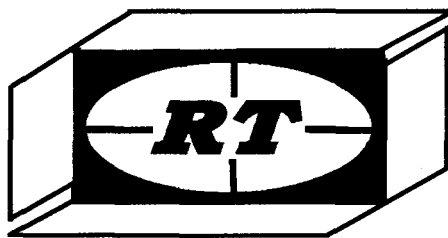


**38TH
ANNUAL
REPORT
2008 - 2009**



ROLLATAINERS LIMITED



ROLLATAINERS LIMITED

BOARD OF DIRECTORS	MR. VINOD KUMAR UPPAL	CHAIRMAN
	MR. CHANDRA PRAKASH NAGPAL	WHOLE TIME DIRECTOR
	MR. ASHISH PANDIT	DIRECTOR
	MR. PRAKASH CHANDRA LOHUMI	DIRECTOR

COMPANY SECRETARY SWATI AHUJA

REGISTERED OFFICE 13/6, Mathura Road
Faridabad – 121 003
Haryana

AUDITORS MANOJ MOHAN & ASSOCIATES
Chartered Accountants
Noida

BANKERS CANARA BANK
STATE BANK OF MYSORE
STATE BANK OF INDIA

REGISTRAR & SHARE TRANSFER AGENT M/s. BEETAL FINANCIAL & COMPUTER SERVICES (P) LTD.
Beetal House, 3rd Floor, 99, Madangir,
Behind L.S.C., Near Dada Harsukh Das Mandir,
New Delhi-110062
Phone No. 011-29961281-83
Fax No. 011-29961284

CONTENTS

Notice	3
Directors' Report.....	5
Corporate Governance Report.....	10
Management Discussion & Analysis Report	20
Auditor's Report.....	23
Balance Sheet.....	27
Profit & Loss Account.....	28
Cash Flow Statement.....	29
Schedules	30

**NOTICE**

Notice is hereby given that the Thirty-Eighth Annual General Meeting of the Company will be held as under:-

Day : Wednesday
Date : 30th December 2009
Time : 09.30 A.M.
Venue : Registered Office - 13/6, Mathura Road,
Faridabad – 121 003

to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet for the financial year ended 30th September, 2009, the audited Profit and Loss Account for the period ended on that date, and the reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Vinod Kumar Uppal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditor to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

By Order of the Board
For ROLLATAINERS LIMITED

Place : Faridabad
Date : 3rd December 2009

Sd/-
(Vinod Kumar Uppal)
Chairman

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME OF THE MEETING.**
3. All documents referred to in the notice are open for inspection at the Registered Office of the Company on all working days between 11.00 A.M. to 1.00 P.M
4. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 28th December 2009 to Wednesday 30th December, 2009 (both days inclusive).
5. The members are requested to bring their copies of Annual Report to the Meeting, as the same will not be redistributed at the venue of Annual General Meeting.
6. The Members attending the Annual General Meeting are requested to bring the enclosed attendance slip and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission at the Annual General Meeting venue will be allowed only after verification of the signature in the attendance slip. Duplicate attendance slip will be issued at the Registered Office of the Company up to a day preceding the day of Annual General Meeting.
7. Members who hold shares in de-materialised form are requested to bring their client ID and DP-ID number for the purpose of identification and attendance at the meeting.
8. Consequent upon the introduction of section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations



are requested to send their requests in form No. 2B in duplicate (which will be made available on request) to the R&T Agents of the company.

INFORMATION REQUIRED TO BE FURNISHED UNDER CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS BEING RE-APPOINTED

Name	:	Mr. Vinod Kumar Uppal
Date of Birth	:	14-12-1962
Qualification	:	B.Com
Profession	:	Service
Expertise	:	Administration & Operations
Other Directorships in Indian Public Companies	:	Amtek Crankshafts India Ltd.

By Order of the Board
For ROLLAINERS LIMITED

Sd/-
(Vinod Kumar Uppal)
Chairman

Place : Faridabad
Date : 3rd December 2009



DIRECTORS' REPORT

To
The Members
Rollatainers Limited

Yours Directors' have pleasure in presenting the Thirty-Eighth Annual Report and the Audited Accounts of the Company for the financial year ended 30th September 2009.

FINANCIAL RESULTS

(Rs in lacs)

PARTICULARS	Year ended 30-09-2009	Year ended 30-09-2008
Sales and Other Income	4873	5064
Expenditures	(5040)	(5298)
Gross Profit Before Depreciation	(167)	(234)
Depreciation	249	203
Profit Before Tax	(416)	(437)
Provisions for Tax	4	6
Profit After Tax	(420)	(443)
Add : Accumulated Profit	(7180)	(6737)
Amount Transfer to Capital Reserve	(120)	-
Surplus Carried to Balance Sheet	(7720)	(7180)

PERFORMANCE

During the year under review, the Company has recorded a turnover of Rs. 52.47 crores as against a turnover of Rs. 55.37 crores, thus recording a decrease of 5.24% over the previous year. The Loss for the year stands at Rs. 4.20 crores as against the corresponding figure of Rs. 4.43 crores.

DIVIDEND

During the financial year under review, the Company has incurred losses, therefore, your Directors have not recommended any dividend.

DIRECTORS

Mr. Vinod Kumar Uppal retires at the ensuing Annual General Meeting and being eligible offer himself for re-appointment.

Brief resume of the Director proposed to be reappointed, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange in India, is provided in notice forming part of the Annual Report.

AUDITORS

The Auditors of the Company M/s Manoj Mohan & Associates, Chartered Accountants, hold office until the conclusion of the ensuing Annual General Meeting and are recommended for reappointment. Certificate from Auditors have been received to the effect that their appointment, if made, would be within the limit prescribed under Section 224(1B) of the Companies Act, 1956.

Notes forming part of accounts, which are specifically referred to by the auditors in their report, are self explanatory and therefore, do not call for any further comments.



FIXED DEPOSITS

During the financial year under review, the Company has not accepted deposits under Section 58-A of the Companies Act, 1956.

DE-MATERIALISATION OF SHARES

The Company's equity shares are available for de-materialisation on both the depositories viz. NSDL & CDSL. Shareholders may be aware that SEBI has made trading in your Company's shares mandatory, in de-materialized form. As on 30th September, 2009, 99,00,143 equity shares representing 98.95% of your Company's equity shares capital have been de-materialised.

LISTING AT STOCK EXCHANGE

The shares of Company are listed on Bombay Stock Exchange Limited. The company has paid annual listing fee to the Stock exchanges for the year 2009 - 2010.

STATUTORY INFORMATION

- Particular of Employees under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, is annexed and forms part of this Report.
- Statutory details of Energy Conservation and Technology Absorption, R & D activities and Foreign Exchange Earning and Outgo, as required under Section 217 (1)(e) of the Companies Act, 1956 and Rules prescribed there under i.e. the Companies (Disclosure of Particulars in Report of Board of Directors) Rules, 1988 are given in the Annexure and Form part of this Report.
- Certificate received from the Auditors of the Company regarding Compliance of conditions of Corporate Governance, as required under Clause 49 VII of the Listing Agreement, is annexed and forms part of this Report.
- As required under Clause 49 (IV) F of the Listing Agreement, Management Discussion and Analysis Report is Annexed and form part of this Report.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, as amended by the Companies (Amendment) Act, 2000, with respect to Directors Responsibility Statement, it is hereby confirmed: -

1. That in the preparation of the annual accounts for the year ended on 30th September 2009, the applicable accounting standards had been followed;
2. That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;
3. That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
4. That the Directors had prepared the annual accounts on a going concern basis.

INDUSTRIAL RELATIONS

During the year under review, the relations between the Management and the workmen were highly cordial.

INVESTOR RELATIONS

Your Company always endeavours to keep the time of response to shareholder's requests/grievances at the minimum. Priority is accorded to address all the issues raised by the shareholders and provide them a satisfactory reply at the earliest possible time. The Shareholders' and Investors' Grievances Committee of the Board meets periodically and reviews the states of the redressal of investors' grievances. The shares of the Company continue to be traded in Electronic Form and the De-materialisation arrangement exists with both the depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited.



ACKNOWLEDGEMENT

Your Directors wish to place on record the sincere and dedicated efforts of all the members of the Company's team. Your Directors also take this opportunity to offer their sincere thanks to the Financial Institutions, Banks and other Government Agencies, our valued customers and the investors for their continued support and assistance.

Your directors also express their profound thanks to the shareholders for their faith and continued support to the endeavours of the company.

By Order of the Board
For ROLLATAINERS LIMITED

Place : Faridabad
Date : 3rd December 2009

Sd/-
(Vinod Kumar Uppal)
Chairman



ANNEXURE TO THE DIRECTORS' REPORT 2008 - 2009

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISIONS OF SECTION 217(2A) OF THE COMPANIES ACT, 1956 READ WITH COMPANIES (PARTICULARS OF EMPLOYEES) RULES 1975

EMPLOYED FOR THE YEAR

Name of Employee	Designation	Qualification	Experience (Yrs.)	Date of Joining	Remuneration (Rs. in Lacs)	Age (Yr.)	Last Employment held/ Year/Organisation
Mr. Chander Prakash Nagpal	Whole Time Director	P.G. diploma in Industrial Safety, BS. E (Chemical Engineering)	38	23/08/2008	26.04	59	Life Breweries Company Ltd., Managing Director

INFORMATION REQUIRED UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956

1. Research & Development (R & D)

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

2. Technology Absorption

- a) Efforts in brief towards Technology absorption : The Company have been importing equipments of the latest state-of-the-art technology of the world and making packaging cartons and packing machines of international standards with its own technology.
- b) Benefit derived as a result of above efforts : Cost reduction, and product development
- c) Information in case of imported technology (imported during the last 6 years reckoned from the beginning of financial year) : N/A

3. Foreign Exchange Earnings & Outgo

Activities relating to exports; initiatives taken to increase exports; development of new export markets for products and services; and export plans.

Export market for the Company's products is continuously explored. The requirement of foreign buyers is also being assessed to procure more and more confirmed orders.

