



ROLLATAINERS LIMITED

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

Tel.: 01274-243326, 242220

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

CIN: L21014HR1968PLC004844

Ref.No.: RTL/BSE/NSE/2026-27

Date: 07th August 2026

To,

The Manager Lisitng Department BSE Limited Phiroze Jeejeebhoy, Towers Limited Dalal Street, Mumbai - 400001 Scrip Code: 502448	The Secretary National Stock Exchange Limited, Exchange Plaza Bandra Kurla Complex, Bandra (E) Mumbai - 400 051 Symbol: ROLLT
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Subject: Notice of the 01st Extra-Ordinary General Meeting for the Financial Year 2026-27, intimation of cut-off date and other matters.

Dear Sir/Ma'am,

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

1. Please find enclosed herewith a copy of the Notice convening the 01st Extra Ordinary General Meeting (EGM) of the Company scheduled to be held on **Monday, 31st August 2026**, at 10:30 a.m. at the Registered Office of the Company at Plot No. 73-73, Industrial Area, Phase-III, Dharuhera, District Rewari-123106, in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.
2. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide the Members, facility to exercise their right to vote at the EGM by electronic means and the business mentioned in the EGM Notice may be transacted through e-voting services provided by Central Depository Services (India) Limited.
3. The Company has fixed **Monday, 24th August 2026 as the 'cut-off date'** for ascertaining the names of the Members, holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically during **Friday, 28th August 2026 (09:00 A.M.) to Sunday, 30th August 2026 (5:00 P.M.)** in respect of business to be transacted at the aforesaid EGM.

We request to take the above information on your records.

Thanking You,
Yours faithfully,

For Rollatainers Limited

Aditi Jain
Digitally signed by Aditi Jain
Date: 2026.08.07 17:49:20 +05'30'

(Aditi Jain)
Company Secretary and Compliance Officer

Encl: As stated above



ROLLATAINERS
EMERGING EVERYDAY

ROLLATAINERS LIMITED

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NOTICE

NOTICE is hereby given that the **01st Extra-Ordinary General Meeting (EGM)** for the Financial Year 2026-27 of the Members of Rollatainers Limited ("the Company") will be held on **Monday, 31st day of August 2026 at 10:30 a.m. (IST)** at the Registered Office of the Company at Plot No. 73- 74, Industrial Area-Phase III, Dharuhera, Distt.- Rewari, Haryana-123106 to transact the following special business:

ITEM NO.1: TO CONSIDER THE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT, pursuant to Section 13, 61 and 64 and other applicable provisions, and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the consent and approval of Members of the Company be and is hereby accorded to increase the Authorised Share Capital of Company from Rs. 65,00,00,000/- (Rupees Sixty Five Crores only), comprising of Rs. 47,00,00,000/- (Rupees Forty Seven Crores Only) divided into 47,00,00,000 (Forty Seven Crore) Equity Shares of Rs.1/- (Rupee One) each and Rs. 18, 00,00,000/- (Rupees Eighteen Crores only) divided into 18,00,00,000 (Eighteen Crore) Preference Shares of Rs.1/- (Rupees One) each **to Rs. 79,00,00,000/- (Rupees Seventy Nine Crores) comprising of:**

- (a) Rs. 61,00,00,000/- (Rupees Sixty One Crores Only) divided into 61,00,00,000 (Sixty One Crore) Equity Shares of Rs.1/- (Rupee One) each and**
- (b) Rs. 18,00,00,000/- (Rupees Eighteen Crores only) divided into 18,00,00,000 (Eighteen Crore) Preference Shares of Rs.1/- (Rupees One) each.**

by creation of additional capital of Rs. 14,00,00,000 (Rupees Fourteen Crores Only) divided into 14,00,00,000 (Fourteen Crore) Equity Shares of Rs. 1/- (Rupees One only) each.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V:

"V. The Authorised Share Capital of the Company is Rs.79,00,00,000/- (Rupees Seventy Nine Crore only) divided into 61,00,00,000 (Sixty One Crore) Equity Shares of Rs.1/- (Rupee One) aggregating to Rs. 61,00,00,000/- (Rupees Sixty One Crores only) and 18,00,00,000 (Eighteen Crore) Preference Shares of Rs.1/- (Rupees One) each aggregating to Rs. 18,00,00,000/- (Rupees Eighteen Crore only).

RESOLVED FURTHER THAT, any of the Directors of the Company be and is hereby authorised to sign and execute all the necessary documents, as may be required and to do all such things and acts as may be necessary for giving effect to the said resolution and file this resolution with the concerned authorities on behalf of the Company."

ITEM 2: ISSUE OF UPTO 35, 87, 44,394 CONVERTIBLE EQUITY WARRANTS TO PROMOTER AND PROMOTER GROUP ENTITIES AND CERTAIN IDENTIFIED NON-PROMOTER PERSONS/ENTITIES ON PREFERENTIAL BASIS.

To consider and if thought Fit, to pass, with or without Modification, following Resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 23(1)(b), 42, 62 (1) (c) and other applicable provisions, if any, of the Companies Act 2013 read with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications) or the re- enactment thereof for the time being in force ("Act") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**the "ICDR Regulations"**) and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (**the "Takeover Regulations"**) and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended(**the "LODR Regulations"**), including the provisions of the Foreign Exchange Management Act, 1999 as amended and rules and regulations framed thereunder including Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, Government of India, Foreign Exchange Management Act, 1999, as amended (**the "FEMA Regulations"**) and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India ("SEBI"), and any other guidelines and clarifications issued by any other appropriate authorities, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited ("BSE") , NSE Limited ("NSE"), if any required, and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board") which term shall be deemed to include any exiting Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board's absolute discretion, the consent of the members of the Company, be and is hereby accorded to the Board to create, issue, offer and allot, from time to time in one or more tranches upto **35,87,44,394 (Thirty Five Crore Eighty Seven Lakhs Forty Four Thousand Three Hundred and Ninety Four)** Convertible Warrants ("Warrants"), each carrying a right to subscribe to one fully paid-up Equity Share of face value Rs.1/- each , to promoter and promoter group entities and non-promoter persons/ entities as mentioned below ("Warrant Holders"/ "Proposed Allottees") at a price of **Rs.2.23 (Rupees Two and Twenty Three paise only)** each (including premium of Rs. 1.23/- per share) aggregating up to **Rs. 80,00,00,000/- (Rupees Eighty Crore Only)** or such higher price as may be arrived at in accordance with Regulation 164(1) read with Regulation 166A of ICDR Regulations, for consideration payable through electronic means/ banking channels , on preferential allotment basis ("**Preferential Offer**") in such manner and on such other terms as the Board may, in its absolute discretion, think fit:

