



**ROLLTAINERS**  
EMERGING EVERYDAY

## ROLLTAINERS LIMITED

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

**Tel.:** 01274-243326, 242220

**E-mail:** cs.rolltainers@gmail.com **Website:** www.rolltainers.in

**CIN:** L21014HR1968PLC004844

**Ref.No.:** RTL/BSE/NSE/2024-25

**Date:** 14th May 2024

To,

<b>The Manager</b> <b>Lisitng Department</b> <b>BSE Limited</b> <b>Phiroze Jeejeebhoy, Towers Limited</b> <b>Dalal Street, Mumbai - 400001</b> <b>Scrip Code: 502448</b>	<b>The Secretary</b> <b>National Stock Exchange Limited, Exchange Plaza</b> <b>Bandra Kurla Complex, Bandra (E)</b> <b>Mumbai - 400 051</b> <b>Symbol: ROLLT</b>
---	--

**Subject: Notice of the 02<sup>nd</sup> Extra-Ordinary General Meeting for the Financial Year 2024-25, intimation of cut-off date and other matters.**

Dear Sir/Ma'am,

Pursuant to the provisions of Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"), please take note of the following:

1. Please find enclosed herewith a copy of the Notice convening the 02<sup>nd</sup> Extra Ordinary General Meeting (EGM) of the Company scheduled to be held on **Wednesday, 05<sup>th</sup> June 2024**, at 10:30 a.m. at the Registered Office of the Company at Plot No. 73-73, Industrial Area, Phase-III, Dharuhera, District Rewari-123106, in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.
2. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide the Members, facility to exercise their right to vote at the EGM by electronic means and the business mentioned in the EGM Notice may be transacted through e-voting services provided by Central Depository Services (India) Limited.
3. The Company has fixed Wednesday, 29<sup>th</sup> May 2024 as the 'cut-off date' for ascertaining the names of the Members, holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically during **Sunday, 02<sup>nd</sup> June 2024 (09:00 A.M.) to Tuesday, 04<sup>th</sup> June 2024 (5:00 P.M.)** in respect of business to be transacted at the aforesaid EGM.

We request to take the above information on your records.

**Thanking You,**  
**Yours faithfully,**

**For Rolltainers Limited**

ADITI JAIN Digitally signed by ADITI JAIN  
Date: 2024.05.14 15:42:42  
+05'30'

**(Aditi Jain)**  
**Company Secretary and Compliance Officer**

**Encl: As stated above**



**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:** cs.rollatainers@gmail.com **Website:** www.rollatainers.in

**CIN:** L21014HR1968PLC004844

### **NOTICE**

**NOTICE** is hereby given that the **02<sup>ND</sup> Extra-Ordinary General Meeting (EGM)** for the Financial Year 2024-25 of the Members of Rollatainers Limited (“the Company”) will be held on **Wednesday, 05<sup>th</sup> day of June 2024 at 10:30 a.m. (IST)** 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 special business:

#### **ITEM NO. 01: RECLASSIFICATION OF AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 4, 13, 43, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for reclassification of the Authorized Share Capital of the Company from Rs. 65,00,00,000/- (Rupees Sixty Five Crore only) comprising of Rs.47,00,00,000/- (Rupees Forty Seven Crore only) divided into 47,00,00,000 (Forty Seven Crore) Equity Shares of Rs.1/- (Rupee One) each and Rs.18,00,00,000/- (Rupees Eighteen Crore only) divided into 18,00,000 (Eighteen Lakh) Preference Shares of Rs.100/- (Rupees Hundred) each **to ₹65,00,00,000/- (Rupees Sixty Five Crore only) comprising of:**

- a) Rs. 47,00,00,000/- (Rupees Forty Seven Crore Only) divided into 47,00,00,000 (Forty Seven Crore) Equity Shares of Rs.1/- (Rupee One) each and**
- b) Rs. 18, 00,00,000/- (Rupees Eighteen Crore only) divided into 18,00,00,000 (Eighteen Crore) Preference Shares of Rs.1/- (Rupees One) each.**

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

***“V. The Authorised Share Capital of the Company is Rs.65,00,00,000/- (Rupees Sixty Five Crore only) divided into 47,00,00,000 (Forty Seven Crore) Equity Shares of Rs.1/- (Rupee One) aggregating to Rs. 47,00,00,000/- (Rupees Forty Seven Crore only) and 18,00,00,000 (Eighteen Crore) Preference Shares of Rs.1/- (Rupees One) each aggregating to Rs. 18,00,00,000/- (Rupees Eighteen Crore only).***

**RESOLVED FURTHER THAT** any of the Director, Company Secretary or Chief Financial Officer of the Company for the time being be and is hereby severally and individually authorized to sign and execute all such documents and papers 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 considered expedient and necessary in this regard.”

**ITEM NO. 02: TO APPROVE VARIATION IN THE TERMS OF ISSUED 10% REDEEMABLE NON-CONVERTIBLE PREFERENCE SHARES INTO 10% COMPULSORY CONVERTIBLE PREFERENCE SHARES**

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

**“RESOLVED THAT** in accordance with Sections 42, 48, 55, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable Rules thereunder and also including any relevant provisions of the Companies Act, 2013 and any other previous act, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to necessary approval(s), consent(s), permission(s) of Securities and Exchange Board of India (“SEBI”) and in accordance with any other applicable Law or Regulation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited (“BSE”), NSE Limited (“NSE”), if any required, and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”) which term shall be deemed to include any existing Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board’s absolute discretion, the consent of the members of the Company, be and is hereby accorded to approve change/ alter/ vary/ replace the existing terms and nature of 1,40,000, 10% Redeemable Non-Convertible Preference Shares (RNCPS) , which were issued and allotted into 53,63,984, 10 % Compulsorily Convertible Preference Shares (CCPS) of the face value of Rs. 1/- (Rupees One Only) at a price of Rs. 2.61 /- per Preference Share (including premium of Rs 1.61/- per Preference share) of the Company and shall be compulsory convertible into Equity Share of the face value of Rs. 1/- (Rupees One Only) to promoter entity/promoter group as mentioned below (“Preference Shareholders”), on preferential allotment basis (“Preferential Offer) on the below mentioned terms and conditions, as the Board may, in its absolute discretion, think fit.

**Particulars of the Offer are as follows:**

These RNCPS are proposed to be converted into CCPS and consequent conversion thereof into Equity Shares of the Company. The particulars of the issue including the maximum number of specified securities proposed to be allotted/ converted are as follows:

<b>S. No.</b>	<b>Preference Shareholders</b>	<b>No. of Preference Shares allotted</b>	<b>No. of CCPS to be allotted</b>	<b>No. of Equity Shares to be allotted pursuant to conversion of CCPS (Face Value of Rs. 1/- each)</b>
1	Newtime Infrastructure Limited	1,40,000	53,63,984	53,63,984
	<b>TOTAL</b>	<b>1,40,000</b>	<b>53,63,984</b>	<b>53,63,984</b>

**“RESOLVED FURTHER THAT** the variation of rights of RNCPS holders by converting their existing holding from RNCPS to CCPS, shall be subject to the following terms and conditions:

- I.** 10% Compulsorily Convertible Preference Shares shall be compulsorily convertible into equity shares in one or more tranches, of the face value Rs 1/- each, at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment. Further, Subject to the approval of all applicable regulatory authorities, the Company shall convert the unexercised portion, if any, of allotted CCPS into the Equity Shares of the Company on the last day of the period specified in Regulation 162 of

the ICDR Regulations even if the proposed allottee does not exercise the conversion option.

