extent to which the Company has adopted are given below:

a) The Board

Ms. Aarti Jain, the non-executive Chairperson has not desired an office at the Company's expense.

b) Audit qualifications

There is no audit qualification in respect of financial statements of the Company.

c) Separate posts of Chairman and CEO

Ms. Aarti Jain is the Non Executive Chairperson of the Company and Mr. Sagato Mukerji is the Whole Time Director of the Company. The Company has complied with the requirement of having separate persons to the post of Chairperson and WTD.

VIII. MEANS OF COMMUNICATION

During the year under review, Results for quarters ended 30th September, 2014, 31st December, 2014, 31st March, 2015 and the year ended 30th June, 2015 have been published in English (The Statesman) and also in a vernacular language newspaper (Hari Bhoomi).

In addition, the Company uploads its Financial Results, Shareholding Pattern and other information on its website i.e. www.rolltainers.in.

The Company has submitted all compliances for the quarter and the year ended on 30th June, 2015 on the BSE online portal – BSE Corporate Compliance & Listing Center.

IX. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A Management Discussion and Analysis Report is given by means of a separate annexure forming part of this Annual Report.

X. GENERAL MEMBERS' 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: | Saturday, the 26 th December, 2015 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 | 20 th December, 2015 to 26 th December, 2015 (Both days Inclusive) |
| Equity Dividend payment date | N/A |
| Listing on Stock Exchanges | BSE Limited The Company has paid the Listing fee for the year 2015-16 to BSE within the stipulated time. |
| ISIN CODE | INE 927A01032 |
| Stock Code Equity Share: BSE | 502448 |

B. Tentative Calendar for the Financial Year 2015-2016 (subject to change)

| PARTICULARS | DATES |
|----------------------------------|-----------------------|
| First Quarter Results | Mid November, 2015 |
| Second Quarter Results | Mid February, 2016 |
| Third and Fourth Quarter Results | Upto end of May, 2016 |

The Company's quarterly Un-audited Financial Results are subject to Limited Review by Statutory Auditors and Annual results are subject to Audit by the Statutory Auditors. Quarterly Un-audited and Annual Audited Financial Results are published in the newspapers and also forwarded to the Stock Exchange.

C. Dematerialisation of shares and liquidity

As on 30th June, 2015, 1,24,775,135 Equity Shares representing 99.37% of the Company's Equity Share Capital are in dematerialized form. The Equity Shares of the Company are actively traded on BSE.

D. Share Transfer System

Pursuant to directions of SEBI, the facility to hold the Company's shares in electronic form is available to the members as the Company is registered with both the Depositories namely NSDL & CDSL. Share Transfer documents for physical transfer and requests for dematerialisation of shares may be sent to Company's Registrar and Share Transfer Agents.

E. Registrar & Share Transfer Agent

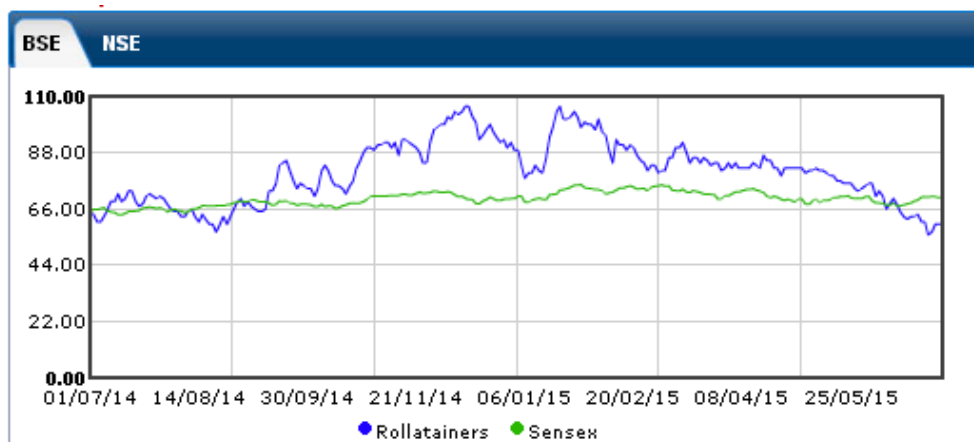
M/s. Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99, Madangir,
Behind L.S.C., Near Dada Harsukh Das mandir,
New Delhi-110062
Phone No. 011-29961281-83
Fax No. 011-29961284

F) Market Price Data

Monthly High/Low prices per share of equity shares traded at BSE Limited for the year ended at 30th June, 2015

| Months | High(Rs.) | Low(Rs.) |
|-----------------|-----------|----------|
| July, 2014 | 375.00 | 304.00 |
| August, 2014 | 353.80 | 276.50 |
| September, 2014 | 438.00 | 316.00 |
| October, 2014 | 451.00 | 337.15 |
| November, 2014 | 499.00 | 407.50 |
| December, 2014 | 549.90 | 446.00 |
| January, 2015 | 540.00 | 390.00 |
| February, 2015 | 515.00 | 402.50 |
| March, 2015 | 469.90 | 392.00 |
| April, 2015 | 469.70 | 380.00 |
| May, 2015 | 417.90 | 363.00 |
| June, 2015 | 390.40 | 54.50 |

BSE Historical Graph



Historic Graph 01-07-2014 to 30-06-2015

G) Shareholding Pattern as on 30th June, 2015

| CATEGORY | NUMBER OF SHARES HELD | (%) PERCENTAGE OF SHAREHOLDING |
|---------------------------------|-----------------------|--------------------------------|
| Promoters | 93730200 | 74.95 |
| Financial Institutions/Banks | 1850 | 0.00 |
| Foreign Institutional Investors | 8056200 | 6.44 |
| Bodies Corporate | 19537429 | 15.62 |
| Resident Individuals | 3420755 | 2.74 |
| Non-Resident Individual | 88855 | 0.07 |
| Clearing Member | 17616 | 0.01 |
| Hindu Undivided Family (HUF) | 212095 | 0.17 |
| | 125065000 | 100 |

H) Distribution of Shareholding as on 30th June, 2015

| No. of Shares held (Rs. 2/- paid up) | Number of | % to total Shareholders | Total No. of Shares (in Rs.) | % of Total Shareholding |
|--------------------------------------|-------------|-------------------------|------------------------------|-------------------------|
| Upto - 5000 | 4406 | 95.39 | 1550754 | 1.2400 |
| 5,001 - 10,000 | 73 | 1.58 | 266547 | 0.2131 |
| 10,001 - 20,000 | 49 | 1.06 | 344820 | 0.2757 |
| 20,001 - 30,000 | 12 | 0.27 | 153176 | 0.1225 |
| 30,001 - 40,000 | 15 | 0.32 | 274455 | 0.2194 |
| 40,001 - 50,000 | 07 | 0.15 | 159370 | 0.1274 |
| 50,001 - 1,00,000 | 18 | 0.39 | 694940 | 0.5557 |
| 1,00,000 & Above | 39 | 0.84 | 121620938 | 97.2462 |
| TOTAL | 4619 | 100.00 | 125065000 | 100.00 |

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 & Compliance Officer
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**

Sd/-

(Aarti Jain)

DIN: 00143244

Chairperson

Place : Dharuhera, Haryana

Date : 27th August, 2015

AUDITORS' REPORT ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To

**The Members,
Rollatainers Limited**

We have examined the compliance of conditions of Corporate Governance by Rollatainers Limited for the Financial Year ended on 30th June, 2015 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 implementation 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 above-mentioned Listing Agreement.

We further state that such compliances are neither an assurance as to the future viability of the Company nor to 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 : 27th August, 2015

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 Exchanges, it is hereby confirmed that for the year ended 30th June, 2015, 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 : 27th August, 2015

Sd/-
(Sagato Mukerji)
Whole-time Director
DIN: 06465901

CEO AND CFO CERTIFICATION

We, Sagato Mukerji (WTD) and Ajay Kumar (CFO) responsible for the finance functions certify to the Board that:

- a) We have reviewed the financial statements and Cash Flow Statement for the year ended 30th June, 2015 and to the best of our knowledge and belief:
 - I. these statements do not contain any materially untrue statements 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, 2015 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 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 : 27th August, 2015

Sd/-
(Ajay Kumar)
CFO

Sd/-
(Sagato Mukerji)
Whole-time Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Global Economy

The global economy is still struggling to gain momentum as many high-income countries continue to grapple with the legacies of the global financial crisis and emerging economies are less dynamic than in the past. After rising marginally in 2014, to 2.6 percent, world GDP will grow by an estimated 3.0 percent in 2015 and 3.3 percent in 2016, supported by gradual recovery in high-income countries, low oil prices, and receding domestic headwinds in developing countries.

Developing economies are expected to see an increase in growth from 4.4 percent in 2014 to 4.8 percent and 5.3 percent in 2015 and 2016, respectively.¹

Indian Economy

In 2014, the geopolitical events and a slow recovery from the previous economic slowdown countered some of the optimism that was felt towards the end of 2014. The Central Statistics Office (CSO) has recently undertaken a revision in National Accounts aggregates by shifting to the new base of 2011-12 from earlier base of 2004-05. According to the data released by the Central Statistics Office (CSO), the Indian economy grew at 7.3 per cent in 2014-15 as compared to 6.9 percent in 2013-14 calculated as per the new series of national accounts with base year of 2011-12, which indicates a marginal growth of 0.4 percent in the Financial Year 2014-15 due to improvement in performance of both manufacturing and service sectors².

The Gross Value Added (GVA), a new concept introduced by CSO to measure the economic activity, rose by 7.2 per cent in 2014-15 compared to 6.6 per cent in the previous fiscal².

The manufacturing sector GVA rose by 7.1 per cent during the year as against 5.3 per cent in 2013-14. Similarly, the output of electricity, gas, water supply and other utility services rose by 7.9 per cent as against 4.8 per cent a year ago. The construction activity too registered an increase of 4.8 per cent, up from 2.5 per cent a year ago. Financial, real estate and professional services also showed an improvement by registering a growth of 11.5 per cent as against 7.9 per cent in previous fiscal².

Industry Structure and Development

Packaging is among the high growth industries in India and is growing @ 22-25% per annum and becoming a preferred hub for packaging industry. Currently the 5th largest sector of India's economy, the industry has reported steady growth over past several years and shows high potential for expansion, particularly in the export market. The Indian packaging industry has made a mark with its exports that comprise flattened cans, printed sheets and components, crown cork, lug caps, plastic film laminates, craft paper, paper board and packaging machinery, while the imports include tinsplate, coating and lining compounds and others. In India, the fastest growing packaging segments are laminates and flexible packaging, especially PET and woven sacks. Over the last few years Packaging Industry is an important sector driving technology and innovation growth in the country and adding value to the various manufacturing sectors including agriculture and FMCG segments.

India has the second largest GDP among emerging economies based on purchasing power parity (PPP). The country is the 4th largest economy in terms of purchasing power parity (PPP). The packaging industry in India is one of the fastest growing industries which has its influence on all industries, directly or indirectly. Moreover, the Indian retail market is the 5th largest retail destination, globally and has been ranked the second most attractive emerging market for investment. India's retail growth and increased consumption of consumer products is driving the demand for packaging in the country.

The global packaging industry is developing and expanding day by day and Indian packaging industry is also growing rapidly. This growth is primarily driven by factors like growing pharmaceutical, food processing, manufacturing industry, FMCG, healthcare sector and ancillary in the emerging economies like China, India, Brazil, Russia and few other East European countries.

¹ Source: www.worldbank.org

² Source: Financial Express dated May 29, 2015

With advancement in technology and general awareness, the packaging sector in India is well poised as most of the raw materials for packaging are abundantly available in the country. Various upgraded technologies are being used in industry such as aseptic packaging, retort packaging and biodegradable packaging to enhance the life of food product. Moreover, the plastic packaging market is expanding rapidly, registering a growth of 20-25 per cent per annum and is valued at 6.8 million tonne while the paper packaging industry stands at 7.6 million tonne. The packaging industry is poised to grow rapidly led by the increasing use of innovative packaging equipments and the rising flexible packaging market.

Business Overview

Rollatainers Limited is one of the largest integrated packaging Company in the country and is catering to a wide spectrum of packaging requirements. It offers innovative and efficient product range that straddle all segments of packaging from printed lined cartons, laminates to machinery. The Company has a longstanding presence in the consumer packaging industry and in particular, as a supplier to the fast moving consumer goods (FMCG) sector. Rollatainers has a track record of successfully partnering with its high profile FMCG customers including Amul, Britannia, Conagra Foods, Ferrero India, Lotte, Nestle, Pepsico, Perfetti Van Melle, Sahara Q Shop, Tata Global Beverages and Unilever.