Total foreign exchange used	(Rs. in lacs)	
	Current year	Previous period
a) Import of Raw Materials	NIL	NIL
b) Import of Capital Goods/Spares	136.89	52.72
c) Travelling	1.28	3.25
d) Interest	NIL	NIL
e) Others	NIL	NIL



Total foreign exchange earned	Current year	Previous period
a) FOB value of Exports	75.14	23.16
b) Others	NIL	NIL

4. Conservation Of Energy

- a) Energy conservation measures taken: Installation of energy efficient equipments.
- b) Additional Investments and proposals, if any, being implemented for reduction of consumption of energy: Investment is considered from time to time whenever it is deemed necessary, in order to reduce consumption of energy.
- c) Impact of the measures at (a) and (b) above is reflected in reduced power consumption per unit of production.
- d) Total Energy consumption and Energy consumption per unit of production : N/A



CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is the implementation of best Corporate practices, which enhance shareholder value in the long run, at the same time protecting the interest of other stakeholders. It refers to a blend of law, regulations, and voluntary practices, which enable the Company to attract financial and human resources, and achieve customer satisfaction through best quality at lower price, thus establishing long-term economic value for its stakeholders. It also ensures a fair and transparent decision-making and reporting system.

2. BOARD OF DIRECTORS

The Business of the Company is managed by the Board of Directors. The functions of the Board include formulation of strategic business plans, budgets, setting up goals and evaluation of performance, approving corporate philosophy and mission, monitoring corporate performance against strategic business plans, overseeing operations, recruitment of senior management personnel, review of material investment and fixed assets transactions, ensuring compliance with laws and regulations, keeping shareholders informed regarding plans, strategies and performance of the Company and other important matters. The Board of Directors has the ideal composition with more than half the Directors being non-executive and independent Directors. Since the Company has a Non-Executive Chairman, the Board's composition meets the stipulated requirement of at least one-third of the Board comprising independent Directors, who have no professional and/or business relationship with the Company.

A. Composition of Directorship

The constitution of the Board as on 30th September 2009:

**Non-Executive Chairman
Mr. Vinod Kumar Uppal, Chairman and Director**

Executive Director	Non-Executive and Independent Directors
Mr. Chandra Prakash Nagpal	Mr. Vinod Kumar Uppal
	Mr. Ashish Pandit
	Mr. Prakash Chandra Lohumi

B. Pecuniary Relationship

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

C Attendance Record of Board Meetings

During the year under review 5 Board Meetings were held on 31.10.2008, 03.12.2008, 29.01.2009, 29.04.2009 and 29.07.2009. The Board members are given appropriate documents and information in advance of each Board meeting.

The attendance record of all the Directors on the Board is as under: -

Name of Directors	Number of Board meetings attended	Attendance at last AGM	Attendance at last EGM
Mr. Vinod Kumar Uppal	5	Yes	Yes
Mr. Ashish Pandit	5	No	Yes
Mr. Chandra Prakash Nagpal	5	Yes	No
Mr. Prakash Chandra Lohumi	3	No	No



D. Directors of the Company having directorship in other Companies, Membership/Chairmanship in Committees (as prescribed under Corporate Governance) across all Companies, in which they are Directors.

Name of Director	Category of Director	Number of other Directorships held in other Public Companies*	Number of Membership in other Companies' committees **	
			Member	Chairman
Mr. Vinod Kumar Uppal	Independent, Non-Executive Director	1	1	NIL
Mr. Ashish Pandit	Independent, Non-Executive Director	1	NIL	NIL
Mr. Chandra Prakash Nagpal	Independent, Executive Director	NIL	NIL	NIL
Mr. Prakash Chandra Lohumi	Independent, Director	NIL	NIL	NIL

* This excludes directorship held in Private Companies, Foreign Companies and Companies formed under Section 25 of the Companies Act, 1956.

** The Committee of Directors includes Audit Committee, Shareholders / Investors Grievance Committee and Remuneration Committee of Directors only. This does not include Membership/Chairmanship in Committees of Private Limited Companies.

3. BOARD PROCEDURES

The members of the Board have been provided with the requisite information in the listing agreement well before the Board Meeting and the same was dealt with appropriately.

All the Directors who are in various committees are within the permissible limit of the listing agreement and none of the Directors are disqualified for appointment as director under any of the provisions of the Companies Act, 1956.

4. AUDIT COMMITTEE

The Board of the Company has constituted Audit Committee, comprising of three Directors Mr. Vinod Kumar Uppal, Mr. Ashish Pandit (Both are independent and non-executive Directors) and Mr. Chandra Prakash Nagpal (executive director) . The constitution of the Audit Committee meets the requirement of Section 292A of the Companies Act, 1956. The power and role of the Audit Committee is as per the guidelines set out in the listing agreement and as prescribed under Section 292A of the Companies Act, 1956.

During the period, the Committee met 4 times and the attendance of the meetings was as follows:

Name of the Member	Status	No. of Meetings Attended
Mr. Vinod Kumar Uppal	Chairman	4
Mr. Ashish Pandit	Director	4
Mr. Chandra Prakash Nagpal	Director	4

5. REMUNERATION COMMITTEE

The Board has constituted a Remuneration Committee, comprising Directors viz. Mr. Vinod Kumar Uppal, Mr. Ashish Pandit and Mr. Chandra Prakash Nagpal. The Committee has been constituted to review and approve the annual salaries, commission, service agreement and other employment conditions for the Whole-time Director.

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



During the year under review, only one meeting of the Remuneration Committee was held, in which all the members were present.

A The details of the remuneration paid to the Executive Director for the year ended 30th September 2009 are as given below: -

(Amount in Lacs)

Executive Director	Salary*	Allowances, Perquisites & other benefits	Contribution to PF and other funds	Service Contract
Mr. Chandra Prakesh Nagpal	26.04	-	-	5 years

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

B. The details of the remuneration paid to the Non-Executive Directors for the year ended 30th September 2009 are given below: -

(Amount in Lacs)

Non-Executive Director	Sitting Fee (Rs.)	Commission	Total (Rs.)
Mr. Vinod Kumar Uppal	10000	-	10000
Mr. Ashish Pandit	10000	-	10000
Mr. Chandra Prakash Nagpal	10000	-	10000
Mr. Prakash Chandra Lohumi	6000	-	6000

6. SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE

The Board has constituted a Shareholders'/Investors' Grievance Committee, comprising viz. Mr. Vinod Kumar Uppal, Mr. Ashish Pandit and Mr. Chandra Prakash Nagpal. The Committee has been constituted specifically to look into redressal of Shareholders' and Investors grievances such as transfer, dematerialisation related matters.

During the Year, the committee met four times. All the members were present in all the meetings held during the period.

Total number of letters and complaints received and replied to the satisfaction of the shareholders during the year under review was 21. As on 30th September, 2009, there are nil complaints pending with the Company.

The Company has also adopted code of internal procedures and conduct for prevention of insider trading in the shares of the Company, pursuant to Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended.

7. SHARE TRANSFER COMMITTEE

The Board has delegated the powers to approve transfer of the shares to Share Transfer Committee. The Committee held 13 meetings during the year and approved transfer of the shares lodged with the Company.

The Committee deals with the following matters :

- Transfer/Transmission of shares;
- Issue of new share certificates;
- Review of dematerialisation of shares
- All other matters relating to shares.



8. GENERAL BODY MEETINGS

The last three Annual General Meetings were held at 13/6, Mathura Road, Faridabad, the registered office of the company, as per details given below:-

Year	Location	Date	Time	Special Resolutions passed
2007-2008	13/6, Mathura Road, Faridabad-121003	30th December, 2008	10.00 A.M	–
2006-2007	13/6, Mathura Road, Faridabad-121003	31st December, 2007	10.00 A.M	• Appointment of Whole Time Director
2005-2006	13/6, Mathura Road, Faridabad-121003	29th December, 2006	10.00 A.M	• Reappointment of Executive Director

During the last year no resolution was put through Postal Ballot.

9. DISCLOSURES

Basis of related Party Transaction

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interest of company at large — Nil

Whistler Blower Policy

The company encourages an open door policy where employees have access to the Head of the business / Function. In terms of Company's Code of Conduct, any instance of non adherence to the code/ any other observed unethical behaviour are to be brought to the attention of the immediate reporting authority, who is required to report the same to the Head of Corporate Human Resources. We hereby affirm that no personnel have been denied access to the audit committee. The Company has complied with all mandatory requirements of the revised Clause 49 of the Listing agreement, which came into effect from 1st January 2006. Further, the Company has also complied with the non-mandatory requirement relating to constitution of Remuneration Committee, Shareholder Rights and establishing the Whistler blower Policy.

Code of Business Conduct and Ethics for Directors and management personnel

The Board has prescribed a Code of Conduct ("Code") for all Board members and senior management of the Company. The Code has been posted on the website of the Company (www.amtek.com). All Board members and senior management personnel have confirmed compliance with the Code for the year 2008-09. A declaration to this effect signed by the Managing Director & CEO of the Company, is provided elsewhere in the Annual Report.

Disclosure of Accounting Treatment :

In the preparation of financial statements for the year ended on 30th September, 2009; there was no treatment different from that prescribed in an accounting standard that had been followed.

Board Disclosures – Risk Management :

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of property defined framework.

10. MEANS OF COMMUNICATION

Results for quarter ended 31st December 2008, 31st March 2009, 30th June 2009, and 30th September 2009, have been published in English and Hindi newspapers (viz Pioneer and Hari Bhoomi). A management Discussion and Analysis report which forms part of the Annual Report is given by means of a separate annexure and is attached to the Directors' Report.



