



ROLLATAINERS
EMERGING EVERYDAY

ROLLATAINERS LIMITED

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

Ref.No.: RTL/BSE/NSE/2022-23

Date: 06.06.2022

To,

The Secretary BSE Limited Phiroze Jeejeebhoy, Towers Limited Dalal Street, Mumbai - 4000 01 Scrip Code: 502448	The Secretary National Stock Exchange Limited, Exchange Plaza Bandra Kurla Complex, Bandra (E) Mumbai - 400 051 Symbol: ROLLT
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Subject: Notice of Postal Ballot- Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Ma'am,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the **Notice of Postal Ballot dated 31st May 2022**, seeking approval of Members of the Company by way of Postal Ballot through remote e-voting, for following purposes:

- To approve disposal /sale/lease of asset(s) of R T Packaging Limited, Material Subsidiary of the Company.
- To appoint Mr. Vipul Gupta (DIN: 09064133) as an Independent Director on the Board of the Company.
- To appoint M/s Shukla Gupta & Arora, Practising Chartered Accountants (FRN:027335N) as Statutory Auditors of the Company

Postal Ballot Notice is being send only through electronic mode to the members whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited and whose e-mail id is registered with the Company/Depositories/RTA, as on **Friday, 03rd June 2022 ("Cut-off Date")**.

The Company has engaged with the CDSL for providing remote e-voting facility to all its members.

The e-voting facility will be available during the following period:

Commencement of e-voting: 09:00 a.m. (IST) on Tuesday, 07th June ,2022

End of e-voting: 05:00 p.m. (IST) on Wednesday, 06th July, 2022.



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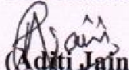
Registered Office: Plot No. 73-74, Phase-III, Industrial Area, Dharuhera, District Rewari, Haryana-123106
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The Postal Ballot Notice along with Explanatory Statement will also be available on the Company's website at www.rollatainers.in and on the website of CDSL at www.cdslindia.com

You are requested to take the same on your records.

**Thanking You,
Yours faithfully,**

For Rollatainers Limited


(Aditi Jain)

Company Secretary and Compliance Officer

Enclosed: As stated above





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NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the members of Rollatainers Limited (the “Company”), pursuant to provisions of Section 108 & 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 read with other relevant circulars, including General Circular No. 20/2021 dated 8th December, 2021 and General Circular No. 3/2022 dated 05th May 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS- 2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the Special/Ordinary Resolution(s) as set out hereunder in this Notice is proposed to be passed by the members of the Company for passing by means of Postal Ballot, only by way of remote e-voting process (“e-voting”).

The statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice are annexed hereto for your consideration.

Scrutinizer for conducting the Postal Ballot

The Board of Directors has appointed **Mr. Sachin Khurana, Company Secretary in Practice, (Membership No.: F10098; Certificate of Practice No.: 13212)** as Scrutinizer for scrutinizing the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

E-voting

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. The Company has engaged the services of Central Depository Service Limited (“CDSL”) as the agency to provide e-voting facility.

The remote e-voting period commences from 9.00 a.m. (IST) on Tuesday, 07th June, 2022 and ends at 5.00 p.m. (IST) on Wednesday, 06th July, 2022. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 05:00 p.m. IST on Wednesday, 06th July, 2022, (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before Friday, July 08, 2022 and will also be displayed on the Company's website at www.rollatainers.in and will also be communicated to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and CDSL at www.cdslindia.com, the agency for providing e-voting facility.

SPECIAL BUSINESS:

ITEM NO.1 : SALE OF ASSETS OF R T PACKAGING LIMITED, MATERIAL SUBSIDIARY OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Regulation 24(6) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and any other applicable provisions of the Companies Act, 2013 (“the Act”) and subject to requisite approvals, if any, as may be required, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) to sale, lease or dispose off assets of the Material Subsidiary amounting to more than 20% of the assets of the Material Subsidiary operating under the name and style of ‘**R T Packaging Limited**’ to any buyer(s)/ third-parti(es) through various modes including by way of slump sale, asset sale or through other contractual arrangements, for any purpose in connection with the business activities of the Company or its subsidiaries, in one or more tranches, on mutually agreeable terms and conditions as may be agreed by the Board and may deem fit in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors/ Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), such other document(s), by whatever name called and to do all acts, matters and things as may be necessary in this regard and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other Officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.