Rollatainers has further entered into the food business through its wholly owned subsidiary Carnation Hospitality Pvt Ltd ("Carnation").

Various segments of food businesses entered through Carnation are as follows:

- **Barista**, the coffee chain
- **Mapple** Hospitality, supplies food to Mapple hotels and has substantial banqueting and B2B operations
- **Kylin** chain of oriental cuisine dining Also introduced global restaurant chains such as
- **Wendy's**, the third largest burger chain in the world
- **Jamie's Italian**, by celebrity chef Jamie Oliver

The entry into the food business is a natural extension for Rollatainers into the attractive consumer food segment and also leverages its existing experience of working with international brands.

During the year under review, the Company's Consolidated Revenue from Operations was Rs.396.99 Crores compared to Rs. 559.76 Crores during the year ended 30th June, 2014. Consolidated EBITDA for the year stood at Rs.17.49 crores as compared to Rs. 14.96 Crore during the year ended 30th June, 2014. Profit for the year ended 30th June, 2015, was Rs.23.68 crores as against Rs. 28.04 crore in the year ended 30th June, 2014.

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

The Company has framed a Risk Management Policy in accordance with Companies Act, 2013 read with Listing Agreement. Accordingly, the Company has constituted a Risk Management Committee which reviews the key risks, concerns and mitigation plans at regular intervals. Risk assessment, Risk Management, Risk Monitoring and Risk Mitigation measures are adopted by the Company for timely action. By identifying and proactively addressing risks and opportunities, the objective is to build and maintain sustainable, robust business models and to protect and create value for all the stakeholders, including shareholders, employees, customers, regulators, and the community. Risks related to Rollatainers and our responses to mitigate them are discussed below.

Strategic Risks

Strategic risks refer to long-term strategy and plans of the Company, including risks associated with macro environment in which the Company operates. Low demand, economic slowdown, political instability, higher inflation, natural calamities may affect the business. However, the Company employed a focused approach and adopted various means to mitigate the risk. Expansion to the food business will help the Company better align itself towards its long term growth objectives.

Operational Risks

Operational risks refer to risks impacting operations of the Company. It includes inter alia supply chain, employee productivity, health and safety of employees and environmental impact and risks to business reputation. The Company is exposed to various risks which impact Company's reputation such as labour relations, product mix, innovations and effective deployment of technology. Some of the products are commodity grade and are to a large extent fungible with our competitors' products. Demand for the products of the Company is sensitive to changes in industry capacity and output levels, cyclical changes in regional and global economic conditions and changes in consumer demand. The Company has in place a crisis management plan and is committed to servicing customers and stakeholders effectively.

Financial Risks

Financial risks refer to ability of the Company to meet financial obligations and lessen the impact of various factors like interest rates, foreign currency exchange rates etc. The Company has significant level of indebtedness and in an adverse environment, cash may be diverted from operations to pay debts and thus, reduce the availability of cash for capital expenditure, acquisitions etc. In addition it could impact the ability to increase funds for working capital, to raise new debt or to refinance existing debt on favourable terms.

Legal and Compliance Risks

Legal and compliance risks refer to risks arising from outcome of legal proceedings, government action and/or regulatory action, which could result in additional costs. The Company is subject to various laws, regulations and contractual commitments. The risk of substantial costs, liabilities and damage to reputation related to non-compliance of these laws and regulations are inherent to the Company's business. The Company has policies, systems and procedures in place aimed at ensuring substantial compliance and there is a strong commitment from the management to enforce compliance.

Outlook

According to the Packaging Industry Association of India (PIAI), packaging in India is one of the fastest growing sectors, partly because it spans almost every industry segment. Right from packaging of food and beverages, drugs and medicines, to highly dangerous products, packaging has led to greater specialization and sophistication over a period of years.

Packaging has an annual global turnover of about \$550 billion, and India's share is about \$16.5 billion per annum. According to the Mckinsey report, there will be a ten-fold increase in India's middle class population by 2025, which will further trigger the consumption of packaging materials and will bring another growth spurt to packaging. (packworld.com)

Further, Smithers Pira forecasts annual growth of 4% per year to 2018 in the world packaging market, with sales to reach over 1 trillion US dollars by 2018.

According to the World packaging Organization, the packaging industry is now required to review the social significance of packaging for development and improvement in harmony with society.(world packaging organization) Sustainability programmes are increasingly being seen as a source of innovation that can help in differentiating a company by appealing to the consciences of consumers. These programmes also serve as a platform for new product and market development. Consumer demand and government legislation around the world are the leading drivers for the sustainable packaging agenda. Environmental awareness among a growing population of consumers is fuelling demand for sustainability and the reduction of the impact of packaging on the environment. (Smithers pira.com)

INTERNAL CONTROL SYSTEM AND OTHER ADEQUACY

The Company's internal control systems are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance of corporate policies. 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.

Your Company's Internal Control System has been designed to provide for:

- Accurate recording of transactions with internal checks and prompt reporting.
- Adherence to applicable Accounting Standards and Policies.
- Compliance with applicable statutes, policies and management policies and procedures.
- Effective use of resources and safeguarding of assets.

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.

Human Resources And Industrial Relations

The Company's Human Resources philosophy is to establish and build a strong performance and Competency driven culture with greater sense of accountability and responsibility. The Company has taken pragmatic steps for strengthening organizational competency through involvement and development of employees as well as installing effective systems for improving the productivity, quality and accountability at functional levels.

With the changing and turbulent business scenario, our basic focus is to upgrade the skill and knowledge level of the existing human assets to the required level by providing appropriate leadership at all levels, motivating them to face the hard facts of business, inculcating the attitude for speed of action and taking responsibilities.

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.

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 : 27th August, 2015

Sd/-
(Aarti Jain)
DIN: 00143244
Chairperson

INDEPENDENT AUDITORS' REPORT

**To the 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 2015, 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 company's board of directors is responsible for the matters specified in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 misstatements.

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 auditors' judgment, 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 financial control relevant to the company's preparation of the 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 whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the company's directors, 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 on the financial statements.

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 2015;
- 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, 2015 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the act, we give in annexure-1 , a statement on the matters specified in paragraph 3 & 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

- a) We have sought and 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, the Profit and Loss Statement, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the written representations received from the directors as on June 30, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on June 30, 2015, from being appointed as a director in terms of Section 164 (2) of the Act; and
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 28 to the financial statements;
 - ii. The company did not have any long-term contract including derivatives contract, which require the company, under applicable laws and accounting standards, to make a provision for any material foreseeable losses; and
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Manoj Mohan & Associates

Chartered Accountants
Firm Regn No. 009195C

Sd/-

M. K. Aggarwal
(Partner)

Membership No. - 76980

Place : New Delhi
Dated : 27th August 2015

Annexure 1 referred to under paragraph 1 of the Report on Other Legal and Regulatory Requirements of the Auditors' Report

Re: Rollatainers Limited ('the Company')

- (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 any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3 (iii) (a) and (b) of the Order are not applicable to the company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the company and nature of its business, with regard to the purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system of the company.
- (v) Since the company has not accepted any deposit from public, the provisions of section 73 to 76 and the rules framed there under with regard to filing of statutory returns as required under these provisions and the relevant rules are not applicable to the company.
- (vi) *We have broadly reviewed the cost records maintained by the company and report that the directions specified by the Central Government under sub-section (1) of section 148 of the Companies Act, with regard to maintenance of cost records have been complied with.*
- (vii) (a) The company, during the year under review, has been regular in depositing undisputed statutory dues including provident fund, income tax, wealth tax, service tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues applicable to it with the appropriate authorities.
- (b) According to information and explanations given to us and as per our verification of records of the company, the company has some dues that have not been deposited on account of dispute, the details of which are given here under:

| Name of Statute | Nature of the Dues | Amount (Rs. In lacs) | Period to which amount relates | Forum where dispute pending |
|------------------------------|---------------------------|----------------------|--------------------------------|-----------------------------|
| Central Sales Tax Act, 1957 | Sales Tax | 40.88 | 2010-11 | Excise & Taxation Officer |
| Central Excise Tax Act, 1944 | Excise Duty & Service Tax | 8.13 | 2013, 20214 | Commissioner Central Excise |
| Total | | 49.01 | | |

- (c) As per the information and explanations given to us and based on the records of the company produced to us, the company does not have any amount that is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Act and the rules made there under
- (viii) Company has accumulated losses as on 30th June 2015, 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.
- (ix) According to the information and explanations given to us and as per our verification of the records of the company, the company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- (x) According to the information and explanations given to us, the company has not given corporate guarantee for the loans availed by others from banks and financial institutions.
- (xi) According to the information and explanations given to us, the company has not availed any term Loans from banks / financial institutions.
- (xii) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

For Manoj Mohan & Associates

Chartered Accountants
Firm Regn No. 009195C

Sd/-

M. K. Aggarwal
(Partner)

Membership No. - 76980

Place : New Delhi

Dated : 27th August 2015

BALANCE SHEET AS AT 30TH JUNE, 2015

(Rs. '000)

| PARTICULARS | NOTE | AS AT 30.06.2015 | AS AT 30.06.2014 |
|--|---------|---------------------|---------------------|
| I. EQUITIES AND LIABILITIES | | | |
| (1) Shareholder's Funds: | | | |
| Share Capital | 2 | 364130 | 364130 |
| Reserves & Surplus | 3 | 597012 | 414218 |
| (2) Non-Current Liabilities | | | |
| Long Term Borrowings | 4 | 283000 | 1347497 |
| Other Long Term Liabilities | 5 | 9242 | 10042 |
| Long Term Provisions | 6 | 16842 | 17882 |
| (3) Current Liabilities | | | |
| Trade Payables | 7 | 156182 | 121278 |
| Other Current Liabilities | 8 | 47391 | 24283 |
| Short Term Provisions | 9 | 1918 | 1032 |
| TOTAL | | 1475717 | 2300362 |
| II. ASSETS | | | |
| (1) Non-Current Assets | | | |
| Fixed Assets | | | |
| – Tangible Assets | 10 | 184272 | 211216 |
| – Capital Work in Progress | 10 | 15203 | 4454 |
| Non-Current Investments | 11 | 578210 | 220010 |
| Long Term Loans and Advances | 12 | 11830 | 10705 |
| Deferred Tax Assets (Net) | 13 | 162483 | 71900 |
| (2) Current Assets | | | |
| Inventories | 14 | 96550 | 107353 |
| Trade Receivables | 15 | 113480 | 1216574 |
| Cash & Bank Balance | 16 | 13032 | 7307 |
| Short term Loans & Advances | 17 | 289177 | 440868 |
| Other Current Assets | 18 | 11480 | 9975 |
| TOTAL | | 1475717 | 2300362 |
| III. Significant Accounting policies and accompanying Notes forming part of financial statements. | 1 to 40 | | |

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
CFO

Place : New Delhi
Dated : 27th August, 2015

Sd/-
PYUSH GUPTA
Director

Sd/-
SAGATO MUKERJI
Whole-time Director

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 30TH JUNE, 2015

(Rs. '000)

| PARTICULARS | NOTE | AS AT 30.06.2015 | AS AT 30.06.2014 |
|---|---------|---------------------|---------------------|
| I REVENUE | | | |
| Revenue from Operations (Gross) | 19 | 1775729 | 3696160 |
| Less : Excise Duty | | 66632 | 67153 |
| Revenue from Operations (Net) | | 1709097 | 3629007 |
| II Other Income | 20 | 4818 | 586 |
| III Total Revenue | | 1713915 | 3629593 |
| IV EXPENSES | | | |
| Cost of Raw Material Consumed | 21 | 1440327 | 3358439 |
| Change in Inventories of Finished Goods | | | |
| Work in progress and stock in trade | 22 | (14345) | (2240) |
| Employee Benefits expense | 23 | 77160 | 88742 |
| Depreciation and Amortisation | 10 | | |
| Less : Transferred from Revaluation Reserve | 23502 | <u>579</u> | 17961 |
| Other Expense | 24 | 91358 | 89809 |
| Total Expenses | | 1617423 | 3552711 |
| V Profit/(Loss) before Exceptional & Extra-Ordinary items and tax | | 96492 | 76882 |
| VI Extra Ordinary items | 25 | 0 | 169695 |
| Profit/(Loss) tax | | 96492 | 246577 |
| VII Provision for Taxation | | | |
| Defferred Tax | | 90583 | 0 |
| VII Profit/(Loss) for the year | | 187075 | 246577 |
| VIII Earnings per Share (In Rs.) | | | |
| Basic | | 1.50 | 1.97 |
| Diluted | | 1.50 | 1.97 |
| Significant Accounting policies and accompanying Notes forming part of financial statements. | 1 TO 40 | | |