11. GENERAL SHAREHOLDERS INFORMATION

i. ANNUAL GENERAL MEETING

Date - 30th December 2009
Day - Wednesday
Time - 9.30 A.M.
Place - 13/6, Mathura Road, Faridabad – 121 003

**ii. FINANCIAL CALENDAR
(tentative & subject to change)**

Financial year 2009-2010 1st October 2009 to 30th September 2010
First quarter End January, 2010
Second quarter End April, 2010
Third quarter End July, 2010
Fourth quarter End October, 2010

iii. DATES OF BOOK CLOSURE: Monday, December 28, 2009 to
Wednesday, December 30, 2009
(Both days inclusive)

iv. DIVIDEND PAYMENT DATE

No dividend has been recommended by the Board of Directors in view of the accumulated losses.

v. LISTING ON STOCK EXCHANGES

Equity Shares of the Company are listed at the Bombay Stock Exchange Limited. Listing fees for the year 2009-2010 has been paid to the Stock Exchange with-in the stipulated time.

vi. STOCK CODES

Bombay Stock Exchange Limited - 502448
International Securities Identification Number - INE 927A01016

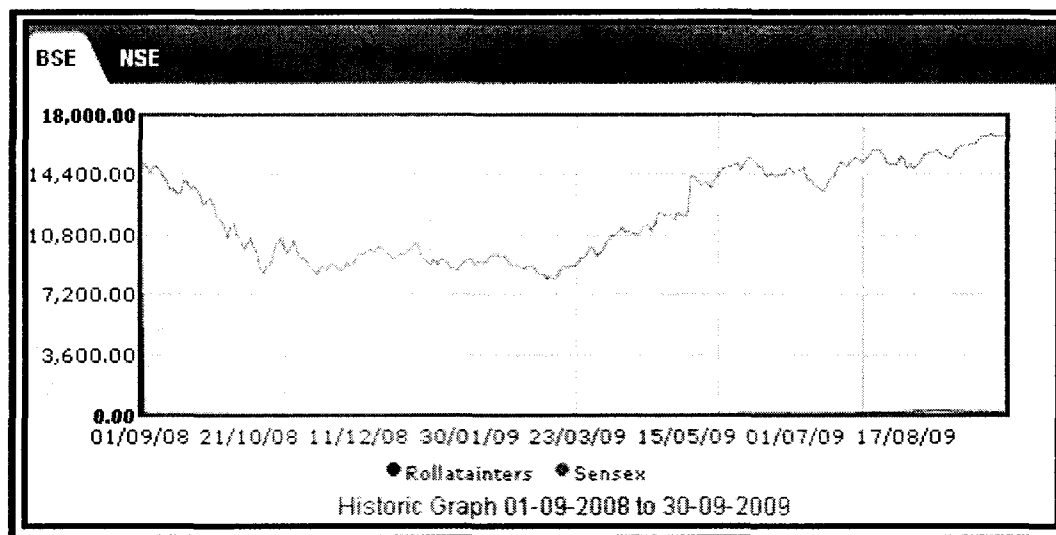
vii. STOCK MARKET DATA

Monthly high and low quotations of shares traded at Bombay Stock Exchange Limited

Months	High (Rs.)	Low (Rs.)
October, 2008	100.00	62.60
November 2008	91.00	67.80
December 2008	80.50	47.50
January, 2009	70.00	51.90
February, 2009	71.65	56.50
March, 2009	76.15	49.85
April, 2009	72.50	49.45
May, 2009	94.05	64.00
June, 2009	158.90	94.00
July, 2009	178.00	127.00
August, 2009	293.00	186.90
September, 2009	294.35	200.00



Bombay Stock Exchange



viii. REGISTRAR AND TRANSFER AGENTS

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

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

ix. SHARE TRANSFER SYSTEM

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

x. DISTRIBUTION OF SHAREHOLDING AS ON 30TH SEPTEMBER 2009

No. of Shares held (Rs. 10/- paid up)	Shareholders Number	% of total	Total (in Rs.)	% of Total Shareholding
Upto 5,000	5515	97.19	2324390	2.32
5,001 - 10,000	63	1.11	504900	0.50
10,001 - 20,000	36	0.63	556010	0.56
20,001 - 30,000	21	0.37	545960	0.55
30,001 - 40,000	8	0.14	271970	0.27
40,001 - 50,000	7	0.12	333640	0.33
50,001 - 1,00,000	12	0.21	926970	0.93
1,00,001 & above	13	0.23	94588160	94.54
TOTAL	5675	100.00	100052000	100.00



xi. THE SHAREHOLDING PATTERN AS ON SEPTEMBER 30, 2009

Category code	Category of shareholder	Number of shareholders	Total number Shares	Percentage of shares
(A)	Shareholding of Promoter and Promoter Group			
(1)	Indian			
(a)	Individuals/Hindu undivided Family	0	0	0
(b)	Central Government/ State Government(s)	0	0	0
(c)	Bodies Corporate	1	8612328	86.079
(d)	Financial Institutions/ Banks	0	0	0
(e)	Any Other (Specify)	0	0	0
	Sub-Total (A)(1)	1	8612328	86.079
(2)	Foreign			
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0
(b)	Bodies Corporate	0	0	0
(c)	Institutions	0	0	0
(d)	Any Other (Specify)	0	0	0
	Sub-Total (A)(2)	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	1	8612328	86.079
(B)	Public shareholding			
(1)	Institutions			
(a)	Mutual Funds/UTI	0	0	0
(b)	Financial Institutions/ Banks	5	38114	0.381
(c)	Central Government/ State Government(s)	0	0	0
(d)	Venture Capital Funds	0	0	0
(e)	Insurance Companies	0	0	0
(f)	Foreign Institutional Investors	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0
(h)	Any Other (Specify)	0	0	0
	Sub-Total (B)(1)	5	38114	0.381
(2)	Non-institutions			
(a)	Bodies Corporate	167	859735	8.593
(b)	Individuals			
i	Individual shareholders holding nominal share capital up to Rs. 1 lakh	5464	381016	3.808
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	4	108224	1.082
(c)	Any Other (Specify)			
(I)	Trusts	0	0	0
(i)	Clearing Member	17	4643	0.046
(ii)	Non-resident Indian/(OCBs)	17	1140	0.011
(iii)	HUF	0	0	0
(iv)	Foreign Corporate Bodies	0	0	0
	Sub-Total (B)(2)	5669	1354758	13.541
	Total Public shareholding (B) = (B)(1)+(B)(2)	5674	1392872	13.921
	TOTAL (A)+(B)	5675	1000520	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0
	GRAND TOTAL (A)+(B)+(C)	5675	1000520	100.00

**xii. DEMATERIALIZATION OF SHARES AND LIQUIDITY**

The dematting facility exists with both NSDL and CDSL for the convenience of the Shareholders. As on September 30, 2009, 99,00,143 Equity shares of the company, forming 98.95% of total shareholding stand dematerialized.

xiii. OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

The Company has not issued GDRs/ADRs/Warrants or any Convertible instruments.

xiv PLANT LOCATION

1. 13/6, Mathura Road, Faridabad, Haryana.
2. 14/5, Mathura Road, Faridabad, Haryana.
3. Plot No. 84, Sipcot Industrial Complex, Phase 1, Hosur, Tamil Nadu.
4. A 414, 9th Main, II Stage, Peenya Industrial Estate, Bangalore, Karnataka.

xv. INVESTORS CORRESPONDENCE MAY BE ADDRESSED TO : -

The Company Secretary
Rollatainers Limited
13/6, Mathura Road,
Faridabad-121003, Haryana
Ph. 0129 2271837 / 2271838 / 2271807 / 4098800 - 99
Fax (0129) 2275392 / 2276916
E-mail Address : secretary@rolapak.com

By Order of the Board
For ROLLATAINERS LIMITED

Place : Faridabad
Date : 3rd December 2009

Sd/-
(Vinod Kumar Uppal)
Chairman



AUDITORS' REPORT ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Shareholders,
Rollatainers Limited

We have examined the compliance of conditions of Corporate Governance by Rollatainers Limited for the year ended on 30th September 2009, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied, in all material respects, with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company. We further state that such compliances is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Manoj Mohan & Associates
Chartered Accountants

Place : Faridabad
Date : December 03, 2009

Sd/-
(M. K. Agrawal)
Partner

DECLARATION BY CEO UNDER CLAUSE 49 OF THE LISTING AGREEMENT

As required under Clause 49 of the Listing Agreement with Stock Exchange, it is hereby confirmed that for the year ended 30th September 2009, the Directors of Rollatainers Limited have affirmed compliance with the Code of Conduct for Board Members as applicable to them and members of the senior management have affirmed compliance with the Employee Code of Conduct, as applicable to them.

Faridabad
3rd December 2009

Sd/-
Chandra Prakash Nagpal
Whole-Time Director

**CEO AND CFO CERTIFICATION**

We, Chandra Prakash Nagpal, a Whole-Time Director and Mr. Ajay Kumar, Senior Manager (Accounts) are responsible for the finance function certify that:

- a) We have reviewed financial statements and the cash flow statement for the year ended 30th September 2009 and to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together, present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 30th September 2009, are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the Auditors' and the Audit Committee and steps have been taken to rectify these deficiencies.
- d)
 - i. There has not been any significant change in internal control over financial reporting during the year under reference;
 - ii. There has not been any significant change in the accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - iii. We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place : Faridabad
Date : 3rd December 2009

Sd/-
(Ajay Kumar)
Senior Manager (Accounts)

Sd/-
(Chandra Prakash Nagpal)
Whole-Time Director



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

The role of packaging has changed from that of a carrier and protector to that of a marketing tool, performing a vital role in brand communication and on-shelf differentiation. Technological advancement has been one of the key drivers of growth in this industry and still at a very nascent stage. The importance of packaging has still not been fully realized in the Indian market.

Packaging is essential for societal development. Packaging performs multiple roles, i.e., distribution, availability, product protection with optimal economic material usage, preservation, containment, convenience, information, promotion. A good package must strive to satisfy everyone's needs.

Facts & Figures of Packaging Industry

1. The Industry is growing at the rate of 22-25 per cent per annum.
2. Indian Packaging Industry imports are \$ 125 million.
3. India's per capita packaging consumption is less than \$ 15 against world wide average of nearly \$100.

2. OPPORTUNITIES :

- The Indian packaging Industry is estimated at approximately \$14.7 and estimated to be growing at 15 percent annually.
- The Indian market for all types of packaging materials is estimated variedly between Rs 280 & 300 billion per annum.
- Currently no threat from global competition due to logistic issues, and Small quantities required by domestic manufacturers.
- In composite Packaging market, the consumer packaging market has been estimated at around Rs. 140 billion.

THREATS :

Argumentation of capacities in a highly price-competitive market is a cause for concern in the medium term. We continue to experience the trend of 'competition' accepting lower prices based on minimum marginal costing for volumes and market share 'at any cost' due to their bullish view of future pie. Buyers in India's customer organization continue to 'Commoditize' flexible packaging in their attempts to control packaging costs. Consequently, India is today one of the lowest priced packaging markets in the world.

Having said that, there is clearly a demand for higher quality packaging innovation, and increasing safety standards in packaging. We feel we have an edge in this area to meet the demands of our discerning customers.

Packaging in India presents unique challenges. Climatic conditions vary from extreme cold to extreme hot and humid. Constantly developing infrastructure adds to this complexity. Manufacture of packaging material needs to factor in these circumstances in providing packaging solutions.

3. SEGMENT-WISE PERFORMANCE

CARTON MANUFACTURING DIVISION

The Division has registered a turnover of Rs. 49.66 crores during the financial year under review as compared to Rs. 46.56 in the previous year.