- II. The CCPS shall carry a preferential right vis-a-vis equity share of Rs. 1/- each of the Company (“Equity Shares”) with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- III. The CCPS shall be paid dividend on a non-cumulative basis at the rate of 10%;
- IV. The CCPS will not have any voting rights. Only once the CCPS are converted to Equity Shares, the Equity shares will have voting rights in accordance with the provisions of the Companies Act, 2013.
- V. The proposed allottee shall have the right to exercise the conversion option in writing at any time, in one or more tranches, which shall not be later than the period specified in Regulation 162 of the SEBI (ICDR) Regulations.
- VI. All the 53,63,984 (Fifty Three Lakhs Sixty Three Thousand Nine Hundred and Eighty Four) 10% CCPS allotted on variation of the terms of RNCPS shall be converted into the 53,63,984 (Fifty Three Lakhs Sixty Three Thousand Nine Hundred and Eighty Four) fully paid up Equity Shares of face value of Rs. 1/- each of the Company (“Equity Shares”) from time to time, in one or more tranches.
- VII. The CCPS (upon variation of RNCPS) and Equity Shares to be allotted pursuant to conversion of the CCPS shall be in dematerialized form and subject to lock-in as applicable under ICDR Regulations.
- VIII. The Face Value of 10% Compulsorily Convertible Preference Shares is Rs. 1/- per share.
- IX. The Equity Shares to be issued on conversion of the CCPS shall rank pari-passu in all respects including entitlement to dividend with the existing Equity Shares of the Company

All other terms & conditions associated with the aforesaid preference shares shall remain same.

**RESOLVED FURTHER THAT** pursuant to variation of the terms of said RNCPS into CCPS, the Company’s liability towards RNCPS holders shall stand reduced to the extent of conversion thereof into CCPS; and said RNCPS so converted shall be treated as ‘redeemed’ from the date of allotment of CCPS (upon variation in terms of RNCPS);

**RESOLVED FURTHER THAT** in accordance with the provisions of Regulation 161 of Chapter V of ICDR Regulations, the “Relevant Date” for the purpose of the determination of the price per Equity Share pursuant to the preferential allotment to the mentioned allottees is Monday, 06th May, 2024, i.e., being the date, which is 30 (Thirty) days prior to the date of EGM i.e., Wednesday, 05th June, 2024.

**RESOLVED FURTHER THAT** the Equity Shares to be allotted after the conversion of CCPS shall rank pari passu with the existing shares of the Company and in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at that time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any modification(s) or modify the terms of variation in preference shares, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the CCPS, Equity Shares arising out of conversion thereof, upon variation of rights of the existing RNCPS, the board be and is hereby authorized to delegate all or any of the power herein conferred, as it may deem fit in its absolute direction, to any committee of the board or any of the Director, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally individually authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, filing of requisite documents with the Registrar of Companies.”

**RESOLVED FURTHER THAT** any of the Director, Company Secretary or Chief Financial Officer of the Company for the time being be and is hereby severally and individually authorized to sign and execute all such documents and papers 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 considered expedient and necessary in this regard.

**ITEM NO. 03 : TO APPROVE VARIATION IN THE TERMS OF ISSUED 2% REDEEMABLE NON-CONVERTIBLE PREFERENCE SHARES INTO 2% COMPULSORY CONVERTIBLE PREFERENCE SHARES**

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

**“RESOLVED THAT** in accordance with Sections 42, 48, 55, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable Rules thereunder and also including any relevant provisions of the Companies Act, 2013 and any other previous act, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to necessary approval(s), consent(s), permission(s) of Securities and Exchange Board of India (“SEBI”) and in accordance with any other applicable Law or Regulation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited (“BSE”), NSE Limited (“NSE”), if any required, and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”) which term shall be deemed to include any existing Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board’s absolute discretion, the consent of the members of the Company, be and is hereby accorded to approve change/ alter/ vary/ replace the existing terms and nature of 10,00,000, 2% Redeemable Non-Convertible Preference Shares (RNCPS) , which were issued and allotted into 3,83,14,176 , 2 % Compulsorily Convertible Preference Shares (CCPS) of the face value of Rs. 1/- (Rupees One Only) at a price of Rs. 2.61 /- per Preference Share (including premium of Rs 1.61/- per Preference share) of the Company and shall be compulsory convertible into Equity Share of the face value of Rs. 1/- (Rupees One Only to promoter entity/promoter group as mentioned below (“Preference Shareholders”), on preferential allotment basis (“Preferential Offer) on the below mentioned terms and conditions, as the Board may, in its absolute discretion, think fit.

**Particulars of the Offer are as follows:**

These RNCPS are proposed to be converted into CCPS and consequent conversion thereof into Equity Shares of the Company. The particulars of the issue including the maximum number of specified securities proposed to be allotted/ converted are as follows:

S. No.	Preference Shareholders	No. of Preference Shares allotted	No. of CCPS to be allotted	No. of Equity Shares to be allotted pursuant to conversion of CCPS (Face Value of Rs. 1/- each)
1	Newtime Infrastructure Limited	10,00,000	3,83,14,176	3,83,14,176
	<b>TOTAL</b>	<b>10,00,000</b>	<b>3,83,14,176</b>	<b>3,83,14,176</b>

**RESOLVED FURTHER THAT** the variation of rights of RNCPS holders by converting their existing holding from RNCPS to CCPS, shall be subject to the following terms and conditions:

- I. 2% Compulsorily Convertible Preference Shares shall be compulsorily convertible into equity shares in one or more tranches, of the face value Rs 1/- each, at any time after the date of allotment but on or before the expiry

of 18 (Eighteen) months from the date of allotment. Further, Subject to the approval of all applicable regulatory authorities, the Company shall convert the unexercised portion, if any, of allotted CCPS into the Equity Shares of the Company on the last day of the period specified in Regulation 162 of the ICDR Regulations even if the proposed allottee does not exercise the conversion option.

**II.** The CCPS shall carry a preferential right vis-a-vis equity share of Rs. 1/- each of the Company (“Equity Shares”) with respect to payment of dividend and repayment in case of a winding up or repayment of capital;

**III.** The CCPS shall be paid dividend on a non-cumulative basis at the rate of 2%.

**IV.** The CCPS will not have any voting rights. Only once the CCPS are converted to Equity Shares, the Equity shares will have voting rights in accordance with the provisions of the Companies Act, 2013.

**V.** The proposed allottee shall have the right to exercise the conversion option in writing at any time, in one or more tranches, which shall not be later than the period specified in Regulation 162 of the SEBI (ICDR) Regulations.

**VI.** All the 3,83,14,176 (Three Crore Eighty Three Lakh Fourteen Thousand One Hundred and Seventy Six) 2% CCPS allotted on variation of the terms of RNCPS shall be converted into the 3,83,14,176 (Three Crore Eighty Three Lakh Fourteen Thousand One Hundred and Seventy Six) fully paid up Equity Shares of face value of Rs. 1/- each of the Company (“Equity Shares”) from time to time, in one or more tranches.

**VII.** The CCPS (upon variation of RNCPS) and Equity Shares to be allotted pursuant to conversion of the CCPS shall be in dematerialized form and subject to lock-in as applicable under ICDR Regulations.

**VIII.** The Face Value of 2% Compulsorily Convertible Preference Shares is Rs. 1/- per share.

**IX.** The Equity Shares to be issued on conversion of the CCPS shall rank pari-passu in all respects including entitlement to dividend with the existing Equity Shares of the Company

All other terms & conditions associated with the aforesaid preference shares shall remain same.

**RESOLVED FURTHER THAT** pursuant to variation of the terms of said RNCPS into CCPS, the Company’s liability towards RNCPS holders shall stand reduced to the extent of conversion thereof into CCPS; and said RNCPS so converted shall be treated as ‘redeemed’ from the date of allotment of CCPS (upon variation in terms of RNCPS);

**RESOLVED FURTHER THAT** in accordance with the provisions of Regulation 161 of Chapter V of ICDR Regulations, the “Relevant Date” for the purpose of the determination of the price per Equity Share pursuant to the preferential allotment to the mentioned allottees is Monday, 06th May, 2024, i.e., being the date, which is 30 (Thirty) days prior to the date of EGM i.e., Wednesday, 05th June, 2024.

**RESOLVED FURTHER THAT** the Equity Shares to be allotted after the conversion of CCPS shall rank pari passu with the existing shares of the Company and in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at that time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any modification(s) or modify the terms of variation in preference shares, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the CCPS, Equity Shares arising out of conversion thereof, upon variation of rights of the existing RNCPS, the board be and is hereby authorized to delegate all or any of the power herein conferred, as it may deem fit in its absolute direction, to any committee of the board or any of the Director, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally individually authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, filing of requisite documents with the Registrar of Companies.”

**RESOLVED FURTHER THAT** any of the Director, Company Secretary or Chief Financial Officer of the Company for the time being be and is hereby severally and individually authorized to sign and execute all such documents and papers 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 considered expedient and necessary in this regard.