S. No.	Name of Proposed Allottee	Category(Promoter/Non-Promoter)	No. of warrants to be allotted
1	Amzen Financial Services Private Limited	Proposed Promoter Group	9,86,54,709
2	Adritah Autoparts Private Limited	Proposed Promoter Group	2,46,63,677
3	Excel Hosiery Private Limited	Proposed Promoter Group	2,46,63,677
4	MGR Investment Private Limited	Proposed Promoter Group	2,24,21,525
5	Nisha Gaushal	Non-Promoter	10,00,000
6	Vivek Kumar Bhat	Non-Promoter	10,00,000
7	Shivang Garg	Non-Promoter	10,00,000
8	Quintelux Essentials Private Limited	Non-Promoter	1,00,00,000
9	Chetan Singla	Non-Promoter	1,75,00,000
10	Nital Nishith Shah	Non-Promoter	10,00,000

11	Dhiraj Mehta	Non-Promoter	5,00,000
12	Kamal Khera	Non-Promoter	5,00,000
13	Suvi Rubber Private Limited	Non-Promoter	25,00,000
14	Golden Axis Infrastructure Private Limited	Non-Promoter	1,79,37,220
15	Sindeolia Mudratech Private Limited	Non-Promoter	1,79,37,220
16	Birbal Advisory Private Limited	Non-Promoter	7,26,23,318
17	Mahakram Developers Private Limited	Non-Promoter	4,48,43,048
	TOTAL		35,87,44,394

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

RESOLVED FURTHER THAT in accordance with the provisions of Regulation 161 of Chapter V of ICDR Regulations, the **Relevant Date** for the purpose of calculating the floor price for the issue of Warrants is **Friday, 31st July 2026**. The date falling 30 (thirty) days prior to the date of this Extra-ordinary General Meeting i.e., Saturday, 1st August 2026, being a Saturday, the immediately preceding day, Friday, 31st July 2026, has been reckoned as the Relevant Date in accordance with the Explanation to Regulation 161 of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT certificate from M/s. S. Khurana & Associates (Membership No.: FCS 10098: COP No.: 13212), Practicing Company Secretaries, under Regulation 163(2) of the SEBI (ICDR) Regulations is taken on record.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottees within a period of Fifteen (15) days from the date of passing of this special resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of Warrants and the equity shares to be allotted pursuant to the exercise of the Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- I) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- II) A Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
- III) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- IV) The respective Warrant holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- V) In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- VI) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject

to a lock-in for such period as specified under Chapter V of ICDR Regulations.

- VII)** The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant holders thereof any rights with respect to that of an Equity shareholder of the Company.
- VIII)** Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of equity shares and perform all such actions as are required including to credit the same to the designated demat account of the Warrant Holder, within 15 days from the date of exercise by the Warrant Holder in terms of regulation 162(2) of the SEBI ICDR Regulations;
- IX)** The Equity Shares allotted upon conversion of the Warrants will be listed on the BSE Limited and NSE Limited, where the existing Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.
- X)** The Warrants and equity shares allotted pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

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

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Equity Shares or Warrants in Form No. PAS-5 together with an application form be issued to the Proposed Allottee inviting it to subscribe to the Equity Shares or Warrants, as the case may be.

RESOLVED FURTHER THAT the amount received by the Company for application of the Warrants pursuant to the Preferential Issue shall be kept by the Company in a separate bank account and shall be utilized by the Company only after filing of Form PAS-3 with the Registrar of Companies ("ROC") in accordance with Section 42 of the Companies Act and rules made thereunder and such consideration shall be deemed to be considered as Warrant application money and the same may be applied towards allotment of equity shares stated above;

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to BSE Limited and NSE Limited for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Delhi ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL"), Securities and Exchange Board of India ("SEBI") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and

allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects.”

ITEM NO.03: APPOINTMENT AND REGULARISATION OF ADDITIONAL DIRECTOR MR. SUNIL KUMAR SHARMA (DIN: 05305281) AS AN EXECUTIVE DIRECTOR AS WELL AS MANAGING DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and such other approvals as may be required and pursuant to recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded to appoint and regularize **Mr. Sunil Kumar Sharma (DIN: 05305281)** as an Executive Director as well as Managing Director, being Key Managerial Personnel of the Company, for a period of 5 (five) years with effect from **05th August 2026 to 04th August 2031**, the period of his office shall be liable to retire by rotation and at such remuneration as may be determined by the Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in the financial year, the Company will pay remuneration by way of Salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

ITEM NO.4: TO APPOINT MR. VIPUL GUPTA (DIN: 09064133) AS NON-EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with schedule IV and read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirement), 2015 (hereinafter known as “Listing Regulations), **Mr. Vipul Gupta (DIN:09064133)** who was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors w.e.f. **August 05, 2026**, in terms of Section 161 of the Companies Act, 2013 and in respect of whom a notice in writing received under Section 160 of the Act, the approval of members be and is hereby accorded for the appointment of **Mr. Vipul Gupta (DIN:09064133)**, as Non-Executive Independent Director of the Company to hold office for the second term of 5 (five) consecutive years with effect from **August 05, 2026 to August 04, 2031** and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Directors and/or Company Secretary of the Company be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter

etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

ITEM NO. 5: APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013 FOR MAKING INVESTMENTS, GIVING LOANS, PROVIDING GUARANTEES AND/OR SECURITIES IN EXCESS OF THE LIMITS PRESCRIBED UNDER THE ACT.