MACHINERY DIVISION

The Division has registered a turnover of Rs. 3.42 crores during the financial year under review as compared to Rs. 9.36 in the previous year.



4. OUTLOOK

In the view of the Company, the features and future trends in the Packaging industry in the packaging segment are:

- The per capita consumption of packaging in India will grow to meet the world average.
- In the next five years, the sector is expected to triple to around \$ 60 Billion.
- There might be volatility in the prices of draft paper
- Affiliated industries will support the growth.
- Increasing demand and high volumes will trigger consolidation and setting up to large automatic plants.

5. RISKS & CONCERNS

Competition in the Industry

Company operates in a competitive scenario comprising of Indian, registered, unregistered and small business players and also multinational players resulting in a stiff competition from all these players.

Changes in Government policies

Changes in Government policy, changes in interest rates, revision of duty structure, changes in tax laws, changes in environmental regulations and emission norms etc. may have an adverse impact on the profitability of company. Due to the competitive nature of the market, the cost increases as a result of these changes may not be easily passed on to the customers.

Legal and Compliance Risk

We will be subject to extensive regulation by SEBI, Stock Exchanges, RBI and other market regulators in India. New laws / rules and changes in any law and application of current laws / rules could affect the manner of operations and profitability.

Sensitivity to economy and extraneous factors

Company's performance is highly correlated with the economy. The macro economic variables such as consumer spending, unemployment levels affect the business performance of the company. Any adverse development on economic front may affect the profitability of company. Particularly; adverse impact of slowdown of global economies on the Indian Economy may in turn affect the performance of company.

Terrorist attacks and other acts of violence

Terrorist attacks and other acts of violence or war, including those involving India, the United States, the United Kingdom or other countries may adversely affect Indian and worldwide financial markets. These acts may result in loss of business confidence and have other consequences that could adversely affect our business, results of operations and financial condition. Increased volatility in the financial markets can have an adverse impact on the economies of India and other countries, including economic recession.

6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The company has in operation a good system of internal control considering the size and nature of operations. The internal control system covers following aspects of business process and reporting systems:

- Financial propriety of business transactions
- Accurate financial reporting of transactions as per applicable Accounting Standards and Policies
- Safeguarding assets of the Company
- Compliance with prevalent statutes, listing agreement provisions, management authorisations, policies and procedures
- Review of information technology and other business process systems so as to suggest ways and means of cost optimisation.



An independent internal audit function is an important element of the company's internal control system. The management and the internal auditors continuously monitor the operation of the internal control system. Internal audit reports are regularly discussed and corrective measures, where required, are taken. Further, the Audit Committee meets the internal and statutory auditors to be assured of the operations of the internal controls. The audit Committee also reviews the internal audit findings.

7. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

For the year ended September 30, 2009 your Company recorded a turnover of Rs. 52.47 crores as against previous period's turnover of Rs. 55.37 crores. Losses during the year were recorded at Rs. 4.20 crores as compared to last period's Rs. 4.43 crores.

8. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT

A cordial industrial relations environment prevailed at all the manufacturing units of the Company during the year. There was constant focus on all round organizational development. A well defined Performance Management System has been introduced to monitor the progress made by all members. Regular promotions are granted and succession plans are effectively implemented. Our system of compensation is as per the market trends and job requirements. Other benefits to employees are provided for motivation.

9. CAUTION STATEMENT

Statements in the Management discussion and Analysis describing the Company's objectives, projections, expectations and estimates regarding future performance may be "forward-looking statements" within the meaning of applicable securities laws and regulations and are based on currently available information. The management believes these to be true to the best of its knowledge at the time of preparation of this report. However, these statements are subject to future events and uncertainties, which could cause actual results to differ materially from those may be indicated by such statement.

By Order of the Board
For ROLLAINERS LIMITED

Place : Faridabad
Date : 3rd December 2009

Sd/-
(Vinod Kumar Uppal)
Chairman



AUDITORS' REPORT

To
The Members
Rollatainers Limited,
Faridabad

We have audited the attached Balance Sheet of Rollatainers Limited as at 30th September 2009, the Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India (Indian GAAP). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government in terms of Sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure, a statement of the matters specified in paragraphs 4 and 5 of the said order.

Further to our comments in the Annexure referred to above, we report that:

2. (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
- (b) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books.
- (c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
- (d) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
- (e) On the basis of written representation received from the directors, we report that none of the directors is disqualified as on 30th September 2009 from being appointed as director in terms of clause (g) of sub-section (1) Section 274 of Companies Act 1956.
- (f) *Attention is invited to Note No. B-2 of Schedule 12 regarding non-provision for diminution in the value of investments in two subsidiary companies and towards doubtful recoverability of amount receivable from a erstwhile wholly owned subsidiary company i.e. RT Paper Board Limited in view of the reworked revised restructuring package, fresh investment by strategic investor and proposed sale of surplus assets lying in these companies. Amount unascertained.*

Subject to (f) above, in our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. In case of Balance Sheet, of the State of affairs of the Company as at 30th September 2009;
- ii. In case of Profit and Loss Account, of the loss of the company for the Year ended on that date; and
- iii. In the case of cash flow statement, of the cash flows for the Year ended on that date.

For Manoj Mohan & Associates
Chartered Accountants

Place : Faridabad
Dated : 3rd December 2009

Sd/-
(Manoj Kr. Aggarwal)
Partner
Membership No. - 76980



ANNEXURE TO THE AUDITORS' REPORT

(As referred in paragraph 1 of our report to The Members of ROLLAINERS LIMITED on the accounts for the Year ended 30th September 2009)

- (i) a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) As explained to us, major fixed assets have been physically verified & reconciled at such intervals, as considered appropriate by the Management and no material discrepancy has been observed. In our opinion, the frequency of physical verification of such assets is reasonable having regard to the size of the company and nature of its fixed assets. In case of other assets, we have been explained that the management intends to carry out a thorough physical verification & reconciliation thereof and to determine the impaired assets, if any.
 - c) The company has not disposed off any substantial part of its fixed assets during the period under report.
- (ii) a) We have been explained that the inventory with the company except those in transit and lying with the outside parties has been physically verified by the management at reasonable intervals during the year.
 - b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable in relation to the size of the company and the nature of its business. However, they need to be strengthened further.
- (iii) According to the information and explanations given to us, the company has granted/taken loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
 - a) The company has granted loans to one subsidiary amounting to Rs. 3653.68 Lacs, the maximum amount involved during the year was Rs. 3653.68 Lacs.
 - b) In our opinion and according to the information and explanations given to us, the rate of interest, wherever applicable and other terms and conditions are not prima-facie prejudicial to the interest of the company.
 - c) In our opinion and according to the information and explanations given to us, the loan is interest free and being repayable on demand and is therefore is not overdue.
- (iv) On the basis of our evaluation of internal control system and according to the information and explanation given to us, having regard to the explanation that some of the item purchased are of a standard product and alternative source do not exist for obtaining quotations thereof, or items subject to Government price control where no comparison is possible, it appears that there are reasonable internal control procedures commensurate with the size of the company and its nature of business, for the purchase of inventory and fixed assets and for sale of goods and Services. Further, on the basis of our examination and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) a) As per information and explanations given to us all the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 that need to be entered in to the register maintained under that section are being so entered.
 - b) In our opinion and according to the information & explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies act, 1956 in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits during the period under report from the public under Section 58A and 58AA of the Companies Act, 1956.

In respect of outstanding Fixed Deposits and interest thereon, the company has repaid substantial part of Fixed Deposits in terms of the order dated 24th November 2004 passed by the Honorable Company Law Board.
- (vii) In our opinion the company has a proper and effective internal audit system commensurating with the size and the nature of its business.



(viii) We have been informed that the Central Government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 for the period under review.

(ix) a) According to the information and explanations given to us and according to the books and records as produced and examined by us, the company is not regular in depositing the undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Sales-tax, Wealth Tax, Service Tax, Excise Duty, cess and other statutory dues except Custom Duty with the appropriate authorities. The outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable are given below:

Name of Statute	Nature of Dues	Amount (Rs. In lacs)	Period to which amount relates	Due Date
Haryana General Sales Tax Act, 1973	Deferred Sales Tax	22.00	1996-97 to 1997- 98	Over due

b) The details of Sales tax, Income tax, Customs duty, Wealth tax, Service tax, Excise duty, Cess, which have not been deposited on account of dispute are given here under:

Name of Statute	Nature of the Dues	Amount (Rs. In lacs)	Period to which amount relates	Forum where dispute pending
Central Excise Act, 1944	Interest / Penalty	1.74	1995-96 & 1999-2000	CESTAT
EPF & MP Act 1952	Interest & Damages	180.81	1998-99 to 2007-08	EPF Appealate tribunal
Delhi Sales Tax Act, 1975	Sales Tax	23.81	1988-89 & 1996-97	Additional Commissioner (Appeals)
Delhi Sales Tax Act, 1975	Sales Tax	0.72	2000-01	Sales Tax Officer, Delhi
Central Sales Tax Act, 1957	Interest	19.01	1985-86 to 1988-89	Excise & Taxation Officer
Central Sales Tax Act, 1957	Sales Tax	129.00	1998-99, 2000-01, 2001-02, 2004-05	Excise & Taxation Officer
TOTAL		284.22*		

(x) Due to erosion of entire net worth, the company has already been declared sick company in terms of Section 3(1)(o) of Sick Industrial Companies (Special Provisions) Act, 1985 (SICA) by the Board for Industrial and Financial Reconstruction (BIFR) on 27th July 2006 and a rehabilitation scheme has been approved by Hon'ble BIFR wide its order dt. 15.05.2007.

Further, company has incurred cash losses during the current financial year as well as in the immediately preceding financial period.

(xi) The company has completely paid off all the outstanding dues to Financial Institutions except OIC and UIIC. The Company is in the final stages of negotiation with these two institutions for an One Time Settlement.

(xii) According to the information and explanation given to us, the company has not granted any loans on the basis of security by way of pledge of shares, debentures and other securities.

(xiii) The company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of Clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the company.