**Date: 10.05.2024**

**Place: New Delhi**

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

**Sd/-  
Aarti Jain  
Chairperson  
DIN: 00143244**

## NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the special business with respect to **Item No. 1 , Item No. 2 and Item No. 3** forms the part of this Notice.
2. The Route Map to the EGM Venue is annexed as a part of this Notice.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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 proxy for any other person or shareholders.
4. The instrument appointing the proxy, in order to be effective, must be deposited, duly completed and signed, at the registered office of the company not less than (48) Forty-Eight Hours before the commencement of the EGM. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
5. Pursuant to Section 112 & 113 of the Act, Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the board resolution/power of attorney authorizing their representative(s). Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization, etc., authorizing its representative to attend the EGM and vote on their behalf at the meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 days of notice in writing is given to the Company.
7. In order to enable us to register your attendance at the venue of the Extra Ordinary General Meeting, we hereby request members/ proxies/ authorized representative that they should bring the duly filled attendance slip enclosed herewith, to attend the meeting and to quote their Folios/Client ID & DP Nos. in all correspondence.
8. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. Admission to the Extra Ordinary General Meeting venue will be allowed only after verification of the signature in the Attendance Slip. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of their names as mentioned in the register of members will be entitled to vote.
10. The revised SS-1 and SS-2 shall be applicable to all the companies (except the exempted class of companies) w.e.f. 1st October, 2017 and accordingly all Board Meetings (including meetings of committees of Board) and General Meetings in respect of which Notices are issued on or after 1st October, 2017 need to comply with the revised SS-1 and SS-2.
11. The notice is being sent to all members, whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, May 10, 2024.**
12. The Notice of the Extra Ordinary General Meeting is also uploaded on the website of the Company at <https://www.rollatainers.in/investors.php> . The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSE Limited at [www.nseindia.com](http://www.nseindia.com).



### 13. Dispatch of EGM Notice through Electronic Mode:

In compliance with the MCA Circulars and SEBI Circular, Notice of the EGM along with Annexures is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants.

Members may note that the EGM Notice will also be available on the Company's website [www.rollatainers.in](http://www.rollatainers.in) websites of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSE Limited at [www.nseindia.com](http://www.nseindia.com) and CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and on the website of Company's Registrar and Transfer Agent, Beetal Financial & Computer Services (P) Limited at [www.beetalfinancial.com](http://www.beetalfinancial.com)

14. To support 'Green Initiative' for receiving all communication (including EGM Notice) from the Company electronically:
- Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com).
  - Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.
15. In case you are holding Company's Shares in physical form, please inform Company's RTA viz, M/s. Beetal Financial & Computer Services Private Limited at Beetal House, 3rd Floor, 99, Madangir, Behind, LSC, New Delhi-110062 by enclosing a photocopy of blank cancelled cheque of your bank account.
16. Pursuant to Section 72 of Companies Act, 2013, facility for making nominations is available to the members holding shares in physical form in respect of the shares held by them. Nomination forms in the prescribed Form SH-13 can be obtained from the Company's Registrars and Transfer Agents by Members. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
- 17. SEBI VIDE ITS CIRCULAR, WITH A VIEW TO PROTECT THE INTEREST OF THE SHAREHOLDERS, HAS MANDATED TO ALL THE MEMBERS WHO HOLD SECURITIES OF THE COMPANY IN PHYSICAL FORM, TO FURNISH TO THE COMPANY / ITS REGISTRAR AND TRANSFER AGENT, THE DETAILS OF THEIR VALID PERMANENT ACCOUNT NUMBER (PAN) AND BANK ACCOUNT. TO SUPPORT THE SEBI'S INITIATIVE, THE MEMBERS ARE REQUESTED TO FURNISH THE DETAILS OF PAN AND BANK ACCOUNT TO THE COMPANY OR RTA. MEMBERS ARE REQUESTED TO SEND COPY OF PAN CARD OF ALL THE HOLDERS; AND ORIGINAL CANCELLED CHEQUE LEAF WITH NAMES OF SHAREHOLDERS OR BANK PASSBOOK SHOWING NAMES OF MEMBERS, DULY ATTESTED BY AN AUTHORISED BANK OFFICIAL.**
- 18. TO BE NOTIFIED BY SEBI, SECURITIES OF LISTED COMPANIES WOULD BE TRANSFERRED IN DEMATERIALIZED FORM ONLY, FROM A CUT-OFF DATE. IN VIEW OF THE SAME MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONSIDER CONVERTING THEIR HOLDINGS TO DEMATERIALIZED FORM TO ELIMINATE ALL RISKS ASSOCIATED WITH PHYSICAL SHARES AND FOR EASE OF PORTFOLIO MANAGEMENT. MEMBERS CAN CONTACT THE COMPANY'S RTA FOR ASSISTANCE IN THIS REGARD.**
19. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Extra Ordinary General Meeting.
20. All documents referred to in the Notice and explanatory statement will be available electronically for inspection without any fee by the members during the EGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to [cs.rollatainers@gmail.com](mailto:cs.rollatainers@gmail.com).

21. The Company has fixed **Wednesday, 29<sup>th</sup> May, 2024** as the “Cut-Off Date” for remote e-voting. The remote e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the paid up value of shares registered in their name as at close of business hours on the Cut-Off date. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
22. The Company has appointed **M/s AASK & Associates LLP (LLPIN: AAD-2934)** to act as the Scrutinizer for conducting the e-voting process/ballot process in a fair and transparent manner.
23. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting and shall within 2 working days of conclusion of the EGM shall submit a consolidated Scrutinizer's report of the total votes cast in favour of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
24. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at [www.rollatainers.in](http://www.rollatainers.in) and the website of CDSL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favour of the resolutions.
25. The voting result will be announced by the Chairman or any other person authorized by him within two working days of the EGM.
26. In case of any queries, members may write to [cs.rollatainers@gmail.com](mailto:cs.rollatainers@gmail.com) to receive an email response
27. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is Beetal Financial & Computer Services (P) Limited (herein after referred to as “RTA”). All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:

**Beetal Financial & Computer Services (P) Limited**  
**Beetal House, 3rd Floor, 99 Madangir,**  
**Behind Local Shopping**  
**Centre, Near Dada Harsukh Dass**  
**Email: [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com)**

28. As directed by SEBI, members are requested to-
- (i) Intimate to the DP, changes if any, in their registered addresses and/or changes in their bank account details, if the shares are held in dematerialized form.
  - (ii) Intimate to the Company's RTA, changes if any, in their registered addresses, in their bank account details, if the shares are held in physical form (share certificates).
  - (iii) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
  - (iv) Dematerialize the Physical Shares to Electronic Form (Demat) to eliminate all risks associated with Physical Shares. Our Registrar and Transfer Agents viz **Beetal Financial & Computer Services (P) Limited (Email: [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com))** may be contacted for assistance, if any, in this regard. Further, as per amendment to Regulation 40 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, requests for effecting transfer, transmission or transposition of securities of securities shall not be processed unless the securities are held in the dematerialized form. Members are advised to Dematerialize the shares held by them in physical form.
29. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the e-voting period commences from **Sunday, 02<sup>nd</sup> June 2024 (09:00 A.M. IST) to Tuesday, 04<sup>th</sup> June 2024 (5:00 P.M. IST)**. During this period, members holding shares either in physical or dematerialized form, as on the cut-off date, i.e. May 29, 2024 may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution for which the vote has already been cast. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.

### 30. Voting through electronic means (e-voting):

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their right to vote electronically through electronic voting (e-voting) service facility provided/made available by the Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot paper will also be made available at the venue of the Extra Ordinary General Meeting (EGM) and the members who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the said EGM. Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be allowed to vote again. The instructions for e-voting are annexed to the Notice. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote. Since the resolutions set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on show of hands at the EGM in terms of Section 107 of the Companies Act, 2013.

#### **THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

(i) The voting period begins on **Sunday, 02<sup>nd</sup> June 2024 (09:00 A.M. IST) to Tuesday, 04<sup>th</sup> June 2024 (5:00 P.M. IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Wednesday, 29<sup>th</sup> May 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote on the date of meeting.

(iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(v) 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.