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
CFO

Sd/-
PYUSH GUPTA
Director

Sd/-
SAGATO MUKERJI
Whole-time Director

Place : New Delhi

Dated : 27th August, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 30TH JUNE, 2015

(Rs. in '000)

| | Current Year | Previous Period |
|--|------------------|------------------|
| A. CASH FLOWS FROM OPERATING ACTIVITIES | | |
| NET PROFIT/(LOSS) BEFORE TAX & EXTRA ORDINARY ITEMS | 96492 | 76882 |
| ADJUSTMENTS FOR : | | |
| DEPRECIATION | 22923 | 17961 |
| INTEREST & DIVIDEND EARNED | (4417) | (564) |
| LOSS / (PROFIT) ON SALE OF FIXED ASSETS | (72) | 0 |
| OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGE | 114926 | 94278 |
| ADJUSTMENT FOR | 1252155 | 3250970 |
| TRADE & OTHER RECEIVABLE | 10803 | (26527) |
| INVENTORIES | 57072 | (308656) |
| TRADE PAYABLE | 1434956 | 3010056 |
| CASH FLOW FROM OPERATIONS | 1434956 | 3010056 |
| NET CASH FROM OPERATING ACTIVITIES | | |
| B CASH FLOW FROM INVESTMENTS ACTIVITIES | | |
| PURCHASES OF FIXED ASSETS | (12041) | (116652) |
| CAPITAL ADVANCES | 1091 | 315712 |
| INVESTMENT IN OTHER COMPANIES | (358200) | (0) |
| INTEREST RECEIVED | 4417 | 564 |
| NET CASH GENERATED/(USED) IN INVESTING ACTIVITIES | (364733) | 199624 |
| C CASH FLOW FROM FINANCIAL ACTIVITIES | | |
| EXPENSES OF PREFERENCE SHARE ISSUED | | |
| SHARE APPLICATION MONEY | 0 | (3050000) |
| REPAYMENT OF UNSECURED LOANS | (1064497) | (161271) |
| NET CASH FROM FINANCIAL ACTIVITIES | (1064497) | (3211271) |
| NET INCREASE IN CASH AND CASH EQUIVALENTS | 5725 | (1591) |
| CASH & CASH EQUIVALENTS (OPENING) | 7307 | 8898 |
| CASH & CASH EQUIVALENTS (CLOSING) | 13032 | 7307 |

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
CFO

Sd/-
PYUSH GUPTA
Director

Sd/-
SAGATO MUKERJI
Whole-time Director

Place : New Delhi
Dated : 27th August, 2015

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 30th June 2015**NOTE 1. SIGNIFICANT ACCOUNTING POLICIES****A) ACCOUNTING CONCEPTS:**

The financial statements have been prepared to comply in all material respects of the accounting standards specified under section 133 of the Companies Act, 2013 read with rule 7 of the Companies Act Rules 2014. 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 is provided on straight-line method at the rates specified in Schedule II to the Companies Act, 2013. Depreciation on the assets costing up to Rs.5000/- is provided in full in the year of acquisition. Depreciation on adjustment to fixed assets due to fluctuation in foreign currency is amortised over the residual life of the assets.
- iv) Depreciation on revaluation part is transferred from Revaluation Reserve to Profit & Loss account for the year.
- v) Leased Assets:
 - a) Assets given on operating lease are capitalised in the manner stated in 2 (i) above.
 - b) Initial direct cost are charged off to the profit & loss account
 - c) The lease rentals in respect of assets given or taken on operating Lease are accounted for on accrual basis, which has been arrived at on the basis of contracts entered with the lessee or lessor as the case may be.

D) IMPAIRMENT OF ASSETS

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

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

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

E) RESEARCH AND DEVELOPMENT

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

F) REVENUE RECOGNITION

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

Sales of goods

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

Interest

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

G) INVENTORIES

Valuation of stocks is done as mentioned below:

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

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

H) INVESTMENTS

- i) Investments are classified as Long Term Investments and Current Investments. Long Term Investments are stated at cost less permanent diminution in value, if any. Current Investments are stated at lower of cost or net realisable value.
- ii) Investment in subsidiaries are valued at cost less provision for impairment. Investment are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

I) FOREIGN EXCHANGE TRANSACTIONS

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

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

- iii) Any income or expenses on account of exchange difference either on settlement or on translation other than as mentioned in (ii) above is recognised and is reflected separately in the Profit & Loss account.
- iv) Non-monetary foreign currency items are carried at cost.

J) RETIREMENT BENEFITS AND LEAVE ENCASHMENT

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

K) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

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

L) BORROWING COST:

- a. Borrowing cost on working capital requirement is charged off to revenue in the year in which they are incurred.
- b. Borrowing Cost, which is directly attributable to the acquisition, construction of Fixed Assets is capitalised as part of the assets.

M) EXPORT BENEFITS

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

N) INCOME TAXES

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

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

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

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

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the period in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the

recommendations contained in guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT credit amount of MAT credit Entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

O) SEGMENT REPORTING POLICIES

Identification of segments

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

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

P) EARNINGS PER SHARE

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

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

2 : SHARE CAPITAL

(Rs. in '000)

| PARTICULARS | As at 30.06.2015 | As at 30.06.2014 |
|--|---------------------|---------------------|
| Authorised | | |
| i) Equity Shares | | |
| 23,50,00,000 Equity shares of Rs.2/- 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 | 180000 | 180000 |
| Rs.100 each. (Previous year 18,00,000 Redeemable | | |
| Preference Shares of Rs.100 each) | | |
| | 650000 | 650000 |
| Issued, subscribed and fully paid | | |
| Equity Shares | | |
| 12,50,65,000 Equity Shares of Rs.2/- 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 | 5000 | 5000 |
| Preference Shares of Rs. 100 each Preferentially placed with | | |
| WLD Investments Pvt Ltd (Redeemable in 10 Yrs.) | | |
| b) 40,000, 10.00%, Non-Convertible Redeemable | 4000 | 4000 |
| Preference Shares of Rs. 100 each Preferentially placed with | | |
| WLD Investments Pvt Ltd (Redeemable in 10 Yrs.) | | |
| c) 50,000, 10.00% Non-Convertible Redeemable | 5000 | 5000 |
| Preference Shares of Rs. 100 each Preferentially placed with | | |
| WLD Investments Pvt Ltd (Redeemable in 10 Yrs.) | | |
| 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 | 125065000 | 25013000 |
| 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 | 125065000 | 25013000 |

(Note: Equity shares of Rs.10/- each has been split into Five Equity Shares of Rs. 2/- each)

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 | 140000 |
| Add: Shares issued during the year | 0 | 0 |
| Less: Shares forfeited during the year | 0 | 0 |
| | <hr/> 140000 <hr/> | <hr/> 140000 <hr/> |
| No. of Share Outstanding at the end of the year | | |
| 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/> 1000000 <hr/> | <hr/> 1000000 <hr/> |
| No. of Share Outstanding at the end of the year | | |

c. i) Equity Shares held by Holding Company

93730200 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 2/- 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. 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 30-06-2015 | | As At 30-06-2014 | |
|----------|--|--------------------|---------------|--------------------|--------|
| | | No. of Shares Held | % age | No. of Shares Held | %age |
| 1 | WLD Investments Pvt Ltd (Holding Company) | 93730200 | 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 30-06-2015 | | As At 30-06-2014 | |
|------------|---|--------------------|----------------|--------------------|---------|
| | | 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% |

f) Bonus Shares issued in the last Five Years:

| Year/Period Ended | 30th June 2015 | 30th June 2014 | 30th Sept. 2013 | 30th Sept. 2012 | 30th Sept. 2011 |
|-------------------|----------------|----------------|-----------------|-----------------|-----------------|
| No. of Shares | Nil | Nil | 15007800 | Nil | Nil |
| Ratio | Nil | Nil | 3.2 | Nil | Nil |

3 : RESERVES AND SURPLUS

(Rs. in '000)

| PARTICULARS | As at 30.06.2015 | | As at 30.06.2014 | |
|--|------------------|-----------------|------------------|---------------|
| 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 | 27753 | 27174 | 28312 | |
| Additions/Transfers during the Year | (579) | | (559) | 27753 |
| Share Premium | | | | |
| Balance as per Last Balance Sheet | 816268 | | 816268 | |
| Additions/Transfers during the Year | 0 | | 0 | |
| | 816268 | | 816268 | |
| Less : Bonus shares issued | 0 | | 0 | |
| Less : Expense on issue of Preference shares | 0 | 816268 | 0 | 816268 |
| General Reserve | | | | |
| Balance as per Last Balance Sheet | 152222 | | 152222 | |
| Additions/Transfers during the Year | 3715 | 148507 | 0 | 152222 |
| Loss in statement of Profit and Loss Account Brought forward from previous year | (614995) | | (861572) | |
| Add: Wealth Tax provision reversed | 13 | | 0 | |
| Add: Profit/(Loss) for the Year | 187075 | (427907) | 246577 | (614995) |
| Total | | 597012 | | 414218 |

4 : LONG-TERM BORROWINGS

(Rs. in '000)

| PARTICULARS | As at 30.06.2015 | As at 30.06.2014 |
|---------------------------------|-----------------------------|-----------------------------|
| Unsecured Loans from Corporates | 283000 | 1347497 |
| Total | 283000 | 1347497 |

5 : OTHER LONG TERM LIABILITIES

(Rs. in '000)

| PARTICULARS | As at 30.06.2015 | As at 30.06.2014 |
|---|-----------------------------|-----------------------------|
| Security deposit from Customers/Contractors | 9242 | 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 30.06.2015 | As at 30.06.2014 |
|---|-----------------------------|-----------------------------|
| i) Wealth tax Provision | 0 | 13 |
| ii) Employee Benefit Provisions (Refer Note 32) | 16842 | 17869 |
| Total | 16842 | 17882 |

7 : TRADE PAYABLES

(Rs. in '000)

| PARTICULARS | As at 30.06.2015 | As at 30.06.2015 |
|---------------------------------------|-----------------------------|-----------------------------|
| Total Outstanding Due to : | | |
| – Micro, Small and Medium Enterprises | 2776 | 2954 |
| – Others | 153406 | 118324 |
| Total | 156182 | 121278 |

8 : OTHER CURRENT LIABILITIES

(Rs. in '000)

| PARTICULARS | As at 30.06.2015 | As at 30.06.2014 |
|----------------------------|-----------------------------|-----------------------------|
| i) Advances From Customers | 33637 | 8172 |
| ii) Other Liabilities | 11198 | 13537 |
| iii) Fixed Deposits | 2556 | 2574 |
| Total | 47391 | 24283 |

9 : SHORT TERM PROVISIONS

(Rs. in '000)

| PARTICULARS | As at 30.06.2015 | As at 30.06.2014 |
|--|---------------------|---------------------|
| i) Employee Benefit Provisions (Refer Note 32) | 1918 | 1032 |
| Total | 1918 | 1032 |

10 : FIXED ASSETS

(Rs. '000)

| Description of Assets | GROSS BLOCK | | | DEPRECIATION | | | NET BLOCK | | | |
|---------------------------------|---------------------|----------------|--------------------------|---------------------|-----------------|-----------------|--------------------|--------------------|--------------------|---------------|
| | As at 01.07.2014 | Addi- tions | Sales/ Adj. 30.6.2015 | As at 01.07.2014 | For the Year | Adjust- ment | As at 30.6.2015 | As at 30.6.2015 | As at 30.6.2014 | |
| TANGIBLE ASSETS : | | | | | | | | | | |
| Lease Hold Land | 2395 | | | 162 | 24 | | 186 | 2209 | 2233 | |
| Free Hold Land | 19194 | | | | | | | 19194 | 19194 | |
| Building & Roads | 33994 | | | 21731 | 1097 | | 22828 | 11166 | 12263 | |
| Plant & Machinery | 431852 | 737 | 4070 | 428519 | 256558 | 25057 | 3051 ** | 278564 | 149955 | 175294 |
| Office Equipments | 6970 | 555 | | 7525 | 5134 | 948 | | 6082 | 1443 | 1836 |
| Furniture & Fixtures | 2224 | | | 2224 | 2018 | 16 | | 2034 | 190 | 206 |
| Vehicles | 2042 | | | 2042 | 1852 | 75 | | 1927 | 115 | 190 |
| Sub Total | 498671 | 1292 | 4070 | 498671 | 287455 | 27217 *** | 3051 | 311621 | 184272 | 211216 |
| Capital Work in Progress | 4454 | 10749 | | 15203 | - | - | - | - | 15203 | 4454 |
| TOTAL | 503125 | 12041 | 4070 | 511096 | 287455 | 27217 | 3051 | 311621 | 199475 | 215670 |
| Previous Year | 552545 | 116652 | 166072 | 503125 | 288990 | 18520 | 20055 | 287455 | 215670 | 263555 |

Notes :

| | |
|-----------------------------------|-------|
| Depreciation as per schedule | 27217 |
| Less: transfer to General Reserve | 3715 |
| Depreciation for the year | 23502 |

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

** includes amount of Rs. 3552 (Gross Block) and Rs.2535 (Depreciation reserve) adjusted on account of conversion into inventories.