- (xiv) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the company.
- (xv) In our opinion, the terms and conditions of the corporate guarantees given by the company to the financial institutions and others for the loans availed by its one of the subsidiary companies are not prejudicial to the interest of the company.
- (xvi) To the best of our information and explanation given to us and as per records verified by us, the company has neither received any term loan during the year under report nor has any unutilised term loan at the beginning of the current financial year. Hence, this clause is not applicable to the company.
- (xvii) According to the information and explanations given to us and on an overall examination of the Financial Statements of the company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- (xix) In respect of privately placed debentures issued in earlier years, securities have been created, as specified in Schedule – 3 of Loan Funds to the Balance Sheet referred in our report.
- (xx) The company has not raised money by public issues during the year under report.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

For Manoj Mohan & Associates
Chartered Accountants

Place : Faridabad
Dated : 3rd December 2009

Sd/-
(Manoj Kr. Aggarwal)
Partner
Membership No. - 76980



BALANCE SHEET AS AT 30TH SEPTEMBER, 2009

(Rs. '000)

	SCHEDULE	As at 30.09.2009	As at 30.09.2008
SOURCES OF FUNDS			
Shareholder's Funds:			
Share Capital	1	114052	114052
Reserves & Surplus	2 (a)	135845	124440
		249897	238492
Loan Funds:			
Secured Loans	3	70512	96084
Unsecured Loans		1713807	1485886
		1784319	1581970
TOTAL		2034216	1820462
APPLICATION OF FUNDS			
Fixed assets:			
Gross Block	4	712902	608317
Less : Depreciation		410885	386389
Net Block		302017	221928
Capital Work in Progress		2440	99332
		304457	321260
Investments	5	290003	290003
Current Assets, Loans & Advances:			
Inventories	6	100376	108976
Sundry Debtors		187076	131424
Cash & Banks Balances		77310	76256
Other Current Assets		9594	1879
Loans & Advances		699378	645861
		1073734	964396
Less: Current Liabilities & Provisions:			
Liabilities	7	166059	229818
Provisions		19095	22673
Net Current Assets		888580	711906
Deferred Tax Assets (Net)			
		71900	71900
Profit and Loss Account	2 (b)	479276	425394
TOTAL		2034216	1820462

Accounting policies, practices & Notes to Accounts 12
The Schedules referred to above form an integral part of the Balance Sheet

As per our report of even date attached
FOR MANOJ MOHAN & ASSOCIATES
Chartered Accountants

FOR AND ON BEHALF OF THE BOARD

(MANOJ KR. AGRAWAL)
Partner (Membership No. 76980)

AJAY KUMAR
Sr. Manager Accounts

C. P. NAGPAL
Whole Time Director

Place : Faridabad
Dated : 3rd December 2009

SWATI AHUJA
Company Secretary

ASHISH PANDIT
Director

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30TH SEPTEMBER, 2009**

(Rs. '000)

	SCHEDULE	Current Year	Previous Year
INCOME			
Gross Turnover		524743	553735
Less : Excise Duty Recovered on Sales		38052	71279
Net Turnover		486691	482456
Service Fee/Machine Hire Charges		1933	1723
Other Income	8	4512	29080
Increase/(Decrease) in Stocks	9	(5758)	(6907)
		487378	506352
EXPENDITURE			
Raw Material Consumed		298614	371425
Costs of goods traded in		51460	1909
Other Expenses	10	148029	147659
Interest	11	5885	8801
Depreciation	25507		
Less : Transferred from Revaluation Reserve	564	24943	20278
		528931	550072
Loss for the year		(41553)	(43720)
Fringe Benefit Tax		360	648
Net Profit /(Lose) for the year		(41913)	(44368)
Balance Brought Forward		(718056)	(673688)
Amount Tfr. to Capital Reserve		11969	0
Balance Carried to Balance Sheet		(771938)	(718056)
Basic & diluted EPS of Rs.10/- each (in Rs.) (Refer Note No. B-13 of Schedule 12)		(4.40)	(6.11)

Accounting policies, practices & Notes to Accounts

12

The Schedules referred to above form an integral part of the Profit & Loss Account

FOR AND ON BEHALF OF THE BOARD

As per our report of even date attached

FOR MANOJ MOHAN & ASSOCIATES

Chartered Accountants

(MANOJ KR. AGRAWAL)

Partner (Membership No. 76980)

Place : Faridabad

Dated : 3rd December 2009

AJAY KUMAR

Sr. Manager Accounts

SWATI AHUJA

Company Secretary

C. P. NAGPAL

Whole Time Director

ASHISH PANDIT

Director



CASH FLOW STATEMENT FOR THE PERIOD ENDED 30TH SEPTEMBER, 2009

(Rs. in '000)

	Current Year	Previous Year
A. CASH FLOW FROM OPERATING ACTIVITIES :		
NET PROFIT/-LOSS BEFORE TAX & EXTRAORDINARY ITEMS	(41553)	(43720)
ADJUSTMENTS FOR		
DEPRECIATION	24943	20278
INTEREST	5885	16576
INTEREST & DIVIDEND EARNED	(4054)	(5768)
LOSS / -PROFIT ON SALE OF FIXED ASSETS	(41)	106
INCREASE / WAIVER UNDER OTS/CDR	(18)	(19649)
OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGE	(14837)	(32178)
ADJUSTMENT FOR		
TRADE & OTHER RECEIVABLE	(53647)	42218
INVENTORIES	8600	(1229)
TRADE PAYABLE	(67336)	72072
CASH FLOW FROM OPERATIONS	(127221)	80883
DIRECT TAX PAID (NET)	(1370)	8440
PAYMENT OF FBT	(360)	(669)
NET CASH FROM OPERATING ACTIVITIES	(128951)	88654
B. CASH FLOW FROM INVESTMENTS ACTIVITIES		
PURCHASES OF FIXED ASSETS	(7693)	(104774)
SALE OF FIXED ASSETS	94	1726
ADVANCES (GIVEN)/RECOVERED FROM WHOLLY OWNED SUBSIDIARY	(62913)	(170726)
INVESTMENT IN OTHER COMPANIES	-	(200000)
INVESTMENT RECEIVED	4054	5394
NET CASH GENERATED/(USED) IN INVESTING ACTIVITIES	(66458)	(468380)
C. CASH FLOW FROM FINANCIAL ACTIVITIES		
REPAYMENT OF LONG TERM BORROWING	(25572)	(64688)
PROCEEDS FROM LONG TERM BORROWING	227920	452148
INTEREST PAID	(5885)	(8801)
NET CASH FROM FINANCIAL ACTIVITIES	196463	378659
NET INCREASE IN CASH AND CASH EQUIVALENTS	1053	(1067)
CASH & CASH EQUIVALENTS (OPENING)	76256	77323
CASH & CASH EQUIVALENTS (CLOSING)	77310	76256

Notes:

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

FOR AND ON BEHALF OF THE BOARD

As per our report of even date attached
FOR MANOJ MOHAN & ASSOCIATES
 Chartered Accountants

(MANOJ KR. AGRAWAL)
 Partner (Membership No. 76980)

AJAY KUMAR
 Sr. Manager Accounts

C. P. NAGPAL
 Whole Time Director

Place : Faridabad
 Dated : 3rd December 2009

SWATI AHUJA
 Company Secretary

ASHISH PANDIT
 Director



SCHEDULES 1 TO 12 ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30TH SEPTEMBER, 2009.

Schedule 1

SHARE CAPITAL

(Rs. in '000)

	As at 30.09.2009	As at 30.09.2008
AUTHORISED:		
1,20,00,000 Equity shares of Rs.10 each (Previous year 1,20,00,000 Equity shares of Rs.10 each)	120000	120000
8,00,000 Redeemable Cumulative Preference Shares of Rs.100 each. (Previous year 8,00,000 Redeemable Cumulative Preference Shares of Rs.100 each)	80000	80000
	<u>200000</u>	<u>200000</u>
ISSUED, SUBSCRIBED AND PAID UP:		
1,00,05,200 Equity Shares of Rs.10 each (Previous year 1,00,52,002 Equity shares of Rs.10 each)*	100052	100052
50,000, 15.50% Redeemable Cumulative Preference Shares Fourth Series of Rs.100 each Privately placed with Oriental Insurance Company Ltd. (Due for redemption since 15.07.2000)	5000	5000
40,000 14.00% Redeemable Cumulative Preference Shares Fifth Series of Rs.100 each privately placed with Canara Bank (Due for redemption since 27.11.2000)	4000	4000
50,000 14.50% Redeemable Cumulative Preference Shares Seventh Series of Rs.100 each privately placed with National Insurance Company Ltd. (Due for redemption since 26.05.2001)	5000	5000
	<u>114052</u>	<u>114052</u>

*** Notes**

As per scheme sanctioned by Hon'able BIFR vide its order dt. 15-05-2007 and amendment order dt. 06-08-2007, the paid up share capital has been reduced by 90%. Consequently face value of Rs.10/- paid up per equity share stands reduced to Rs. 1/- each. After reduction 10 equity shares of Rs.1/- each fully up have been consolidated into one equity share of Rs.10/- each. Hence 10,05,00 new equity share of Rs.10/- each has been allotted on 23-10-2007 to the existing share holders in place of 1,00,52,002 old equity shares of Rs. 10/- each.

Further, pursuant to the rehabilitation scheme sanction by BIFR 90,00,000 equity shares of Rs. 10/- each have been issued on 06-02-2008 to M/s WLD Investment Pvt. Ltd. being the strategic investor, upon conversion of 90,00,000 OFCD's of Rs. 10/- each.

Schedule - 2(a)

RESERVE AND SURPLUS

(Rs.'000)

DESCRIPTION	Balance as on 01.10.2008	Transferred/Adj. during the year	Adjusted Balance as on 30.09.2009
Capital Redemption Reserve	21001		21001
Debenture Redemption Reserve	3709		3709
Revaluation Reserve	30991	(564) *	30427
Capital Reserve	-	11969	11969
Share Premium	68739		68739
TOTAL	<u>124440</u>	<u>11405</u>	<u>135845</u>

* Rs. 564 been Depreciation on revalued portion of fixed assets transferred to profit & loss account.