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

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

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

with <b>CDSL</b>	<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 &amp; 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 <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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-<b>directed</b> to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

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

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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.</li> </ul>

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant **“Rollatainers Limited”** on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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.rollatiners@gmail.com](mailto:cs.rollatiners@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 EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto: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 mentioned under Item No. 1, Item No. 2 and Item No. 3 of the accompanying Notice:

#### **ITEM NO. 01: RECLASSIFICATION OF AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION.**

The existing Authorized Share Capital of the Company is Rs. 65,00,00,000/- (Rupees Sixty Five Crore only) comprising of Rs.47,00,00,000/- divided into 47,00,00,000 Equity Shares of Rs.1/- each and Rs.18,00,00,000/- divided into 18,00,000 Preference Shares of Rs.100/- each.

The Company is proposing to alter/ vary the terms of issued Redeemable Non- Convertible Preference Shares into Compulsory Convertible Preference Shares, for which a separate proposal has been submitted for the approval of shareholders under Item No. 2 & Item No. 3 of this Notice.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Shareholders.

On reclassification of Authorised Share capital, it would be necessary to amend Clause V of the Memorandum of Association. The Resolution seeks approval of Members to reclassify the Share Capital and to amend the said Clauses.

It is proposed to reclassify the existing Authorised Share Capital of Rs. 65,00,00,000/- (Rupees Sixty Five Crore only) comprising of Rs.47,00,00,000/- divided into 47,00,00,000 Equity Shares of Rs.1/- each and Rs.18,00,00,000/- divided into 18,00,00,000 Preference Shares of Rs.1/- each.

The Resolution requires approval of Members to reclassify the Share Capital and to amend the respective Clauses in the Memorandum of Association of the Company.

The Members of the Company recommends passing of the resolution as set out at Item no. 1 as **Special Resolution**.

None of the other directors or any key managerial personnel or any relative of any of the other directors / key managerial personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

#### **ITEM NO. 2: TO APPROVE VARIATION IN THE TERMS OF ISSUED 10% REDEEMABLE NON-CONVERTIBLE PREFERENCE SHARES INTO 10% COMPULSORY CONVERTIBLE PREFERENCE SHARES**

The Company has issued and allotted 1, 40,000 (One Lakh Forty Thousand) 10% Redeemable Non-Convertible Preference Shares (RNCPS) having Face value of Rs 100/- each.

The Company has interalia, approached the holders of Preference Shares of the Company to vary the terms of the said Preference Shares, thereby variation of their rights i.e., conversion of Redeemable Non-Convertible Preference Shares (RNCPS) into Compulsory Convertible Preference Shares (CCPS) and subsequent conversion thereof into Equity Shares, within a maximum period of 18 months in accordance with SEBI ICDR Regulations.

All preference shareholders have agreed to the proposed variation in the terms of the preference shares and have given their consent for the said variation, holding a total of 1, 40,000 10% preference shares.

Hereafter, the variation in the terms of Preference Shares held by all the preference shareholders i.e. 1, 40,000 10% Redeemable Non-Convertible Preference Shares (RNCPS) of Rs.100/- each into 53,63,984 10% Compulsorily Convertible Preference Shares (CCPS) of Rs. 1/- (Rupees One only) each will be as per the terms more particularly mentioned in the below, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit:

- I.** 10% Compulsorily Convertible Preference Shares (“10% CCPS”) shall be compulsorily convertible into equity shares and can be converted into equity shares in one or more tranches, of the face value Rs 1/- each at a price determined under SEBI ICDR Regulations, at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment.

Further, Subject to the approval of all applicable regulatory authorities, the Company shall convert the unexercised portion, if any, of allotted CCPS into the Equity Shares of the Company on the last day of the period specified in Regulation 162 of the ICDR Regulations even if the proposed allottee does not exercise the conversion option.

- II.** The CCPS shall carry a preferential right vis-a-vis equity share of Rs. 1/- each of the Company (“Equity Shares”) with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- III.** The CCPS shall be paid dividend on a non-cumulative basis at the rate of 10%.
- IV.** The CCPS will not have any voting rights. Only once the CCPS are converted to Equity Shares, the Equity shares will have voting rights in accordance with the provisions of the Companies Act, 2013.
- V.** The proposed allottee shall have the right to exercise the conversion option in writing at any time, in one or more tranches, which shall not be later than the period specified in Regulation 162 of the SEBI (ICDR) Regulations.
- VI.** All the 53, 63,984 (Fifty Three Lakhs Sixty Three Thousand Nine Hundred and Eighty Four) 10% CCPS allotted on variation of the terms of RNCPS shall be converted into the 53, 63,984 (Fifty Three Lakhs Sixty Three Thousand Nine Hundred and Eighty Four) fully paid up Equity Shares of face value of Rs. 1/- each of the Company (“Equity Shares”) from time to time, in one or more tranches.
- VII.** The CCPS (upon variation of RNCPS) and Equity Shares to be allotted pursuant to conversion of the CCPS shall be in dematerialized form and subject to lock-in as applicable under ICDR Regulations.
- VIII.** The Face Value of 10% Compulsorily Convertible Preference Shares is Rs. 1/- per share.
- IX.** The Equity Shares to be issued on conversion of the CCPS shall rank pari-passu in all respects including entitlement to dividend with the existing Equity Shares of the Company

All other terms & conditions associated with the aforesaid preference shares shall remain same.

In this regard, in accordance with the provisions of Section 48 of the Companies act, 2013, read- with applicable rules framed thereunder, the company in terms of consent, in writing, from holders of more than 3/4th (75%) for variation of their rights, may proceed with conversion of NCRPS into CCPS and consequent conversion thereof in Equity Shares in compliance of SEBI {ICDR} Regulations.

The approval of the members is accordingly being sought by way of a “**Special Resolution**” under Sections 48 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

**I. Objects of the Preferential Issue and Issue Size, aggregate amount proposed to be raised**

Pursuant to variation of rights of the existing RNCPS holder and with a view to redeem said RNCPS, the company will convert 1,40,000 10% Redeemable Non-Convertible Cumulative Preference Shares (RNCPS)



into equivalent 53, 63,984 10% Compulsorily Convertible Preference Shares (CCPS) of Rs. 1/- (Rupee One only) at a price of Rs. 2.61 /-per Preference Share (including premium of Rs 1.61/- per Preference share) and consequent allotment thereof in Equity shares of face value of Rs. 1/- (Rupees One Only) each of the Company.

## **II. Kinds of securities offered and the price at which security is being offered**

The Board of Directors at its meeting held on 10<sup>TH</sup> May, 2024, had subject to the approval of the Members and such other approvals as may be required, approved the issuance of 10% Compulsorily Convertible Preference Shares (CCPS) of Rs. 1/- each at a price of Rs. 2.61/- (Rupees Two and Sixty One Paise Only) per share (including premium of Rs. 1.61/- (Rupees One and Sixty One Paise only) per share and consequent conversion thereof in Equity shares of face value of Rs. 1/- (Rupees One only) each of the Company.

## **III. Particulars of the issue including the maximum number of specified securities to be issued and date of passing of Board Resolution**

The Board of Directors in its meeting held on 10<sup>th</sup> May, 2024, approved the variation of rights of the RNCPS holders in accordance with the consent of such variation from RNCPS holders, holding the requisite minimum 75% RNCPS, respectively, issue and allot CCPS in lieu of existing RNCPS and convert said CCPS into Equity Shares of the Company.

### **Particulars of the Offer are as follows:**

These RNCPS are proposed to be converted into CCPS and consequent conversion thereof into Equity Shares of the Company. The particulars of the issue including the maximum number of specified securities proposed to be allotted/ converted are as follows:

<b>S. No.</b>	<b>Name of RNCPS holders</b>	<b>Total no. of RNCPS (Face Value of Rs 100/- each)</b>	<b>*No. of Equity Shares to be allotted pursuant to conversion of CCPS (Face Value of Rs. 1/- each)</b>
1	Newtime Infrastructure Limited	1,40,000	53,63,984

(\* ) *The number of Equity Shares to be allotted has been calculated at conversion ratio of 1:1 i.e Shareholder holding 1 CCPS of the Company will be allotted 1 Equity Share of the Company.*

## **IV. Relevant date:**

The Relevant date as per the ICDR Regulations for the determination of the price per Equity Share pursuant to the preferential allotment is **Monday, 06<sup>th</sup> May, 2024**, (“**Relevant Date**”) (i.e., 30 days prior to the date of proposed Extra-Ordinary General Meeting scheduled to be held on Wednesday, June 05<sup>th</sup>, 2024 to consider this Preferential Issue.