11 : NON-CURRENT INVESTMENTS

(Rs. in '000)

| PARTICULARS | As at 30.06.2015 | As at 30.06.2014 |
|---|---------------------|---------------------|
| LONG TERM, UNQUOTED | | |
| A. NON TRADE, AT COST | | |
| Investment in Govt Securities | | |
| i) 5 year National Saving Certificates (lodged with Sales Tax Deptt) | 10 | 10 |
| Investment in Associate Companies | | |
| ii) 2499900 Equity Shares of Rs 10/- each in RT Packaging Ltd. (Previous Year 2499900 Equity Shares of Rs 10/- each)* | 200000 | 200000 |
| iii) 200000, 11% Redeemable Cumulative Preference Shares of Rs.100/- each in RT Packaging Ltd. | 20000 | 20000 |
| iv) 239,10,000 Equity Shares of Rs 10/- each in Carnation Hospitality Pvt. Ltd. | 239100 | 0 |
| v) 10,00,000 Equity Shares of Rs 10/- each in Rollatainers Toyo Machines Pvt. Ltd. | 10000 | 0 |
| vi) 109,10,000 Equity Shares of Rs 10/- each in Sierra Nevada Restaurants Pvt. Ltd. | 109100 | 0 |
| | 578210 | 220010 |

*The Company holds 22499900 Equity Shares having face value of Rs. 10/- each (previous year 22499900 equity shares) of RT Packaging Ltd., Out of which 2499900 equity shares received at NIL value in pursuance to the Reworked Restructuring package dt. 21-07-2015 approved by CDR Cell.

12 : LONG TERM LOANS AND ADVANCES

(Rs. in '000)

| PARTICULARS | As at 30.06.2015 | As at 30.06.2014 |
|------------------------------------|-----------------------------|-----------------------------|
| Unsecured Considered Good | | |
| Deposit with Govt. Deptt. & Others | 11830 | 10705 |
| | 11830 | 10705 |

13 : DEFERRED TAX ASSETS (NET)

[Rs.' 000]

| PARTICULARS | Opening As at 01.07.2014 | Charge/(Credit) during the Year | Closing As at 30.06.2015 |
|---|-------------------------------------|--|-------------------------------------|
| Fixed Assets | 47800 | (8971) | 38829 |
| Deferred Tax Liabilities: (A) | 47800 | (8971) | 38829 |
| Unabsorbed Depreciation # | 93700 | (1552) | 92148 |
| Unabsorbed Business Losses # | 22550 | 82694 | 105244 |
| Unabsorbed Long Term Capital Loss# | 3450 | 0 | 3450 |
| Expenses to be allowed on payment basis # | 0 | 470 | 470 |
| Deferred Tax Assets: (B) | 119700 | 81612 | 201312 |
| NET DEFERRED TAX ASSETS (B-A) | 71900 | 90583 | 162483 |

14 : INVENTORIES

[Rs.' 000]

| PARTICULARS | As at 30.06.2015 | As at 30.06.2014 |
|--|-----------------------------|-----------------------------|
| (As per inventory taken, valued and certified by the management) | | |
| Raw Material | 42906 | 45317 |
| Stores & Spares | 5442 | 5406 |
| Packing Material | 1178 | 2435 |
| Plates & Dies | 321 | 1606 |
| Work-in-Process | 41449 | 28747 |
| Finished Goods | 4035 | 2430 |
| Production Scrap | 356 | 318 |
| Trading Stock | 863 | 21094 |
| | 96550 | 107353 |

15 : TRADE RECEIVABLES

[Rs.' 000]

| PARTICULARS | As at 30.06.2015 | As at 30.06.2014 |
|--|---------------------|---------------------|
| (Unsecured, considered good unless stated otherwise) | | |
| – Debts due for a period exceeding 6 months | 8272 | 18098 |
| – Other debts | 105208 | 1198476 |
| | 113480 | 1216574 |

16 : CASH AND BANK BALANCE

[Rs.' 000]

| PARTICULARS | As at 30.06.2015 | As at 30.06.2014 |
|---|---------------------|---------------------|
| Cash in hand | 362 | 624 |
| Balance with Scheduled Banks | | |
| – Current Accounts | 11963 | 6011 |
| – Fixed Deposits held as margin against Bank Guarantees | 707 | 672 |
| | 13032 | 7307 |

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

[Rs.' 000]

| PARTICULARS | As at 30.06.2015 | As at 30.06.2014 |
|---|---------------------|---------------------|
| Advances (recoverable in cash or in kind or for value to be received) | 282769 | 434850 |
| Pre-Paid Expense | 65 | 408 |
| Loans to employees | 1452 | 1644 |
| Balance with Excise Authorities | 1529 | 1093 |
| Tax deducted at source | 3362 | 2873 |
| | 289177 | 440868 |

18 : OTHER CURRENT ASSETS

[Rs.' 000]

| PARTICULARS | As at 30.06.2015 | As at 30.06.2014 |
|-------------------|---------------------|---------------------|
| Considered Good | | |
| Insurance Claims | 1332 | 0 |
| Sales Tax Refunds | 10148 | 9975 |
| | 11480 | 9975 |

19 : REVENUE FROM OPERATIONS

[Rs.' 000]

| PARTICULARS | As at 30.06.2015 | | As at 30.06.2014 | |
|----------------------|-----------------------------|----------------|-----------------------------|----------------|
| a) Sale of Product | | | | |
| Sale Local | 1753039 | | 3669284 | |
| Sale Export | 10637 | 1763676 | 15349 | 3684633 |
| b) Sale of Services | | | | |
| Machine Hire Charges | | 1170 | | 2172 |
| c) Sale of Scrap | | 10883 | | 9355 |
| | | 1775729 | | 3696160 |

20 : OTHER INCOME

[Rs.' 000]

| PARTICULARS | As at 30.06.2015 | | As at 30.06.2014 | |
|---------------------------------------|-----------------------------|-------------|-----------------------------|------------|
| - Interest Income | | | | |
| On Fixed Deposit | | 4417 | | 564 |
| Gain on sale of Fixed Assets | | 72 | | 0 |
| - Miscellaneous Balances Written Back | | 329 | | 22 |
| | | 4818 | | 586 |

21 : COST OF RAW MATERIAL CONSUMED*

[Rs.' 000]

| PARTICULARS | As at 30.06.2015 | | As at 30.06.2014 | |
|------------------------------------|-----------------------------|----------------|-----------------------------|----------------|
| Stock at the beginning of the year | | 45317 | | 41489 |
| Purchases | | 1437916 | | 3362267 |
| | | 1483233 | | 3403756 |
| Less: Stock at the end of the year | | 42906 | | 45317 |
| | | 1440327 | | 3358439 |

a : Value of Imported and indigeneous Raw Materials consumed

[Rs.'000]

| PARTICULARS | As at 30.06.2015 | | As at 30.06.2014 | |
|--------------------|-------------------------|---------|-------------------------|---------|
| Raw Material: | | | | |
| Imported | 0 | 0.00% | 0 | 0.00% |
| Indigeneous | 1440327 | 101.86% | 3358439 | 100.00% |
| | 1440327 | 101.86% | 3358439 | 100.00% |

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

[Rs.'000]

| PARTICULARS | As at 30.06.2015 | As at 30.06.2014 |
|---------------------------------------|---------------------|---------------------|
| CLOSING STOCK AS ON 30-06-2015 | | |
| Work-in-Process/Semi Finished Goods | 41449 | 28747 |
| Finished Goods | 4035 | 2430 |
| Production Scrap | 356 | 318 |
| | 45840 | 31495 |
| OPENING STOCK AS ON 01-07-2014 | | |
| Work-in-Process/Semi Finished Goods | 28747 | 24020 |
| Finished Goods | 2430 | 4916 |
| Production Scrap | 318 | 319 |
| | 31495 | 29255 |
| NET (-) INCREASE/ DECREASE | (14345) | (2240) |

23 : EMPLOYEES BENEFIT EXPENSES

[Rs.' 000]

| PARTICULARS | As at 30.06.2015 | As at 30.06.2014 |
|--|---------------------|---------------------|
| Salary, Wages and Bonus | 65725 | 78164 |
| Contribution to Provident Fund and other funds | 5570 | 4271 |
| Employee Welfare Expenses | 5865 | 6307 |
| | 77160 | 88742 |

24 : OTHER EXPENSES

[Rs.' 000]

| PARTICULARS | As at 30.06.2015 | As at 30.06.2014 |
|-----------------------------------|---------------------|---------------------|
| Stores & Spares Consumed | 19993 | 17801 |
| Packing Material Consumed | 13147 | 14015 |
| Processing Charges | 2214 | 2139 |
| Power & Fuel | 17247 | 15869 |
| Donation | 13 | 8 |
| Freight | 4304 | 955 |
| Rent | 10812 | 9987 |
| Rates & Taxes | 1750 | 112 |
| Repairs & Maintenance: | | |
| Plant & Machinery | 2263 | 2237 |
| Building | 91 | 422 |
| Others | 563 | 964 |
| Insurance | 1324 | 1205 |
| Legal & Professional | 4486 | 2609 |
| Travelling & Conveyance | 5264 | 7494 |
| Miscellaneous Expenses | 4483 | 11048 |

| | | |
|------------------------------|--------------|-------|
| Auditors' Remuneration | 300 | 300 |
| Cash Discount | 43 | 107 |
| Bank Charges | 144 | 205 |
| Foreign Exchange Fluctuation | (40) | 143 |
| Security Charges | 2597 | 2189 |
| Total | 91358 | 89809 |

a : Value of Imported and indigeneous Stores, Spares Parts & Components consumed [Rs.'000]

| PARTICULARS | As at 30.06.2015 | | As at 30.06.2014 | |
|-----------------------------------|------------------|----------------|------------------|----------------|
| Stores, Spares Parts & Components | | | | |
| Imported | 0 | 0.00% | 0 | 0.00% |
| Indigeneous | 19993 | 100.00% | 18532 | 100.00% |
| | 19993 | 100.00% | 18532 | 100.00% |

25 : EXTRA ORDINARY ITEMS

[Rs.' 000]

| PARTICULARS | As at 30.06.2015 | As at 30.06.2014 |
|---------------------------------------|---------------------|---------------------|
| Profit/(Loss) on Sale of Fixed Assets | 0 | 169695 |
| Total | 0 | 169695 |

26. Contingent Liabilities in respect of :

- (a) Bank Guarantee issued Rs 6.32 Lacs (Previous Year 6.32 Lacs).
- (b) Excise matters: Rs. 8.13 lacs (previous year Rs 33.74 lacs).
- (c) Sales Tax Matters : RS. 40.88 Lacs (Previous year Rs 15.57 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. In the matter of interest and demages levied by Regional Provident Fund Commissioner Faridabad, the company has filed an appeal with Provident Fund Tribunal in delhi involving a demand of Rs 142.68 Lacs. The company has already deposited a sum of Rs 62.26 Lacs against the above demand.

29. Assets given on lease:

- a) Detail of assets given on operating lease:

(Rs.'000)

| Class of assets | Gross carrying amount | Depreciation charged during the year | Accumulated depreciation as on 30.06.15 |
|----------------------------|--------------------------|---|--|
| Packing & filling Machines | 60735 | 7743 | 40721 |

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.