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to:

- make investments by way of subscription, purchase or otherwise in the securities of any body corporate;
- give any loan to any person or other body corporate;
- give any guarantee; and/or
- provide any security in connection with any loan,

from time to time, notwithstanding that the aggregate of such loans, guarantees, securities and investments together with those already made by the Company may exceed the limits prescribed under Section 186(2) of the Companies Act, 2013, provided that the total outstanding amount of such loans, guarantees, securities and investments shall not exceed **₹ 1,000 crores (Rupees One Thousand Crores only)** at any point of time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms and conditions of the aforesaid loans, guarantees, securities and investments, identify the person(s) or body corporate(s) in whose favour the same may be made, and to finalise, execute and deliver all agreements, deeds, documents, writings and other instruments as may be necessary or expedient in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, settle any questions, difficulties or doubts that may arise, and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Date: 05.08.2026

Place: New Delhi

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

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

NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the special business with respect to **Item No. 1, Item No. 2 , Item No. 3, Item No. 4 and Item No. 5** forms the part of this Notice.
2. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS2) of ICSI in respect of the Directors seeking appointment/re-appointment at the EGM, forms integral part of the Notice of the EGM. The details of the Directors seeking re-appointment at the Extra Ordinary General Meeting are provided as **Annexure-I** of this Notice. The Company has received the necessary consents/declarations for the Appointment/re-appointment under the Companies Act, 2013 and the rules thereunder
3. The Route Map to the EGM Venue is annexed as a part of this Notice.
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
5. The instrument appointing the proxy, in order to be effective, must be deposited, duly completed and signed, at the registered office of the company not less than (48) Forty-Eight Hours before the commencement of the EGM. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
6. Pursuant to Section 112 & 113 of the Act, Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the board resolution/power of attorney authorizing their representative(s). Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization, etc., authorizing its representative to attend the EGM and vote on their behalf at the meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 days of notice in writing is given to the Company.
8. In order to enable us to register your attendance at the venue of the Extra Ordinary General Meeting, we hereby request members/ proxies/ authorized representative that they should bring the duly filled attendance slip enclosed herewith, to attend the meeting and to quote their Folios/Client ID & DP Nos. in all correspondence.
9. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. Admission to the Extra Ordinary General Meeting venue will be allowed only after verification of the signature in the Attendance Slip. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of their names as mentioned in the register of members will be entitled to vote.
11. The revised SS-1 and SS-2 shall be applicable to all the companies (except the exempted class of companies) w.e.f. 1st October, 2017 and accordingly all Board Meetings (including meetings of committees of Board) and General Meetings in respect of which Notices are issued on or after 1st October, 2017 need to comply with the revised SS-1 and SS-2.
12. The notice is being sent to all members, whose names appear on the Register of Members / List of

Beneficial Owners as on **Friday, July 31, 2026.**

13. The Notice of the Extra Ordinary General Meeting is also uploaded on the website of the Company at <https://www.rollatainers.in/investors.php> . The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com and NSE Limited at www.nseindia.com.

14. Dispatch of EGM Notice through Electronic Mode:

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

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

15. To support 'Green Initiative' for receiving all communication (including EGM Notice) from the Company electronically:
- Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at beetal@beetalfinancial.com.
 - Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.
16. In case you are holding Company's Shares in physical form, please inform Company's RTA viz, M/s. Beetal Financial & Computer Services Private Limited at Beetal House, 3rd Floor, 99, Madangir, Behind, LSC, New Delhi-110062 by enclosing-a photocopy of blank cancelled cheque of your bank account.
17. Pursuant to Section 72 of Companies Act, 2013, facility for making nominations is available to the members holding shares in physical form in respect of the shares held by them. Nomination forms in the prescribed Form SH-13 can be obtained from the Company's Registrars and Transfer Agents by Members. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
- 18. SEBI VIDE ITS CIRCULAR, WITH A VIEW TO PROTECT THE INTEREST OF THE SHAREHOLDERS, HAS MANDATED TO ALL THE MEMBERS WHO HOLD SECURITIES OF THE COMPANY IN PHYSICAL FORM, TO FURNISH TO THE COMPANY / ITS REGISTRAR AND TRANSFER AGENT, THE DETAILS OF THEIR VALID PERMANENT ACCOUNT NUMBER (PAN) AND BANK ACCOUNT. TO SUPPORT THE SEBI'S INITIATIVE, THE MEMBERS ARE REQUESTED TO FURNISH THE DETAILS OF PAN AND BANK ACCOUNT TO THE COMPANY OR RTA. MEMBERS ARE REQUESTED TO SEND COPY OF PAN CARD OF ALL THE HOLDERS; AND ORIGINAL CANCELLED CHEQUE LEAF WITH NAMES OF SHAREHOLDERS OR BANK PASSBOOK SHOWING NAMES OF MEMBERS, DULY ATTESTED BY AN AUTHORISED BANK OFFICIAL.**
- 19. TO BE NOTIFIED BY SEBI, SECURITIES OF LISTED COMPANIES WOULD BE TRANSFERRED IN DEMATERIALISED FORM ONLY, FROM A CUT-OFF DATE. IN VIEW OF THE SAME MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONSIDER CONVERTING THEIR HOLDINGS TO DEMATERIALIZED FORM TO ELIMINATE ALL RISKS ASSOCIATED WITH PHYSICAL SHARES AND FOR EASE OF PORTFOLIO MANAGEMENT. MEMBERS CAN CONTACT THE COMPANY'S RTA FOR ASSISTANCE IN THIS REGARD.**
20. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be open for inspection at the Registered Office of the Company during business

hours except on holidays, up to and including the date of the Extra Ordinary General Meeting.