Schedule - 2(b)

PROFIT AND LOSS ACCOUNT

(Rs.'000)

	As at 30.09.2009	As at 30.09.2008
Amount (Loss) transferred from Profit and Loss Account for the period	771938	718056
Less :- Amount set off for reduction in share capital	90468	
Less :- Uncommitted Reserve		
General Reserve	152222	
Trf. From Debenture Redemption Reserve	49972	
	292662	292662
Net Balance	479276	425394

Schedule - 3

LOAN FUNDS

(Rs.'000)

	As at 30.09.2009	As at 30.09.2008
SECURED LOANS :		
DEBENTURES:		
The Oriental Insurance Company Limited :- (Refer Note (i) given below)	0	1855
United India Insurance Company Limited :- (Refer Note (i) given below)	1854	1854
Notes :-		
(i) a) These NCDs are restated in terms of the Reworked Restructuring Package approved by CDR Cell effective from 21st July 2005.		
b) Pursuant to the above Reworked Restructuring Package approved by the CDR Cell, the interest rate is revised to 8.25% p.a in respect of above stated NCDs.		
Bank of Rajasthan (Overdraft facility secured against Fixed Deposit)	67053	90770
Sales Tax Deferment (Secured by Bank Guarantee)	1605	1605
	70512	96084
UNSECURED LOAN:		
From Companies	1698449	1470040
Fixed Deposits	14763	15251
Sales Tax Deferment	595	595
	1713807	1485886

**Schedule 4
FIXED ASSETS**

(Rs. '000)

	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	As at 01.10.2008	Additions	Sales/ Adj.	As at 30.09.2009	As at 01.10.2008	For the Year	Sales / Adj.	As at 30.09.2009	As at 30.09.2009	As at 30.09.2008
Lease Hold Land	28006	85	-	28091	2642	284	-	2926	25165	25364
Free Hold Land	20883	-	-	20883 \$	-	-	-	-	20883	20883
Building & Roads	34149	1507	-	35656 \$	15860	2374	-	18234	17422	18289
Patent	530	-	-	530	530	-	-	530	-	-
Plant & Machinery	473570	103131	**	576701	325141	21370	**	346511	230190	148429
Office Equipments	40056	927	-	40983	32443	1239	-	33682	7301	7613
Furniture & Fixtures	5772	-	-	5772	5090	123	-	5213	559	682
Vehicles	5352	-	1065	4287	4683	118	1011	3790	497	669
Sub Total	608318	105650	1065	712903	386389	25508	1011	410886	302017	221929
Capital Work in Progress	99332	-	96892	2440	-	-	-	-	2440	99332
TOTAL	707650	105650	97957	715343	386389	25508	1011	410886	304457	321261
Previous Year	606090	104774	3214 #	707650	367097	20843	1551	386389	321261	238993

Notes :

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



**Schedule - 5
INVESTMENTS**

(Rs.'000)

	As at 30.09.2009	As at 30.09.2008
LONG TERM, UNQUOTED		
A. NON TRADE, AT COST		
5 year National Saving Certificates (lodged with Sales Tax Deptt)	10	10
B. TRADE		
200000, 11% Redeemable Cumulative Preference Shares @ Rs.100 each in RT Packaging Ltd. (a Subsidiary Company)	20000	20000
6999300 Equity Shares of Rs. 10 each in RT Paper Board Ltd., a wholly owned Subsidiary Company (Previous Year 6999300 Equity Shares of Rs. 10 each) \$	69993	69993
10000 Equity Shares of Rs. 500 each in Oceanic Agencies India Ltd.	50000	50000
10000 Equity Shares of Rs. 500 each in Mahalaxmi Innovative Services Ltd.	50000	50000
50000 Equity Shares of Rs. 100 each in Champs Management Services Pvt. Ltd.	50000	50000
50000 Equity Shares of Rs. 100 each in Lancer Electricals Pvt. Ltd.	50000	50000
	290003	290003

* In addition to this the company also holds:-

- 2500400 equity shares having face value of Rs. 10/- each (Previous Year 2500400 equity Share) of RT Packaging Ltd. received at NIL value in pursuance to the Reworked Restructuring package dated 21-07-2005 approved by CDR Cell.
- 700 shares (Previous Year 700 shares) of Rs. 10/- each at NIL value received by way of gift.
- \$ being pledged with the Institutions/Banks in terms of the approved package by the CDR Cell.

**Schedule 6
CURRENT ASSETS, LOANS & ADVANCES**

(Rs.'000)

	As at 30.09.2009	As at 30.09.2008
CURRENT ASSETS		
A. STOCKS		
(As per inventory taken, valued and certified by the management)		
Raw Material (including in transit Rs. 60, Previous Period Rs. 60)	34282	48412
Stores & Spares	26883	18423
Packing Material	3762	1475
Plates & Dies	1099	609
Work-in-Process	26110	24465
Finished Goods	7117	14564
Production Scrap	179	135
Trading Stock	944	893
	100376	108976

**B. SUNDRY DEBTORS**

(Unsecured, considered good unless stated otherwise)

- Debts due for a period exceeding 6 months

108154

63933

Other debts

78922

67491

187076

131424

C. CASH AND BANK BALANCE

Cash in hand

2211

3639

Balance with Scheduled Banks

- Current Accounts

9158

5466

- FDR with Banks

62000

62000

- Margin Money Account (Against Letter of Credit & Bank Guarantee)

3941

5151

77310

76256

D. OTHER CURRENT ASSETS**9594**

1879

9594

1879

E. LOANS, ADVANCES & DEPOSITS

(Unsecured considered good unless stated otherwise)

Advances (recoverable in cash or in kind or for value to be received)

9204

22030

Receivable from the wholly erstwhile owned Subsidiary Company

649673

586760

Loans to employees & Others

240

320

Deposit with Govt. Deptt. & Others

14064

13731

Balance with Excise Authorities

17817

16010

Tax deducted at source

8380

7010

699378

645861

1073734

964396

Schedule - 7**CURRENT LIABILITIES & PROVISIONS**

(Rs.'000)

**As at
30.09.2009****As at
30.09.2008****CURRENT LIABILITIES :**

Sundry Creditors :

Amount Due to Small Scale Industries

1938

2629

Amount Due to Others

103042

120924

Advance from Customers

30986

33943

Security deposit from Customers/Contractors

14264

14273

Investor's Education & Protection Fund :-

- Unpaid Dividend

575

575

Other Liabilities

14560

56748

Interest Accrued but not due on loans

694

726

166059

229818

PROVISIONS :

Wealth Tax

13

13

Superannuation

5303

5643

Gratuity

11284

13133

Leave Encashment

2495

3540

Fringe Benefit Tax

0

344

19095

22673



**Schedule 8
OTHER INCOME**

(Rs.'000)

	Current Year	Previous Year
Interest (Gross)	4054	5768
Profit on sale of :-		
- Fixed Assets	41	0
- Long Term, Unquoted Investments	5	(106)
Miscellaneous Balance Written Back	98	0
Miscellaneous Receipts	296	3809
Waiver of Principal Loan Liability & Interest There On	18	19649
	4512	29080

**Schedule - 9
INCREASE/(DECREASE) IN STOCKS**

(Rs.'000)

	Current Year	Previous Year
STOCK AT COMMENCEMENT :		
Work-in-Process/Semi Finished Goods	24465	27843
Finished Goods	14564	18119
Production Scrap	135	109
	39164	46071
STOCK AT CLOSE:		
Work-in-Process/Semi Finished Goods	26110	24465
Finished Goods	7117	14564
Production Scrap	179	135
	33406	39164
NET INCREASE/ -DECREASE	(5758)	(6907)



ROLLAINERS LIMITED

Schedule - 10 OTHER EXPENSES

(Rs.'000)

	Current Year	Previous Year
Stores & Spares Consumed	15098	15160
Packing Material Consumed	7852	10153
Processing Charges	3000	5302
Employees Cost:		
Salaries, Wages & Allowances	58804	56561
Contribution to PF & Other funds	2781	2593
ESI Premium	475	1837
Employees Welfare Expenses	5395	5633
Power & Fuel	12943	10585
Rent	8572	1697
Rates & Taxes	488	5970
Repairs & Maintenance:		
Plant & Machinery	1869	1614
Building	648	159
Others	1026	1064
Insurance (Net of Recovery)	429	(218)
Travelling & Conveyance	5419	7709
Miscellaneous Expenses	19566	15906
Commission to Selling Agents	0	0
Charity & Donation	10	18
Cash Discount (Net)	71	49
Previous year Expenditure	44	1557
Directors' Sitting Fee	4	12
Bank Charges	424	754
Foreign Exchange Fluctuation	46	52
Security Charges	600	646
Freight Outward	2465	2693
Bad debts writtenoff	0	153
	148029	147659

Schedule - 11 INTEREST

(Rs.'000)

	Current Year	Previous Year
Debentures	330	0
Others	5555	8801
	5885	8801



Schedule 12:

SIGNIFICANT ACCOUNTING POLICIES & PRACTICES AND NOTES TO ACCOUNTS (ATTACHED TO AND FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 30TH SEPTEMBER 2009)

A. SIGNIFICANT ACCOUNTING POLICIES & PRACTICES:

1. a) ACCOUNTING CONCEPTS:

The Company follows the Mercantile System of Accounting and recognises Income and Expenditure on accrual basis except given below. The accounts are prepared on historical cost basis, as a going concern, and are consistent with generally accepted accounting principles.

- i) Interest on National Saving Certificates and other claims, amount not being material and certain are accounted for on cash basis.
- ii) Insurance claims are accounted for on the receipt of surveyor's report.
- iii) Dividend income being not very significant is accounted for in the year in which it is received.

b) USE OF ESTIMATES:

The presentations of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reportable amount of assets and liabilities on the date of financial statements and the reportable amount of revenue and expenses during the reporting period. Differences between the actual results and estimates are recognised in the year in which the results are known / materialised.

2. FIXED ASSETS AND DEPRECIATION

- i) Fixed assets are stated at their original cost of acquisition including taxes, duties, freight and other incidental expenses related to acquisition and installation of the relevant assets. Technical know-how fees, interest on borrowed funds attributable to acquisition/construction of fixed assets and related pre-operative expenses up to the date of commencement of commercial production, net of sales of trial production, are also capitalised wherever considered appropriate. Cenvat and VAT availed has been deducted from the cost of respective assets.
- ii) Projects under Commissioning and other Capital Works-in-Progress are carried at cost, comprising direct cost, related incidental expenses and Interest on borrowings to the extent attributed to them.
- iii) Depreciation on Fixed Assets except patents is provided on straight-line method at the rates specified in Schedule XIV (as amended) to the Companies Act, 1956. Depreciation on the assets costing up to Rs.5000/- is provided in full in the year of acquisition. Depreciation on adjustment to fixed assets due to fluctuation in foreign currency is amortised over the residual life of the assets.

Patents are amortized at the rate of 20% per annum on written down value.