ITEM NO.2: TO APPOINT MR. VIPUL GUPTA (DIN: 09064133) AS NON-EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with schedule IV and read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirement), 2015 (hereinafter known as “Listing Regulations), **Mr. Vipul Gupta (DIN:09064133)** who was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors w.e.f. June 01,2022, in terms of Section 161 of the Companies Act, 2013 and in respect of

whom a notice in writing received under Section 160 of the Act, the approval of members be and is hereby accorded for the appointment of Mr. Vipul Gupta (DIN:09064133), as Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from June 01, 2022 to May 31, 2027 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Directors and/or Company Secretary of the Company be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

ITEM NO. 3: TO APPOINT M/S SHUKLA GUPTA & ARORA, PRACTISING CHARTERED ACCOUNTANTS (FRN:027335N) AS STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, **M/S Shukla Gupta & Arora, Practising Chartered Accountants (FRN:027335N)** be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years i.e. from the conclusion of 50th Annual General Meeting (AGM) till the conclusion of 55th AGM to be held for the Financial Year 2025-26 at such remuneration and out of pocket expenses, as may be decided by the Board of Directors on the recommendation of Audit Committee of the Company.”

RESOLVED FURTHER THAT the Board of Directors/ Chief Financial Officer/ Company Secretary of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

**By the order of the Board
For Rollatiners Limited**

**Place: New Delhi
Date: May 31,2022**

**Sd/-
Aarti Jain
Chairman and Director
DIN: 00143244**

Notes:

1. A statement pursuant to Section 102(1) of the Act read with the Rules for Item No. 1,2 & 3 setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners as **on Friday, 03rd June, 2022 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company / RTA/Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.

3. This Postal Ballot Notice will also be available on the Company’s website at www.rollatainers.in , & websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.

4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their D-mat accounts, if the shares are held in electronic form, and (ii) by giving details of folio number, e-mail address and self-attested copy of PAN card to the Registrar and Transfer Agents (RTA) of the Company, Beetal Financial And Computer Services Private Ltd, Beetal House, 3rd Floor, 99 Madangir, Behind LSC Near Dada Harsukhdas Mandir, New Delhi-110062 Tel: 11-29961281-83, Fax: 011-29961284, e-mail: beetal@beetalfinancial.com, if the shares are held in physical form.

5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date (Friday, 03rd June 2022) will only be considered eligible for the purpose of e- voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.

6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paidup equity share capital of the Company as on the Cut-Off Date.

7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made there under, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated 9th December, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of CDSL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.

8. The e-voting period commences at 09:00 a.m. (IST) on Tuesday, 07th June, 2022 and ends at 05:00 p.m. (IST) on Wednesday, 06th July, 2022. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.

9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Wednesday, 06th July, 2022.

10. The Company has appointed **Mr. Sachin Khurana, Company Secretary in Practice, (Membership No.: F10098; Certificate of Practice No.: 13212)** as Scrutinizer for scrutinizing the Postal Ballot, through the e-voting process, in a fair and transparent manner.

11. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to cs.rollatiners@gmail.com.

12. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) **The voting period begins at 09:00 a.m. (IST) on Tuesday, 07th June, 2022 and ends at 05:00 p.m. (IST) on Wednesday, 06th July, 2022.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of Friday, 03rd June, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-

<p>Shareholders holding securities in Demat mode with CDSL</p>	<p>Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS ‘Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

(v) Login method for Remote e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders .**

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant “**Rollatainers Limited**” on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs.rollatainers@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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

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

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the special business mentioned under Item No.1 of the accompanying Notice:

Item No. 1: TO CONSIDER AND APPROVE SALE OF ASSETS OF R T PACKAGING LIMITED, MATERIAL SUBSIDIARY OF THE COMPANY

The Company continuously keeps exploring opportunities to raise funds from time to time to meet business requirements. In this regard, the proposal may envisage sale, lease, disposal of assets of R T Packaging Limited, Material Subsidiary of the Company, to the buyers / third-parties through various modes including by way of slump sale, asset sale or through other contractual arrangements, for any purpose in connection with the business activities of the Company or its subsidiary(ies), in one or more tranches, on such terms and conditions as the Board may deem fit.