21. All documents referred to in the Notice and explanatory statement will be available electronically for inspection without any fee by the members during the EGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to cs.rollatainers@gmail.com.
22. The Company has fixed **Monday, 24th August, 2026** as the “Cut-Off Date” for remote e-voting. The remote e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the paid up value of shares registered in their name as at close of business hours on the Cut-Off date. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
23. The Company has appointed **M/s AASK & Associates LLP (LLPIN: AAD-2934)** to act as the Scrutinizer for conducting the e-voting process/ballot process in a fair and transparent manner.
24. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting and shall within 2 working days of conclusion of the EGM shall submit a consolidated Scrutinizer's report of the total votes cast in favour of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
25. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at www.rollatainers.in and the website of CDSL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favour of the resolutions.
26. The voting result will be announced by the Chairman or any other person authorized by him within two working days of the EGM.
27. In case of any queries, members may write to cs.rollatainers@gmail.com to receive an email response
28. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is Beetal Financial & Computer Services (P) Limited (herein after referred to as “RTA”). All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:

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

29. As directed by SEBI, members are requested to-
 - (i) Intimate to the DP, changes if any, in their registered addresses and/or changes in their bank account details, if the shares are held in dematerialized form.
 - (ii) Intimate to the Company's RTA, changes if any, in their registered addresses, in their bank account details, if the shares are held in physical form (share certificates).
 - (iii) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
 - (iv) Dematerialize the Physical Shares to Electronic Form (Demat) to eliminate all risks associated with Physical Shares. Our Registrar and Transfer Agents viz **Beetal Financial & Computer Services (P) Limited (Email: beetal@beetalfinancial.com)** may be contacted for assistance, if any, in this regard.
Further, as per amendment to Regulation 40 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, requests for effecting transfer, transmission or transposition of securities of securities shall not be processed unless the securities are held in the dematerialized form. Members are advised to Dematerialize the shares held by them in physical form.
30. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies

(Management and Administration) Rules, 2014, the e-voting period commences from **Friday, 28th August 2026 (09:00 A.M. IST) to Sunday, 30th August 2026 (5:00 P.M. IST)**. During this period, members holding shares either in physical or dematerialized form, as on the cut-off date, i.e. August 24, 2026 may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution for which the vote has already been cast. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.

31. Voting through electronic means (e-voting):

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

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

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

(i) The voting period begins on **Friday, 28th August 2026 (09:00 A.M. IST) to Sunday, 30th August 2026 (5:00 P.M. IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Monday, 24th August 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(v) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

demat mode) login through their Depository Participants	authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant **“Rollatainers Limited”** on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs.rollatainers@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

EXPLANATORY STATEMENT

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

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the mentioned under Item No. 1, Item No. 2 , Item No. 3 , Item No. 4 and Item No. 5 of the accompanying Notice:

ITEM NO.1: TO CONSIDER THE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY.

The Current Authorized Capital of the Company is Rs. 65,00,00,000/- (Rupees Sixty Five Crores only), comprising of 47,00,00,000 (Forty Seven Crore) Equity Shares of Rs. 1/-(Rupee One) Each and 18,00,00,000 (Eighteen Crore) Preference Shares of Rs. 1/-each.

The Company proposes to issue 35,87,44,394 Convertible Equity Warrants ("Warrants") of face value of Rs.1/- each at a price of ₹ 2.23/- (including premium of Rs. 1.23/- per share) aggregating up to ₹ 80,00,00,000/- subject to approval of the Members. Post the Conversion of Warrants, the Company will exhaust majority of its Authorized Share Capital of the Company.

Hence, in order to meet the future fund requirements, the Board of Directors in its Meeting held on 05th August 2026 proposed to the Members of the Company for its approval, increase in Authorized Share Capital of the Company from Rs. 65,00,00,000/- (Rupees Sixty Five Crores only), comprising of 47,00,00,000 (Forty Seven Crore) Equity Shares of Rs. 1/-(Rupee One) Each and 18,00,00,000 (Eighteen Crore) Preference Shares of Rs. 1/-each to **Rs. 79,00,00,000/-(Rupees Seventy Nine Crores Only) comprising of 61,00,00,000 (Sixty One Crore) Equity Shares of Rs. 1/-(Rupee One) Each and 18,00,00,000 (Eighteen Crore) Preference Shares of Rs. 1/-each by creation of additional capital of Rs. 14,00,00,000 (Rupees Fourteen Crores Only) divided into 14,00,00,000 (Fourteen Crore) Equity Shares of Rs. 1 (Rupees One only) each.**

Consequently, the increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 1 of this Notice for the approval of the Members by way of passing an **Ordinary Resolution**.

ITEM NO. 2: ISSUE OF UPTO 35,87,44,394 CONVERTIBLE EQUITY WARRANTS TO PROMOTER AND PROMOTER GROUP ENTITIES AND CERTAIN IDENTIFIED NON-PROMOTER PERSONS/ENTITIES ON PREFERENTIAL BASIS.

In accordance with section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the "Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the SEBI ICDR Regulations and the Listing Regulations, as amended from time to time, subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority approval of shareholders of the Company by way of special resolution is required to issue Convertible Warrants into Equity Shares by way of private placement on a preferential basis to the proposed allottees.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Convertible Warrants into Equity Shares are as under:

I. Particulars of the Preferential Issue including date of passing of Board resolution and maximum number of specified securities to be issued:

The Board of Directors at its meeting held on 05th August 2026 and corrigendum issued on 06th August 2026 had subject to the approval of the Members and such other approvals as may be required, approved the issuance of Convertible Equity Warrants upto 35,87,44,394 (Thirty Five Crore Eighty Seven Lakhs Forty Four Thousand Three Hundred and Ninety Four) Convertible Warrants ("Warrants"), each carrying a right to subscribe to one fully paid-up Equity Share of face value Rs.1/- each, to promoter and promoter group entities and non-promoter persons/entities as mentioned below ("**Warrant Holders**"/ "**Proposed Allottees**") at a price of Rs. 2.23/- (Rupees Two Rupees and Twenty Three Paise only) each (including premium of Rs. 1.23/- per share) aggregating up to Rs. 80,00,00,000/- (Rupees Eighty Crores Only), on a preferential basis ("**Preferential Issue**"), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws as mentioned in the Resolution no. 02.