- iv) Depreciation on revaluation part is transferred from Revaluation Reserve to Profit & Loss account for the period.

v) Leased Assets:

- a) Assets given on operating lease are capitalised in the manner stated in 2 (i) above.
- b) Initial direct cost are charged off to the profit & loss account
- c) The lease rentals in respect of assets given or taken on Lease are accounted for on accrual basis, which has been arrived at on the basis of contracts entered with the lessee or lessor as the case may be.

3. IMPAIRMENT OF ASSETS

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

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



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

4. RESEARCH AND DEVELOPMENT

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

5. TURNOVER

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

6. INVENTORIES

Valuation of stocks is done as mentioned below:

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

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

7. INVESTMENTS

Long Term Investments are stated at cost. Provision for diminution in the value of long- term investments is made only if such a decline is other than temporary.

8. FOREIGN EXCHANGE TRANSACTION

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

- i) All the monetary assets and liabilities remaining unsettled at the year-end are translated at the closing exchange rate. Any income or expenses on account of exchange difference either on settlement or on translation is recognised and is reflected separately in the Profit & Loss account except those relating to acquisition of Fixed Assets.
- ii) In case of Fixed Assets, it is adjusted to the carrying cost of such assets and the relevant loan account.
- iii) Non-monetary items are carried at cost.

9. RETIREMENT BENEFITS AND LEAVE ENCASHMENT

- i) The company has a LIC Policy taken through its Gratuity Trust to cover the gratuity liability of its employees. The Liability is accounted for on the basis of actuarial valuation made at the end of financial period and charged to profit and loss account.
- ii) The un-availed leaves, to the credit of employees are accounted for on the basis of actuarial valuation made at the end of the each financial period and are charged to Profit & Loss Account.

10. TAXATION

Income tax expense is accounted for in accordance with AS-22 "Accounting for Taxes on Income" for both Current Tax and Deferred Tax as stated below:

i) Current Tax:

Provision for Taxation is ascertained on the basis of assessable profit computed in accordance with the provision of Income Tax Act, 1961. However, where the tax is computed in accordance with the provisions of Section 115JB of the Income-Tax Act, 1961 as Minimum Alternate Tax (MAT), it is charged off to the Profit & Loss Account of the relevant period.



ii) Deferred Tax:

Deferred Income Tax is recognised for the current year Timing differences between taxable income and accounting income for the year and reversal of Timing differences of earlier years.

Deferred Tax Assets in respect of carry forward of unabsorbed depreciation and tax losses are recognised to the extent there is virtual certainty of their realisation against future taxable profits.

11. DEBENTURE REDEMPTION RESERVE

Debenture Redemption Reserve is created to the extent of adequacy of profits for the year in accordance with the provisions of Companies Act 1956.

12. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

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

13. BORROWING COST:

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

14. EXPORT BENEFITS

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

B. NOTES TO ACCOUNTS:

1. Contingent Liabilities:

- i) (a) Excise matters: Rs. nil (previous year Rs 5.69 lacs).
- (b) Sales Tax Matters: Rs. 172.64 lacs (Previous Period Rs. 278.68 lacs).
- (c) Custom Duty including penalty: Rs. nil (Previous Period Rs. 29.82).
- (d) Provident fund damages and interest : Rs. 180.81(Previous Rs 242.09 Lacs)
- (e) Penal charges/Interest on account of utilisation of unpaid dividend money, interest payable to SSI units, TDS, Provident Fund, ESI and other statutory dues - Amount, if any, un-ascertained.
- ii) Buyback of shares of subsidiary company from an overseas investor under contractual obligation is Rs. nil (Previous Year Rs. 2469.30 lacs).
- (iii) Claims against the Company not acknowledged as debts:
Legal Matters: Rs. 12.30 lacs (Previous Year Rs. 12.30 lacs).
- (iv) Cases pending against the company relating to winding up petitions under Section 433/434 of the Companies Act 1956, under Section 138 of Negotiable Instruments Act, labour laws, etc- Being disputed, amount unascertained.

2. In respect of the investments made in two erstwhile subsidiary companies and doubtful recoverability of amount receivable from one wholly owned subsidiary company i.e. RT Paper Board Limited, no provision of diminution in the value of investments have been considered necessary keeping in view the reworked restructuring CDR package, fresh investments by strategic investor.

3. The creditors, debtors and other parties' balances are subject to confirmations. However, in the opinion of the management and to the best of their knowledge and belief, the value on realisation of loans, advances and current assets in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet except in case of those considered doubtful.



4. In respect of cumulative preference shares, as stated in Schedule - 1 of share capital, which have also become due for redemption, the unprovided liability towards the arrear of dividend amounts to Rs. 45.24 lacs (excluding Corporate Dividend Tax, if any) and Rs.160.82 lacs towards dividend for the period after the due date of redemption till the end of the current year i.e 30th September 2009.
5. Maximum amount outstanding at any time during the year due from / due to directors is Rs.Nil. (Previous Year Rs. Nil).
6. Company has made full provision of gratuity due as on 30th September 2009 as per actuarial valuation, charging the full amount to Profit & Loss Account.
7. (a) Sundry Creditors include a Sum of Rs 19.38 Lacs (Previous Year Rs 26.29) due to Small & Medium Enterprises.
(b) The List of SMEs to whom company owes a sum exceeding Rs.1,00,000 and which is outstanding for more than 30 days is as under:-
Bhatia Machine tools, S.A. Engg works, K.B.Engg works, New Age Chemicals, etc.
(c) The Payments to SMEs have been made as per stipulated terms.
(d) The above information has been compiled in respect of parties to the extent to which they could be identified as SMEs on the basis of information available with the company.
8. Previous year's expenses of Rs. nil (Previous period Rs. 15.57 lacs) have been charged to Profit and Loss Account in the relevant account heads.
9. Rs. 0.46 Lacs being net loss (Previous period Rs. 0.57 lacs being net loss) on account of exchange difference have been debited and shown separately in the Profit and Loss account.
10. In view of the losses during the period, the Debenture Redemption Reserve has not been created in terms of the SEBI guidelines.

11. Assets given on lease:

- a) Detail of assets given on operating lease:

(Rs.'000)

Class of assets	Gross carrying amount	Depreciation charged during the year	Accumulated depreciation as on 30.09.09
Packing & filling Machines	87407	4131	44925

- b) The company has recognised contingent rent of Rs 13.89 lacs (previous period Rs. 27.09 lacs) as income in the statement of profit & loss for the year.

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

Company is leasing out self manufactured fully automatic lined carton packing machines under the operating lease agreements. The main lessees are Hindustan Lever Limited, and Dabur India Limited.

12. Break-up of deferred tax assets and liabilities determined on account of Timing differences in accordance with AS-22 "Accounting of Taxes On Income" issued by The Institute of Chartered Accountants of India, is as given below:

(Rs in Lacs)

Particulars	Opening As at 01.10.2008	Charge/(Credit) during the Period	Closing As at 30.09.2009
Fixed Assets	600	100	700
Deferred Tax Liabilities: (A)	600	100	700
Unabsorbed Depreciation	916	# (230)	686
Unabsorbed Business Losses	403	# 330	733
Deferred Tax Assets: (B)	1319	100	1419
NET DEFERRED TAX ASSETS (B-A)	719	0	719



Note:

Unabsorbed Depreciation and Unabsorbed Business Loss recognised for the purpose of Deferred Tax Assets in the earlier years on the basis of certain parameters considered by an expert in the opinion, have been suitably adjusted as per the assessment done by the management.

13. Earning per share:

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

a) Basic and Diluted:

(Rs. In '000)

Particular	Current Year	Previous Year
Profit/(-) Loss for the year (Rs.)	(41913)	(44368)
Less : Dividend on cummulative Preference Shares (Rs.)	2060	2060
Profit/(-) Loss attributable to equity share for the year	(43973)	(46428)
Weighted average number of shares outstanding during the period	10005200	7598000
Basic EPS (Rs.)	(4.40)	(6.11)
Nominal value per equity share	10	10

The effect of conversion of potential Equity Shares into Equity Shares being anti-diluted (reduces loss per shares), the same has not been considered in computing the diluted earnings per shares. As a result the diluted earning per share is the same as the basic earning per share.

14.

(Rs. In '000)

	Current Year	Previous Year
(a) PAYMENT TO AUDITORS (INCLUDED IN MISC. EXPENSES):		
Audit Fees	150	150
Tax Audit Fee	100	100
Certification & Other Matters	0	0
Out of Pocket Expenses	0	0
(b) REMUNERATION TO EXECUTIVE DIRECTOR:		
Salary	2274	1192
Allowance perquisites & other benefits	246	1382
Contribution to P.F. and other funds	72	143

Note: -

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



15. SEGMENT REPORTING

The Company has disclosed business segment as the primary segment. The segment have been identified taking into account the nature of the products, the differing risks and returns, the organisation structure and internal reporting system.

The company's operation predominantly relate to manufacturing of carton packaging product. Other business segment reported is Manufacturing of Packaging machines.

The Company has treated the geographical segment as secondary segment between the domestic and export sale. Segment revenue, segment results, segment assets and segment liabilities includes the respective amounts identifiable to each of the segment as also amounts allocated on a reasonable basis.

The expenses, which are not directly attributable to the business segment, are shown as unallocated corporate cost.

Assets and liabilities that can not be allocated between the segments are shown as a part of the unallocated corporate assets and liabilities respectively.

a) Primary Segment Reporting (By Business Segment)

Segment Revenue, Results & Other Information

(Rs.'000)

Particulars	Current Year				Previous Period		
	External Sales	Inter Segment Sales	Other Income (Excluding Interest Income)	Total Current Period	External Sales	Other Income (Excluding Interest Income)	Total Previous Period
REVENUE :							
Carton Mfg. Division	492518	0	4054	496572	461892	3769	465661
Machine Mfg. Division	34159	0	0	34159	93566	0	93566
Unallocated	0	0	0	0	0	0	0
Total	526677	0	4054	530731	555458	3769	559227
RESULTS :							
Segment Profit / (Loss)							
Carton Mfg. Division				(19923)			(48905)
Machine Mfg. Division				(2203)			11010
Unallocated				0			0
Total				(22126)			(37895)
Unallocated Head Office Expenses				17655			22679
Interest Expenses etc.- Not allocable to Segments				5885			8801
Profit on sale of Land				41			238
Increase/Waiver of Principal loan liability and interest thereon				18			19649
Interest Income				4054			5768
Profit / -Loss before Tax				(41553)			(43720)
Wealth tax				0			0
Deferred Tax				0			0
Fringe Benefit Tax				360			648
Profit / -Loss after Tax				(41913)			(44368)
OTHER INFORMATION :							
Segment Assets							
Carton Mfg. Division				839585			839585
Machine Mfg. Division				60504			60504
Unallocated				840005			747470
				1740094			1647559
Segment Liabilities							
Carton Mfg. Division				987333			684335
Machine Mfg. Division				59877			69776
Unallocated				922263			1080350
				1969473			1834461
Capital Expenditure							
Carton Mfg. Division				104649			103455
Machine Mfg. Division				125			978
Unallocated				0			341
				105650			104774
Depreciation							
Carton Mfg. Division				22610			17963
Machine Mfg. Division				1141			934
Unallocated				1192			1381
				24943			20278

b) Secondary Segment Reporting (By Geographical Segment)

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

Revenue - Domestic Market	528415	556911
Revenue - Overseas Market	2316	2316

Total **530731** **559227**

The Company has common fixed assets for producing goods for Domestic Market and Overseas Markets. Hence, separate figures for assets / additions to fixed assets cannot be furnished.