30. Earning per share:

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

a) Basic and Diluted:

(Rs. In '000)

| Particular | Current Year | Previous year |
|--|---------------|---------------|
| Profit / (-) Loss for the year (Rs.) | 187075 | 246577 |
| Profit / (-) Loss attributable to equity share for the year | 187075 | 246577 |
| Weighted average number of shares outstanding during the year | 125065 | 125065 |
| Basic EPS (Rs.) | 1.50 | 1.97 |
| Nominal value per equity share | 2 | 2 |

Note: The EPS of previous year has been recalculated in view of Split in Nominal value of equity share from Rs.10/- per equity share to Rs. 2/- per Equity Share.

31. Auditors' Remuneration

| Particular | Current Year | Previous Period |
|--|--------------|-----------------|
| (a) PAYMENT TO AUDITORS (INCLUDED IN MISC. EXPENSES): | | |
| Audit Fees | 150 | 150 |
| Tax Audit Fee | 150 | 150 |
| (b) REMUNERATION TO WHOLE TIME DIRECTOR: | | |
| Salary | 2040 | 1848 |
| Allowance perquisites & other benefits | 2360 | 2278 |
| Contribution of P. F. and other funds | 245 | 222 |

32. RETIREMENT BENEFITS

The following data is based on the report of the actuary.

The principal assumptions used in the actuarial Valuation are as below:-

Principle Actual Assumptions

| Particulars | For the year Ended 30-06-2015 | For the year Ended 30-06-2014 |
|--------------------------------------|----------------------------------|----------------------------------|
| Discount rate | 8.00% | 8.80% |
| Future Salary Escalation rate | 8.00% | 8.00% |
| Average Remaining working life (yrs) | 17.25 | 17.81 |
| Retirement Age | 58 | 58 |

i. Change in Present Value of obligations:

(Rs. In Lacs)

| <i>Particulars</i> | <i>Gratuity Plan Unfunded</i> | <i>Leave Encashment Plan Unfunded</i> |
|--|-------------------------------|---------------------------------------|
| A Present Value of Obligation as on 01.07.2014 | 98.51 | 37.47 |
| B Present Service Cost | 09.45 | 7.22 |
| C Past Service cost | – | – |
| D Interest Cost | 08.67 | 3.30 |
| E Actuarial (Gain)/Loss | (10.55) | (6.53) |
| F Benefits Paid | (10.19) | (2.77) |
| G Present Value of Obligations as on 30 th June 2015 (A+B+C+D+E) | 98.51 | 38.69 |

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 01.07.2014 | – | – |
| 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, 2015 (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 | 10.55 | (6.53) |
| B Actuarial (Gain) / Loss for the year – Plan Assets | – | – |
| C Total (Gain) / Loss for the year | (10.55) | (6.53) |
| D Actuarial (Gain) / Loss recognised in the year | (10.55) | (6.53) |
| 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 | 9.45 | 7.22 |
| B Past Service cost | – | – |
| C Interest Cost | 8.67 | 3.30 |
| D Expected Return on plan assets | – | – |
| E Net Actuarial (Gain)/ Loss recognized in the year | (10.55) | (6.53) |
| F Expenses recognised in the Statement of Profit & Loss as on 30 th June, 2015 (A+B+C+D) | 07.57 | 3.99 |

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 | 95.87 | 38.69 |
| B Fair Value of Plan Assets as at the end of the year | — | — |
| C Funded Status | (95.87) | (38.69) |
| D Unrecognised Actuarial (Gain) / Losses | — | — |
| E Net Assets/ (Liability) Recognised in the Balance Sheet | 95.87 | (38.69) |

33 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 Year | | |
|-------------------------------------|----------------|--|--------------------|------------------|--|---------------------|
| | External Sales | Other Income (Excluding Interest Income) | Total Current Year | External Sales | Other Income (Excluding Interest Income) | Total Previous Year |
| REVENUE : | | | | | | |
| Carton Mfg. Division | 604427 | 15701 | 620128 | 597,563 | 9,942 | 607505 |
| Machine Mfg. Division | 1159249 | 1170 | 1160419 | 3,087,070 | 2,172 | 3089242 |
| Unallocated | | | 0 | | | - |
| Total | 1763676 | 16871 | 1780547 | 3,684,633 | 12,114 | 3696747 |
| RESULTS : | | | | | | |
| Segment Profit / -Loss | | | | | | |
| Carton Mfg. Division | | | 69396 | | | 32751 |
| Machine Mfg. Division | | | 22680 | | | 109068 |
| Unallocated | | | 0 | | | - |
| Total | | | 92076 | | | 76318 |
| Profit on sale of Land/Fixed Assets | | | 0 | | | 169695 |
| Interest Income | | | 4417 | | | 564 |
| Profit / -Loss before Tax | | | 96492 | | | 246577 |
| Income Tax | | | 90583 | | | - |
| Profit / -Loss after Tax | | | 187075 | | | 246577 |
| OTHER INFORMATION : | | | | | | |
| Segment Assets | | | | | | |
| Carton Mfg. Division | | | 1132676 | | | 646604 |
| Machine Mfg. Division | | | 29949 | | | 1149692 |
| Unallocated | | | 313091 | | | 504066 |
| | | | 1475717 | | | 2300362 |
| Segment Liabilities | | | | | | |
| Carton Mfg. Division | | | 201661 | | | 148011 |
| Machine Mfg. Division | | | 29915 | | | 26506 |
| Unallocated | | | 283000 | | | 1347498 |
| | | | 514576 | | | 1522015 |
| Capital Expenditure | | | | | | |
| Carton Mfg. Division | | | 1292 | | | 15818 |
| Machine Mfg. Division | | | 0 | | | - |
| Unallocated | | | 0 | | | - |
| | | | 1292 | | | 15818 |
| Depreciation | | | | | | |
| Carton Mfg. Division | | | 25364 | | | 16735 |
| Machine Mfg. Division | | | 1523 | | | 1378 |
| Unallocated | | | 329 | | | 407 |
| | | | 27217 | | | 18520 |

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 | 1769910 | 3681398 |
| Revenue - Overseas Market | 10637 | 15349 |

Total **1780547** **3696747**

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.

34. Related Party Disclosures for the year ended 30th June 2015 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 Mr. Ajay Kumar Mr. Pankaj Mahendru |
| 3 | Subsidiary & Associates | RT Packaging Ltd Rollatainers Toyo Machines Pvt. Ltd. Carnation Hospitality Pvt. Ltd. Sierra Navada Restaurants Pvt. Ltd. |

b) Transactions with Related Parties

(Rs. '000)

| S. No. | Transactions | Holding Company | Key Managerial Persons | Subsidiary |
|--------------------------------------|---|------------------|------------------------|---------------------------|
| 1 | Purchase Of Goods (Finished/ Unfinished) | | | 190197.00 (211,680.00) |
| 2 | Sale Of Goods (Finished/ Unfinished) | | | 281.00 (182.00) |
| 3 | Rent Paid | – – | | 2,700.00 (2,697.00) |
| 4. | Investment Made | – – | | 358,200.00 – |
| 5 | Remuneration | | 4,645.00 (4,348.00) | – – |
| 6 | Transfer Of Expenses | | | 17,241.00 (15,866.00) |
| 7 | Business Advance Given | – (25,000.00) | | – – |
| Outstanding as on 30.06.2015: | | | | |
| | a) Amount Receivable | – (25,000.00) | | – – |
| | b) Amount Payable | – – | | 24,688.00 (30,786.00) |

Note : Figures in bracket represents previous year amounts.

35 Foreign currency outgo: [Rs.'000]

| PARTICULARS | As at 30.06.2015 | As at 30.06.2014 |
|--------------------|-----------------------------|-----------------------------|
| Travelling | 103 | 55 |
| Others | 4 | 45 |

36 Earnings in foreign Exchange [Rs.'000]

| PARTICULARS | As at 30.06.2015 | As at 30.06.2014 |
|----------------------|-----------------------------|-----------------------------|
| FOB value of exports | 16833 | 10901 |

37 CIF Value of Imports [Rs.'000]

| PARTICULARS | As at 30.06.2015 | As at 30.06.2014 |
|--|-----------------------------|-----------------------------|
| On CIF basis (direct imports): | | |
| Spare Parts | 0 | 0 |
| – Plant & Machinery incl advance for machine | 0 | 13488 |

38 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 30.06.2015 | As at 30.06.2014 |
|--|-----------------------------|-----------------------------|
| Future Minimum lease payments obligation on non-cancellable operating leases | | |
| Not later than one year | 9900 | 10441 |
| Later than one year but not later than five years | 20 | 32 |
| Later than five years | 0 | 0 |
| Lease payments recognised in statement of Profit and Loss | 10812 | 9987 |

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 30.06.2015 | As at 30.06.2014 |
|--|-----------------------------|-----------------------------|
| Future Minimum lease payments obligation on non-cancellable operating leases | | |
| Not later than one year | 648 | 648 |
| Later than one year but not later than five years | 432 | 1080 |
| Later than five years | 0 | 0 |
| Lease income recognised in statement of Profit and Loss | 648 | 1698 |

39 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.

- 40 a) Previous year figures have been re-grouped and/or Re-arranged, where-ever cosidered necessary.
- 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 40 inclusive

As per our report of the even date attached.

FOR MANOJ MOHAN & ASSOCIATES

Firm Registration No. 009195C

Chartered Accountants

Sd/-

(M. K. AGARWAL)

Partner

(Membership No. 76980)

Place : New Delhi

Dated : 27th August, 2015

Sd/-

PANKAJ MAHENDRU

Company Secretary

Sd/-

PYUSH GUPTA

Director

Sd/-

AJAY KUMAR

CFO

Sd/-

SAGATO MUKERJI

Whole-time Director

CONSOLIDATED FINANCIAL STATEMENTS
of
ROLLATAINERS LIMITED
and its
SUBSIDIARY
&
JOINT VENTURE

INDEPENDENT AUDITOR'S REPORT

To the Members of Rollatainers Limited

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated financial statements of Rollatainers Limited (hereinafter referred to as "the holding Company"), and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 30th June 2015, the Consolidated Statement of Profit and Loss, and the Consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Standalone Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the 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 financial control relevant to the Company's preparation 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 whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements .

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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, of the consolidated state

of affairs of the Group, its associates and jointly controlled entities as at 30th June 2015 and its consolidated profit & loss and its consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial information of One subsidiary and Two jointly controlled entities whose financial information reflect total assets of `31.35 Lacs as at June 30, 2015, total revenue of ` 49.34 Lacs, net loss of `691.04 Lacs and net cash Inflows amounting to 425 Lacs for the year ended on that date, as considered in the Consolidated Financial Statements. These financial information are unaudited and have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and a jointly controlled entity and our report in terms of sub-sections (3) and (11) of Section 143 of the Act insofar as it relates to the aforesaid subsidiaries and a jointly controlled entity, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information is not material to the Group. Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on the comments in the auditor's report of the Holding company, Subsidiary company and based on unaudited financial information of a subsidiary company and jointly controlled entity, incorporated in India we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law maintained by the Holding Company, its subsidiaries included in the Group and jointly controlled entity incorporated in India including relevant records relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and records of the Holding Company, aforementioned subsidiaries and unaudited financial information of the aforementioned jointly controlled entity furnished to us by the management.;
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company, its subsidiaries included in the Group and jointly controlled entity incorporated in India including relevant records relating to the preparation of the Consolidated Financial Statements;
 - (d) in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors of the Holding Company and its subsidiaries, incorporated in India, as on June 30, 2015 taken on record by the Board of Directors of the Holding Company and aforementioned subsidiaries and on the basis of written representations received from the management for jointly controlled entity, none of the directors of the Group companies and jointly controlled entity incorporated in India is disqualified as on June 30, 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - (f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. Company has disclosed the impact of pending litigations on its consolidated financial position in its consolidated financial statements referred to in Note No. 26 to the consolidated financial statements;
- ii. The Group and its associates did not have any material foreseeable losses on long term contracts including derivative contracts.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its Subsidiary Companies and Its Jointly Controlled Entity incorporated in India during the year ended 30th June 2015.