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

The Board of Directors at its meeting held on 05th August 2026 and corrigendum issued on 06th August 2026 had subject to the approval of the Members and such other approvals as may be required, approved the issuance of Convertible Equity Warrants upto 35,87,44,394 (Thirty Five Crore Eighty Seven Lakhs Forty Four Thousand Three Hundred and Ninety Four) **Convertible Warrants ("Warrants")**, each carrying a right to subscribe to one fully paid-up Equity Share of face value Rs.1/- each, to promoter and promoter group entities and non-promoter persons/entities as mentioned below ("**Warrant Holders**"/ "**Proposed Allottees**") at a price of Rs. 2.23/- (Rupees Two Rupees and Twenty Three Paise only) each (including premium of Rs. 1.23/- per share) aggregating up to Rs. 80,00,00,000/- (Rupees Eighty Crores Only), on a preferential basis.

III. Objects of the Issue:

The Company intends to utilize the proceeds of the Preferential Issue ("Issue Proceeds") towards the following objects ("Objects"). A tentative timeline for utilization of the Issue Proceeds is given below:

S.No	Object	Total Estimated amount to be utilised for the object	Tentative timelines for utilization of Issue Proceeds
1.	To make Acquisition/ Investments in identified domestic Companies	Rs. 80 Crores	2 years from the date of receipt of consideration

In terms of NSE notice no. NSE/CML/2022/56 and BSE notice no. 20221213-47, dated December 13, 2022, the amount specified for the above-mentioned Object of issue size may deviate +/- 10% depending upon future circumstances, as the Objects are based on the management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

IV. Maximum number of securities to be issued and price at which securities being offered:

The Company proposes to offer, issue and allot, in one or more tranches, upto 35,87,44,394 (Thirty Five Crore Eighty Seven Lakhs Forty Four Thousand Three Hundred and Ninety Four) Convertible Equity Warrants

("Warrants"), at a price of Rs. 2.23/- (Rupees Two and Twenty Three Paise Only) per warrant, aggregating upto Rs. 80,00,00,000/- (Rupees Eighty Crores Only) ("Total Issue Size") by way of a Preferential Issue.

The issue price is fixed at Rs.2.23/- (Rupees Two and Twenty Three Paise Only) per Warrant, which is not less than the minimum price (floor price) of ₹2.23/- per Equity Share determined in accordance with Chapter V of the SEBI ICDR Regulations.

V.Relevant date:

The Relevant Date for the purpose of determination of the price per Equity Share pursuant to the preferential allotment is **Friday, 31st July 2026**. The date falling 30 days prior to the proposed Extra-ordinary General Meeting, i.e., Saturday, 1st August 2026, being a Saturday, the immediately preceding day, Friday, 31st July 2026, has been reckoned as the Relevant Date in accordance with the Explanation to Regulation 161 of the SEBI (ICDR) Regulations.

VI.Pricing of Preferential Issue:

The Board has fixed the price of Rs. 2.23/- (Rupees Two and Twenty Three Paise Only) per warrant as the issue price. The pricing certificate under Regulation 164(1) of ICDR Regulations is issued by Mr. Hari Shankar Pathak, Practicing Chartered Accountant (Membership No. :527682) having his office at C-3390, First Floor, Greenfield Colony, Faridabad- 121010 and the valuation report is issued by IBBI Registered Valuer Mr. Bhavin R. Patel, Registered Valuer (IBBI Regn No.: IBBI/RV/05/2019/11668) having his office at 315, Phoenix Complex, Nr. Suraj Plaza, Sayajigunj, Vadodara-390020. Both the documents are available on website of the company at <https://www.rollatainers.in/Stock%20Exchange%20Intimations.php>.

The said certificates shall also be available for inspection at the registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and all also be available during the Extra Ordinary General Meeting.

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

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of Rs. 2.23 /- (Rupees Two Rupee and Twenty Three Paise only) of the Convertible Equity Warrants to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 04th August 2026 issued by Mr. Bhavin R. Patel, Registered Valuer (IBBI Regn No.: IBBI/RV/05/2019/11668) having his office at 315, Phoenix Complex, Nr. Suraj Plaza, Sayajigunj, Vadodara-390020, in accordance with Regulation 164(1) & Regulation 166A of the ICDR Regulations ("Valuation Report").

The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://www.rollatainers.in/Stock%20Exchange%20Intimations.php>.

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

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

- a) The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange (NSE) preceding the relevant date is Rs 2.23/- ; and
- b) The 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange (NSE) preceding the relevant date is Rs. 2.17/-.

Pursuant to the above, the minimum issue price determined in accordance with regulations 164(1) read with regulation 161 of Chapter V of SEBI ICDR Regulations is Rs. 2.23/- (Rupees Two and Twenty Three Paise only).

The Articles of Association of the Company does not contain any article which provides for determination of price in case of preferential allotment.

The Company has obtained Valuation report 04th August 2026 issued by Mr. Bhavin R. Patel, Registered Valuer (IBBI Regn No.: IBBI/RV/05/2019/11668) having his office at 315, Phoenix Complex, Nr. Suraj Plaza, Sayajigunj, Vadodara-390020, in accordance with Regulation 166A of the ICDR Regulations (**“Valuation Report”**). The price determined through the valuation report is Rs. 2.23/- per Warrant. The said report is available on the website of the Company at <https://www.rollatainers.in/Stock%20Exchange%20Intimations.php>.

In view of the above, the Board of the Company has fixed the Warrant Issue Price (i.e. the price including the Warrant Subscription Price and the Warrant Exercise Price) of **Rs. 2.23/- (Rupees Two and Paise Twenty Three only)** as determined in compliance with the requirements of SEBI ICDR Regulations.