## **V. Basis on which the price has been arrived at and justification for the price (including premium, if any) Report of independent registered valuer:**

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of Rs. 2.52/- (Rupees Two and Fifty Two Paise only) based on the Valuation Report dated 09th May 2024 obtained from Mr. Avinash Kumar, Independent Registered Valuer. (IBBI Regd. No. IBBI/RV/03/2021/13945 having office at A-338, LGF, Defence Colony, New Delhi -110024, in accordance with Regulation 166A of the ICDR Regulations (“**Valuation Report**”).

The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company’s website at the link: <https://www.rollatainers.in/> .

The equity shares of the Company are listed and traded on BSE and NSE and the equity shares of the Company are frequently traded in accordance with regulation 164(5) of the SEBI ICDR Regulations and the trading volume of the equity shares of the Company was higher on NSE during the preceding 90 trading days prior to the Relevant Date for computation of Issue Price. Therefore, the trading volume of the equity shares on NSE has been considered to determine the Issue Price.

In terms of the provisions of regulation 164(1) of SEBI ICDR Regulations, the price at which Shares shall be allotted shall not be less than higher of the following:

- a. The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange (NSE) preceding the relevant date is Rs. 1.66; or
- b. The 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange (NSE) preceding the relevant date is Rs. 2.52.

Pursuant to the above, the minimum issue price determined in accordance with regulations 164(1) read with regulation 161 of Chapter V of SEBI ICDR Regulations is Rs. 2.52/- (Rupees Two and Fifty Two Paise only).

The Articles of Association of Company mandates for determining the issue price by the valuation report of a registered valuer. Accordingly, the Company has obtained Valuation Report dated 09th May 2024 from Mr. Avinash Kumar, Independent Registered Valuer. (IBBI Regd. No. IBBI/RV/03/2021/13945 having office at A-338, LGF, Defence Colony, New Delhi -110024 in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The price determined through the valuation report is Rs. 2.52/- per Share. The said report is available on the website of the Company at link <https://www.rollatainers.in/> .

In view of the above, the Board of the Company has fixed the Issue Price (i.e. the price including the Subscription Price and the Exercise Price) of **Rs. 2.61/- (Rupees Two and Sixty One Paise only)** which is above the minimum price as determined in compliance with the requirements of SEBI ICDR Regulations.

**VI. Intent of the Promoters of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters as part of the Preferential Issue or separately in furtherance of the objects**

M/s. Newtime Infrastructure Limited (a Promoter Group entity of the Company) intend to subscribe to the Equity Shares proposed to be issued pursuant to conversion of CCPS under the Preferential Issue.

Other than the above, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to the Equity Shares proposed to be issued pursuant to conversion of CCPS by preferential issue under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

**VII. The Class or Classes of Persons to whom the allotment is proposed to be made:**

The entire issue is made to the following persons being non-promoter/public category persons / entities, as mentioned herein.

S.No.	Preference Shareholders	Category
1.	Newtime Infrastructure Limited	Public

**VIII. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price**

The Company has not made any preferential allotment during the current financial year 2024-25.

**IX. Material term of raising equity shares:**

No material terms other than stated above.

**X. Principle terms of assets charged as securities:**

Not applicable

**XI. Timeframe within which the allotment shall be completed**

In terms of SEBI (ICDR) Regulations, pursuant to variation of the rights of RNCPS holders, the CCPS will be allotted (upon variation in terms of RNCPS) within a period of 15 (fifteen) days from the date of passing of Special Resolution as mentioned in the notice of EGM as item no. 2. or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), whichever is later.

## **XII. Equity Shareholding Pattern before and after the Preferential Issue**

Sr. No.	Category	Pre- Issue#		Post-Issue*	
		No. of equity shares held	% of equity holding	No. of equity shares held	% of equity holding
<b>A.</b>	<b>PROMOTER AND PROMOTER GROUP HOLDING</b>				
	<b>Indian</b>				
	Individual	-	-	-	-
	Bodies Corporate	12,74,60,400	50.9576	12,74,60,400	34.1588
	Any Other	-	-	-	-
	<b>Sub-total</b>	<b>12,74,60,400</b>	<b>50.9576</b>	<b>12,74,60,400</b>	<b>34.1588</b>
	Foreign Promoters	-	-	-	-
	<b>Sub-total (A)</b>	<b>12,74,60,400</b>	<b>50.9576</b>	<b>12,74,60,400</b>	<b>34.1588</b>
<b>B.</b>	<b>PUBLIC HOLDING</b>				
<b>B1)</b>	<b>Institutions (Domestic)</b>				
	Banks	700	0.0003	700	0.0002
<b>B2)</b>	<b>Institutions (Foreign)</b>				
	Foreign Portfolio Investors Category I	5,000	0.0020	1,83,20,300	4.9097
	Foreign Portfolio Investors Category II	-	-	-	-
<b>B3)</b>	<b>Central Government/State Government(s)/ President of India</b>	-	-	-	-
<b>B4)</b>	<b>Non-Institution</b>				
	Indian public	11,19,26,839	44.7475	11,19,26,839	29.9958
	Non Resident Indians (NRIs)	18,26,454	0.7302	18,26,454	0.4895
	Bodies Corporate	41,77,671	1.6702	10,88,73,425	29.1776
	<b>Any Other (specify)</b>				
	HUF	46,77,000	1.8698	46,77,000	1.2534
	Clearing Member/ House	55,936	0.0224	55,936	0.0150
	<b>Sub-total (B)</b>	<b>12,26,69,600</b>	<b>49.0423</b>	<b>24,03,16,670</b>	<b>65.8412</b>
	<b>GRAND TOTAL (A) + (B)</b>	<b>25,01,30,000</b>	<b>100.00</b>	<b>37,31,41,054</b>	<b>100.00</b>

# The pre-issue Share Holding Pattern is as per the shareholding pattern as on March 31, 2024.

\* The post issue paid-up capital is arrived after considering all the preferential allotment and the conversion of entire number of Warrants ( to be allotted yet) & CCPS proposed to be made under Resolution No. 2 and on fully diluted basis and the pre-issue shareholding pattern continue to be the shareholders of the Company.

## **XIII. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue**

There will be no change in the control of the Company consequent to the said preferential issue. The

percentage shareholding in the Company by the preference shareholders, pre and post preferential issue is given below:

Proposed Allottees	Pre Issue* Shareholding		No. of equity shares to be allotted pursuant conversion of CCPS	Post-Issue# Shareholding	
	No. of shares	(%)		No. of shares	(%)
Newtime Infrastructure Limited	-	-	53,63,984	53,63,984	1.43%

S. No.	Details of Proposed Allottee	Name of Ultimate Beneficial Owner of the Proposed Allottee	Change in control, if any
1.	Newtime Infrastructure Limited	(a) Mrs. Anjali Malhotra (b) Mrs. Anita Dham (c) Mr. Anubhav Dham	NO

\*Remark-Pre issue holding of proposed warrant holders/allottees is taken as on 09<sup>th</sup> May, 2024.

#The post issue paid-up capital is on diluted basis considering full allotment of Equity Shares directly and upon exercise of Convertible Warrants and conversion of CCPS.

**XIV. Change in control, if any in the Company that would occur consequent to the preferential offer:**

Upon the issuance and allotment of the equity shares, there is no likely change of control of the Company.

**XV. Current and proposed status of the Proposed Allottees post the preferential issue viz. promoter or non-promoter**

The Proposed Allottees shall be classified under respective categories of Promoter and Non- Promoters, as tabulated herein below, and the status will continue post the preferential issue.

S. No.	Details of Proposed Allottee	Current status	Proposed status
1.	Newtime Infrastructure Limited	Promoter Group	Promoter Group

**XVI. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer**

Not Applicable

**XVII. Lock-in period:**

The CCPS and Equity Shares to be allotted pursuant to conversion of Preference Shares shall be locked-in as prescribed under the ICDR Regulations from time to time.