16. Related Party Disclosures for the year ended 30th September, 2009 in accordance with AS-18 issued by the ICAI.

a) List of related parties & relationships, where control exists:

S. No.	Nature of Relationship	Name of Party
1	Subsidiaries / Fellow Subsidiaries	RT Paper Board Limited (Erstwhile) RT Packaging Limited (Erstwhile)
2	Key Management Personnel & their Relatives	Mr. Vinod Uppal Mr. Chandra Prakash Nagpal Mr. Ashish Pandit Mr. Prakash Chandra Lohumi
3	Enterprises where Significant Influence exist by persons as per 1 & 2 above	WLD Investment Pvt. Ltd. V. K. Trading Co.

b) Transactions with Related Parties: (Rs. '000)

S. No.	Transactions	Subsidiaries / Fellow Subsidiaries	Key Management Personnel & their Relatives	Enterprises where Significant Influence exist by persons as per 1 & 2
1	Remuneration Paid	-	2,604 (2,334)	-
2	Director's Meeting Fee	-	8 (16)	-
3	Purchase Of Goods (Finished/ Unfinished)	- (201,093)	-	8 (474)
4	Sale Of Goods (Finished/ Unfinished)#	- (282)	-	-
5	Transfer of loan under CDR	- (14,377)	-	-
6	Lease Rent Paid	- (900)	-	-
7	Transfer Of Expenses	- (354)	-	-
8	Loan taken / (received back)	42,300 -	-	-
9	Outstanding as on 30.09.2009			
	a) Amount Receivable	- (550,628)	-	8 -
	b) Amount Payable	-	-	35894 (484330)

Note : Figures in bracket represents previous period amounts.



17. a) Additional information pursuant to paragraph 3, 4C & 4D of Part II of Schedule VI of the Companies Act 1956.

(Rs. in '000)

Unit	Actual Production**		Finished Goods as on					
	Current Year	Previous Year	30.09.2009		30.09.2008		30.09.2007	
			Qty.	Value	Qty.	Value	Qty.	Value
a) Cartons [Million pcs.]	245.22	285.13	3.80	5662	5.50	7535	6.58	11236
b) Packing m/cs [Nos.]	21	35	4	1455	7	7029	7	6883
c) Accessories (Nos.)	5	34	0	0	0	0	0	0

[b] Raw material consumed:

[Rs.'000]

	Current Year		Previous period	
	Quantity	Value [MT]	Quantity	Value [MT]
i] Duplex Board	4470	134366	5323	167251
ii] Inks, Coating, Adhesive & Printing Material	178	16947	359	35232
iii] Liner material	926	102326	1022	121461
iv] Chemicals, Machine Components & others*		44975		47481
		298614		371425

*Quantity excludes Chemical & Machine components consumed, for which value is included.

[c] Turnover :

[Rs.'000]

	Current Year		Previous period	
	Quantity	Value	Quantity	Value
i] Carton [Million Pcs]	246.91	387989	286.22	444191
ii] Packing & weighing M/c [Nos.]	25	29546	43	92678
iii] Trading Goods:				
Spares		4613		6415
Machines		94756		-
iv] Others		7839		10451
		524743		553735



[d] Goods Traded in : Machine Division		[Rs.'000]			
		Current Year		Previous period	
		Quantity*	Value	Quantity*	Value
		[Rs.]		[Rs.]	
Opening Stock			892		988
Purchase			51512		1813
Closing Stock			944		892
* Quantity not mentioned due to the nature of spares and parts traded in					
[e] Expenditure in foreign currency:					
Travelling			128		325
[f] Earnings in foreign Exchange FOB value of exports					
			7514		2316
[g] Value of Imports calculated on CIF basis (direct imports):					
Plant & Machinery			-		54260
Spare Parts			541		1460
Machines for Trading			13148		-

[h] Value of Raw Materials, Spare Parts & Components Consumed:

		Current Year		Previous period	
		Value	%	Value	%
Raw Material:					
Imported		0	0.00%	0	0.00%
Indigeneous		298614	100.00%	371425	100.00%
		<u>298614</u>	<u>100.00%</u>	<u>371425</u>	<u>100.00%</u>
Stores, Spares Parts & Components					
Imported		541	3.58%	1053	6.95%
Indigeneous		14557	96.42%	14107	93.05%
		<u>15098</u>	<u>100.00%</u>	<u>15160</u>	<u>100.00%</u>

18. i) Previous period figures have regrouped and/or rearranged, wherever considered necessary.
 ii) All figures or amount, including those in the 'Notes to Accounts' have been rounded upto the nearest thousand.

Signature to Schedule 1 to 12 inclusive
 As per our report of the even date attached.

FOR AND ON BEHALF OF THE BOARD

FOR MANOJ MOHAN & ASSOCIATES
 Chartered Accountants

(MANOJ KR. AGRAWAL)
 Partner (Membership No. 76980)

AJAY KUMAR
 Sr. Manager Accounts

C. P. NAGPAL
 Whole Time Director

Place : Faridabad
 Dated : 3rd December 2009

SWATI AHUJA
 Company Secretary

ASHISH PANDIT
 Director



19. ADDITIONAL INFORMATION PURSUANT TO PART IV OF SCHEDULE VI TO COMPANIES ACT, 1956
Balance Sheet Abstract and Company's general business profile.

State Code	<input type="text" value="05"/>	
I. Registration Details		
Registration No.	<input type="text" value="4844"/>	
Balance Sheet Date	<input type="text" value="30 09 2009"/>	
	Date Month Year	
II. Capital raised during the year (Amount in Rs.'000)		
Public Issue	<input type="text" value="NIL"/>	Right Issue <input type="text" value="NIL"/>
Bonus Issue	<input type="text" value="NIL"/>	Private Placement <input type="text" value="NIL"/>
III. Position of Mobilisation and Deployment of funds (Amount in Rs.'000)		
Total Liabilities	<input type="text" value="1820462"/>	Total Assets <input type="text" value="1820462"/>
Source of Funds		
Paid up Capital	<input type="text" value="114052"/>	+/- Reserve & Surplus <input type="text" value="124440"/>
Secured Loans	<input type="text" value="96084"/>	Unsecured Loans <input type="text" value="1485886"/>
Application of Funds		
Net Fixed Assets	<input type="text" value="321260"/>	Investments <input type="text" value="290003"/>
Net Current Assets (incl. Deferred Tax Assets)	<input type="text" value="783805"/>	Misc. Expenditure <input type="text" value="NIL"/>
Accumulated Losses	<input type="text" value="425394"/>	
IV. Performance of the Company (Amount in Rs.'000)		
Net Turnover*	<input type="text" value="506352"/>	Total Expenditure <input type="text" value="550072"/>
+/- Profit/Loss Before Tax	<input type="text" value="(-) 43720"/>	Profit/Loss After Tax <input type="text" value="(-) 44368"/>
+/- Earning Per Share	<input type="text" value="(-) 6.11"/>	Dividend Rate <input type="text" value="NIL"/>
* Including Service Fee, Other Income and Machine Capitalised.		
V. Generic names of three Principal Products/Services of the Company (As per monetary terms)		
Item Code (ITC Code)	<input type="text" value="4819.19"/>	
Product Description	<input type="text" value="PRINTED CARTON"/>	
Item Code (ITC Code)	<input type="text" value="8422.80"/>	
Product Description	<input type="text" value="MACHINES"/>	



ROLLAINERS LIMITED

Regd. Office : 13/6, Mathura Road, Faridabad-121 003 (Haryana)

PROXY FORM

Client ID No. : _____

Folio No. : _____

I/We _____
of _____ in the district of _____ being a member/members of the
above-named Company hereby appoint _____ of _____ in the district
of _____ or failing him/her _____ of _____
in the district of _____ as my/our Proxy to vote for me/us
on my/our behalf at the 38th Annual General Meeting of the Company to be held on Wednesday the 30th day of
December, 2009 and at any adjournment thereof.

Signed this _____ day of _____ 2009.

Note : The Proxy form should be deposited at the Registered Office of the
Company at Faridabad, forty-eight hours before the meeting.

Affix 1 Re
revenue
stamp

Signature(s)

Place : _____

Date : _____

To
Rollainers Limited
13/6, Mathura Road,
Faridabad - 121 003
(Haryana)

Client ID No. : _____

Folio No. : _____

(To be filled in by the Shareholder(s))

CHANGE OF ADDRESS

Dear Sirs,

Kindly take on record my new address for your future communications

Name and new Address _____

Signature(s) _____

ROLLAINERS LIMITED

Regd. Office : 13/6, Mathura Road, Faridabad-121 003 (Haryana)

ATTENDANCE SLIP

Shareholders attending the meeting in persons or by Proxy are requested to complete the attendance slip and hand
it over at the entrance of the meeting hall.

I hereby record my presence at the 38th ANNUAL GENERAL MEETING at the Registered Office of the Company on
30th day of December, 2009.

Full Name of the Shareholders _____

(In Block Letters)

Folio NO. / Client ID No. _____

Full name of Proxy _____

(in Block letters)

Signature of Members/Proxy
holder (to be signed at the time
of handing over this slip)

BOOK POST/U.P.C.
(Printed Matter)

If undelivered, please return to :

ROLLATAINERS LIMITED

13/6, Mathura Road,
Faridabad-121 003
(Haryana)

ablegraphics@gmail.com