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

None of the current promoters, directors or key management personnel of the Company intent to subscribe to the offer.

However, the following entities will be classified under Promoter Group pursuant to the subscription under proposed issue as under:

S.no	Name of Proposed Allottee	Promoter/Director/KMP	Maximum Number of warrants proposed to be Allotted
1.	Amzen Financial Services Private Limited	Proposed Promoter Group	9,86,54,709
2.	Adritah Autoparts Private Limited	Proposed Promoter Group	2,46,63,677
3.	Excel Hosiery Private Limited	Proposed Promoter Group	2,46,63,677
4.	MGR Investment Private Limited	Proposed Promoter Group	2,24,21,525

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

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

S. No.	Name of Proposed Allottee	Category(Promoter/Non-Promoter)
1	Amzen Financial Services Private Limited	Proposed Promoter Group
2	Adritah Autoparts Private Limited	Proposed Promoter Group
3	Excel Hosiery Private Limited	Proposed Promoter Group
4	MGR Investment Private Limited	Proposed Promoter Group
5	Nisha Gaushal	Non-Promoter
6	Vivek Kumar Bhat	Non-Promoter
7	Shivang Garg	Non-Promoter
8	Quintelux Essentials Private Limited	Non-Promoter
9	Chetan Singla	Non-Promoter
10	Nital Nishith Shah	Non-Promoter
11	Dhiraj Mehta	Non-Promoter

12	Kamal Khera	Non-Promoter
13	Suvi Rubber Private Limited	Non-Promoter
14	Golden Axis Infrastructure Private Limited	Non-Promoter
15	Sindeolia Mudratech Private Limited	Non-Promoter
16	Birbal Advisory Private Limited	Non-Promoter
17	Mahakram Developers Private Limited	Non-Promoter

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

The Company has not made any preferential allotment during the current financial year 2026-27.

XI. Material term of raising equity shares:

No material terms other than stated above.

XII. Principle terms of assets charged as securities:

Not applicable.

XIII. Timeframe within which the allotment shall be completed

As required under the ICDR Regulations, the preferential issue/allotment of Warrants shall be completed within a period of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), whichever is later.

XIV. Equity Shareholding Pattern before and after the Preferential Issue:

Sr. No.	Category	Pre- Issue#		Post-Issue*	
		No. of equity shares held	% of equity holding	No. of equity shares held	% of equity holding
A.	PROMOTER AND PROMOTER GROUP HOLDING				
A1	Indian				
	Individual	-	-	-	-
	Bodies Corporate	12,74,60,400	50.96	29,78,63,988	48.92
	Any Other	-	-	-	-
	Sub-total	12,74,60,400	50.96	29,78,63,988	48.92
A2	Foreign Promoters	-	-	-	-
	Sub-total (A)	12,74,60,400	50.96	29,78,63,988	48.92
B.	PUBLIC HOLDING				
B1)	Institutions (Domestic)				
	Banks	700	0	700	0.00
	NBFC's registered with RBI	11,66,128	0.47	11,66,128	0.19
	Other Institutions Domestic-Trust	21,500	0.01	21,500	0.00
B2)	Institutions (Foreign)				

	Foreign Portfolio Investors Category I	-	-	-	-
	Foreign Portfolio Investors Category II	-	-	-	-
B3)	Central Government/State Government(s)/ President of India	-	-	-	-
B4)	Non-Institution				
	Indian public	9,66,88,002	38.66	11,91,88,002	19.58
	Non Resident Indians (NRIs)	10,12,315	0.41	10,12,315	0.17
	Bodies Corporate	1,95,23,723	7.81	18,53,64,529	30.44
	Any Other (specify)				
	-HUF	33,94,722	1.36	33,94,722	0.56
	-Clearing Member/ House	5,98,303	0.24	5,98,303	0.10
	-LLP	1,94,207	0.08	1,94,207	0.03
	-Trusts	70,000	0.03	70,000	0.01
	Sub-total (B)	12,26,69,600	49.04	31,10,10,406	51.08
	GRAND TOTAL (A) + (B)	25,01,30,000	100	60,88,74,394	100.00

The pre-issue Share Holding Pattern is as per the shareholding pattern as on June 30, 2026.

* The post issue paid-up capital is arrived after considering all the preferential allotment and conversion of entire number of Warrants, proposed to be made under this notice and on fully diluted basis and the pre-issue shareholding pattern continue to be the shareholders of the Company.

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

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

S. No.	Proposed Allottees	Category	Pre Issue Shareholding*		No. of warrants to be allotted (fresh Allotment)	Post-Issue Shareholding [#]	
			No. of Shares	%		No. of Shares	%
1	Amzen Financial Services Private Limited	Proposed Promoter Group	-	-	9,86,54,709	9,86,54,709	16.20%
2	Adritah Autoparts Private Limited	Proposed Promoter Group	-	-	2,46,63,677	2,46,63,677	4.05%
3	Excel Hosiery Private Limited	Proposed Promoter Group	-	-	2,46,63,677	2,46,63,677	4.05%

4	MGR Investment Private Limited	Proposed Promoter Group	-	-	2,24,21,525	2,24,21,525	3.68%
5	Nisha Gaushal	Non-Promoter	-	-	10,00,000	10,00,000	0.16%
6	Vivek Kumar Bhat	Non-Promoter	-	-	10,00,000	10,00,000	0.16%
7	Shivang Garg	Non-Promoter	-	-	10,00,000	10,00,000	0.16%
8	Quintelux Essentials Private Limited	Non-Promoter	-	-	1,00,00,000	1,00,00,000	1.64%
9	Chetan Singla	Non-Promoter	-	-	1,75,00,000	1,75,00,000	2.87%
10	Nital Nishith Shah	Non-Promoter	-	-	10,00,000	10,00,000	0.16%
11	Dhiraj Mehta	Non-Promoter	-	-	5,00,000	5,00,000	0.08%
12	Kamal Khera	Non-Promoter	-	-	5,00,000	5,00,000	0.08%
13	Suvi Rubber Private Limited	Non-Promoter	-	-	25,00,000	25,00,000	0.41%
14	Golden Axis Infrastructure Private Limited	Non-Promoter	-	-	1,79,37,220	1,79,37,220	2.95%
15	Sindeolia Mudratech Private Limited	Non-Promoter	-	-	1,79,37,220	1,79,37,220	2.95%
16	Birbal Advisory Private Limited	Non-Promoter	-	-	7,26,23,318	7,26,23,318	11.93%
17	Mahakram Developers Private Limited	Non-Promoter	-	-	4,48,43,048	4,48,43,048	7.36%
	TOTAL		-	-	35,87,44,394	35,87,44,394	58.89%

**Pre issue holding of proposed warrant holders/allottees is taken as on June 30, 2026.*

The post-issue shareholding is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis.