**XVIII. Listing**

The Company will make an application to BSE Limited and NSE Limited at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Preference Shares.

Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

**XIX. Practicing Company Secretary Certificate**

A certificate from M/s. S. Khurana & Associates (Membership No.: FCS 10098: COP No.: 13212), Practicing Company Secretaries, certifying that the preferential issue is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link: <https://www.rollatainers.in/>

## **XX. Consideration**

The consideration for issuance of Compulsory Convertible Preference Shares of face value of Rs.1/- each (CCPS) which shall be converted into equity shares is upon variation in terms and conditions of Redeemable Non-Convertible Non-Cumulative Preference Shares.

## **XXI. Other disclosures/undertaking**

- i. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.;
- ii. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations is not applicable;
- iii. None of its directors or promoters are fugitive economic offenders or fraudulent borrowers as defined under the ICDR Regulations.
- iv. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- v. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottee for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- vi. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vii. The Company is in compliance with the conditions for continuous listing;
- viii. The Proposed Allottees and the promoter and promoter group has not sold any equity shares during 90 trading days preceding the Relevant Date.
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- x. All the equity shares to be allotted pursuant to the conversion of the Compulsorily Convertible Preference Shares held by the Preference Shareholders in the Company will be in dematerialized form;
- xi. As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.

### **ITEM NO. 3: TO APPROVE VARIATION IN THE TERMS OF ISSUED 2% REDEEMABLE NON-CONVERTIBLE PREFERENCE SHARES INTO 2% COMPULSORY CONVERTIBLE PREFERENCE SHARES**

The Company has issued and allotted 10, 00,000 (Ten Lakh) 2% Redeemable Non-Convertible Preference Shares (RNCPS) having Face value of Rs 100/- each.

The Company has interalia, approached the holders of Preference Shares of the Company to vary the terms of the said Preference Shares, thereby variation of their rights i.e., conversion of Redeemable Non-Convertible Preference Shares (RNCPS) into Compulsory Convertible Preference Shares (CCPS) and subsequent conversion thereof into Equity Shares, within a maximum period of 18 months in accordance with SEBI ICDR Regulations.

All preference shareholders have agreed to the proposed variation in the terms of the preference shares and have given their consent for the said variation, holding a total of 10,00,000 2% preference shares.

Hereafter, the variation in the terms of Preference Shares held by all the preference shareholders i.e. 10,00,000 2% Redeemable Non-Convertible Preference Shares (RNCPS) of Rs.100/- each into 3,83,14,176 2% Compulsorily Convertible Preference Shares (CCPS) of Rs. 1/- (Rupees One only) each will be as per the terms more particularly mentioned in the below, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit:

**I.** 2% Compulsorily Convertible Preference Shares (“2% CCPS”) shall be compulsorily convertible into equity shares and can be converted into equity shares in one or more tranches, of the face value Rs 1/- each at a price determined under SEBI ICDR Regulations, at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment.

Further, Subject to the approval of all applicable regulatory authorities, the Company shall convert the unexercised portion, if any, of allotted CCPS into the Equity Shares of the Company on the last day of the period specified in Regulation 162 of the ICDR Regulations even if the proposed allottee does not exercise the conversion option.

**II.** The CCPS shall carry a preferential right vis-a-vis equity share of Rs. 1/- each of the Company (“Equity Shares”) with respect to payment of dividend and repayment in case of a winding up or repayment of capital;

**III.** The CCPS shall be paid dividend on a non-cumulative basis at the rate of 2%.

**IV.** The CCPS will not have any voting rights. Only once the CCPS are converted to Equity Shares, the Equity shares will have voting rights in accordance with the provisions of the Companies Act, 2013.

**V.** The proposed allottee shall have the right to exercise the conversion option in writing at any time, in one or more tranches, which shall not be later than the period specified in Regulation 162 of the SEBI (ICDR) Regulations.

**VI.** All the 3,83,14,176 (Three Crore Eighty Three Lakh Fourteen Thousand One Hundred and Seventy Six) 2% CCPS allotted on variation of the terms of RNCPS shall be converted into the 3,83,14,176 (Three Crore Eighty Three Lakh Fourteen Thousand One Hundred and Seventy Six) fully paid up Equity Shares of face value of Rs. 1/- each of the Company (“Equity Shares”) from time to time, in one or more tranches.

**VII.** The CCPS (upon variation of RNCPS) and Equity Shares to be allotted pursuant to conversion of the CCPS shall be in dematerialized form and subject to lock-in as applicable under ICDR Regulations.

**VIII.** The Face Value of 2% Compulsorily Convertible Preference Shares is Rs. 1/- per share.

**IX.** The Equity Shares to be issued on conversion of the CCPS shall rank pari-passu in all respects including entitlement to dividend with the existing Equity Shares of the Company

All other terms & conditions associated with the aforesaid preference shares shall remain same.

In this regard, in accordance with the provisions of Section 48 of the Companies act, 2013, read- with applicable rules framed thereunder, the company in terms of consent, in writing, from holders of more than 3/4th (75%) for variation of their rights, may proceed with conversion of NCRPS into CCPS and consequent conversion thereof in Equity Shares in compliance of SEBI {ICDR} Regulations.

The approval of the members is accordingly being sought by way of a “**Special Resolution**” under Sections 48 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

#### **I. Objects of the Preferential Issue and Issue Size, aggregate amount proposed to be raised**

Pursuant to variation of rights of the existing RNCPS holder and with a view to redeem said RNCPS, the

company will convert 10,00,000 2% Redeemable Non-Convertible Cumulative Preference Shares (RNCPS) into equivalent 3,83,14,176 2% Compulsorily Convertible Preference Shares (CCPS) of Rs. 1/- (Rupee One only) at a price of Rs. 2.61/- per Preference Share (including premium of Rs 1.61/- per Preference share) and consequent allotment thereof in Equity shares of face value of Rs. 1/- (Rupees One Only) each of the Company.

## **II. Kinds of securities offered and the price at which security is being offered**

The Board of Directors at its meeting held on 10<sup>TH</sup> May, 2024, had subject to the approval of the Members and such other approvals as may be required, approved the issuance of 2% Compulsorily Convertible Preference Shares (CCPS) of Rs. 1/- each at a price of Rs. 2.61/- (Rupees Two and Sixty One Paise Only) per share (including premium of Rs. 1.61/- (Rupees One and Sixty One Paise only) per share and consequent conversion thereof in Equity shares of face value of Rs. 1/- (Rupees One only) each of the Company.

## **III. Particulars of the issue including the maximum number of specified securities to be issued and date of passing of Board Resolution**

The Board of Directors in its meeting held on 10<sup>th</sup> May, 2024, approved the variation of rights of the RNCPS holders in accordance with the consent of such variation from RNCPS holders, holding the requisite minimum 75% RNCPS, respectively, issue and allot CCPS in lieu of existing RNCPS and convert said CCPS into Equity Shares of the Company.

### **Particulars of the Offer are as follows:**

These RNCPS are proposed to be converted into CCPS and consequent conversion thereof into Equity Shares of the Company. The particulars of the issue including the maximum number of specified securities proposed to be allotted/ converted are as follows:

<b>S. No.</b>	<b>Name of RNCPS holders</b>	<b>Total no. of RNCPS (Face Value of Rs 100/- each)</b>	<b>*No. of Equity Shares to be allotted pursuant to conversion of CCPS (Face Value of Rs. 1/- each)</b>
1	Newtime Infrastructure Limited	10,00,000	3,83,14,176

(\**) The number of Equity Shares to be allotted has been calculated at conversion ratio of 1:1 i.e Shareholder holding 1 CCPS of the Company will be allotted 1 Equity Share of the Company.*

## **IV. Relevant date:**

The Relevant date as per the ICDR Regulations for the determination of the price per Equity Share pursuant to the preferential allotment is **Monday, 06<sup>th</sup> May, 2024, ("Relevant Date")** (i.e., 30 days prior to the date of proposed Extra-Ordinary General Meeting scheduled to be held on Wednesday, June 05<sup>th</sup>, 2024 to consider this Preferential Issue.