For Manoj Mohan & Associates

Chartered Accountants
Firm Regn No. 009195C

Sd/-

(Manoj Kr. Agrawal)

Partner

(Member Ship No. 76980)

Place : New Delhi
Date : 27th August, 2015

Annexure To Independent Auditors' Report

Referred to in paragraph 10 of the Independent Auditors' Report of even date to the members of Rollatainers Limited on the consolidated financial statements as of and for the year ended June 30, 2015

- i.
 - (a) The Holding Company, its subsidiaries incorporated in India and the jointly controlled entity incorporated in India are maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets are physically verified by the respective Managements of the Holding Company, its subsidiaries incorporated in India and jointly controlled entity incorporated in India according to a phased programme designed to cover all the items over a period of 2 years which, in our opinion, is reasonable having regard to the size of the aforesaid Holding Company, subsidiaries and jointly controlled entity and the nature of their assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the respective Managements of the aforesaid Holding Company, subsidiaries and jointly controlled entity and no material discrepancies have been noticed on such verification.
- ii.
 - (a) As explained to us the inventories were physically verified during the year by the respective management of the respective entities at reasonable intervals.
 - (b) In our opinion, the procedures of physical verification of inventory followed by the respective Managements of the Holding Company and its subsidiaries incorporated in India are reasonable and adequate in relation to the size of the aforesaid Holding Company and its subsidiaries incorporated in India and the nature of their respective businesses.
 - (c) On the basis of our examination of the inventory records, in our opinion, the Holding Company and its subsidiaries incorporated in India are maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory of the aforesaid Holding Company and its subsidiaries incorporated in India as compared to the respective book records were not material.
- iii. The Holding Company, its subsidiaries incorporated in India and jointly controlled entity incorporated in India have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the aforesaid Holding Company, aforesaid subsidiaries and jointly controlled entity.

- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Holding Company and its subsidiaries incorporated in India and the nature of their respective businesses for the purchase of inventory and fixed assets and for the sale of goods and services and there is an adequate internal control system commensurate with the size of the jointly controlled entity incorporated in India and the nature of its business for the sale of services. Further, on the basis of our examination of the books and records of the aforesaid Holding Company, subsidiaries and jointly controlled entity, 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. The Holding Company, its subsidiaries incorporated in India and jointly controlled entity incorporated in India have not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified.
- vi. According to the information and explanations given to us the Holding Company, prima facie has made and maintained prescribed cost records pursuant to the Companies (Cost records and Audit) Rules 2014, as amended prescribed by the Central Government of India under sub-section (1) of Section 148 of the Act. We have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii. (a) In our opinion, and according to the information and explanations given to us and the records of the Holding Company, its subsidiaries incorporated in India and the jointly controlled entity incorporated in India examined by us, the aforesaid Holding Company, subsidiaries and jointly controlled entity are generally regular in depositing undisputed statutory dues in respect of value added tax and are regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, wealth tax, service tax, duty of customs, duty of excise, sales tax and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Holding Company, its subsidiaries incorporated in India and jointly controlled entity incorporated in India examined by us, there are no dues of wealth tax, service-tax, duty of customs which have not been deposited on account of any dispute. The particulars of dues of income tax, sales tax, duty of excise and value added tax as at June 30, 2015 which have not been deposited on account of a dispute, are as follows:

| Company Name & Relationship | Name of Statute | Nature of the Dues | Amount (Rs. In lacs) | Year to which relates | Forum where dispute pending |
|--|-----------------------------|---------------------------|-----------------------------|------------------------------|-------------------------------------|
| Rollatainers Ltd Holding Company | Central Sales Tax Act, 1957 | Sales Tax | 40.88 | 2011-12 | Excise & Taxation Officer Faridabad |
| Rollatainers Ltd Holding Company | Central Excise Act 1944 | Excise Duty & Service Tax | 8.13 | 2013, 2014 | Commissioner Central Excise |
| RT Packaging Ltd Subsidiary Company | Central Sales Tax Act, 1957 | Sales Tax | 45.77 | 2011-12 | Excise & Taxation Officer Rewari |
| Rollatainers Ltd Holding Company | Provident Fund Act | PF Dues | 142.68* | 2004-08 | Provident Fund Tribunal Delhi |
| TOTAL | | | 237.46 | | |

**Rs 62.26 Lacs has been deposited against PF demand.*

- c) There are no amounts required to be transferred by the Holding Company, its subsidiaries incorporated in India and jointly controlled entity incorporated in India to the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.
- viii. The Holding Company and one subsidiary have accumulated losses as at the end of the financial year but have not incurred cash losses in the financial year ended on that date and in the immediately preceding financial year. One subsidiary and two Joint Ventures, incorporated in India, were registered for a period less than five years and therefore, the provisions of Clause 3(viii) of the Order are not applicable to the aforesaid subsidiaries.
- ix. According to the records of the Holding Company and its subsidiaries incorporated in India examined by us and the information and explanation given to us, the Holding Company and its subsidiaries incorporated in India has no outstanding dues to any financial institution or bank or debenture holders as at the balance sheet date.
- x. In our opinion, and according to the information and explanations given to us, the Holding Company, its subsidiaries incorporated in India and jointly controlled entity incorporated in India have not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of Clause 3(x) of the Order are not applicable to the aforesaid Holding Company, subsidiaries and jointly controlled entity.
- xi. In our opinion, and according to the information and explanations given to us, the Holding Company and its subsidiaries incorporated in India has not availed any term loans from banks/ financial institutions.
- xii. During the course of our examination of the books and records of the Holding Company, its subsidiaries incorporated in India and jointly controlled entity incorporated in India carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the aforesaid Holding Company, its subsidiaries incorporated in India and jointly controlled entity incorporated in India noticed or reported during the year, nor have we been informed of any such case by the respective Managements of the aforesaid Holding Company, its subsidiaries and jointly controlled entity.

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

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

Place : New Delhi
Date : 27th August, 2015

CONSOLIDATED BALANCE SHEET AS AT 30th JUNE, 2015

[Rs.' 000]

| PARTICULARS | NOTES | As At 30.6.2015 | AS AT 30.6.2014 |
|---|--------------|----------------------------|----------------------------|
| I EQUITIES AND LIABILITIES | | | |
| (1) Shareholder's Funds: | | | |
| Share Capital | 2 | 374130 | 374130 |
| Reserves & Surplus | 3 | 599427 | 367401 |
| (2) Non-Current Liabilities | | | |
| Long Term Borrowings | 4 | 283000 | 1472189 |
| Other Long Term Liabilities | 5 | 13242 | 14042 |
| Long Term Provisions | 6 | 24676 | 23863 |
| Minority Interest | | 30392 | 17026 |
| (3) Current Liabilities | | | |
| Trade Payables | 7 | 408378 | 211658 |
| Other Current Liabilities | 8 | 80635 | 297901 |
| Short Term Provisions | 9 | 1918 | 1032 |
| TOTAL | | 1815798 | 2779242 |
| II ASSETS | | | |
| (1) Non-Current Assets | | | |
| Fixed Assets | | | |
| -Tangible Assets | 10 | 509668 | 530209 |
| -Capital Work in Progress | 10 | 19360 | 4454 |
| Non-Current Investments | 11 | 112113 | 10 |
| Long Term Loans and Advances | 12 | 51526 | 15140 |
| Deferred Tax Assets (Net) | 13 | 227877 | 71900 |
| (2) Current Assets | | | |
| Inventories | 14 | 191541 | 168977 |
| Trade Receivables | 15 | 228483 | 1498472 |
| Cash & Bank Balance | 16 | 72070 | 12899 |
| Short term Loans & Advances | 17 | 313042 | 467206 |
| Other Current Assets | 18 | 90118 | 9975 |
| TOTAL | | 1815798 | 2779242 |
| III Significant Accounting policies and accompanying Notes forming part of financial statements. | 1 TO 31 | | |

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
CFO

Place : New Delhi
Dated : 27th August, 2015

Sd/-
PYUSH GUPTA
Director

Sd/-
SAGATO MUKERJI
Whole-time Director

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 30th JUNE, 2015

[Rs.' 000]

| PARTICULARS | NOTES | As At 30.6.2015 | AS AT 30.6.2014 |
|---|----------|--------------------|--------------------|
| I REVENUE | | | |
| Revenue from Operations (Gross) | 19 | 4101524 | 5703119 |
| Less : Excise Duty | | 131673 | 105513 |
| Revenue from Operations (Net) | | 3969851 | 5597606 |
| II Other Income | 20 | 5952 | 3509 |
| III Total Revenue | | 3975803 | 5601115 |
| IV EXPENSES | | | |
| Cost of Raw Material Consumed | 21 | 3497346 | 5192919 |
| Change in Inventories of Finished Goods, work in progress and stock in trade | 22 | (9793) | (12005) |
| Employee Benefits expense | 23 | 140318 | 127245 |
| Depreciation and Amortisation | 46267 10 | | |
| Less : Transferred from Revaluation Reserve | 579 | 45688 | 35705 |
| Other Expense | 24 | 172994 | 143354 |
| Total Expenses | | 3846553 | 5487218 |
| V Profit/(Loss) before Exceptional & Extra-Ordinary items and tax | | 129250 | 113897 |
| VI Extra Ordinary items | 25 | 0 | 170319 |
| Profit/(Loss) for the year after extra ordinary | | 129250 | 284216 |
| Add/(Less) Defferred tax | | 155977 | 0 |
| VII Profit/(Loss) for the year | | 285227 | 284216 |
| Less loss of associate company | | 34985 | 0 |
| Profit/(Loss) for the year | | 250242 | 284216 |
| Less : Minority Interest | | 13423 | 3765 |
| VIII Profit/(Loss) for the year Carried to Consolidated Balance Sheet | | 236819 | 280451 |
| IX Earnings per Share (In Rs.) | | | |
| Basic | | 1.89 | 2.24 |
| Diluted | | 1.89 | 2.24 |
| Significant Accounting policies and accompanying 1 TO 31 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

CFO

Sd/-

PYUSH GUPTA

Director

Sd/-

SAGATO MUKERJI

Whole-time Director

Place : New Delhi

Dated : 27th August, 2015

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 30th JUNE, 2015

[Rs.' 000]

| PARTICULARS | As At 30.6.2015 | AS AT 30.6.2014 |
|--|----------------------------|----------------------------|
| A CASH FLOWS FROM OPERATING ACTIVITIES | | |
| NET PROFIT/(LOSS) BEFORE TAX & EXTRA ORDINARY ITEMS | 94264 | 284216 |
| ADJUSTMENTS FOR : | | |
| DEPRECIATION | 45688 | 35705 |
| INTEREST & DIVIDEND EARNED | (5424) | (3509) |
| LOSS/(PROFIT) ON SALE OF FIXED ASSETS | (72) | (170319) |
| OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGE | 134456 | 146093 |
| ADJUSTMENT FOR | | |
| TRADE & OTHER RECEIVABLE | 1307624 | 3223908 |
| INVENTORIES | (22564) | (39419) |
| TRADE PAYABLE | (19634) | (36078) |
| CASH FLOW FROM OPERATIONS | 1399882 | 3294505 |
| NET CASH FROM OPERATING ACTIVITIES | 1399882 | 3294505 |
| B CASH FLOW FROM INVESTMENTS ACTIVITIES | | |
| PURCHASES OF FIXED ASSETS | (45935) | (224822) |
| SALE OF FIXED ASSETS | 1091 | 317688 |
| INVESTMENT IN OTHER COMPANIES | (112103) | 0 |
| INTEREST RECEIVED | 5424 | 3509 |
| NET CASH GENERATED/(USED) IN INVESTING ACTIVITIES | (151523) | 96375 |
| C CASH FLOW FROM FINANCIAL ACTIVITIES | | |
| SHARE APPLICATION MONEY | 0 | (3050000) |
| UNSECURED LOANS | (1189188) | (505645) |
| NET CASH FROM FINANCIAL ACTIVITIES | (1189188) | (3555645) |
| NET INCREASE IN CASH AND CASH EQUIVALENTS | 59171 | (164765) |
| CASH & CASH EQUIVALENTS (OPENING) | 12899 | 177664 |
| CASH & CASH EQUIVALENTS (CLOSING) | 72070 | 12899 |

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 2015 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

Chartered Accountants

Firm Registration No. 009195C

Sd/-

(M. K. AGARWAL)

Partner

(Membership No. 76980)

Sd/-
PANKAJ MAHENDRU
Company Secretary

Sd/-
AJAY KUMAR
CFO

Sd/-
PYUSH GUPTA
Director

Sd/-
SAGATO MUKERJI
Whole-time Director

Place : New Delhi
Dated : 27th August, 2015

Note 1:

CONSOLIDATED ACCOUNTING POLICIES & PRACTICES AND NOTES TO ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES & PRACTICES:

1. Principles of Consolidation:

- (i) The Consolidated Financial Statements relates to Rollatainers Ltd (The parent company) RT Packaging Ltd and Carnation Hospitality Pvt Ltd (the subsidiaries) Rollatainers Toyo Machines Pvt Ltd and Seirra Navada Restaurants Pvt Ltd (the joint venture entities).
- (ii) The Consolidated Financial statements have been prepared on the basis of AS – 21 issued by the ICAI read along with the following assumptions:
 - (a) The financial statement of the parent company and its subsidiary and Joint Venture companies have been combined on a line by line basis by adding together the book value of like items of assets, liabilities, income and expenditure, after fully eliminating intra-group transactions, resulting in unrealized profit or losses.
 - (b) Investments of the parent company in the subsidiaries and Joint Venture entities have been eliminated against respective stake of the parent company

B. Notes to the Consolidated Financial Statements

The notes to the consolidated financial statements intended to serve as a means of informative disclosure and guide to better understanding of the financial information about the economic activities and the economic resources controlled as single economic entity. Recognising the purpose, the company has disclosed only such notes from the individual financial statement, which fairly presents the needed disclosures, practical consideration and lack of uniformity on account of local laws and practices made it desirable to exclude notes to account and accounting policies which in the opinion of the management could be better viewed when referred to individual financial statements. Consolidated financial statement have prepared using uniform accounting policies for like transaction and other events in similar circumstances.