S.No.	Details of Proposed Allottee	Name of Ultimate Beneficial Owner of the Proposed Allottee	Change in control, if any
1	Amzen Financial Services Private Limited	Mr. Anubhav Dham	No
2	Adritah Autoparts Private Limited	a) Mrs. Yashna Dham b) Ms. Ayaana Dham c) Ms. Aliana Dham d) Ms. Anamika Dham e) Mrs. Aashica Khanna	No
3	Excel Hosiery Private Limited	(a) Mrs. Anita Dham (b) Mrs. Anjali Malhotra (c) Mrs. Yashna Dham (d) Ms. Ayaana Dham	No

		(e) Ms. Aliana Dham	
4	MGR Investment Private Limited	(a) Mrs. Anita Dham (b) Mrs. Anjali Malhotra (c) Mrs. Yashna Dham (d) Ms. Ayaana Dham (e) Ms. Aliana Dham	No
5	Nisha Gaushal	Not Applicable	No
6	Vivek Kumar Bhat	Not Applicable	No
7	Shivang Garg	Not Applicable	No
8	Quintelux Essentials Private Limited	(a) Namrata Vinod Hodge (b) Anil Mittal Kalmadi	No
9	Chetan Singla	Not Applicable	No
10	Nital Nishith Shah	Not Applicable	No
11	Dhiraj Mehta	Not Applicable	No
12	Kamal Khera	Not Applicable	No
13	Suvi Rubber Private Limited	(a) Durga Vagh (b) Satyan Kesarkar	No
14	Golden Axis Infrastructure Private Limited	Mr. Shashikant Sharma	No
15	Sindeolia Mudratech Private Limited	Mr. Rakesh Rawat	No
16	Birbal Advisory Private Limited	Mr. Saurabh Khanijo	No
17	Mahakram Developers Private Limited	Mr. Saurabh Khanijo	No

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

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

XVII. Current and proposed status of the Proposed Allottees post the preferential issue viz. Promoter Group / Non-Promoter:

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

S. No.	Details of Proposed Allottee	Current status	Proposed status
1.	Amzen Financial Services Private Limited	Non-Promoter	Proposed Promoter Group
2.	Adritah Autoparts Private Limited	Non-Promoter	Proposed Promoter Group

3.	Excel Hosiery Private Limited	Non-Promoter	Proposed Promoter Group
4.	MGR Investment Private Limited	Non-Promoter	Proposed Promoter Group
5.	Nisha Gaushal	Non-Promoter	Non-Promoter
6.	Vivek Kumar Bhat	Non-Promoter	Non-Promoter
7.	Shivang Garg	Non-Promoter	Non-Promoter
8.	Quintelux Essentials Private Limited	Non-Promoter	Non-Promoter
9.	Chetan Singla	Non-Promoter	Non-Promoter
10.	Nital Nishith Shah	Non-Promoter	Non-Promoter
11.	Dhiraj Mehta	Non-Promoter	Non-Promoter
12.	Kamal Khera	Non-Promoter	Non-Promoter
13.	Suvi Rubber Private Limited	Non-Promoter	Non-Promoter
14.	Golden Axis Infrastructure Private Limited	Non-Promoter	Non-Promoter
15.	Sindeolia Mudratech Private Limited	Non-Promoter	Non-Promoter
16.	Birbal Advisory Private Limited	Non-Promoter	Non-Promoter
17.	Mahakram Developers Private Limited	Non-Promoter	Non-Promoter

XVIII. Undertaking as to re-computation of price and lock-in of specified securities:

The Company hereby undertakes that:

- (a) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing recomputation of the price of shares shall not be applicable;
- (b) The Company shall re-compute the price of the specified securities to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;

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

Not Applicable. Since the allotment of Warrants pursuant to preferential issue is made for consideration payable in cash.

XX. Lock-in period:

The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of allotment on such securities, in terms of Regulation 167(6) of the SEBI ICDR Regulations.

XXI. Amount which the company intends to raise by way of such securities :

Aggregating up to Rs. 80,00,00,000/- (Rupees Eighty Crores Only).

XXII. Listing:

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

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

XXIII. SEBI Takeover code:

In compliance of SEBI (Substantial Acquisition of Share and Takeover) Regulations, 2011, (“the Takeover Regulations”) after the allotment of above shares, Amzen Financial Services Private Limited, , Birbal Advisory Private Limited and Mahakram Developers Private Limited will hold 16.20%, 11.93%, 11.93% and 7.36% stake in the Company respectively and disclosure in respect of the above will be provided to the BSE Limited and NSE Limited with in time period as prescribed under the Takeover Regulations.

XXIV. Practicing Company Secretary Certificate

A certificate from M/s. S. Khurana & Associates (Membership No.: FCS 10098; COP No.: 13212), Practicing Company Secretaries, certifying that certifying that the preferential issue is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company’s website at the link: <https://www.rollatainers.in/Stock%20Exchange%20Intimations.php> and shall also be placed before the Members at the Meeting in terms of Regulation 163(2) of the SEBI ICDR Regulations.