## **V. Basis on which the price has been arrived at and justification for the price (including premium, if any) Report of independent registered valuer:**

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of Rs. 2.52/- (Rupees Two and Fifty Two Paise only) based on the Valuation Report dated 09th May 2024 obtained from Mr. Avinash Kumar, Independent Registered Valuer. (IBBI Regd. No. IBBI/RV/03/2021/13945 having office at A-338, LGF, Defence Colony, New Delhi -110024, in accordance with Regulation 166A of the ICDR Regulations ("**Valuation Report**").

The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://www.rollatainers.in/>.

The equity shares of the Company are listed and traded on BSE and NSE and the equity shares of the Company are frequently traded in accordance with regulation 164(5) of the SEBI ICDR Regulations and the trading volume of the equity shares of the Company was higher on NSE during the preceding 90 trading days prior to the Relevant Date for computation of Issue Price. Therefore, the trading volume of the equity shares on NSE has been considered to determine the Issue Price.



In terms of the provisions of regulation 164(1) of SEBI ICDR Regulations, the price at which Shares shall be allotted shall not be less than higher of the following:

- a. The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange (NSE) preceding the relevant date is Rs. 1.66; or
- b. The 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange (NSE) preceding the relevant date is Rs. 2.52.

Pursuant to the above, the minimum issue price determined in accordance with regulations 164(1) read with regulation 161 of Chapter V of SEBI ICDR Regulations is Rs. 2.52/- (Rupees Two and Fifty Two Paise only).

The Articles of Association of Company mandates for determining the issue price by the valuation report of a registered valuer. Accordingly, the Company has obtained Valuation Report dated 09th May 2024 from Mr. Avinash Kumar, Independent Registered Valuer. (IBBI Regd. No. IBBI/RV/03/2021/13945 having office at A-338, LGF, Defence Colony, New Delhi -110024 in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The price determined through the valuation report is Rs. 2.52/- per Share. The said report is available on the website of the Company at link <https://www.rollatainers.in/> .

In view of the above, the Board of the Company has fixed the Issue Price (i.e. the price including the Subscription Price and the Exercise Price) of **Rs. 2.61/- (Rupees Two and Sixty One Paise only)** which is above the minimum price as determined in compliance with the requirements of SEBI ICDR Regulations.

**VI. Intent of the Promoters of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters as part of the Preferential Issue or separately in furtherance of the objects**

M/s. Newtime Infrastructure Limited (a Promoter Group entity of the Company) intend to subscribe to the Equity Shares proposed to be issued pursuant to conversion of CCPS under the Preferential Issue.

Other than the above, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to the Equity Shares proposed to be issued pursuant to conversion of CCPS by preferential issue under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

**VII. The Class or Classes of Persons to whom the allotment is proposed to be made:**

The entire issue is made to the following persons being non-promoter/public category persons / entities, as mentioned herein.

S.No.	Preference Shareholders	Category
1.	Newtime Infrastructure Limited	Public

**VIII. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price**

The Company has not made any preferential allotment during the current financial year 2024-25.

**IX. Material term of raising equity shares:**

No material terms other than stated above.

**X. Principle terms of assets charged as securities:**

Not applicable.



## **XI. Timeframe within which the allotment shall be completed**

In terms of SEBI (ICDR) Regulations, pursuant to variation of the rights of RNCPS holders, the CCPS will be allotted (upon variation in terms of RNCPS) within a period of 15 (fifteen) days from the date of passing of Special Resolution as mentioned in the notice of EGM as item no. 3 or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), whichever is later.

## **XII. Equity Shareholding Pattern before and after the Preferential Issue**

Sr. No.	Category	Pre- Issue#		Post-Issue*	
		No. of equity shares held	% of equity holding	No. of equity shares held	% of equity holding
<b>A.</b>	<b>PROMOTER AND PROMOTER GROUP HOLDING</b>				
	<b>Indian</b>				
	Individual	-	-	-	-
	Bodies Corporate	12,74,60,400	50.9576	12,74,60,400	30.9779
	Any Other	-	-		
	<b>Sub-total</b>	<b>12,74,60,400</b>	<b>50.9576</b>	<b>12,74,60,400</b>	<b>30.9779</b>
	Foreign Promoters	-	-	-	
	<b>Sub-total (A)</b>	<b>12,74,60,400</b>	<b>50.9576</b>	<b>12,74,60,400</b>	<b>30.9779</b>
<b>B.</b>	<b>PUBLIC HOLDING</b>				
<b>B1)</b>	<b>Institutions (Domestic)</b>				
	Banks	700	0.0003	700	0.0002
<b>B2)</b>	<b>Institutions (Foreign)</b>				
	Foreign Portfolio Investors Category I	5,000	0.0020	1,83,20,300	4.4526
	Foreign Portfolio Investors Category II	-	-	-	-
<b>B3)</b>	<b>Central Government/State Government(s)/ President of India</b>	-	-	-	-
<b>B4)</b>	<b>Non-Institution</b>				
	Indian public	11,19,26,839	44.7475	11,19,26,839	27.2027
	Non Resident Indians (NRIs)	18,26,454	0.7302	18,26,454	0.4439
	Bodies Corporate	41,77,671	1.6702	14,71,87,601	35.7724
	<b>Any Other (specify)</b>				
	HUF	46,77,000	1.8698	46,77,000	1.1367
	Clearing Member/ House	55,936	0.0224	55,936	0.0136
	<b>Sub-total (B)</b>	<b>12,26,69,600</b>	<b>49.0423</b>	<b>27,86,30,846</b>	<b>69.0221</b>
	<b>GRAND TOTAL (A) + (B)</b>	<b>25,01,30,000</b>	<b>100.00</b>	<b>41,14,55,230</b>	<b>100</b>

# The pre-issue Share Holding Pattern is as per the shareholding pattern as on March 31, 2024.

\* The post issue paid-up capital is arrived after considering all the preferential allotment and the conversion of entire number of Warrants ( to be allotted yet) & CCPS proposed to be made under Resolution No.2 & 3 and on fully diluted basis and the pre-issue shareholding pattern continue to be the shareholders of the Company.

**XIII. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue**

There will be no change in the control of the Company consequent to the said preferential issue. The percentage shareholding in the Company by the preference shareholders, pre and post preferential issue is given below:

Proposed Allottees	Pre Issue* Shareholding		No. of equity shares to be allotted pursuant conversion of CCPS	Post-Issue# Shareholding	
	No. of shares	(%)		No. of shares	(%)
Newtime Infrastructure Limited	-	-	3,83,14,176	3,83,14,176	9.31%

S. No.	Details of Proposed Allottee	Name of Ultimate Beneficial Owner of the Proposed Allottee	Change in control, if any
1.	Newtime Infrastructure Limited	(a) Mrs. Anjali Malhotra (b) Mrs. Anita Dham (c) Mr. Anubhav Dham	NO

*\*Remark-Pre issue holding of proposed warrant holders/allottees is taken as on 09<sup>th</sup> May, 2024.*

*#The post issue paid-up capital is on diluted basis considering full allotment of Equity Shares directly and upon exercise of Convertible Warrants and conversion of CCPS.*

**XIV. Change in control, if any in the Company that would occur consequent to the preferential offer:**

Upon the issuance and allotment of the equity shares, there is no likely change of control of the Company.

**XV. Current and proposed status of the Proposed Allottees post the preferential issue viz. promoter or non-promoter**

The Proposed Allottees shall be classified under respective categories of Promoter and Non- Promoters, as tabulated herein below, and the status will continue post the preferential issue.

S. No.	Details of Proposed Allottee	Current status	Proposed status
1.	Newtime Infrastructure Limited	Promoter Group	Promoter Group

**XVI. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer**

Not Applicable

**XVII. Lock-in period:**

The CCPS and Equity Shares to be allotted pursuant to conversion of Preference Shares shall be locked-in as prescribed under the ICDR Regulations from time to time.

## **XVIII. Listing**

The Company will make an application to BSE Limited and NSE Limited at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Preference Shares.

Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

## **XIX. Practicing Company Secretary Certificate**

A certificate from M/s. S. Khurana & Associates (Membership No.: FCS 10098: COP No.: 13212), Practicing Company Secretaries, certifying that certifying that the preferential issue is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link: <https://www.rollatainers.in/>

## **XX. Consideration**

The consideration for issuance of Compulsory Convertible Preference Shares of face value of Rs.1/- each (CCPS) which shall be converted into equity shares is upon variation in terms and conditions of Redeemable Non-Convertible Non-Cumulative Preference Shares.