Notes on Consolidated Financial Statements for the Year ended 30th June 2015

2 SHARE CAPITAL

[Rs.' 000]

| PARTICULARS | At at 30.06.2015 | At at 30.06.2014 |
|--|---------------------|---------------------|
| Authorised | | |
| I Equity Shares | | |
| 23,50,00,000 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 | 180000 | 180000 |
| Rs.100 each. (Previous year 18,00,000 Redeemable | | |
| Preference Shares of Rs.100 each) | 650000 | 650000 |
| Issued, subscribed and fully paid | | |
| I Equity Shares | | |
| 12,50,65,000 Equity Shares of Rs.10 each | 250130 | 250130 |
| [Previous year 2,50,13,000 Equity shares of Rs.10 each] | | |
| II Preference Shares | | |
| i a) 50,000, 10.00%, Non-Convertible Redeemable | 5000 | 5000 |
| Preference Shares of Rs. 100 each Preferentially placed with | | |
| WLD Investments Pvt Ltd (Redeemable in 10 Yrs.) | | |
| b) 40,000, 10.00%, Non-Convertible Redeemable | 4000 | 4000 |
| Preference Shares of Rs. 100 each Preferentially placed with | | |
| WLD Investments Pvt Ltd (Redeemable in 10 Yrs.) | | |
| c) 50,000, 10.00%, Non-Convertible Redeemable | 5000 | 5000 |
| Preference Shares of Rs. 100 each Preferentially placed with | | |
| WLD Investments Pvt Ltd (Redeemable in 10 Yrs.) | | |
| ii) 10,00,000, 2% Redeemable, Non Cumulative, | 100000 | 100000 |
| 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 | | |
| iii) 100000 1% Optionally Convertible Non-Cummulative Preference Shares | 10000 | 10000 |
| of Rs.100 each placed with WLD Investments Pvt Ltd. | | |
| | 374130 | 374130 |
| a Reconciliation of No. of Equity Shares | | |
| No. of Share Outstanding at the Beginning of the year | 125065000 | 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 | 125065000 | 25013000 |

(Note: Equity shares of Rs. 10/- each has been split into Five Equity Shares of Rs. 2/- each)

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**
93730200 Equity shares (Previous Year 18746040) are held by WLD Investments Pvt Ltd., the holding Company.
- ii) Preference Shares held by Holding Company**
- 10% Non-Convertible Redeemable Preference Share 1,40,000 Preference shares (Previous year 1,40,000) are held by WLD Investments Pvt Ltd., the holding Company.
 - 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.
 - 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 2/- 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. 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 30-06-2015 | | As At 30-06-2014 | |
|----------|--|--------------------|---------------|--------------------|--------|
| | | No. of Shares Held | %age | No. of Shares Held | %age |
| 1 | WLD Investments Pvt Ltd (Holding Company) | 93730200 | 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 30-06-2015 | | As At 30-06-2014 | |
|-------------|---|--------------------|----------------|--------------------|---------|
| | | 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 2015 | 30th June 2014 | 30th Sep 2013 | 30th Sep 2012 | 30th Sep 2011 |
|-------------------|----------------|----------------|---------------|---------------|---------------|
| No. of Shares | Nil | 15007800 | Nil | Nil | Nil |
| Ratio | Nil | Nil | 3:2 | Nil | Nil |

3 RESERVES AND SURPLUS

[Rs.' 000]

| PARTICULARS | At at | | At at | |
|---|------------|----------|-----------------|-----------|
| | 30.06.2015 | | 30.06.2014 | |
| 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 | | 27753 | | 28312 |
| Additions/Transfers during the Year | | (579) | 27174 | (559) |
| | | | | 27753 |
| v) Share Premium | | | 946764 | 946764 |
| Balance Excluding Miniority Interest | | | | |
| vi) General Reserve | | | | |
| Balance as per Last Balance Sheet | | 162033 | | 162033 |
| Additions/Transfers during the Year | | (4227) | 157806 | 0 |
| | | | | 162033 |
| vii) Loss in statement of Profit and Loss Account Brought forward from previous year | | (827117) | | (1107568) |
| Add: Wealth Tax provision reversed | | 13 | | 0 |
| Add: Profit/(Loss) for the Year | | 236819 | (590286) | 280451 |
| | | | | (827117) |
| Total | | | 599427 | 367402 |

**ROLLATAINERS LIMITED & SUBSIDIARY
CONSOLIDATED FINANCIAL STATEMENTS**



4 LONG-TERM BORROWINGS [Rs.' 000]

| PARTICULARS | At at 30.06.2015 | At at 30.06.2014 |
|---------------------------------|-----------------------------|-----------------------------|
| Unsecured Loans from Corporates | 283000 | 1472188 |
| Total | 283000 | 1472188 |

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

5 OTHER LONG TERM LIABILITIES [Rs.' 000]

| PARTICULARS | At at 30.06.2015 | At at 30.06.2014 |
|---|-----------------------------|-----------------------------|
| Security deposit from Customers/Contractors | 13242 | 14042 |
| | 13242 | 14042 |

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

6 LONG TERM PROVISIONS [Rs.' 000]

| PARTICULARS | At at 30.06.2015 | At at 30.06.2014 |
|---------------------------------|-----------------------------|-----------------------------|
| i) Wealth tax Provision | 0 | 13 |
| ii) Employee Benefit Provisions | 24676 | 23850 |
| Total | 24676 | 23863 |

7 TRADE PAYABLES [Rs.' 000]

| PARTICULARS | At at 30.06.2015 | At at 30.06.2014 |
|---------------------------------------|-----------------------------|-----------------------------|
| Total Outstanding Due to : | | |
| - Micro, Small and Medium Enterprises | 3126 | 3222 |
| - Others | 405252 | 208436 |
| Total | 408378 | 211658 |

- (a) The List of SMEs to whom Company owes a sum exceeding Rs.1,00,000 and which is outstanding for more than 30 days is as under:-
Amit Electricals, Bhatia Machine Tools, S.A. Industries, M.A. Enterprises, Anandmohan Polymers, etc.
- (b) The Payments to SMEs are being made as per stipulated terms.
- (c) The above information has been compiled in respect of parties to the extent to which they could be identified as SMEs on the basis of information available with the Company.

8 OTHER CURRENT LIABILITIES

[Rs.' 000]

| PARTICULARS | At at 30.06.2015 | At at 30.06.2014 |
|----------------------------|-----------------------------|-----------------------------|
| i) Advances From Customers | 35331 | 250898 |
| ii) Other Liabilities | 42749 | 44428 |
| iii) Fixed Deposits | 2555 | 2575 |
| Total | 80635 | 297901 |

9 SHORT TERM PROVISIONS

[Rs.' 000]

| PARTICULARS | At at 30.06.2015 | At at 30.06.2014 |
|--------------------------------|-----------------------------|-----------------------------|
| i) Employee Benefit Provisions | 1918 | 1032 |
| Total | 1918 | 1032 |

10 FIXED ASSETS

[Rs.' 000]

| Description of Assets | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | |
|----------------------------------|---------------------------|-------------------------|------------------------|--------------------------|---------------------------|-------------------------|--------------------------------|--------------------------|---------------------------|--------------------------|
| | As at 01.06.14 | Addi- tions* | Sales/ Adj. | As at 30.6.15 | As at 01.07.14 | For the Year | Sales/ Adj. 30.6.15 | As at 30.6.15 | As at 30.06.15 | As at 30.6.14 |
| TANGIBLE ASSETS : | | | | | | | | | | |
| Lease Hold Land | 2395 | | | 2395 | 162 | 24 | | 186 | 2209 | 2233 |
| Free Hold Land | 29486 | | | 29486 \$ | | | | | 29486 | 29486 |
| Building & Roads | 179960 | 17259 | | 197219 \$ | 48794 | 6235 | | 55029 | 142190 | 131166 |
| Plant & Machinery | 753613 | 7675 | 4070 | 757218 | 393416 | 42049 | 3051 ** | 432414 | 324804 | 360197 |
| Office Equipments | 9467 | 5079 | | 14546 | 7272 | 1295 | | 8567 | 5979 | 2195 |
| Furniture & Fixtures | 8183 | 1015 | | 9198 | 3780 | 784 | | 4564 | 4635 | 4403 |
| Vehicles | 2748 | | | 2748 | 2219 | 164 | | 2383 | 365 | 529 |
| Sub Total | 985852 | 31029 | 4070 | 1012811 | 455643 | 50551 | 3051 | 503143 | 509668 | 530209 |
| Capital Work in Progress | 4454 | 14906 | | 19360 | - | - | - | - | 19360 | 4454 |
| TOTAL | 990306 | 45935 | 4070 | 1032171 | 455643 | 50551 | 3051 | 503143 | 529028 | 534663 |
| Previous Year | 948599 | 224822 | 183115 | 990306 | 455124 | 36265 | 35746 | 455643 | 534663 | 258999 |

Notes :

Depreciation as per schedule 50551
Less : transfer to General Reserve 4284
Depreciation for the year 46267

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

** includes amount of Rs. 3552 (Gross Block) and Rs. 2535 (Depreciation reserve) adjusted on account of conversion into inventories.

**ROLLATAINERS LIMITED & SUBSIDIARY
CONSOLIDATED FINANCIAL STATEMENTS**



11 NON-CURRENT INVESTMENTS

[Rs.' 000]

| PARTICULARS | At at 30.06.2015 | At at 30.06.2014 |
|--|-----------------------------|-----------------------------|
| LONG TERM, UNQUOTED | | |
| A. NON TRADE, AT COST | | |
| Investment in Govt Securities | | |
| 5 year National Saving Certificates | 10 | 10 |
| II Equity Shares | | |
| Barista Coffee Company Pvt. Ltd. (14708800 equity shares of Rs. 10/- Previous Year Nil) | 112103 | 0 |
| | 112113 | 10 |

12 LONG TERM LOANS AND ADVANCES

[Rs.' 000]

| PARTICULARS | At at 30.06.2015 | At at 30.06.2014 |
|------------------------------------|-----------------------------|-----------------------------|
| Unsecured Considered Good | | |
| Deposit with Govt. Deptt. & Others | 51526 | 14292 |
| Capital Advances | 0 | 848 |
| | 51526 | 15140 |

13 DEFERRED TAX ASSETS (NET)

[Rs.' 000]

| PARTICULARS | Opening At At 01.07.2014 | Charge/(Credit) during the Year | Closing As At 30.06.2015 |
|---|-------------------------------------|--|-------------------------------------|
| Fixed Assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting | 47800 | 25913 | 73713 |
| Deferred Tax Liabilities: (A) | 47800 | 25913 | 73713 |
| Unabsorbed Depreciation | 93700 | 94282 | 187982 |
| Unabsorbed Business Losses | 22550 | 86536 | 109086 |
| Unabsorbed Long Term Capital Loss | 3450 | 0 | 3450 |
| Expenses to be allowed on payment basis | 0 | 1072 | 1072 |
| Deferred Tax Assets: (B) | 119700 | 181890 | 301590 |
| NET DEFERRED TAX ASSETS (B-A) | 71900 | 155977 | 227877 |