XXV. Other disclosures/undertaking:

- i. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations
- ii. The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations is not applicable.
- iii. None of its directors or promoters are fugitive economic offenders or fraudulent borrowers as defined under the ICDR Regulations.
- iv. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- v. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- vi. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders’ approval by way of special resolution;
- vii. The Company is in compliance with the conditions for continuous listing;
- viii. The Proposed Allottees and the promoter and promoter group has not sold any equity shares during 90 trading days preceding the Relevant Date.
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- x. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.
- xi. All the equity shares to be allotted pursuant to the exercise of the Warrants held by the Proposed Allottees in the Company will be in dematerialized form;
- xii. As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 02 as **Special Resolution** for your approval.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 02 of the accompanying Notice, except to the extent of their shareholding, if any in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

ITEM NO.03: APPOINTMENT AND REGULARISATION APPOINTMENT OF MR. SUNIL KUMAR SHARMA (DIN: 05305281) AS EXECUTIVE DIRECTOR AS WELL AS MANAGING DIRECTOR OF THE COMPANY

The Board of Directors on the recommendation of the Nomination & Remuneration Committee at its meeting held on 05th August 2026, has approved the appointment and regularization of **Mr. Sunil Kumar Sharma (DIN: 05305281)** as an Additional Director designated as Managing Director (Executive Director) and KMP of the Company for a period of five years, with effect from 05th August 2026 to 04th August 2031, subject to approval of shareholders at the forthcoming General Meeting.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment and regularization of Mr. Sunil Kumar Sharma requires approval of the Members by way of Special Resolution.

The Company has received from Mr. Sunil Kumar Sharma (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a Director to strengthen the management of the Company.

In compliance with Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, other details of Mr. Sunil Kumar Sharma whose appointment is proposed at Item No. 3 is provided in the “**Annexure-I**” to the Notice.

Except Mr. Sunil Kumar Sharma and his relatives, none of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution.

Accordingly, the Board of Directors recommends the proposed resolution at Item No.3 for your approval as **Special Resolution**.

ITEM NO. 04: TO APPOINT MR. VIPUL GUPTA (DIN: 09064133) AS NON-EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

Based on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Vipul Gupta (DIN: 09064133) was appointed as an Additional Director in the category of Independent Director by the Board on August 05, 2026, appointment with effect from August 05, 2026, for the second term of five (5) years with effect from August 05, 2026 to August 04, 2031, subject to approval of members of the Company.

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

The Company has received, inter alia, (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, from Mr. Vipul Gupta to the effect that he is not disqualified in accordance with Section 164(2) of the Act; (iii) declaration that he meets the criteria of independence as provided in Section 149 of the Act and in the Listing Regulations; (iv) declaration that he is not debarred or restrained from acting as a Director by any SEBI order or any other such authority; and (v) a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Vipul Gupta as an Independent Director of the Company.

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

In compliance with Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, other details of Mr. Vipul Gupta whose appointment is proposed at Item No. 4 is provided in the “**Annexure-I**” to the Notice.

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

The Board recommends the **Special Resolution** set out at Item No. 4 of the Notice for approval by the Members.

ITEM NO.05: APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013 FOR MAKING INVESTMENTS, GIVING LOANS, PROVIDING GUARANTEES AND/OR SECURITIES IN EXCESS OF THE LIMITS PRESCRIBED UNDER THE ACT.

The Company, in the ordinary course of its business, may be required to make investments, provide loans, guarantees and/or securities to its subsidiaries, associate companies, joint ventures and other bodies corporate to support their business operations, strategic investments and funding requirements.

Pursuant to Section 186 of the Companies Act, 2013, a company cannot make loans, provide guarantees or securities, or acquire securities of any body corporate exceeding the prescribed limits unless such transactions are previously authorised by way of a Special Resolution passed by the Members. Further, the special resolution must specify the maximum aggregate amount up to which the Board is authorised to undertake such transactions.

Considering the Company's present and future business requirements, the Board considers it desirable to obtain the approval of the Members to authorise the Board to make loans, investments, guarantees and/or provide securities up to an aggregate limit of **₹ 1000 Crores (Rupees One Thousand Crores Only)**, as set out in the proposed resolution.

The proposed authorisation will enable the Company to promptly undertake strategic investments and extend financial support to entities, wherever considered commercially expedient, without seeking separate shareholder approval on each occasion.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the **Special Resolution** set out at Item No. 5 of the Notice for approval by the Members.

Date: 05.08.2026

Place: New Delhi

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

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

REQUISITE INFORMATION IN RESPECT OF DIRECTOR SEEKING APPOINTMENT OR RE-APPOINTMENT IN THE FORTHCOMING EXTRA ORDINARY GENERAL MEETING IN PURSUANCE OF REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Name of Director	Mr. Sunil Kumar Sharma	Mr. Vipul Gupta
1. Date of Birth	18-12-1989	18-06-1976
2. Date of First Appointment	05-08-2026	05-08-2026
3. Terms & Conditions of Appointment	Appointed as Executive Director and Managing Director of the Company and liable to retire by rotation.	Appointed as Non- Executive Independent Director of the Company.
4. Directors Identification Number	05305281	09064133
5. Age	47 years	50 years
6. Qualification	Software Diploma and Hardware Computer Diploma	MBA
7. Expertise	Supply Chain Management, Warehouse Management , Inventory Control	Accounts and Finance
8. Experience	25 Years	20 years
9. No. of Listed Companies in which Directorships held including this listed entity	1	1
10. Listed Entities from which the person has resigned in the past 3 years	NIL	- Rollatainers Limited - Alliance Integrated Metaliks Limited - Adhbhut Infrastructure Limited - Newtime Infrastructure Limited
11. Chairpersonship / Membership of Committees of other Listed Companies	NIL	NIL
12. Number of shares held in the Company(as at March 31, 2026)	NIL	NIL
13. Relationship Between Directors inter-se/Managersand KMPs Manager and KMPs.	No Relation	No Relation
14. No. of meetings of Board attended during the year	NA	NA

ROUTE MAP TO THE VENUE OF EGM

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