The Board believes that the consideration from the sale/disposal/lease of assets of the subsidiary will generate significant shareholder value and present an attractive monetization opportunity and is in the best interest of the Company.

In terms of Regulation 24(6) of the Listing Regulations, selling, disposing and leasing of assets material subsidiary amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of the Members by way of a special resolution.

In view of the aforesaid regulatory requirement, approval of the Members is sought for the resolution proposed in the Item No.1 of the said notice.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the **Special Resolution** set out at Item No. 1 of the Notice for approval by the Members.

ITEM NO. 2: TO APPOINT MR. VIPUL GUPTA (DIN: 09064133) AS NON-EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

Based on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013, **Mr. Vipul Gupta (DIN: 09064133)** was appointed as an Additional Director in the category of Independent Director by the Board on May 31, 2022, appointment with effect from June 01, 2022, for a term of five (5) years with effect from June 01, 2022 to May 31, 2027, subject to approval of members of the Company.

Mr. Vipul Gupta is MBA Finance from the Shobhit University, Meerut. He has a rich and vast experience of 20 + years of experience in field of accounts and finance. He has worked with clients from different industries and service line. He had quickly climbed the stairs of success.

The Company has received, inter alia, (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, from Mr.Vipul Gupta to the effect that he is not disqualified in accordance with Section 164(2) of the Act;

(iii) declaration that he meets the criteria of independence as provided in Section 149 of the Act and in the Listing Regulations; (iv) declaration that he is not debarred or restrained from acting as a Director by any SEBI order or any other such authority; and (v) a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Vipul Gupta as an Independent Director of the Company.

In terms of Section 152 and Schedule IV of the Companies Act, 2013, the board is of the opinion that Mr. Vipul Gupta, fulfils the conditions for his appointment as an independent director as specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management.

Pursuant to Regulation 17(1C) of Listing Regulations, with effect from January 1, 2022, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further in terms of, Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. Accordingly, the appointment of Mr. Vipul Gupta requires the approval of the members by way of a Special Resolution on or before September 30, 2022.

Except Mr. Vipul Gupta and his relatives, none of the other Directors and Key Managerial Personnel or the relatives of the Directors or Key Managerial Personnel is any way concerned or interested in the said resolution.

The Board recommends the **Special Resolution** set out at Item No. 2 of the Notice for approval by the Members.

ITEM NO. 3: TO APPOINT M/S SHUKLA GUPTA & ARORA, PRACTISING CHARTERED ACCOUNTANTS (FRN:027335N) AS STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION

M/s. Raj Gupta & Co., Chartered Accountants, has resigned as Statutory Auditors of the Company as on 14th August 2020. Consequently, the Board of Directors approached M/s Shukla Gupta & Arora, Chartered Accountants, to act as the Statutory Auditors of the Company to fill up casual vacancy caused due to the resignation of M/s. Raj Gupta & Co. The Board of Directors vide their resolution dated 15th September 2020, recommended Appointment of **M/s Shukla Gupta & Arora (FRN: 027335N), Chartered Accountants**, as Statutory Auditors of the Company for the Financial Year 2020-21 and their appointment was approved in the 49th Annual General Meeting.

The Board of Directors of the Company, on the recommendation of the Audit Committee, recommended for the approval of the Members, the re- appointment of M/s Shukla Gupta & Arora (FRN: 027335N), Chartered Accountants as the Statutory Auditors of the Company for a period of five years from the conclusion of 50th AGM till the conclusion of the 55th AGM to be held for the Financial Year 2025-26.

**By the order of the Board
For Rollatiners Limited**

**Place: New Delhi
Date: May 31,2022**

**Sd/-
Aarti Jain
Chairman and Director
DIN: 00143244**