14 INVENTORIES [Rs.' 000]

| PARTICULARS | At at 30.06.2015 | At at 30.06.2014 |
|--|-----------------------------|-----------------------------|
| (As per inventory taken, valued and certified by the management) | | |
| Raw Material | 91008 | 78124 |
| Stores & Spares | 7463 | 6899 |
| Packing Materia | 1178 | 2435 |
| Plates & Dies | 13356 | 8056 |
| Work-in-Process | 57771 | 49621 |
| Finished Goods | 4035 | 2430 |
| Production Scrap | 356 | 318 |
| Trading Stock | 16374 | 21094 |
| | 191541 | 168977 |

15 TRADE RECEIVABLES [Rs.' 000]

| PARTICULARS | At at 30.06.2015 | At at 30.06.2014 |
|--|-----------------------------|-----------------------------|
| (Unsecured, considered good unless stated otherwise) | | |
| - Debts due for a period exceeding 6 months | 15610 | 19909 |
| - Other debts | 212873 | 1478563 |
| | 228483 | 1498472 |

16 CASH AND BANK BALANCE [Rs.' 000]

| PARTICULARS | At at 30.06.2015 | At at 30.06.2014 |
|---|-----------------------------|-----------------------------|
| Cash in hand | 1170 | 737 |
| Balance with Scheduled Banks | | |
| - Current Accounts | 61377 | 9016 |
| - Fixed Deposits held as margin against Bank Guarantees | 9523 | 3146 |
| | 72070 | 12899 |

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

| PARTICULARS | At at 30.06.2015 | At at 30.06.2014 |
|---|-----------------------------|-----------------------------|
| Advances (recoverable in cash or in kind or for value to be received) | 285589 | 442171 |
| Pre-Paid Expense | 11277 | 944 |
| Loans to employees | 2682 | 1644 |
| Balance with Excise Authorities | 8186 | 16993 |
| Tax deducted at source | 5308 | 5454 |
| | 313042 | 467206 |

**ROLLATAINERS LIMITED & SUBSIDIARY
CONSOLIDATED FINANCIAL STATEMENTS**



18 OTHER CURRENT ASSETS

[Rs.' 000]

| PARTICULARS | At at 30.06.2015 | At at 30.06.2014 |
|--------------------------|-----------------------------|-----------------------------|
| A Considered Good | | |
| Insurance Claims | 87514 | 0 |
| Sales Tax Refunds | 2604 | 9975 |
| | 90118 | 9975 |

19 REVENUE FROM OPERATIONS

[Rs.' 000]

| PARTICULARS | At at 30.06.2015 | At at 30.06.2014 |
|----------------------|-----------------------------|-----------------------------|
| a) Sale of Product* | | |
| Sale Local | 4078555 | 5676243 |
| Sale Export | 10637 | 15349 |
| | 4089192 | 5691592 |
| b) Sale of Services | | |
| Machine Hire Charges | 1169 | 2172 |
| c) Sale of Scrap | 11163 | 9355 |
| | 4101524 | 5703119 |

*Sale of Product includes sale of trading goods also.

20 OTHER INCOME

[Rs.' 000]

| PARTICULARS | At at 30.06.2015 | At at 30.06.2014 |
|---------------------------------------|-----------------------------|-----------------------------|
| - Interest Income | | |
| On Fixed Deposit | 5424 | 3509 |
| - Miscellaneous Balances Written Back | 306 | 0 |
| - Rent | 150 | 0 |
| Profit on sale of Fixed Assets | 72 | 0 |
| | 5952 | 3509 |

21 COST OF RAW MATERIAL CONSUMED*

[Rs.' 000]

| PARTICULARS | At at 30.06.2015 | At at 30.06.2014 |
|------------------------------------|-----------------------------|-----------------------------|
| Stock at the beginning of the year | 78124 | 65552 |
| Purchases | 3510231 | 5205490 |
| | 3588354 | 5271042 |
| Less: Stock at the end of the year | 91008 | 78124 |
| | 3497346 | 5192919 |

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

a Value of Imported and indigeneous Raw Materials consumed

| PARTICULARS | At at 30.06.2015 | | At at 30.06.2014 | |
|--------------------|-------------------------|---------|-------------------------|---------|
| Raw Material: | | | | |
| Imported | 10229 | 0.29% | 0 | 0.00% |
| Indigeneous | 3487117 | 99.71% | 5192969 | 100.00 |
| | 3497346 | 100.00% | 5192919 | 100.00% |

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

[Rs.' 000]

| PARTICULARS | At at 30.06.2015 | At at 30.06.2014 |
|---------------------------------------|-----------------------------|-----------------------------|
| CLOSING STOCK AS ON 30-06-2015 | | |
| Work-in-Process/Semi Finished Goods | 57771 | 49621 |
| Finished Goods | 4035 | 2430 |
| Production Scrap | 356 | 318 |
| | 62162 | 52369 |
| OPENING STOCK AS ON 01-07-2014 | | |
| Work-in-Process/Semi Finished Goods | 49621 | 35129 |
| Finished Goods | 2430 | 4916 |
| Production Scrap | 318 | 319 |
| | 52369 | 40364 |
| NET (-) INCREASE/ DECREASE | (9793) | (12005) |

23 EMPLOYEES BENEFIT EXPENSES

[Rs.' 000]

| PARTICULARS | At at 30.06.2015 | At at 30.06.2014 |
|--|-----------------------------|-----------------------------|
| Salary, Wages and Bonus | 120973 | 111525 |
| Contribution to Provident Fund and other funds | 9500 | 6439 |
| Employee Welfare Expenses | 9845 | 9281 |
| | 140318 | 127245 |

**ROLLATAINERS LIMITED & SUBSIDIARY
CONSOLIDATED FINANCIAL STATEMENTS**



24 OTHER EXPENSES

[Rs.' 000]

| PARTICULARS | At at 30.06.2015 | At at 30.06.2014 |
|-----------------------------------|-----------------------------|-----------------------------|
| Stores & Spares Consumed | 22930 | 22557 |
| Packing Material Consumed | 22944 | 19566 |
| Processing Charges | 2486 | 3148 |
| Power & Fuel | 52553 | 44343 |
| Donation | 13 | 8 |
| Freight | 5777 | 2479 |
| Rent | 13957 | 8189 |
| Rates & Taxes | 2191 | 180 |
| Repairs & Maintenance: | | |
| Plant & Machinery | 7309 | 5434 |
| Building | 1308 | 896 |
| Others | 982 | 1129 |
| Insurance | 2435 | 1891 |
| Legal & Professional | 8154 | 3043 |
| Travelling & Conveyance | 8523 | 8159 |
| Miscellaneous Expenses | 16614 | 18080 |
| Auditors' Remuneration | 718 | 750 |
| Cash Discount | 43 | 107 |
| Bank Charges | 486 | 491 |
| Foreign Exchange Fluctuation | (76) | (16) |
| Security Charges | 3647 | 2921 |
| Total | 172994 | 143354 |

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

| PARTICULARS | At at 30.06.2015 | | At at 30.06.2014 | |
|-----------------------------------|-------------------------|---------|-------------------------|---------|
| Stores, Spares Parts & Components | | | | |
| Imported | 0 | 0% | 0 | 0.00% |
| Indigeneous | 22930 | 100% | 22557 | 100.00% |
| | 22930 | 100.00% | 22557 | 100.00% |

25 EXTRA ORDINARY ITEMS

| PARTICULARS | At at 30.06.2015 | At at 30.06.2014 |
|---------------------------------------|-----------------------------|-----------------------------|
| Profit/(Loss) on Sale of Fixed Assets | 0 | 170319 |
| Total | 0 | 170319 |

26 : Contingencies & Commitments (To the extent not Provided for)

| Contingencies | As at 30.06.2015 | As at 30.06.2014 |
|--|-----------------------------|---------------------|
| Sales Tax Matters (Including interest and Penalty) | 8665 | 1557 |
| Bank Guarantee | 632 | 632 |
| Provident Fund* | 14268 | 14268 |
| Excise Matters | 813 | 3374 |

*In the matter of interest and demages levied by Regional Provident Fund Commissioner Faridabad, the company has filed an appeal with Provident Fund Tribunal in delhi involving a demand of Rs 142.68 Lacs. The company has already deposited a sum of Rs 62.26 lacs against the above demand.

27 : 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:

| PARTICULARS | | As at 30.06.2015 | As at 30.06.2014 |
|---|-------|-----------------------------|---------------------|
| | | 16833 | 10901 |
| Profit / (-) Loss for the year | (Rs.) | 236819 | 280451 |
| Profit / (-) Loss attributable to equity share for the year | (A) | 236819 | 280451 |
| Weighted average number of shares of Rs 2/- each | (B) | 125065 | 125065 |
| Basic EPS (Rs.) | (A/B) | 1.89 | 2.24 |

ROLLATAINERS LIMITED & SUBSIDIARY CONSOLIDATED FINANCIAL STATEMENTS



28 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 Year | | |
|---|----------------|--|--------------------|----------------|--|---------------------|
| | External Sales | Other Income (Excluding Interest Income) | Total Current Year | External Sales | Other Income (Excluding Interest Income) | Total Previous Year |
| REVENUE : | | | | | | |
| Carton and Flexibles Mfg. Division | 1212273 | 17115 | 1229388 | 489756 | 54,195 | 543951 |
| Machine Mfg. Division | 2871985 | 1169 | 2873154 | 2,114,743 | 1,788 | 2116531 |
| Food Business | 4934 | 0 | 4934 | | | 0 |
| Total | 4089192 | 18284 | 4107476 | 2604499 | 55983 | 2660482 |
| RESULTS : | | | | | | |
| Segment Profit / -Loss | | | | | | |
| Carton and Flexibles Mfg. Division | | | 123359 | | | 31,352 |
| Machine Mfg. Division | | | 32666 | | | 59,671 |
| Food Business | | | (67185) | | | - |
| Total | | | 88840 | | | 91023 |
| Interest Income | | | 5424 | | | 480 |
| Profit / -Loss before Tax | | | 94264 | | | 91503 |
| Income Tax | | | 155977 | | | - |
| Profit / -Loss after Tax | | | 250242 | | | 91503 |
| OTHER INFORMATION : | | | | | | |
| Segment Assets | | | | | | |
| Carton Mfg. Division | | | 1167673 | | | 1,113,812 |
| Machine Mfg. Division | | | 29949 | | | 99,920 |
| Food Business | | | 305085 | | | - |
| Unallocated | | | 313091 | | | 4,873,575 |
| | | | 1815798 | | | 6,087,307 |
| Segment Liabilities | | | | | | |
| Carton Mfg. Division | | | 369722 | | | 689,185 |
| Machine Mfg. Division | | | 163858 | | | 29,456 |
| Food Business | | | 25661 | | | - |
| Unallocated | | | 283000 | | | 1,843,768 |
| | | | 842241 | | | 2,562,409 |
| Capital Expenditure | | | | | | |
| Carton Mfg. Division | | | 45935 | | | 515,577 |
| Machine Mfg. Division | | | 0 | | | - |
| Unallocated | | | 0 | | | - |
| | | | 45935 | | | 515,577 |
| Depreciation | | | | | | |
| Carton Mfg. Division | | | 49147 | | | 12,796 |
| Machine Mfg. Division | | | 982 | | | 982 |
| Unallocated | | | 421 | | | 421 |
| | | | 50550 | | | 14,199 |
| b) Secondary Segment Reporting (By Geographical Segment) | | | | | | |
| The following is the distribution of the Company's consolidation sales by geographical market, regardless of where the goods were produced: | | | | | | |
| Revenue - Domestic Market | | | 4096839 | | | 2646894 |
| Revenue - Overseas Market | | | 10637 | | | 13589 |
| Total | | | 4107476 | | | 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.

| | | |
|--|--|---|
| 29. Related Party Disclosures for the year ended 30th June 2015 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 Mr. Ajay Kumar Mr. Pankaj Mahendru |
| b) Transactions with Related Parties | | (Rs. '000) |
| S. No. Transactions | | Holding Company |
| | | Key Managerial |
| 1 | Business Advance Given | – 25,000.00 |
| 2. | Remuneration | 4,645.00 (4,348.00) |
| Outstanding as on 30.06.2015: | | |
| a) | Amount Receivable/Payable | – (25,000.00) |

30 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.

- 31 a)** Previous period figures figures have been re-grouped and/or Re-arranged, where-ever cosidered necessary.
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 31 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
 CFO

Place : New Delhi
 Dated : 27th August, 2015

Sd/-
PYUSH GUPTA
 Director

Sd/-
SAGATO MUKERJI
 Whole-time Director

This page has been intentionally left blank.

This page has been intentionally left blank.

BOOK POST/U.P.C.

(Printed Matter)

If undelivered, please return to :

ROLLATAINERS LIMITED

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