## **XXI. Other disclosures/undertaking**

- (i) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.;
- (ii) The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations is not applicable;
- (iii) None of its directors or promoters are fugitive economic offenders or fraudulent borrowers as defined under the ICDR Regulations.
- (iv) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- (v) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottee for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- (vi) The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- (vii) The Company is in compliance with the conditions for continuous listing;
- (viii) The Proposed Allottees and the promoter and promoter group has not sold any equity shares during 90 trading days preceding the Relevant Date.
- (ix) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- (x) All the equity shares to be allotted pursuant to the conversion of the Compulsorily Convertible Preference Shares held by the Preference Shareholders in the Company will be in dematerialized form;
- (xi) As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.

**Date: 10.05.2024**

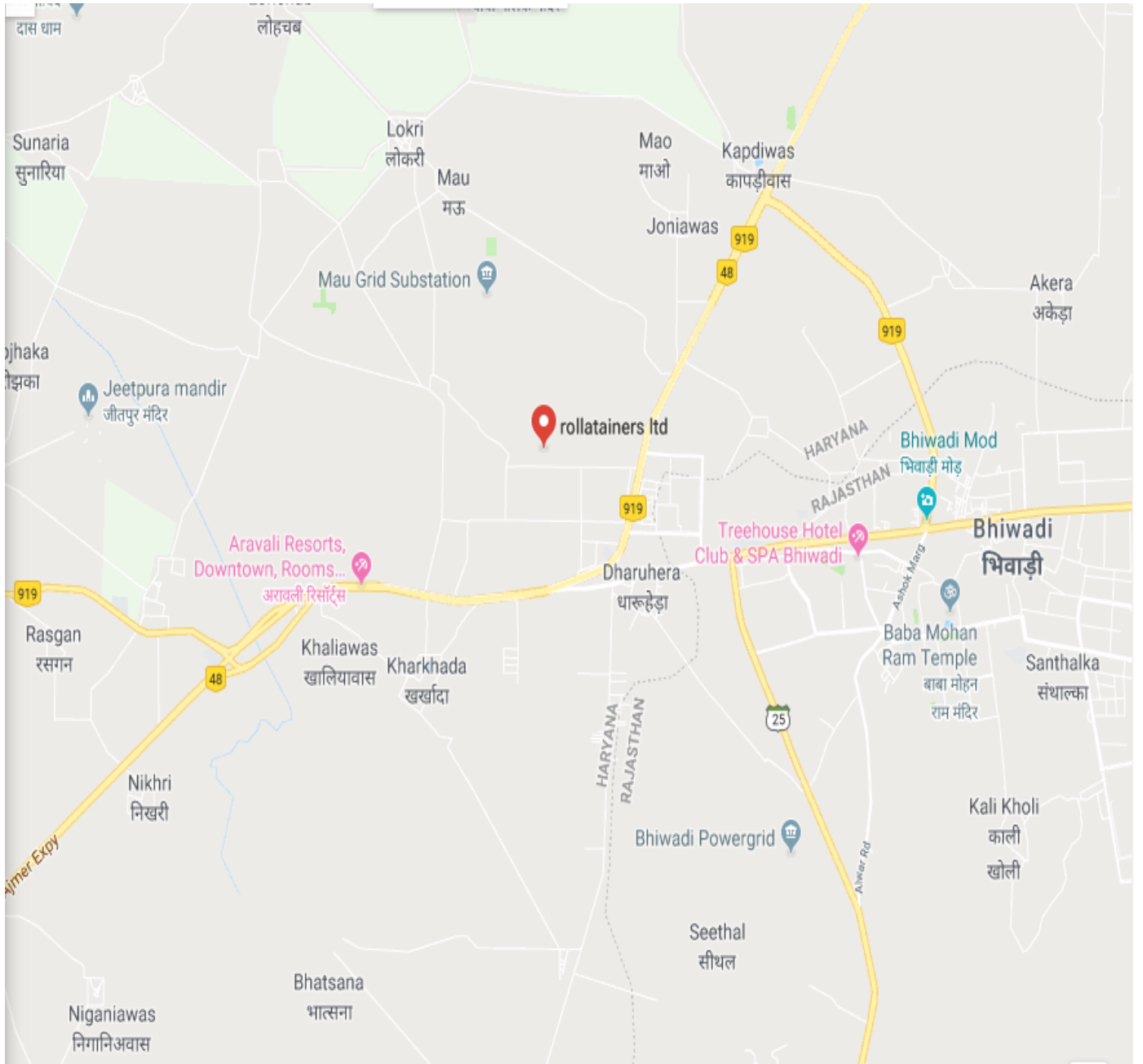
**Place: New Delhi**

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

**Sd/-  
Aarti Jain  
Chairperson  
DIN:00143244**

## ROUTE MAP TO THE VENUE OF EGM

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



**FORM NO. MGT-11  
PROXY FORM**

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

<b>CIN:</b>	L21014HR1968PLC004844
<b>Name of the company</b>	Rollatainers Limited
<b>Registered Office:</b>	73-74, Phase III, Industrial Area, Dharuhera, Distt. Rewari, Haryana - 123106

<b>Name of the member(s)</b>		<b>E-mail id</b>	
<b>Registered address</b>		<b>Member's Folio No/DP-ID-Client Id</b>	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

- Name: \_\_\_\_\_  
E-mailId: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her
- Name: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her
- Name: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2<sup>nd</sup> Extra-Ordinary General Meeting (EGM) of the Company for the Financial Year 2024-25, to be held on **Wednesday, June 05, 2024 at 10:30 a.m.** at the Registered Office of the Company at 73-74, Phase III, Industrial Area, Dharuhera, Distt. Rewari, Haryana - 123106 and at any adjournment thereof in respect of such resolutions as are indicated below:

ResN o.	Resolutions	Vote ( optional, see the note )	
		For	Against
<b>Special Business</b>			
1.	RECLASSIFICATION OF AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION		
2.	TO APPROVE VARIATION IN THE TERMS OF ISSUED 10% REDEEMABLE NON-CONVERTIBLE PREFERENCE SHARES INTO 10% COMPULSORY CONVERTIBLE PREFERENCE SHARES		
3.	TO APPROVE VARIATION IN THE TERMS OF ISSUED 2% REDEEMABLE NON-CONVERTIBLE PREFERENCE SHARES INTO 2% COMPULSORY CONVERTIBLE PREFERENCE SHARES		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ of 2024.

Signature of the Shareholder: \_\_\_\_\_

Signature of the Proxy holder(s) \_\_\_\_\_

Affix Revenue Stamp of Rs. 1/-
---

**Note:**

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- 2. It is optional to indicate your preference. If you leave the For or Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.**



**ROLLATAINERS**  
EMERGING EVERYDAY  
**ROLLATAINERS LIMITED**

Registered Office: 73-74, Phase III, Industrial Area, Dharuhera, Distt. Rewari, Haryana- 123106  
Tel.: 01274-243326,242220, E-mail: cs.rollatainers@gmail.com  
Web: www.rollatainers.in, CIN No. : L21014HR1968PLC004844

**ATTENDANCE SLIP**  
**(to be handed over at the Registration Counter)**

Folio No.		DP ID -	
No. of Shares:		Client ID No.:	

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company being held on Wednesday, the 05<sup>th</sup> day of June, 2024 at 10:30 a.m. at Plot No. 73-74, Phase III, Industrial Area, Dharuhera, Distt. Rewari, Haryana - 123106.

1. Name(s) of the Member: 1. Mr./Ms. \_\_\_\_\_

and Joint Holder(s) 2. Mr./Ms.

(in block letters) 3. Mr./Ms.

2. Address

: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. Father's/Husband's Name (of the Member) : Mr .

\_\_\_\_\_

4. Name of Proxy : Mr./Ms.

\_\_\_\_\_

- 1.
- 2.
- 3.

\_\_\_\_\_  
Signature of the Proxy

\_\_\_\_\_  
Signature(s) of Member and Joint Holder(s)

**Notes:**

- 1. Please complete the Attendance slip and hand it over at the Registration Counter at the venue.**
- 2. \*\*\*\* Applicable for Investors holding Shares in electronic form.**